



Company Name: CAC Holdings Corporation
Representative: Ryota Nishimori, President and CEO
(Prime Market of TSE, Code Number 4725)
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Notice Regarding the Acquisition (Subsidiarization) of Shares of JEMS Inc.

CAC Holdings Corporation (the “Company”) hereby announces that it has resolved to acquire shares of JEMS Inc. (“JEMS”) and make it a subsidiary, as approved at the Board of Directors meeting held today, as follows.

1. Purpose and Background of the Share Acquisition

Our Group positions the period from 2026 to 2030 as Phase 2 in pursuit of CAC Vision 2030: “Becoming a corporate group that continues to create positive impact on society through technology and ideas.”

In Phase 2, we will further advance the diversification of our business portfolio through the promotion of AI Transformation, strategic use of M&A, and the creation of new businesses, as we work to transform our business structure with operations that contribute to solving social issues at its core.

JEMS’s corporate purpose is “Innovate CE Platform by ICT” which means creating IT-enabled infrastructure for waste management, recycling, and resource circulation. Guided by this purpose, JEMS provides the industry-specific core system “Kankyo Shogun R” for industrial waste processing and recycling companies.

In addition, for manufacturing, construction, retail, and other waste-generating companies, JEMS offers a total management service combining IT and BPO that ensures proper industrial waste management in compliance with related laws and regulations.

In recent years, through its resource-circulation traceability platform “Circular Navi,” JEMS has also actively been addressing social issues aimed at realizing a circular economy.

Because JEMS provides services that align with the CAC Group’s mission of solving social challenges, the acquisition will expand the Group’s value chain into the industrial waste management market—an area not yet covered by existing CAC Group businesses.

Furthermore, synergies are expected through cooperation in system development for large-scale projects, productivity improvement using the Group’s AI technologies, cross-utilization of Group technological assets to strengthen functions and services, and the use of overseas Group bases for global expansion.

Based on these considerations, the Company decided to acquire the shares of JEMS and make it a subsidiary.

2. Outline of the Subsidiary to Be Acquired

(1) Name	JEMS Inc.		
(2) Head Office	31-13 Higashi-Arai, Tsukuba-shi, Ibaraki, Japan		
(3) Representative	Representative Director, Hiroki Sunaga,		
(4) Business Description	Development, sales, and implementation of software; business process outsourcing services; consulting, management, and operation related to environmental matters		
(5) Capital	¥100 million		
(6) Established	April 1, 1994		
(7) Major Shareholders and Ownership Ratios	Hiroki Sunaga		67.5%
	Toyota Tsusho Corporation		21.8%
	Others (6 individuals)		10.7%
(8) Relationship with CAC Holdings	Capital		None
	Personnel		None
	Business		None
(9) Financial Results and Position (non-consolidated, JEMS only)*			
Fiscal Year End	Sep. 2023	Sep. 2024	Sep. 2025
Net Assets	¥1,358 million	¥1,517 million	¥1,809 million
Total Assets	¥2,648 million	¥2,908 million	¥3,256 million
Net Sales	¥3,448 million	¥3,900 million	¥4,199 million
Operating Income	¥522 million	¥429 million	¥426 million
Ordinary Income	¥536 million	¥439 million	¥432 million
Net Income	¥341 million	¥158 million	¥291 million

*Note: Although JEMS has subsidiaries, their scale is immaterial, and consolidated financial statements are not prepared. Therefore, the figures above represent JEMS on a standalone basis.

3. Outline of the Share Seller

Name	Hiroki Sunaga
Address	Withheld for privacy reasons
Relationship with CAC Holdings	No notable capital, personnel, or business relationship exists.

4. Number of Shares to Be Acquired, Acquisition Price, and Ownership Before and After the Transaction

Shares owned before acquisition	0 shares (voting rights ratio: 0%)
Shares to be acquired*	138,000 shares
Acquisition price	"We refrain from disclosing this information in order to protect personal information."
Shares owned after acquisition	138,000 shares (voting rights ratio: 78.2%)

*Note: The Company will acquire 119,150 ordinary shares held by Mr. Sunaga and 18,850 shares he will acquire from all other shareholders excluding Toyota Tsusho Corporation, totaling 138,000 shares.

5. Schedule

Board resolution	February 24, 2026
Agreement signing	February 24, 2026 (scheduled)
Share transfer completion	February 2026 (scheduled)

6. Outlook

JEMS is scheduled to become a consolidated subsidiary of the Company in the first quarter of the fiscal year ending December 2026. The impact of this share acquisition on the Company's full-year consolidated financial results for the fiscal year ending December 2026 is currently under review, and we will promptly disclose any matters that require disclosure as soon as they become known.

End.