



May 15, 2026

To whom it may concern

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Representative: Tomoyoshi Morohashi, President and Representative Director

Securities Code: 8281; Tokyo Stock Exchange Prime Market

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Notice Concerning Acquisition of Shares of Drummond Golf Pty Ltd in Australia and Conversion into a Subsidiary

XEBIO HOLDINGS CO., LTD. (the “Company”) hereby announces that, at a meeting of the Board of Directors held on May 15, 2026, the Company resolved on the key transaction terms and policy for entering into a share transfer agreement for the acquisition of all shares of Drummond Golf Pty Ltd (“DG”), which operates a golf equipment retail business and other businesses in Australia, with a view to making DG a subsidiary of the Company in April 2027, as described below.

As of today, the Company has not yet entered into a share transfer agreement. However, the Company has reached a general agreement on the principal terms and conditions and will continue final discussions toward the execution of the agreement.

1. Reason for Acquisition of Shares

The Company Group positions the sporting goods retail business as its core business and is working to expand its business foundation both in Japan and overseas, strengthen its product procurement capabilities and brand development capabilities, and enhance corporate value over the medium to long term.

DG is one of Australia’s largest golf equipment retail chains, operating franchise stores and directly managed stores in Australia. DG engages in franchise operations, directly managed retail operations, wholesale operations, simulator-related operations, and e-commerce operations. DG Group’s net sales for the fiscal year ended June 2025 exceeded ¥10.0 billion, and DG has established strong brand recognition and a solid business foundation in the Australian golf market.

Through the acquisition of shares, the Company aims to acquire a stable growth business in the APAC region, particularly in Australia, where continued steady population growth is expected, and to expand the consolidated earnings of the Company Group. The Company also aims to secure a local business foundation, customer touchpoints, and business partnerships with a view to future expansion into the Australian sporting goods retail market.

Going forward, by combining DG’s store network, customer base, and brand recognition in Australia with the Company Group’s product procurement capabilities, manufacturer negotiation capabilities, private brand product development capabilities, store operation know-how, and expertise in e-commerce and digital fields, the Company will seek to further grow DG and improve its profitability, while promoting the expansion of the Company Group’s overseas retail business.

2. Overview of the Company to Become a Subsidiary

Drummond Golf Pty Ltd

Item	Details
(1) Name	Drummond Golf Pty Ltd
(2) Location	Commonwealth of Australia
(3) Title and name of representative	Director & Chairman: Jonathan Madgwick
(4) Business description	Retail sale of golf equipment, franchise business, wholesale business, simulator-related business, and e-commerce business
(5) Share capital	AUD 112, approximately ¥12 thousand
(6) Date of establishment	October 8, 2002
(7) Major shareholders and shareholding ratio	Not disclosed due to confidentiality obligations with the counterparty and from the perspective of personal information protection.
(8) Relationship between the listed company and the company	Capital relationship: Not applicable. Personnel relationship: Not applicable. Business relationship: Not applicable.
(9) Consolidated operating results and consolidated financial position for the last three fiscal years	Details of DG Group's consolidated operating results and consolidated financial position for the last three fiscal years are not disclosed due to business confidentiality and confidentiality obligations with the counterparty. DG Group's net sales for the fiscal year ended June 2025 exceeded ¥10.0 billion, and net sales for the same fiscal year increased year on year. DG Group also expects an increase in net sales for the fiscal year ending June 2026.

Note: The Japanese yen equivalent has been calculated at the exchange rate of AUD 1 = 110 yen.

3. Overview of the Counterparty to the Share Acquisition

The counterparties to the share acquisition are the existing shareholders of DG. The names, addresses, and other details of the counterparties are not disclosed due to confidentiality obligations with the counterparties and personal information protection considerations. However, the Company plans to acquire the shares from multiple business corporations and personal asset management companies.

There are no capital, personnel, or business relationships requiring disclosure between the counterparties and the Company, and the counterparties do not fall under the category of related parties of the Company.

4. Number of Shares to Be Acquired, Acquisition Price, and Shareholding Before and After the Acquisition

Item	Details
(1) Number of shares held before the acquisition	0 shares Voting rights ownership ratio: 0.0%
(2) Number of shares to be acquired	All issued shares of DG Number of voting rights: To be confirmed
(3) Acquisition price	The acquisition price is not disclosed at this time because, as of today, the share transfer agreement has not yet been executed, the final contractual terms, including the acquisition price, have not yet been finalized, and the Company is currently conducting final confirmation with the counterparties regarding the timing and content of external disclosure. Upon execution of the share transfer agreement, the contractual terms, including the acquisition price, will be finalized, and the Company plans to make a timely disclosure again.
(4) Number of shares held after the acquisition	All issued shares of DG Voting rights ownership ratio: 100.0%

5. Schedule

Item	Date
(1) Date of Board of Directors resolution	May 15, 2026
(2) Date of execution of agreement	The Company is currently in final coordination toward the execution of the share transfer agreement, and the date has not yet been determined.
(3) Date of execution of share transfer	April 2027, scheduled

Note: The execution of the share transfer agreement and closing are subject to the satisfaction of conditions precedent stipulated in the share transfer agreement, including the completion of the reorganization of DG Group and the change of its fiscal year-end.

6. Future Outlook

The completion of the acquisition of shares is scheduled for April 2027, and the impact on the Company's consolidated financial results for the fiscal year ending March 2027 is expected to be minor.

After the completion of the acquisition, DG is expected to become a consolidated subsidiary of the Company. The impact on the Company's consolidated financial results for the fiscal year ending March 2028 and thereafter is currently under review. The Company will promptly announce any matters that require disclosure in the future.

The Company Group will seek business growth in Australia and the APAC region by leveraging DG's business foundation and promoting collaboration in product procurement for the golf business, mutual development of private brand products, utilization of e-commerce and digital technologies, and store operations.

Reference: Consolidated Earnings Forecast for the Current Fiscal Year

Announced on May 15, 2026, and Consolidated Results for the Previous Fiscal Year

	Consolidated net sales	Consolidated operating profit	Consolidated ordinary profit	Profit attributable to owners of parent
Forecast for the current fiscal year, fiscal year ending March 2027	264,600	264,600	7,100	7,500
Results for the previous fiscal year, fiscal year ended March 2026	252,331	2,370	4,660	△2,164

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.

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