



May 27, 2026

To Whom It May Concern

Company Name Orchestra Holdings Inc.  
Representative Yoshio Nakamura, President and  
Representative Director  
(Code No.: 6533, Tokyo Stock  
Exchange Prime Market)  
Contact Naomi Iyogi, Director and CFO  
(TEL. 03-6450-4307)

## Notice Regarding Acquisition of Shares of SALTO (Conversion into Consolidated Subsidiary)

The Company hereby announces that, at the Board of Directors meeting held today, it resolved to acquire the shares of SALTO Co., Ltd. ( “SALTO” ) and make it a consolidated subsidiary, as described below.

### 1. Purpose of Share Acquisition

SALTO Co., Ltd., which will newly join our group, operates a system development business centered on contract-based development, lab-style development, and offshore development. The company has approximately 230 employees and maintains offices in Tokyo, Osaka, and Vietnam (Ho Chi Minh City and Da Nang). In addition to web system development utilizing technologies such as Java, PHP, and Python, SALTO possesses strong technical capabilities across a wide range of domains, including cloud technologies such as AWS, Azure, and GCP, as well as infrastructure design, construction, and operation. Furthermore, the company has established a solid customer base in growth sectors requiring high levels of reliability and security, including defense, AI, and social infrastructure.

Within our Group’ s DX business, we have been expanding our operations primarily in software quality improvement support and system development support. Through SALTO’ s participation, we believe we can further strengthen our ability to respond to customer needs by incorporating flexible development structures utilizing contract and lab-type development, as well as hybrid resource supply systems leveraging both Japan and Vietnam.

In addition, SALTO has achieved continuous growth since its establishment, recording revenue growth for the past three consecutive years and delivering significant growth again this fiscal year. The company also has an extensive track record with major enterprises. By sharing SALTO’ s customer base, human resources, and development expertise across the group, we believe we can expand the scope of projects handled within the DX business as a whole, strengthen our revenue foundation, and contribute to sustainable growth through group synergies.

This M&A represents one of our strategic initiatives for further growth, and we will continue striving to enhance corporate value through strengthened collaboration among our businesses and various growth measures.

### 2. Overview of SALTO Co., Ltd.

(1) Company Name	SALTO Co., Ltd.
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(2) Location	KDX Shinjuku 286 Building 7F, 2-8-6 Shinjuku, Shinjuku-ku, Tokyo		
(3) Representative	Junki Matsuyama, Representative Director, President & CEO Asako Maruyama, Representative Director & CEO		
(4) Business Description	System Development Business		
(5) Capital	JPY 10 million		
(6) Date of Establishment	September 16, 2015		
(7) Major Shareholders and Ownership Ratio	Two individual shareholders: 100.0%		
(8) Relationship with the Listed Company	Capital Relationship	None	
	Personnel Relationship	None	
	Business Relationship	None	
(9) Financial Results and Financial Position for the Past Three Fiscal Years			
Fiscal Year	Fiscal Year Ended August 2023	Fiscal Year Ended August 2024	Fiscal Year Ended August 2025
Net Assets	JPY 93 million	JPY 141 million	JPY 230 million
Total Assets	JPY 478 million	JPY 652 million	JPY 759 million
Per Share Net Assets	JPY 818,717.45	JPY 1,240,203.28	JPY 2,018,426.68
Net Sales	JPY 2,032 million	JPY 2,048 million	JPY 2,265 million
Operating Income	JPY 6 million	JPY 16 million	JPY 116 million
Ordinary Income	JPY 22 million	JPY 69 million	JPY 126 million
Net Income	JPY 13 million	JPY 48 million	JPY 88 million
Per Share Net Income	JPY 116,040.95	JPY 421,485.83	JPY 778,223.39
Dividend per Share	—	—	—

\*1 Although the company has a subsidiary in Vietnam, the above figures are presented on a non-consolidated basis in consideration of the size and materiality of such subsidiary.

\*2 The projected results for the fiscal year ending August 2026 are net sales of JPY 2.6 billion and operating profit of JPY 260 million.

### 3. Overview of the Share Acquisition Counterparties

(1) Name	Two individual shareholders
(2) Address	As the counterparties are individuals, disclosure is withheld based on discussions with them.
(3) Relationship with the Listed Company	There are no capital, personnel, or business relationships. The counterparties are also not related parties.

### 4. Number of Shares to be Acquired and Shareholding Status Before and After Acquisition

(1) Shares Held Before Acquisition	-shares (Number of voting rights: -) (Voting rights ownership ratio: -%)
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(2) Number of Shares to be Acquired	114 shares (Number of voting rights: 114)	
(3) Acquisition Price	Common shares of SALTO Co., Ltd.	JPY 1,721 million
	Due diligence-related expenses, etc. (estimated)	JPY 3 million
	Estimated Total Amount	JPY 1,724 million
(4) Shares Held After Acquisition	114 shares (Number of voting rights: 114) (Voting rights ownership ratio: 100%)	

\*1 As this transaction is a direct deal with SALTO Co., Ltd., no advisory fees will be incurred.

#### 5. Schedule

(1) Resolution Date of the Board of Directors	May 27, 2026
(2) Contract Signing Date	May 27, 2026
(3) Share Transfer Execution Date	Scheduled for May 29, 2026

#### 6. Future Outlook

Should any material impact on the Company's consolidated financial results for the fiscal year ending December 2026 arise as a result of this share acquisition, the Company will promptly disclose such information.

End

**Supplementary Materials Regarding  
the Acquisition of SALTO Shares**



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# About SALTO

The Company has a strong customer base in high-growth sectors such as defense, AI, and social infrastructure. Revenue has increased for the past three consecutive years and is continuing to grow significantly this fiscal year.

## ■ Company Overview

Company Name	SALTO Co., Ltd.
Established	September 16, 2015
Business Description	System Development Business
Number of Employees	Approx. 230 employees
Net Assets	JPY 230 million (as of August 2025)



## ■ Performance Trends

Fiscal Year-End	FY2023	FY2024	FY2025	FY2026 (Forecast)
Revenue	JPY 2,032 million	JPY 2,048 million	JPY 2,265 million	JPY 2,600 million
Operating Profit	JPY 6 million	JPY 16 million	JPY 116 million	JPY 260 million

※As of the end of March 2026 (seven-month period), revenue totaled JPY 1,531 million and operating profit reached JPY 192 million.

## ■ Features

- Delivers high-quality and flexible development services through a hybrid Japan–Vietnam development structure.
- Provides scalable development support tailored to client needs through lab-based and contract development models.
- Strong market competitiveness backed by extensive business relationships with major companies and continuous growth.
- Comprehensive technical capabilities covering cloud, infrastructure, and application development end to end.

# Regarding the M&A Transaction

SALTO Co., Ltd., which operates a software development business, joined the Group.

Leveraging SALTO's customer base and business development capabilities to accelerate group-wide growth.

## Overview of the M&A Transaction

### Transaction Overview

<b>Shares Acquired</b>	<b>100% of SALTO shares</b>
<b>Agreement Execution Date</b>	<b>May 27, 2026</b>
<b>Share Acquisition Date</b>	<b>May 29, 2026 (Scheduled)</b>
<b>Acquiring Company</b>	<b>Orchestra Holdings Inc.</b>
<b>Acquisition Price</b>	<b>Approximately JPY 1.72 billion (including DD-related expenses)</b>
※No advisory fees will be incurred, as this transaction is a direct deal with SALTO.	
<b>Acquisition Funding</b>	<b>Funded through borrowings and cash on hand</b>
<b>Impact on Financial Results</b>	<b>Expected to contribute to operating profit growth this fiscal year</b>
※Any material impact will be disclosed promptly.	

### Group Synergies

- Expanded large-scale project capacity through lab-based and contract development models.
- Flexible resource allocation through a hybrid Japan–Vietnam development structure.
- End-to-end high-quality support combining web/cloud development and software testing.
- Expanded the DX business through customer bases in defense, AI, and social infrastructure.
- Acceleration of Group growth through shared talent, development capabilities, and customer bases.

# Future Growth Strategy











- DX business will expand its customer base through SALTO, building a foundation for sustainable growth.
  - DM business has resumed growth through AI services for expanding LLMO demand and a stronger sales structure.
- The Company also aims to integrate the DX and DM businesses to provide more advanced client support.
- ➔ Promoting more integrated cross-functional services by **building a consulting team.**









## Consulting Team

Creating **unique value and competitive advantages** by integrating the DX and DM businesses.

### DM business

Overall Strategy 	Data Analysis 
Brand Advertising 	Performance Advertising 
Creative Production 	Metaverse Marketing 
LLMO 	SEO 

### DX business

Cloud Integration 	System Development 
Data Utilization Consulting 	IT Consulting 
Software Testing 	Security Consulting 
Auto-ID Systems 	Digital Twin 

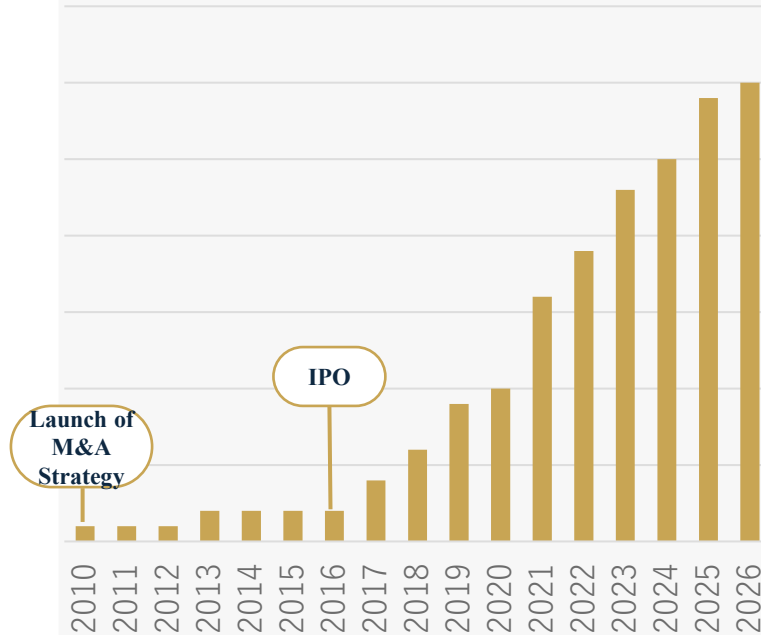
←SALTO Joins the Group



## Strengths and Characteristics in M&A

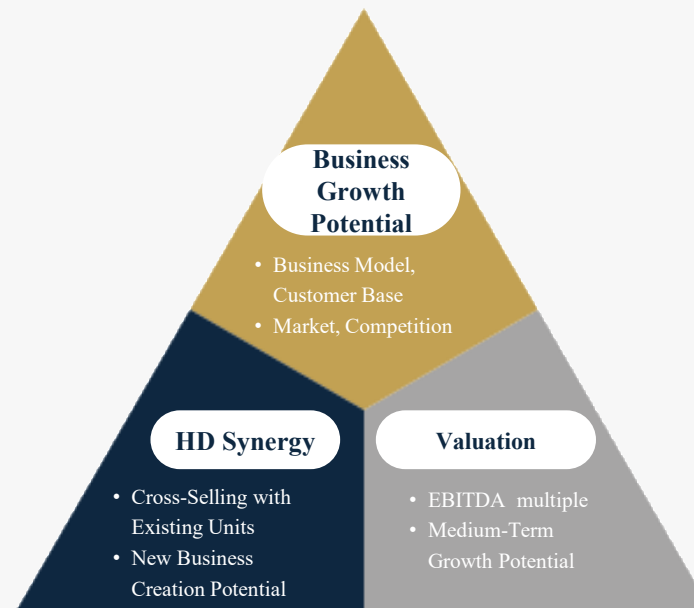
The company's strengths lie in its investment and PMI expertise, as well as its execution capabilities, accumulated through approximately 30 investment transactions.

A total of **30** investments



## Investment Criteria

Investment targets are carefully selected based on three criteria: growth potential, holding company synergies, and valuation.



## Investment Strategy

Pursuing Both New and Existing Domains

- 01 M&A to Expand TAM**  
Using M&A, the Company aims to enter new growth markets, focusing on adjacent areas that can generate synergies with existing businesses. The Company is primarily exploring opportunities in development and cybersecurity businesses.
- 02 Roll-up Strategy M&A**  
Expanding service offerings, customer base, and talent through acquisitions of multiple companies in the same industry.  
Exploring opportunities not only in the DM and DX businesses, but also in the IP & Entertainment domain.

# Purpose of the M&A and M&A Track Record in Core Businesses

With SALTO joining the Group, approximately 230 engineers and other personnel will be added.

Sharing customer bases and development and sales resources is expected to accelerate growth in the DX business.



※1 Source: Dentsu, "Advertising Expenditures in Japan" ※2 Source: Ministry of Economy, Trade and Industry, "Information and Communication Industry Basic Survey" (calculated from software industry sales)

※3 Source: Information-technology Promotion Agency (IPA), "Software Development Analysis Data Collection" ※4 TAM=Total Addressable Market (maximum addressable market)

※5 Source: XENO BRAIN, "Market Size Forecast for Game Software Makers."

*Vision*

# *The Chain of Creation*

– Through our business, we continue to produce pioneers of innovation –



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