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September 12, 2025

To whom it may concern:

Company name: Kamigumi Co., Ltd.  
Representative: Yoshihiro Fukai, President &  
Representative Director  
Stock code: 9364; TSE Prime Market  
Inquiries: Takashi Iwashita, General Manager  
of Public Relations Department  
(Telephone: +81-78-271-5110)

**Kamigumi to absorb a subsidiary through absorption-type merger**  
**(simplified merger, short-form merger)**

At a Board of Directors meeting held today, Kamigumi resolved to absorb through an absorption-type merger (“merger” hereinafter) its wholly-owned subsidiary MCKG Port Holding Co., Ltd. (“MCKG” hereinafter), effective January 1, 2026.

Since this is a simplified absorption-type merger with a wholly-owned subsidiary of Kamigumi, disclosure of certain items and details has been omitted.

Details

1. Purpose of this merger  
MCKG is a special-purpose company established for joint investment in TCV Stevedoring Company S.A., which operates a container terminal at the Port of Valencia, Spain. Kamigumi has decided to absorb this wholly-owned subsidiary of Kamigumi through an absorption-type merger to improve management efficiency.
2. Summary of the merger
  - (1) Merger timetable  
Date of Board of Directors resolution: September 12, 2025  
Date of conclusion of merger agreement: September 12, 2025  
Effective date: January 1, 2026 (planned)  
\* For Kamigumi, this merger is a simplified merger under the provisions of Article 796, Paragraph 2 of the Companies Act of Japan. For MCKG, this is a short-form merger under the provisions of Article 784, Paragraph 1 of the same Act. Accordingly, each company is proceeding with the merger without seeking approval of the merger agreement at a general meeting of shareholders.
  - (2) Method of this merger  
Kamigumi is the surviving company in an absorption-type merger and MCKG is to be dissolved.
  - (3) Details of allocation in this merger  
Since this merger is an absorption-type merger with a wholly-owned subsidiary of Kamigumi, no new shares will be issued or cash or other assets allocated.

- (4) Handling of stock options and bonds with options associated with this merger  
Not applicable

3. Overview of the companies in this merger

(1) Surviving company

① Name	Kamigumi Co., Ltd.
② Address	1-11 Hamabedori 4-chome, Chuo-ku, Kobe, Hyogo Prefecture
③ Representative	Yoshihiro Fukai, President and Representative Director
④ Lines of business	International intermodal transportation business, harbor transportation, heavy cargo transportation and installation, plant transportation, warehousing, customs clearance, truck transportation, etc.
⑤ Capital	31,642 million yen
⑥ Established	February 28, 1947
⑦ Total shares issued and outstanding	106,576,837 shares
⑧ Fiscal year end	March 31
⑨ Major shareholders and Ratio of Shareholding (as of March 31, 2025)	The Master Trust Bank of Japan, Ltd. (Trust account) 14.42%
	Kamigumi Customers and Subcontractors Shareholding Association 7.29%
	Custody Bank of Japan, Ltd. (Trust account) 5.34%
	Kamigumi Employees Shareholding Association 3.52%
	National Mutual Insurance Federation of Agricultural Cooperatives 2.74%
	STATE STREET BANK AND TRUST COMPANY 505001 2.53%
	The Murao Educational Foundation 2.43%
	Nippon Life Insurance Company 2.24%
	Sumitomo Life Insurance Company 2.22%
	GOLDMAN SACHS INTERNATIONAL 2.12%
⑩ Financial standing and business results of the most recent fiscal year	Fiscal year ended March 2025 (consolidated)
	Net assets 384,518 million yen
	Total assets 491,092 million yen
	Net assets per share 3,780.59 yen
	Operating revenues 279,182 million yen
	Operating profit 33,095 million yen
	Ordinary profit 36,655 million yen
	Profit attributable to owners of parent 26,935 million yen
	Basic earnings per share 257.88 yen

(2) Company to be absorbed and extinguished

① Name	MCKG Port Holding Co., Ltd.
② Address	1-11 Hamabedori 4-chome, Chuo-ku, Kobe, Hyogo Prefecture
③ Representative	Kazuya Maeda, President and Representative Director
④ Lines of business	Ownership of, trade in, and management of securities and equity, and administrative operations
⑤ Capital	100 million yen
⑥ Established	November 1, 2013
⑦ Total shares issued and outstanding	105,000 shares
⑧ Fiscal year end	March 31
⑨ Major shareholders and percentages of shares held (as of March 31, 2025)	Kamigumi Co., Ltd. 100%
⑩ Financial standing and business results of the most recent fiscal year	Fiscal year ended March 2025 (nonconsolidated)
	Net assets 3,891 million yen
	Total assets 3,892 million yen
	Net assets per share 37,917.54 yen
	Net sales —
	Operating profit -1 million yen
	Ordinary profit -1 million yen
	Profit -2 million yen
	Basic earnings per share -19.78yen

4. Post-merger status

This merger will not result in any changes in Kamigumi's name, address, representative's title and name, lines of business, capital, or fiscal year end.

5. Future outlook

This merger is a merger with a wholly-owned subsidiary of Kamigumi and will have minimal impact on Kamigumi's consolidated financial results.