

| | |
|------------------------|---|
| Company Name | BeNext-Yumeshin Group Co. |
| Name of Representative | Yutaka Nishida Chairman and Representative Director, CEO (Code: 2154; Prime of TSE) |
| Contact | Hiroshi Sato Director, CFO |
| Telephone Number | +81-3-6672-4181 |

Notice of Business Transfer Between Subsidiaries of our Company Through an Absorption-type Company Split

At the meeting of the board of directors held today, our company has resolved to conduct an absorption-type split for the system development business of BeNEXT Solutions Inc. (hereinafter referred to as “BNS” and the business is referred to as “the BNS system development business”), which is a subsidiary of our company, (hereinafter referred to as “this absorption-type split”) and transfer said business to Open Up System Co., Ltd. (hereinafter referred to as “OPS”), which is another subsidiary of our company, as described below.

This absorption-type split will be conducted between wholly-owned consolidated subsidiaries of our company, so some disclosed contents are omitted.

1. Outline of this absorption-type split

(1) Purpose of this absorption-type split

Our company formulated the Medium-term management plan “BY25” in August 2021, with the aim of significantly growing our business in each domain. We classified our domestic business domain into 5 units in order to realize more efficient business administration based on the cross-sectoral cooperation among group companies, and make decisions and implement strategies according to business characteristics.

By incorporating the BNS system development business into OPS in the IT infrastructure unit in the domestic business domain, we will expand opportunities to brush up the skills of engineers and develop project leaders and managers.

(2) Scheme for this absorption-type split

On April 1, 2023, we will carry out this absorption-type split for the BNS system development business, and have OPS take over said business.

2. Summary of this absorption-type split

(1) Schedule for this absorption-type split

A meeting of the board of directors for resolving this absorption-type split (companies involved): January 26, 2023 (scheduled)

Conclusion of an absorption-type split contract (companies involved): January 26, 2023 (scheduled)

A general meeting of shareholders for approving this absorption-type split (companies involved): March 17, 2023 (scheduled)

Date of this absorption-type split (effective date): April 1, 2023 (scheduled)

(2) Method for this absorption-type split

On April 1, 2023, we plan to carry out an absorption-type split in which BNS will be a split company and OPS will take over the split business.

(3) Details of allocation of shares through this absorption-type split

This absorption-type split will be conducted between wholly-owned subsidiaries of our company. Accordingly, OPS will not issue new shares thereof or give monetary consideration instead of shares or the like.

(4) Handling of share acquisition rights and bonds with share acquisition rights for this absorption-type split

None

(5) Increase/decrease in capital stock through this absorption-type split

We have no plan to change the capital stock or reserve of BNS and OPS through this absorption-type split.

(6) Rights and obligations the succeeding company will take over

The succeeding company plans to take over the split company's assets, debts, employment contracts related to the split business, and rights and obligations accompanying them, which are specified in the absorption-type split contract.

(7) Outlook for fulfillment of obligations

The split company and the succeeding company own assets that exceed liabilities, and non-exempt property for ensuring the fulfillment of obligations after this absorption-type split, and considering their earning statuses, it can be expected that there will be no events that would hinder the fulfillment of obligations. Accordingly, it has been concluded that these companies will be able to fulfill their obligations after the date of this absorption-type split.

3. Outline of the companies involved in this split (as of June 30, 2022)

| | Split company | Succeeding company (assumed) |
|--------------------------------------|---|---|
| (1) Company name | BeNEXT Solutions Inc. | Open Up System Co., Ltd. |
| (2) Address | 300 Kandaneribei-cho, Chiyoda-ku, Tokyo | 300 Kandaneribei-cho, Chiyoda-ku, Tokyo |
| (3) Title and name of representative | Einobu Yoshii, Representative Director and President | Takuro Ito, Representative Director and President |
| (4) Contents of business | Dispatch of technicians | Dispatch of technicians, contracted business, and delivery of products |
| (5) Capital | 20 million yen | 30 million yen |
| (6) Date of establishment | August 6, 1999 | December 2, 1996 |
| (7) No. of shares outstanding | 400 | 3,000 |
| (8) Account closing date | June 30 | June 30 |
| (9) Major shareholder and | BeNext-Yumeshin Group Co.: | BeNext-Yumeshin Group Co.: |

| | | |
|--------------------|------|------|
| shareholding ratio | 100% | 100% |
|--------------------|------|------|

4. Situation after this absorption-type split

| | Split company | Succeeding company |
|--------------------------------------|--|--|
| (1) Company name | BeNEXT Solutions Inc. | Open Up System Co., Ltd. |
| (2) Address | 300 Kandaneibeicho, Chiyoda-ku, Tokyo | 300 Kandaneibeicho, Chiyoda-ku, Tokyo |
| (3) Title and name of representative | Einobu Yoshii, Representative Director and President | Takuro Ito, Representative Director and President |
| (4) Contents of business | Dispatch of technicians | Dispatch of technicians, contracted business, and delivery of products |
| (5) Capital | 20 million yen | 30 million yen |
| (6) Account closing date | June 30 | June 30 |

5. Future outlook

This absorption-type split will be conducted between the two wholly-owned consolidated subsidiaries of our company, so its impact on consolidated performance is minor.

