August 7, 2026

Company name: SRS HOLDINGS CO., LTD.
Representative: Masahiko Shigesato, President & Chief Executive Officer
(Securities code: 8163, TSE Prime Market)
Inquiries: Katsunori Natsui, Executive Officer & Head of Corporate Strategy Division
(TEL 06-7222-3101)

Notice of Acquisition of Shares of KYOTARU CO., LTD.

SRS HOLDINGS CO., LTD. (the "Company") hereby announces that at the Board of Directors' meeting held on August 7, 2026, it resolved with FOOD & LIFE COMPANIES LTD. (TSE Prime Market, securities code: 3563) to acquire all shares of KYOTARU CO., LTD., a consolidated subsidiary of FOOD & LIFE COMPANIES LTD. and to make it a consolidated subsidiary, and a share transfer agreement was concluded on the same date as described below.

1. Purpose of the Share Acquisition

Under the Medium-term Business Plan "SRS VISION 2030," the Group is developing various Japanese cuisine businesses with the aim of delivering comforting Japanese cuisine throughout Japan. One of our key strategies is "achieving the overwhelming No.1 position in the gourmet sushi chain segment," and we are working to strengthen and expand our nationwide presence in the gourmet sushi market.

Under these circumstances, we have determined that the addition of restaurant businesses such as "Kaiten Sushi Misaki" and take-out businesses such as "Kyotaru" operated by KYOTARU CO., LTD. to our Group will contribute to strengthening and expanding our gourmet sushi business, which is one of our key strategies, and will also enable us to expand our store network in the Tokyo metropolitan area, which has been a key challenge in our nationwide expansion.

"Kaiten Sushi Misaki" is a gourmet sushi brand that offers Edomae flavors made with red rice and seasonal ingredients from Toyosu Market. We expect to create synergies in a wide range of areas, including product development, joint purchasing, and sushi chef training with the Group's gourmet sushi brands such as "Nigiri Chojiro" and "Umai Sushikan." In addition, "Kaiten Sushi Misaki" specializes in restaurant openings near stations and commercial facilities, and its restaurant location do not overlap with the Group's existing brands, which are mainly roadside restaurants. Therefore, further business expansion is expected.

In addition, the take-out sushi brand "Kyotaru" has brand power backed by high name recognition and a long history, and we expect that the integration of the merchandise development capabilities cultivated by the Group in the restaurant business with the management know-how accumulated through past M&A will enhance the brand value and expand the business foundation in the home meal replacement domain.

Furthermore, the same company's manufacturing plants will expand their functions as a base for manufacturing merchandise for the Group's Japanese cuisine businesses, such as "Washoku Sato", in addition to the sushi business, with the aim of enhancing the value of the entire Group.

Based on the above, the Company has determined that this acquisition will strengthen and expand the Group's business portfolio and contribute to the enhancement of its corporate value, and has decided to acquire the shares of KYOTARU CO., LTD.

2. Implementation of a Third-Party Allotment of Shares of KYOTARU CO., LTD.

Prior to the share acquisition, FOOD & LIFE COMPANIES Ltd. will subscribe to a third-party allotment of shares of KYOTARU CO., LTD., and KYOTARU CO., LTD. will issue one new share, resulting in a capital increase of 6.48 billion yen. In addition to eliminating the negative net worth of KYOTARU CO., LTD., the capital increase will be used to repay borrowings from FOOD & LIFE COMPANIES LTD. to stabilize the financial base, enable smooth business operations, and promote further growth after the transfer. The payment date for the capital increase through third-party allotment is scheduled for August 18, 2026.

3. Overview of the Subsidiary to be Transferred

<table>
<tr><td>(1)</td><td>Name</td><td colspan="3">KYOTARU CO., LTD.</td></tr>
<tr><td>(2)</td><td>Location</td><td colspan="3">2-7-5 Nihonbashi Ningyocho, Chuo-ku, Tokyo</td></tr>
<tr><td>(3)</td><td>Title and name of representative</td><td colspan="3">Takanori Takegawa, Representative President</td></tr>
<tr><td>(4)</td><td>Description of business</td><td colspan="3">Food service</td></tr>
<tr><td>(5)</td><td>Share capital</td><td colspan="3">10 million yen</td></tr>
<tr><td>(6)</td><td>Date of establishment</td><td colspan="3">September 27, 2018</td></tr>
<tr><td>(7)</td><td>Major shareholders and shareholding ratio</td><td colspan="3">FOOD & LIFE COMPANIES LTD. 100.0%</td></tr>
<tr><td rowspan="3">(8)</td><td rowspan="3">Relationship between the Company and the said company</td><td>Capital relationship</td><td colspan="2">None</td></tr>
<tr><td>Personal relationship</td><td colspan="2">None</td></tr>
<tr><td>Business relationship</td><td colspan="2">None</td></tr>
<tr><td>(9)</td><td colspan="4">Consolidated operating results and consolidated financial position of the said company for the last three years (IFRS) (Millions of yen)</td></tr>
<tr><td colspan="2">Accounting period</td><td>Fiscal year ended September 2023</td><td>Fiscal year ended September 2024</td><td>Fiscal year ended September 2025</td></tr>
<tr><td colspan="2">Total capital</td><td>(2,789)</td><td>(3,075)</td><td>(3,004)</td></tr>
<tr><td colspan="2">Total assets</td><td>12,252</td><td>11,689</td><td>11,172</td></tr>
<tr><td colspan="2">Revenue</td><td>24,446</td><td>23,986</td><td>23,532</td></tr>
<tr><td colspan="2">Operating profit</td><td>(653)</td><td>(352)</td><td>60</td></tr>
<tr><td colspan="2">Profit attributable to owners of the parent</td><td>(560)</td><td>(311)</td><td>96</td></tr>
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4. Overview of the Counterparty to the Share Acquisition

(1)	Name	FOOD & LIFE COMPANIES LTD.	
(2)	Location	1-22-2 Esakacho, Suita City, Osaka Prefecture	
(3)	Title and name of representative	Masahiro Yamamoto, President and Representative Director	
(4)	Description of Business	Overall food service business and other related businesses	
(5)	Share capital*	100 million yen	
(6)	Date of establishment	March 30, 2015	
(7)	Total equity*	100,902 million yen	
(8)	Total assets *	398,596 million yen	
(9)	Major shareholders and shareholding ratio* (Ratio of the number of shares held to the total number of issued shares (excluding treasury shares))	The Master Trust Bank of Japan, Ltd. (Trust Account)	14.89%
		Custody Bank of Japan, Ltd. (Trust Account)	5.38%
		STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Mizuho Bank, Ltd.)	3.56%
		National Federation of Agricultural Cooperative Associations	3.31%
		HSBC HONG KONG-TREASURY SERVICES A/C ASIAN EQUITIES DERIVATIVES (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch)	2.84%
		JPMorgan Securities Japan Co., Ltd.	2.08%
		JP JPMSE LUX RE UBS AG LONDON BRANCH EQ CO (Standing proxy: MUFG Bank, Ltd.)	1.99%
		STATE STREET BANK AND TRUST COMPANY 505325 (Standing proxy: Mizuho Bank, Ltd.)	1.63%
		JP JPMSE LUX RE BARCLAYS CAPITAL SEC LTD EQ CO (Standing proxy: MUFG Bank, Ltd.)	1.53%
		BNYM SA/NV FOR BNYM FOR BNY GCM CLIENT ACCOUNTS M LSCB RD (Standing proxy: MUFG Bank, Ltd.)	1.47%
(10)	Relationship between the Company and the said company	Capital relationship	None
		Personal relationship	None
		Business relationship	None
		Status as a related party	None

*As of September 30, 2025.

5. Number of Shares to be Acquired, Acquisition Cost and Status of Shares Held Before and After the Acquisition

(1)	Number of shares held before the transfer	0 shares (Percentage of voting rights held: 0%)
(2)	Number of shares to be acquired	202 shares
(3)	Acquisition cost	Common stock of KYOTARU CO., LTD. 3,745 million yen Advisory fees, etc. (estimated amount) 45 million yen
		Total (estimated amount) 3,790 million yen
(4)	Number of shares held after the transfer	202 shares (Percentage of voting rights held: 100.0%)

* As of August 7, 2026, the number of issued shares of KYOTARU CO., LTD. is 201 shares. However, KYOTARU CO., LTD. plans to conduct a capital increase through third-party allotment of new shares to FOOD & LIFE COMPANIES LTD., and the number of issued shares at the time of the share transfer is expected to be 202 shares.

6. Schedule

(1)	Date of the Board of Directors resolution	August 7, 2026
(2)	Date of the agreement	August 7, 2026
(3)	Date of the share transfer	September 1, 2026 (planned)

7. Future Outlook

The impact of the share acquisition on the Company's consolidated financial results for the fiscal year ending March 31, 2027 is currently under close examination. Any future revisions to the financial results forecast will be promptly disclosed.

8. Increasing Number of Stores that Accept the Company's Shareholder Benefit Coupons

The Company has been working to increase the number of stores where shareholder benefit coupons can be used and to enhance shareholder returns by expanding the shareholder benefit program. The Company will also proceed with preparations to promptly enable the use of the Company's complimentary coupons for shareholders at KYOTARU CO., LTD. stores mainly in the Tokyo metropolitan area. An announcement will be made once the timing of expanding the number of participating stores is decided.