



October 2, 2026

Company Name	Value HR Co., Ltd.
Representative	President and CEO Michio Fujita (Code No: 6078, TSE Prime Market)
Contact	Executive Vice President Gentaro Fujita (TEL: +81-3-6380-1300)

Notice Regarding the Acquisition of Shares in Shin-Akasaka Health Management Association, Ltd. (Making It a Subsidiary)

At a meeting of the Board of Directors held on October 2, 2026, Value HR Co., Ltd. ("Company") resolved to acquire 100% of the outstanding shares of Shin-Akasaka Health Management Association, Ltd. ("Target Company") ("Share Acquisition") and make Target Company a subsidiary of Company.

1. Purpose and Rationale for the Share Acquisition

Company's business vision is to become an infrastructure provider for the digitalization of health information and health management. Through its proprietary health management platform, the Value Cafeteria® System, Company provides the system as a health management system for corporations and as a health promotion support system for health insurance societies, serving more than 3 million users. The system offers services including health checkup reservations, health checkup result management, and Specific Health Guidance. By enabling individuals to visualize and better understand their health status, these services contribute to maintaining and improving their health. Company also operates a network of more than 4,000 health checkup institutions nationwide.

For more than 50 years, Target Company has provided sales and proposal activities for comprehensive medical examinations and other health checkups, reservation services, and administrative support to more than 850 health insurance societies and corporations. It has extensive experience, a high level of expertise, and a strong track record of delivering high-quality health checkup support services.

By making Target Company a subsidiary, Company has determined that it will be able to combine its health management platform business with the Target Company's sales capabilities in the health checkup field, reservation and administrative capabilities, strong relationships with medical institutions, and broad customer base. Company believes that this combination will help increase health checkup uptake rates, improve service quality, expand the scope of health promotion support services, further enhance the added value of its health management services for corporations and health insurance societies, and strengthen the Group's business foundation, thereby contributing to its medium- to long-term growth. Accordingly, Company decided to proceed with the Share Acquisition.

2. Method of Acquisition

Pursuant to a share transfer agreement entered into with the seller on October 2, 2026, Company plans to acquire all 3,000 outstanding shares of Target Company held by the seller and make Target Company a subsidiary of Company.

3. Overview of the Subsidiary to Be Acquired (Shin-Akasaka Health Management Association, Ltd.)

(1)	N a m e	Shin-Akasaka Health Management Association, Ltd.
(2)	A d d r e s s	1F, Hulic Aoyama Gaien Higashi-dori Building, 2-2-3 Minami-Aoyama, Minato-ku, Tokyo, Japan
(3)	R e p r e s e n t a t i v e	Manabu Koike, President and Representative Director

(4)	B u s i n e s s Description	Sales and proposal activities, reservation handling, and various administrative services for comprehensive medical examinations and other health checkups		
(5)	C a p i t a l	3 million yen		
(6)	D a t e o f Establishment	May 29, 1971		
(7)	Major Shareholder and Shareholding R a t i o	Takao Matsuki: 100%		
(8)	Relationship between Company and Target C o m p a n y	C a p i t a l Relationship	Not applicable.	
		P e r s o n n e l Relationship	Not applicable.	
		B u s i n e s s Relationship	Target Company has business transactions with Company under a business outsourcing arrangement.	
(9)	Financial Results and Financial Position of Target Company for the Most Recent Three Fiscal Years			
	Fiscal Year Ended	Fiscal Year Ended February 2024	Fiscal Year Ended February 2025	Fiscal Year Ended February 2026
	N e t A s s e t s	669 million yen	696 million yen	691 million yen
	T o t a l A s s e t s	1,044 million yen	1,050 million yen	1,020 million yen
	Net Assets per Share	223,110.41 yen	232,080.59 yen	230,333.34 yen
	Operating Profit (Loss)	(22) million yen	14 million yen	7 million yen
	Ordinary Profit (Loss)	(18) million yen	17 million yen	10 million yen
	Net Income (Loss)	(81) million yen	26 million yen	9 million yen
	Net Income (Loss) p e r S h a r e	(27,172.10) yen	8,970.18 yen	3,252.75 yen
	Dividends per Share	1,103 yen	1,103 yen	5,000 yen

* Net sales are not disclosed because the revenue recognition policies applied by Target Company differ from those applied by Company, and a simple comparison of their respective net sales figures could result in a misleading understanding of their actual business performance.

4. Overview of the Counterparty to the Share Acquisition

(1)	N a m e	Takao Matsuki
(2)	A d d r e s s	Meguro-ku, Tokyo, Japan
(3)	Relationship between the Listed Company and the Individual	There are no capital, personnel, or business relationships between Company and the individual.

5. Number of Shares Acquired, Acquisition Price, and Shareholding Status Before and After the Acquisition

(1)	Number of Shares Held Before the A c q u i s i t i o n	0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0.0%)
(2)	Number of Shares to Be Acquired	3,000 shares (Number of voting rights: 3,000)

(3) Acquisition Price	Common shares of Shin-Akasaka Health Management Association, Ltd.	Cash of ¥1,300 million and 100,000 shares of Company's common stock (valued at ¥154 million)
	Advisory fees, etc. (estimated)	226 million yen
	Total (estimated)	1,680 million yen
(4) Number of Shares Held After the Acquisition	3,000 shares (Number of voting rights: 3,000) (Percentage of voting rights held: 100.0%)	

* The value of 100,000 shares of Company's common stock has been calculated at ¥154 million based on the closing price of ¥1,541 per share on October 1, 2026, the valuation date.

* The acquisition price was determined based on a share valuation conducted by an independent third-party valuation institution, and Company considers the acquisition price to be reasonable. The consideration for the Share Acquisition is expected to be paid through a combination of cash and Company's treasury shares. With respect to a portion of the acquisition consideration, Company plans to dispose of treasury shares by way of a third-party allotment. In connection with such disposal, the proposed allottee will contribute in kind to Company the claim for payment of the share transfer consideration that it holds against Company. For details regarding the disposal of treasury shares by way of a third-party allotment, please refer to the notice titled "Notice Concerning Disposal of Treasury Shares by Way of Third-Party Allotment in Connection with the Acquisition of Shares of Shin-Akasaka Health Management Association, Ltd.," announced by Company today.

6. Schedule

(1) Date of Board of Directors Resolution	October 2, 2026
(2) Date of Execution of the Share Transfer Agreement	October 2, 2026
(3) Date of Completion of the Share Transfer	November 18, 2026 (scheduled)

7. Outlook

The impact of the Share Acquisition on Company's consolidated financial results for the fiscal year ending December 31, 2026 is currently under review. Over the medium to long term, Company believes that this acquisition will contribute to improving the performance and corporate value of the Group. Should any matters requiring disclosure arise in the future, Company will promptly disclose them.

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