



August 6, 2025

Company name: CREEK & RIVER Co., Ltd.  
Representative: Jun Kurosaki, President and Representative Director  
Securities code: 4763 (TSE Prime Market)  
Contact: Yuki Tochio, Corporate Officer, Corporate Planning Group, Group Manager  
(Telephone: +81-3-4550-0008)

## Notice Regarding Absorption-Type Merger of Wholly Owned Subsidiary (Simplified Merger and Short-Form Merger)

At a meeting of the Board of Directors held on July 31, 2025, CREEK & RIVER Co., Ltd. (the “Company”) resolved to conduct an absorption-type merger (hereinafter, the “Merger”), effective September 8, 2025, whereby the Company will merge with its wholly owned subsidiary, PROFESSIONAL MEDIA Co., Ltd. As this is a simplified absorption-type merger involving a wholly owned subsidiary, certain disclosure items and details have been omitted. We would like to offer sincere apologies for the delay in disclosure about this matter.

### 1. Purpose of the Merger

PROFESSIONAL MEDIA Co., Ltd. engages in professional media, agency, and freelance businesses within the Company’s group. The decision to carry out this absorption-type merger was made to consolidate and make more effective use of management resources.

### 2. Summary of the Merger

#### (1) Merger Schedule

Resolution by the Board of Directors: July 31, 2025

Date of Merger Agreement: July 31, 2025

Effective Date of Merger: September 8, 2025 (scheduled)

Note: Since this Merger falls under a simplified merger as defined in Article 796, Paragraph 2 of the Companies Act of Japan for the Company, and a short-form merger as defined in Article 784, Paragraph 1 of the same Act for PROFESSIONAL MEDIA Co., Ltd., no general meeting of shareholders will be held by either party to approve the Merger agreement.

#### (2) Merger Method

The Merger will be conducted as an absorption-type merger, with the Company as the surviving entity and PROFESSIONAL MEDIA Co., Ltd. as the dissolved entity. As a result, PROFESSIONAL MEDIA Co., Ltd. will be dissolved.

#### (3) Details of Allotments Related to the Merger

As PROFESSIONAL MEDIA Co., Ltd. is a wholly owned subsidiary of the Company, no new shares will be issued, and no cash or other consideration will be allotted in connection with the Merger.

#### (4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights of the Dissolved Company

PROFESSIONAL MEDIA Co., Ltd. has not issued any stock acquisition rights or bonds with stock acquisition rights.

### 3. Overview of the Companies Involved in the Merger

	Surviving Company	Dissolved Company
(1) Company name	CREEK & RIVER Co., Ltd.	PROFESSIONAL MEDIA Co., Ltd.
(2) Location	4-1-1 Shimbashi, Minato-ku, Tokyo	4-1-1 Shimbashi, Minato-ku, Tokyo
(3) Name and title of representative	Yukihiro Ikawa, Chairperson and Representative Director (CEO) Jun Kurosaki, President and Representative Director (COO)	Masaki Asahi, President and Representative Director
(4) Business description	<ul style="list-style-type: none"> <li>• Rights Management Business (Planning, development, and distribution of intellectual property)</li> <li>• Production Business (Development and contracting)</li> <li>• Agency Business (Staffing and referrals)</li> </ul>	<ul style="list-style-type: none"> <li>• Advertising Sales Business</li> <li>• Recruiting Business</li> <li>• Temporary Staffing Business</li> </ul>
(5) Capital	¥1,177.19 million	¥97.50 million
(6) Date of establishment	March 20, 1990	April 1, 2015
(7) Number of shares issued	23,009,000 shares	27,000 shares
(8) Fiscal year-end	February	February
(9) Major shareholders and shareholding ratio	C&R Co., Ltd. 28.89% Yukihiro Ikawa 8.90% Source Design Co., Ltd. 8.71% Custody Bank of Japan, Ltd. (Trust account) 6.07% The Master Trust Bank of Japan, Ltd. (Trust account) 5.93% Free Co., Ltd. 2.90% Hideo Sawada 1.95% The Nomura Trust and Banking Co., Ltd. (Trust account) 1.85% GOVERNMENT OF NORWAY 1.75% Creek and River Employee Shareholding Association 1.67%	CREEK & RIVER Co., Ltd. 100%
(10) Financial condition and business performance for the most recent fiscal year		
Fiscal year-end	Fiscal year ended February 2025 (Consolidated)	Fiscal year ended February 2025 (Non-consolidated)
Total assets	¥27,078 million	¥42 million
Net assets	¥16,012 million	¥29 million
Net assets per share	¥750.70	¥1,079.43
Net sales	¥50,275 million	¥129 million
Operating income	¥3,614 million	¥3 million
Ordinary income	¥3,694 million	¥3 million
Net income attributable to owners of the parent	¥2,251 million	¥2 million
Net income per share	¥105.45	¥87.07

### 4. Status of the Company After the Merger

There will be no changes to the Company's name, location, representative's title and name, business activities, capital, or fiscal year-end as a result of this Merger.

### 5. Future Outlook

As this Merger is between the Company and its wholly owned subsidiary, the impact on the Company's consolidated financial results will be minimal.