



August 19, 2025

To Whom It May Concern:

Company name: SUGI Holdings Co., Ltd.  
Representative name: Representative Director & President  
Katsunori Sugiura  
(Code No.: 7649 TSE Prime Market/ NSE Premier Market)  
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**Announcement of Acquisition of Shares in Seki Yakuhin Co., Ltd.**  
**(Conversion to Equity Method Affiliate)**

We, SUGI Holdings Co., Ltd. (hereinafter “SUGI”), hereby announce that SUGI decided to acquire Seki Yakuhin Co., Ltd., that operates drugstores with dispensing service mainly in Saitama Prefecture (hereinafter “Seki Yakuhin”), as an equity method affiliate by acquiring shares in Seki Yakuhin (37,929 shares equal to shareholding ratio of 34.8%) (hereinafter the “Transaction”) and executed share transfer agreement for that purpose as of today. Furthermore, SUGI is considering executing share transfer agreements with other shareholders of Seki Yakuhin for shares held by the shareholders (15,530 shares equal to shareholding ratio of 14.2%) by the closing date of the Transaction and expects to acquire 53,459 shares in Seki Yakuhin in total (shareholding ratio of 49.0%) as of the closing date of the Transaction.

Particulars

1. Purpose of the Acquisition

SUGI Group operates 2,100 or more stores in the Kanto, Chubu, Kansai and Hokuriku-Shinshu regions, of which 588 stores are located in the Kanto region (as of the end of June 2025). Taking advantage of its drugstores with dispensing service having about 5,000 pharmacists, about 1,100 beauty advisors and about 600 registered dietitians, SUGI Group has set contribution to the communities as its management philosophy as well as working for disease prevention and health management for residents in the communities over their lifetime and deploying its “Total Healthcare Strategy” conducive to improvement of health. In these years, focusing on furtherance of Digital Transformation and integrating/analyzing purchase-at-store data and health action data of customers collected through an application that SUGI Group independently developed (SUGI Pharmacy App), SUGI Group has provided services and adopted store traffic expansion plans

optimized for each customer and aimed to achieve both improvement of customer experience and work efficiency.

Seki Yakuhin operates over 300 stores, including drugstores and dispensing pharmacies, mainly in Saitama Prefecture and across the North Kanto region. By focusing on a dominant deployment strategy, Seki Yakuhin has a network of stores in advantageous locations, high-level customer service skills to identify customer needs, and a strong brand power rooted in the communities. Also, Seki Yakuhin has adopted the concept of a “community-based comprehensive drugstore” and promotes a business approach that values “high counseling skills” and “drugstores with dispensing service where customers feel comfortable seeking advice,” and such management policy closely aligns with SUGI’s management philosophy.

Through the Transaction, SUGI and Seki Yakuhin aim to accelerate the business growth of both companies by integrating their respective business know-how and resources and create the “No.1 healthcare company in Japan and ultimately in Asia” by working together in an integrated manner. SUGI believes that SUGI Group and Seki Yakuhin will be able to maximize synergistic effects, to increase driving force of “community-focused strategy that meticulously addresses local needs” through store, regional and human networks of both companies, “realization of vision that is close to the community” through the full utilization of expert personnel and Digital Transformation and “deepening of a dominant store network” through the integration of store opening and renovation know-how and logistics networks, and to create “No.1 healthcare company in Japan and in Asia” which generates a new value beyond scale expansion because both SUGI Group and Seki Yakuhin have advantages as “drugstores with dispensing service” and pursue the same direction to be a “healthcare company that brings happiness to people and society.”

SUGI and Seki Yakuhin shareholders also have agreed that SUGI will additionally acquire shares in Seki Yakuhin (2,182 shares equal to shareholding ratio of 2.0%) around 5 years later. Upon completion of this additional acquisition, SUGI’s total shareholding ratio in Seki Yakuhin will reach 51.0%, and Seki Yakuhin is expected to become a consolidated subsidiary of SUGI.

## 2. Effects on and Advantages for Both Groups' Businesses

SUGI and Seki Yakuhin will boost their business driving force and further enhance their competitive advantage in the drugstore industry through integration of both groups' operational resources, improvement of their business quality and expansion of their business operations. Specifically, we pursue the following initiatives and aim to enhance the corporate value of both companies by pursuing synergies:

### (1) Increase in Competitiveness and Profitability through Integration of Digital Transformation and Customer Service Skill

SUGI and Seki Yakuhin aim to boost customer touch points and customer base, and increase its store visit frequency/average spending per customer and profitability by mutually sharing SUGI's strengths such as independently-developed app and app-based sales promotion methods and Seki Yakuhin's expertise in high-quality customer service through counseling.

### (2) Deepening Market Penetration

SUGI and Seki Yakuhin aim to improve their existing stores by jointly leveraging their know-how in product assortment, sales floor enhancement and professional customer service/counseling, and accelerate new store openings by sharing their property information and SUGI's expertise in medical care coordination. In addition, SUGI and Seki Yakuhin aim to drive deepening market penetration and improvement of regional competitiveness especially in the North Kanto region mainly in Saitama Prefecture by leveraging Seki Yakuhin's well-established brand presence.

### (3) Reinforcement of Management Foundations

SUGI and Seki Yakuhin will build an efficient and sustainable group operating structure by leveraging business scale and regional dominance of both companies, optimizing product assortment, logistics and systems, etc. and improving cost structure.

### (4) Strengthening Human Resource Development and Organizational Capabilities

By combining the two companies' expertise in human resource development and strengthening the training of specialist pharmacists, SUGI and Seki Yakuhin aim to realize a comprehensive community care model through the enhancement of primary care, advanced acute care and home medical care, thereby becoming a healthcare company that is indispensable to the lives of local residents. In addition, by expanding the scale of the group, SUGI and Seki Yakuhin will provide employees with diverse career paths and foster an environment that encourages them to take on new challenges.

### 3. Overview of Seki Yakuhin

(1) Name	Seki Yakuhin Co., Ltd.		
(2) Head office location	4-2-22 Miyashiro-machi Monma, Minami-saitama-gun, Saitama		
(3) Representative’s name & title	Representative Director & Chairman, Nobuharu Seki Representative Director & President, Yoshio Seki		
(4) Business description	Operation of drugstores and dispensing pharmacies		
(5) Stated capital	JPY83,200,000		
(6) Establishment date	January 11, 1984		
(7) Major shareholders and their shareholding ratio	Nobuharu Seki	45.0%	
	Yoshio Seki	25.9%	
	Linden Co., Ltd.	14.8%	
(8) Relationship between SUGI and Seki Yakuhin	Capital relationship	Not applicable.	
	Personal relationship	Not applicable.	
	Business relationship	Not applicable.	
	Applicability of related parties	Not applicable.	
(9) Operating results and financial position for the last 3 years			
Fiscal year	Fiscal Year ended March, 2023	Fiscal Year ended March, 2024	Fiscal Year ended March, 2025
Net assets	JPY 18,817 million	JPY 21,001 million	JPY 23,042 million
Total assets	JPY 46,667 million	JPY 49,032 million	JPY 52,008 million
Net assets per share	JPY 172,474	JPY 192,489	JPY 211,204
Sales	JPY 89,151 million	JPY 96,095 million	JPY 100,503 million
Operating profit	JPY 3,073 million	JPY 3,660 million	JPY 3,168 million
Ordinary profit	JPY 3,319 million	JPY 3,984 million	JPY 3,507 million
Profit attributable to owners of parent	JPY 1,970 million	JPY 2,200 million	JPY 2,060 million
Earnings per share	JPY 18,053	JPY 20,162	JPY 18,884
Dividend per share	JPY 200	JPY 200	JPY 200

(Notes) 1. The above shareholding ratio is the ratio of the number of shares held to the total number of outstanding shares (excluding treasury shares).

2. The above shareholding ratio is rounded to one decimal place.

#### 4. Overview of Major Holders of Shares to be Acquired

(1)	Name	Nobuharu Seki
(2)	Address	Sugito-machi, Kita-katsushika-gun, Saitama
(3)	Relationship between the listed company and the individual	There is no capital, personnel or business relationship to be stated.

(1)	Name	Yoshio Seki
(2)	Address	Kuki-shi, Saitama
(3)	Relationship between the listed company and the individual	There is no capital, personnel or business relationship to be stated.

(1)	Company name	Linden Co., Ltd.
(2)	Address	Sugito-machi, Kita-katsushika-gun, Saitama
(3)	Relationship between the listed company and the individual	There is no capital, personnel or business relationship to be stated.

#### 5. Number of Shares to be Acquired, Acquisition Price and Shares Held before and after Acquisition

(1)	Number of shares held before transfer	0 share (Number of voting rights: 0) (Voting rights holding ratio: 0.00%)
(2)	Number of shares to be acquired	37,929 shares (37,929 common shares) (Number of voting rights: 37,929)
(3)	Acquisition price	Common shares in the company: JPY15,963 million Advisory fee, etc.: JPY170 million
(4)	Number of shares held after transfer	37,929 shares (Number of voting rights: 37,929) (Voting rights holding ratio: 34.8%)

#### 6. Schedule

(1) Decision date	August 19, 2025
(2) Agreement execution date	August 19, 2025
(3) Share transfer closing date	September 30, 2025 (planned)

(Note) The share transfer is planned to be closed after the procedures set forth in the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Antimonopoly Act) are completed.

## 7. Future Outlook

The Transaction's impacts to be given on SUGI's consolidated business results for the entire business year ending in February 2026 are under scrutiny. In the event of any matter to be announced, SUGI will promptly announce such matter.

End of this Announcement