



September 26, 2022

(Translation)

Dear Sir/Madam,

Company: JP-HOLDINGS, INC.  
Representative: Tohru Sakai,  
President and Representative Director  
(Stock Code: 2749, Prime Market of TSE)  
Contact: Kenji Zushi,  
General Manager, Public & Investor Relations  
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## Notice of a Merger between Three Consolidated Subsidiaries of JP-HOLDINGS

JP-HOLDINGS, Inc. hereby informs you that we resolved at a meeting of our Board of Directors held today to merge three of our consolidated subsidiaries: Japan Nursery Institute for General Research Inc. (hereinafter “Japan Nursery Institute”), J Cast Inc. (hereinafter “J Cast”) and J Planning Sale Inc. (hereinafter “J Planning Sale”). The effective date of this merger will be January 1, 2023. Japan Nursery Institute will be the surviving company and J Cast and J Planning Sale will be the absorbed companies.

This merger is a merger between our consolidated subsidiaries. Therefore, we have omitted some of the disclosure matters and details.

### 1. Purpose of the merger

Japan Nursery Institute, J Cast and J Planning Sale are our wholly-owned subsidiaries. Japan Nursery Institute is mainly engaged in training and research about childcare and support for development, support business by visiting nursery schools, operation of the childcare support platform “codomel” and subsidiary support. J Cast is mainly engaged in program development and contracting of classes in English, gymnastics, eurhythmics and dance for childcare support facilities. J Planning Sale is mainly engaged in childcare support-related businesses such as planning and sales of childcare-related goods. The purpose of this merger is to improve the management efficiency of management resources while aiming to further improve the quality of childcare support services and expand the size of business as nursery schools and facilities chosen by our customers. Under that aim, we will strengthen and enhance various childcare support programs to lead to strengthening of the operation of new business and external sales support with the goal of improving our competitive advantage and expanding the size of our business.

### 2. Summary of the merger

#### (1) Schedule of the merger

Board of Directors’ meeting for merger decision:	Mon., Sep. 26, 2022
Merger contract signing (companies involved in the merger):	Mon., Sep. 26, 2022
Scheduled merger date (effective date):	Sun. Jan. 1, 2023 (Planned)

#### (2) Merger method

J Cast and J Planning Sale will dissolve in the absorption-type merger with Japan Nursery Institute surviving.

(3) Details of the allotment relating to the merger

This is a merger between our wholly-owned subsidiaries. Therefore, we will not issue new shares or pay a merger grant as a result of this merger.

(4) Handling of share warrants and warrant bonds in the absorbed companies

None applicable.

(5) Rights and obligations inherited by the surviving company

Upon this merger, all the assets, liabilities, rights and obligations of J Cast and J Planning Sale will be transferred to Japan Nursery Institute on the effective date. Japan Nursery Institute will inherit those assets, liabilities, rights and obligations.

**3. Overview of the companies involved in the merger (current as of March 31, 2022)**

	Surviving company	Absorbed companies	
(1) Trading name	Japan Nursery Institute for General Research Inc.	J Cast Inc.	J Planning Sale Inc.
(2) Business areas	Training about childcare support, support business by visiting nursery schools, and operation of the childcare support platform “codomel”	Development and provision of programs on English, gymnastics, eurhythmics, dance and early childhood education and support for development	Planning and sales of childcare-related goods
(3) Date of establishment	March 1, 2013	January 16, 2006	October 1, 2004
(4) Head office address	17 <sup>th</sup> Floor of Chikusa New Tower Bldg., 3-15-31 Aoi, Higashi-ku, Nagoya-shi, Aichi	17 <sup>th</sup> Floor of Chikusa New Tower Bldg., 3-15-31 Aoi, Higashi-ku, Nagoya-shi, Aichi	17 <sup>th</sup> Floor of Chikusa New Tower Bldg., 3-15-31 Aoi, Higashi-ku, Nagoya-shi, Aichi
(5) Name and position of representative	Shinichiro Tanaka, President and Representative Director	Takahisa Todoroki, President and Representative Director	Tohru Sakai, President and Representative Director
(6) Capital	10 million yen	10 million yen	10 million yen
(7) Number of outstanding shares	200	208	200
(8) Net assets	447 million yen	319 million yen	297 million yen
(9) Total assets	633 million yen	463 million yen	515 million yen
(10) Fiscal year end	March 31	March 31	March 31
(11) Major shareholder and shareholding ratio	Our company (100%)	Our company (100%)	Our company (100%)

(Rounded down to the nearest million yen)

**4. Situation after the merger**

There will be no change to the name, address, name and position of representative, business areas, capital, and accounting period of the surviving company from this merger.

**5. Future outlook**

This merger is one between our wholly-owned subsidiaries. Therefore, the impact on our results and consolidated results will be minor.