



Notice: This document is an English translation of a statement written originally in Japanese.
The Japanese original should be considered as the primary version.

February 13, 2026

Dear all,

Company name		Smaregi, Inc.
Representative	Representative Director	Ryuhei Miyazaki
(Code number: 4431 TSE Growth)		
Inquiries	General Manager of Administration	Megumi Shikichi
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Notice of a Merger by Absorption (Simplified Merger) **with Netshop Supporters Co., Ltd., a Consolidated Subsidiary**

Smaregi, Inc. (hereinafter the "Company") hereby announces that its Board of Directors resolved at a meeting held today to merge with its consolidated subsidiary, Netshop Supporters Co., Ltd. (hereinafter "Netshop Supporters"), effective May 1, 2026. Details are as follows.

As this is a simplified absorption-type merger of a wholly owned subsidiary, certain disclosure items and details have been omitted.

1. Purpose of the Merger

The Company acquired Netshop Supporters on December 27, 2024, in response to growing demand for seamless retail activities that bridge the gap between physical stores and e-commerce (EC). Since then, we have actively pursued Post-Merger Integration (PMI)—including system integration, standardization of marketing strategies, and rebranding—to leverage the products and business foundations of both companies and create synergies through mutual complementarity.

While the collaboration has already yielded results in business operations and customer proposals, we have determined that integrating management, organizational, and development structures is the optimal path for the next phase of growth. Consequently, we have decided to proceed with this absorption-type merger to further solidify the Group's management structure.

By merging, we will integrate Netshop Supporters' expertise in the EC domain with Smaregi's strengths in POS, payment systems, and CRM at an organizational level. This move is expected to accelerate decision-making, enhance cross-departmental collaboration, drive cross-selling, optimize the allocation of management resources, and facilitate advanced knowledge sharing. Moving forward, the Company will further strengthen service integration across the POS, Payment, and EC sectors to provide higher value-added solutions.

2. Outline of the Merger

(1) Merger schedule

Date of resolution of the Board of Directors to the merger (the Company): February 13, 2026

Date of resolution of the Board of Directors to the merger (Netshop Supporters): February 13, 2026

Date of signing the merger agreement: February 13, 2026

Effective date of the merger: May 1, 2026 (Scheduled)

*This merger will be conducted without the approval of the General Meeting of Shareholders, pursuant to the provisions of simplified merger under Article 796, Paragraph 2 of the Companies Act for Smaregi, and short-form merger under Article 784, Paragraph 1 of the Companies Act for Netshop Supporters.

(2) Method of the Merger

This is an absorption-type merger with Smaregi as the surviving company and Netshop Supporters as the dissolving company.

(3) Allotment of Shares and Cash

As this merger involves a 100% owned subsidiary, there will be no issuance of new shares or allotment of cash or other assets.

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights

Not applicable.

3. Outline of the Companies Involved in the Merger

	Surviving company (As of the end of January, 2026)	Absorbed company (As of the end of January, 2026)
(1) Corporate name	Smaregi, Inc.	Netshop Supporters Co., Ltd.
(2) Head office	4-2-12 Hommachi, Chuo-ku, Osaka	2-28-38 Ninomiya, Fukui-shi, Fukui
(3) Name and title of representative	Ryuhei Miyazaki, Representative Director	Yoichi Takezawa, Representative
(4) Description of business	Planning, design, development and operation of cloud-based solutions, etc.	System development, EC site production, software sales
(5) Capital stock	1,156 million JPY	20 million JPY
(6) Date of establishment	May 24, 2005	November 1, 2013
(7) Number of issued shares	19,693,200 shares	400 shares
(8) Fiscal year-end	April 30	April 30
(9) Major shareholders and percentage of shares held (*1)	Yamamoto Hiroshi Office Inc. 17.09% Makoto Tokuda 15.23% Tokuda Inc. 10.38% Custody Bank of Japan, Ltd. (Trust Account) 8.87% PERSHING-DIV. OF DLJ SECS. CORP. 8.31%	Smaregi, Inc. 100.00%
(10) The financial condition and operating results of the immediately preceding business year (*2)		
Fiscal year	Fiscal year ended April 30, 2025 (Non-consolidated)	Fiscal year ended April 30, 2025 (Non-consolidated)
Net assets	7,676 million JPY	209 million JPY
Total assets	10,483 million JPY	397 million JPY
Shareholders' equity per share	398.56 JPY	524,684.85 JPY
Net sales	10,813 million JPY	424 million JPY
Operating profit	2,366 million JPY	72 million JPY
Ordinary profit	2,348 million JPY	72 million JPY
Net income	1,649 million JPY	47 million JPY
Net income per share	85.67 JPY	119,839.69 JPY

*1 Major shareholders and shareholding ratio of the surviving company as of October 31, 2025.

*2 Regarding the financial condition and operating results of Netshop Supporters Co., Ltd. for the fiscal year ended April 30, 2025, the figures represent an irregular seven-month period due to a change in the fiscal year-end (from September 30 to April 30).

4. Post-merger Status

There will be no changes to the corporate name, address, name and title of representative, description of business, capital stock, and fiscal year-end date resulting from the Merger.

5. Future Outlook

As the Merger is a merger with a consolidated subsidiary, its impact on the Company's consolidated financial results will be minimal.