



[Reference Translation]

May 8, 2025

Company name:	SIGMAXYZ Holdings Inc. (TSE Prime Market Stock Code: 6088)
Name of representative:	Hiroshi Ota, Representative Director and President
Contact person:	Shinya Tabata, Representative Director and CFO
Telephone number:	+81-3-6430-3400

**Notice of Absorption-Type Merger (Simplified Merger/Short-Form Merger) of Wholly Owned Subsidiary, and Notice of Change of Specified Subsidiary**

SIGMAXYZ Holdings Inc. (hereinafter the “Company”) hereby announces that at its Management Meeting held on May 8, 2025, the Company resolved to discontinue the Investment Business as of the date and absorb and merge (hereinafter the “Merger”) SIGMAXYZ Investment Inc. (hereinafter “SIGMAXYZ Investment”), a wholly owned subsidiary of the Company as follows. The Merger will take effect as of July 1, 2025.

Note that since the Merger is a simplified absorption-type merger of the wholly owned subsidiary, some disclosure items and details are omitted.

SIGMAXYZ Investment, which will be dissolved as a result of the Merger, is a specified subsidiary of the Company.

**1. Purpose of the Merger**

SIGMAXYZ Investment was established in April 2021 as a wholly owned subsidiary of the Company to enhance our value delivery capabilities and create synergies with clients through cooperation with the Group’s consulting business. Since its establishment, SIGMAXYZ Investment has invested primarily in renewable energy and healthcare areas.

This time, the Company has decided to discontinue the Investment Business and absorb and merge SIGMAXYZ Investment, based on growth strategies in our new medium- to long-term growth vision “Blueprint in FY29 (Fiscal Year Ending March 2030)” announced by the Company, considering the current environment of the growth markets. Our investment capabilities accumulated in the investment business

will be unitized by the holding company as value co-creation functions to drive organizational operations, including M&As and joint investments with clients, for the Group's future business growth.

Under the new business structure, the Group will maximize the value of individuals and facilitate value co-creation with clients to realize our new "Blueprint."

## 2. Summary of the Merger

### (1) Schedule of the Merger

Resolution date of the Management Meeting to approve the Merger	May 8, 2025
Execution date of the Merger agreement	May 8, 2025
Scheduled (effective) date of the Merger	July 1, 2025 (scheduled)

\* As the Merger is a simplified absorption-type merger for the Company in accordance with Article 796, Paragraph (2) of the Companies Act and a short-form merger for SIGMAXYZ Investment in accordance with Article 784, Paragraph (1) of the Companies Act, neither the Company nor SIGMAXYZ Investment will hold a General Meeting of Shareholders to gain approval of the Merger agreement.

### (2) Method of the Merger

The method of the Merger is an absorption-type merger in which SIGMAXYZ Holdings Inc. will be the surviving company, and SIGMAXYZ Investment will be dissolved.

### (3) Allocation related to the Merger

There will be no issuance of new shares or payment of money or other items of value due to the Merger.

### (4) Share acquisition rights and bonds with share acquisition rights with the Merger

None.

## 3. Corporate profile of the parties to the Merger

	Surviving company by the absorption-type merger	Dissolving company by the absorption-type merger
(a) Company name	SIGMAXYZ Holdings Inc.	SIGMAXYZ Investment Inc.
(b) Location	4-1-28 Toranomom, Minato-ku, Tokyo, Japan	4-1-28 Toranomom, Minato-ku, Tokyo, Japan
(c) Name and position of representative	Hiroshi Ota, Representative Director and President	Shunichi Shibnuma, President and Representative Director

	Surviving company by the absorption-type merger	Dissolving company by the absorption-type merger																				
(d) Business description	・ Support and manage the business activities of the Group companies	・ Investment in equities, bonds, etc. ・ Management of investment vehicles ・ Consulting on corporate management and M&As ・ Value-up support																				
(e) Share capital	3,000 million yen	425 million yen																				
(f) Date of establishment	May 9, 2008	April 1, 2021																				
(g) Issued shares	89,000,000 shares	8,510 shares																				
(h) Fiscal year end	March 31	March 31																				
(i) Major shareholders and shareholding ratio (as of March 31, 2025)	<table><tr><td>The Master Trust Bank of Japan, Ltd. (Trust Account)</td><td>11.90%</td></tr><tr><td>ITOCHU Corporation</td><td>9.63%</td></tr><tr><td>Custody Bank of Japan, Ltd. (Trust Account)</td><td>9.44%</td></tr><tr><td>Internet Initiative Japan Inc.</td><td>9.30%</td></tr><tr><td>INTEC Inc.</td><td>7.73%</td></tr><tr><td>JP MORGAN CHASE BANK 385632</td><td>2.26%</td></tr><tr><td>THE BANK OF NEW YORK MELLON 140044</td><td>2.16%</td></tr><tr><td>SIGMAXYZ Employee Stock Ownership Plan</td><td>1.90%</td></tr><tr><td>Custody Bank of Japan, Ltd. (Trust Account E)</td><td>1.42%</td></tr><tr><td>STATE STREET BANK AND TRUST COMPANY 505001</td><td>1.39%</td></tr></table>	The Master Trust Bank of Japan, Ltd. (Trust Account)	11.90%	ITOCHU Corporation	9.63%	Custody Bank of Japan, Ltd. (Trust Account)	9.44%	Internet Initiative Japan Inc.	9.30%	INTEC Inc.	7.73%	JP MORGAN CHASE BANK 385632	2.26%	THE BANK OF NEW YORK MELLON 140044	2.16%	SIGMAXYZ Employee Stock Ownership Plan	1.90%	Custody Bank of Japan, Ltd. (Trust Account E)	1.42%	STATE STREET BANK AND TRUST COMPANY 505001	1.39%	SIGMAXYZ Holdings Inc. 100%
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(j)Financial position and earnings in the last fiscal year																						
Fiscal year ended	March 31, 2025 (Consolidated)	March 31, 2025 (Non-consolidated)																				
Net assets	14,272 million yen	(34) million yen																				
Total assets	19,740 million yen	4,071 million yen																				

		Surviving company by the absorption-type merger	Dissolving company by the absorption-type merger
	Net assets per share	170.50 yen	(4,035.98) yen
	Revenue	26,293 million yen	263 million yen
	Operating profit	5,638 million yen	(409) million yen
	Ordinary profit	5,876 million yen	(456) million yen
	Profit (attributable to owners of parent)	4,394 million yen	(393) million yen
	Profit per share	51.93 yen	(46,273.66) yen

Note: The shareholding ratio is calculated excluding treasury shares.

#### 4. Situation after the Merger

There will be no changes to the company name, location, name and position of representative, business description, share capital, or fiscal year end of SIGMAXYZ Holdings Inc.

#### 5. Outlook

Since the Merger is a merger with a wholly owned subsidiary of the Company, the impact of the Merger on the consolidated results of the Company is minor. If any matters arise that should be disclosed in the future, we will promptly disclose them.

• This document is the English translation of the legal disclosure material in Japanese released on May 8, 2025. If there is any discrepancy between this English translation and the original Japanese version, please refer to the Japanese version.