



ORCHESTRA HOLDINGS

Orchestra Holdings Inc.

August 26, 2026

**Supplementary Materials on the Wholly
Owned Subsidiary Conversion of
Sharing Innovations Inc.**

Overview of Making Sharing Innovations a Wholly Owned Subsidiary

Through the share exchange, Sharing Innovations will become a wholly owned subsidiary of the Company. By leveraging management resources across the Group in an integrated manner, the Company aims to further accelerate the growth of its DX business.

In the share exchange, the Company plans to use treasury shares previously acquired as consideration and will not issue any new shares.

Scheme: Share Exchange



**Wholly Owned Subsidiary through
Share Exchange**

**Use Treasury Shares Previously Acquired as
Consideration**

No New Shares Issued

Key Terms

Share Exchange Ratio
SI Share = 0.478 OH Shares

Number of Shares to Be Delivered
510,791 Shares

Schedule

10/26	SI Extraordinary General Meeting of Shareholders
↓	
11/25	Last Trading Day for SI Shares
↓	
11/26	Delisting of SI Shares
↓	
11/30	Effective Date of the Share Exchange

※ : OH is an abbreviation for Orchestra Holdings, and SI is an abbreviation for Sharing Innovations.

Making Sharing Innovations a Wholly Owned Subsidiary Using Treasury Shares, Without Issuing New Shares

Use Treasury Shares Previously Acquired as Consideration for the Share Exchange

1. Overview of the Share Exchange

Issuance of New Shares

0 shares

Delivery of Treasury Shares

510,791 shares

Average Share Repurchase Price

¥938

Closing Share Price on the Day Before the Share Exchange Agreement

¥1,225

No New Shares Issued

2. Use of Treasury Shares

Treasury Shares Held

692,832 shares



Shares Delivered in the Share Exchange

▲510,791 shares



Remaining Treasury Shares After the Share Exchange

182,041 shares

Utilize Previously Repurchased Shares

Vision

The Chain of Creation

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



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