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

September 25, 2026

Dear all,

Company name Smaregi, Inc.
Representative Ryuhei Miyazaki, Representative Director
(Code number: 4431 TSE Growth)
IR Contact ir_corp@smaregi.jp

# Notice Concerning Succession of Rights and Obligations Through a Company Split (Simplified Absorption-Type Company Split)

Smaregi, Inc. (the "Company") hereby announces that, at the meeting of its Board of Directors held today, it resolved to succeed to the NetRegi business (the "Business") operated by CXD NEXT Co., Ltd. ("CXD NEXT"), a wholly owned subsidiary of Casio Computer Co., Ltd., by means of an absorption-type company split (the "Absorption-Type Split"), and concluded an absorption-type company split agreement (the "Split Agreement") on the same date, as described below.

The Absorption-Type Split is intended to transfer the assets, liabilities, contractual positions and other items relating to the Business. Employment contracts between CXD NEXT and its employees, as well as businesses, assets and other items not belonging to the Business, are excluded from the scope of succession.

As the Absorption-Type Split is expected to increase the Company's total assets by less than 10% of its net assets as of the end of the most recent fiscal year, and to increase its net sales by less than 3% of its net sales for the most recent fiscal year, certain disclosure items and details have been omitted.

## 1. Purpose of the Absorption-Type Split

The Company operates a cloud service business centered on its cloud-based POS system "Smaregi," providing services such as payments, attendance management, and e-commerce support to offer one-stop solutions to the challenges of store operations.

The Business provides register-compatible cloud services, cashless payment services, and other services to stores. It has a customer base and partner network that are highly compatible with the Company's business domain.

As announced by CXD NEXT in August 2024, a policy has been decided to terminate the Business in 2029. Following repeated discussions between the two companies from the perspective of continuing services for existing customers and ensuring the smooth execution of remaining operations, the Company concluded that it is appropriate for the Company to succeed to the Business. Until the termination of the Business, the Company will continue to provide services related to the Business while proposing migration to the Company's services to customers, thereby seeking to expand its customer base in the cloud services field for stores and to enhance its corporate value over the medium to long term.

## 2. Summary of the Absorption-Type Split

(1) Schedule of the Absorption-Type Split

| | |
|---|---|
| Board of Directors resolution date | September 25, 2026 |
| Split Agreement execution date | September 25, 2026 |
| Effective date | December 1, 2026 (scheduled) |

For the Company, the Absorption-Type Split qualifies as a simplified company split under Article 796, Paragraph 2 of the Companies Act. It will therefore be carried out without approval of the Split Agreement at a general meeting of shareholders. CXD NEXT plans to obtain approval at its general meeting of shareholders by the day preceding the effective date.

(2) Method of the Absorption-Type Split

An absorption-type company split in which CXD NEXT is the splitting company and the Company is the successor company.

(3) Details of Allotment Related to the Absorption-Type Split

As consideration for the Absorption-Type Split, the Company will deliver JPY 1 to CXD NEXT.

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

Not applicable.

(5) Increase or Decrease in Capital Due to the Absorption-Type Split

There will be no change in capital.

(6) Rights and Obligations to Be Succeeded by the Successor Company

Through the Absorption-Type Split, the Company will succeed, on the effective date, to those assets, liabilities, contractual positions and other rights and obligations held by CXD NEXT in connection with the Business that are specified in the Split Agreement. Employment contracts between CXD NEXT and its employees and the rights and obligations incidental thereto, as well as rights and obligations relating to the SMB business operated by CXD NEXT (the business of providing sales management and business support systems for small and medium-sized enterprises), are excluded from the scope of succession.

(7) Prospects for Performance of Obligations

The Company has determined that there are no issues with the prospects for performance of the obligations to be borne by the Company in the Absorption-Type Split.

## 3. Basis for Details of Allotment Related to the Absorption-Type Split

The allotment described above was agreed upon following repeated discussions between the Company and CXD NEXT, taking into careful consideration the profitability of the Business, the details of the assets, liabilities, and rights and obligations subject to succession, and the costs to be borne by the Company following the succession.

## 4. Overview of the Parties to the Absorption-Type Split

| | **Successor company** | **Splitting company** |
|---|---|---|
| (1) Name | Smaregi, Inc. | CXD NEXT Co., Ltd. |

| | | |
|---|---|---|
| (2) Location | 4-2-12 Honmachi, Chuo-ku, Osaka | 1-6-2 Honmachi, Shibuya-ku, Tokyo |
| (3) Title and name of representative | Ryuhei Miyazaki, Representative Director | Makoto Nakamura, President and Representative Director |
| (4) Business description | Cloud service business | Provision of services related to sales tabulation and management, electronic payments, and data integration |
| (5) Capital | JPY 1,156 million | JPY 100 million |
| (6) Date of establishment | May 24, 2005 | July 9, 2007 |
| (7) Number of shares issued | 19,693,800 shares | 30,000 shares |
| (8) Fiscal year-end | April 30 | March 31 |
| (9) Major shareholders and shareholding ratios | Hiroshi Yamamoto Office Co., Ltd. 17.09%<br>Makoto Tokuda 15.23%<br>Tokuda Co., Ltd. 10.38%<br>PERSHING-DIV. OF DLJ SECS. CORP. 8.31%<br>(As of April 30, 2026) | Casio Computer Co., Ltd. 100.00%<br>(As of March 31, 2026) |
| (10) Financial position and results of operations for the most recent fiscal year | | |
| Fiscal year | FY4/26 (Consolidated) | FY3/26 |
| Net assets | JPY 9,612 million | JPY 305 million |
| Total assets | JPY 14,080 million | JPY 951 million |
| Net assets per share | JPY 499.05 | JPY 10,171.52 |
| Net sales | JPY 13,345 million | — |
| Operating profit (loss) | JPY 3,216 million | — |
| Ordinary profit (loss) | JPY 3,186 million | — |
| Profit attributable to owners of parent | JPY 2,228 million | — |
| Earnings (loss) per share | JPY 115.71 | — |

*Note: The results of operations of the splitting company are not disclosed at the request of the counterparty.

## 5. Overview of the Business Division to Be Succeeded

(1) Business Description of the Division to Be Succeeded

Business related to the provision of register-compatible cloud services, cashless payment services, sales tabulation services and other services (the NetRegi business)

(2) Results of Operations of the Division to Be Succeeded

Net sales: JPY 191 million (FY3/26)

(3) Items and Amounts of Assets and Liabilities to Be Succeeded

The Company will succeed to those assets (prepaid expenses, tools, furniture and fixtures, software, etc.) and liabilities (unearned revenue, etc.) relating to the Business that are specified in the Split Agreement. As the amounts of assets and liabilities to be succeeded will be determined based on their balances as of the end of the day preceding the effective date, they are difficult to calculate at present, and specific amounts have therefore been omitted.

## 6. Status After the Absorption-Type Split

There will be no change in the Company's trade name, location, representative, business description, capital or fiscal year-end as a result of the Absorption-Type Split.

## 7. Future Outlook

The impact of the Absorption-Type Split on the Company's consolidated results for FY4/27 is expected to be minor. The accounting treatment and impact on results associated with the Absorption-Type Split are currently under review, and the Company will promptly make an announcement should any matters requiring disclosure arise.

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