

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



December 26, 2025

Company name: Procrea Holdings, Inc.
Representative: Susumu Narita, Representative Director
and President
(Securities code: 7384; Prime Market,
Tokyo Stock Exchange)
Inquiries: Ryosuke Ichinohe, General Manager of
Management Planning Department
(Telephone: +81-17-777-5111)

Notice Concerning Reorganization of Consolidated Subsidiaries (Merger Between Consolidated Subsidiaries) and Changes of Trade Names

Procrea Holdings, Inc. (the “Company”) hereby announces that it has resolved, at a meeting of Board of Directors held today, to conduct a merger between Aogin Lease, Inc. and Michinoku Leasing Co., Ltd., both of which are consolidated subsidiaries of the Company, and to change the trade name of the surviving company.

Because this merger is a merger between wholly owned subsidiaries of the Company, certain disclosure items and details have been omitted.

Additionally, the Company announces that it has decided to change the trade names of its consolidated subsidiaries, namely, Michinoku Servicer Co.,Ltd., Aogin Credit Guarantee Co., Ltd., and Aogin Koda Co., Ltd.

1. Purpose of the merger

As a priority initiative under the second Medium-term Management Plan, the Company is striving to strengthen its comprehensive power of the group in order to meet the wide ranging needs of the region and customers.

The Company, which has so far conducted the leasing business through Aogin Lease, Inc. and Michinoku Leasing Co., Ltd., decided to merge the two companies to enhance proposal capabilities by combining the two companies’ know-how and information/networks, and to expand earnings opportunities by improving management efficiency.

2. Summary of the merger

(1) Merger schedule

Date of resolution by the Board of Directors (companies involved in the merger):	Friday, December 26, 2025
Date of conclusion of the merger agreement:	Friday, December 26, 2025
Date of approval by the General Shareholders Meeting (companies involved in the merger):	March 2026 (scheduled)
Merger date (effective date):	Wednesday, July 1, 2026 (scheduled)

(2) Merger method

The merger will be an absorption-type merger, with Aogin Lease, Inc. as the surviving company, and Aogin Lease, Inc. will be renamed Aomori Michinoku Lease Co., Ltd. effective July 1, 2026.

(3) Details of allocation associated with the merger

In connection with this merger, Aogin Lease, Inc. (to be renamed Aomori Michinoku Lease Co., Ltd. effective July 1, 2026) will neither allocate stock nor deliver cash, etc. to Aomori Michinoku Bank, Ltd., a shareholder of Michinoku Leasing Co., Ltd., in compensation for this merger.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights in connection with the merger

Not applicable.

(5) Amount of the stated capital and reserve funds

There will be no increase in the amount of the stated capital and reserve funds of Aogin Lease, Inc. (to be renamed Aomori Michinoku Lease Co., Ltd. effective July 1, 2026) in association with this merger.

3. Overview of companies involved in the merger

Name	Aogin Lease, Inc.	Michinoku Leasing Co., Ltd.
Location	16-16, Furukawa 1-chome, Aomori-shi, Aomori Prefecture	4-10, Hashimoto 1-chome, Aomori-shi, Aomori Prefecture
Name and job title of representative	Satoru, Ishibashi Representative Director and President	Kenichi, Asari Representative Director and President
Description of business	Leasing business	Leasing business
Share capital	60 million yen	90 million yen
Date of establishment	October 5, 1985	May 29, 1978
Number of issued shares	1,200 shares	180,000 shares
Fiscal year end	March 31	March 31
Shareholders and ownership ratios	Aomori Michinoku Bank 100%	Aomori Michinoku Bank 100%

[Financial condition and operating results for the most recent fiscal year (Fiscal year ended March 31, 2025)]

Name	Aogin Lease, Inc.	Michinoku Leasing Co., Ltd.
Net assets	3,598 million yen	2,981 million yen
Total assets	30,637 million yen	29,204 million yen
Net assets per share	299,879.71 yen	16,564.20 yen
Net sales	6,490 million yen	7,059 million yen
Operating profit	294 million yen	240 million yen
Ordinary profit	297 million yen	238 million yen
Current net profit	189 million yen	154 million yen
Earnings per share	158,274.40 yen	858.25 yen

4. Status after the merger

Trade name	Aomori Michinoku Lease Co., Ltd.
Head office address	4-10, Hashimoto 1-chome, Aomori-shi, Aomori Prefecture (location of the head office of the current Michinoku Leasing Co., Ltd.)
Representative	To be decided
Description of business	Leasing business
Share capital	60 million yen
Total assets	59,842 million yen (based on the value obtained by simply totaling the two companies' non-consolidated figures for the fiscal year ended March 31, 2025)
Fiscal year end	March 31

5. Changes of trade names of other consolidated subsidiaries (excluding leasing subsidiaries)

(1) Overview of relevant companies

Name	Michinoku Servicer Co., Ltd.
Location	2-20, Honcho 1-chome, Aomori-shi, Aomori Prefecture (To be relocated to 3-1, Katta 1-chome, Aomori-shi, Aomori Prefecture on July 1, 2026)
Name and job title of representative	Tsutomu, Inaniwa Representative Director and President
Description of business	Claim management and collection business
Share capital	500 million yen

Name	Aogin Credit Guarantee Co., Ltd.
Location	16-16, Furukawa 1-chome, Aomori-shi, Aomori Prefecture
Name and job title of representative	Daisuke, Yatsu Representative Director and President
Description of business	Credit guarantee business
Share capital	30 million yen

Name	Aogin Koda Co., Ltd.
Location	16-16, Furukawa 1-chome, Aomori-shi, Aomori Prefecture
Name and job title of representative	Daisuke, Yatsu Representative Director and President
Description of business	Property management service business
Share capital	10 million yen

(2) New trade names of the relevant consolidated subsidiaries

Current trade name	New trade name
Michinoku Servicer Co., Ltd.	Aomori Michinoku Servicer Co., Ltd.
Aogin Credit Guarantee Co., Ltd.	Aomori Michinoku Credit Guarantee Co., Ltd.
Aogin Koda Co., Ltd.	Aomori Michinoku Property Management Co., Ltd.

(3) Reason for changing trade names

To have consistent trade names as subsidiaries of Aomori Michinoku Bank, which is the group's core subsidiary.

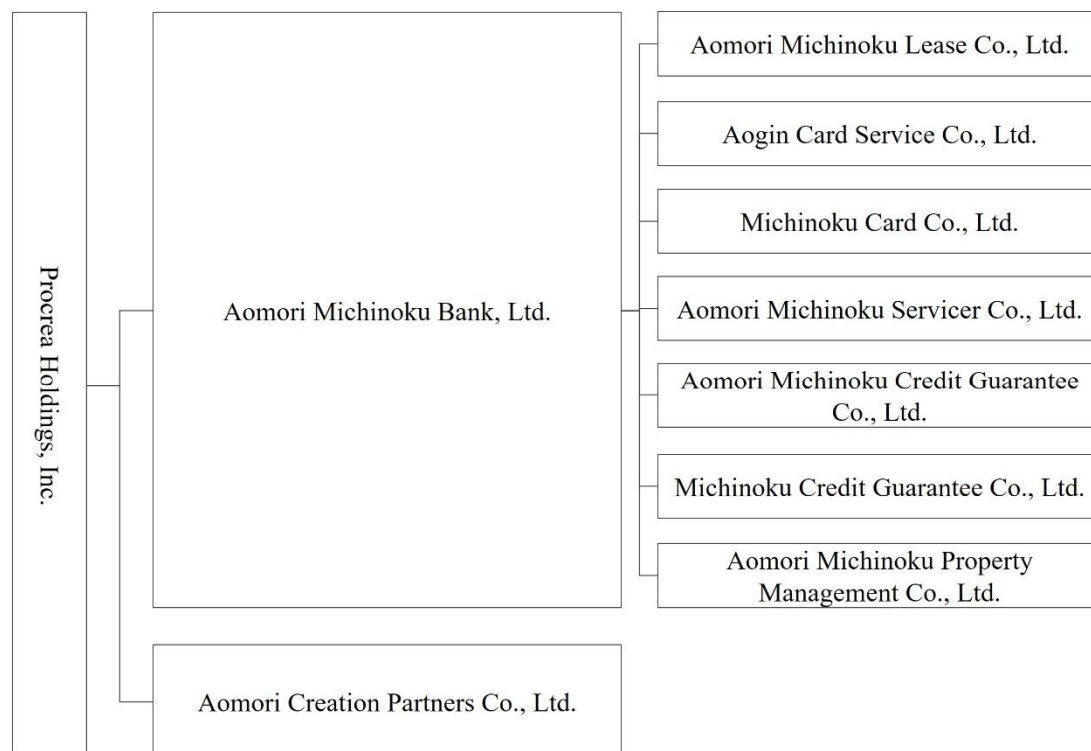
(4) Date of changes of trade names

Wednesday, July 1, 2026

6. Future outlook

The impact of the merger and the changes of trade names on the Company's consolidated financial results is minor, and there is no impact on the financial result forecast for the fiscal year ending March 31, 2026, which was released by the Company.

(Reference) Diagram of the group's organizational structure after completing reorganization of consolidated subsidiaries and changing trade names (July 1, 2026 (scheduled))



Inquiries about this release

Procrea Holdings, Inc. Management Planning Department Telephone: +81-17-777-5111