

July 14, 2023

Company Name: COPRO-HOLDINGS. Co., Ltd.

Chief Executive Officer: Kosuke Kiyokawa

(Ticker Symbol: 7059, TSE Prime, NSE Premier)

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## Notice Regarding an Absorption-Type Merger Between Consolidated Subsidiaries and Change in the Corporate Name of the Surviving Company

At the board of directors meeting held today, we have resolved as follows to merge through an absorption-type merger (hereinafter referred to as “this merger”) our wholly-owned subsidiaries ATMOS Co., Ltd. (hereinafter referred to as “ATMOS”) and VALUE ARK CONSULTING Co., Ltd. (hereinafter referred to as “VALUE ARK CONSULTING”), with ATMOS as the surviving company, and will change the corporate name of the surviving company.

Since this merger is an absorption-type merger between our consolidated subsidiaries, some disclosure items and details have been omitted.

### 1. Purpose of the Merger

By integrating the mechanical and electrical field that supports manufacturing in Japan, and the IT field such as embedded systems, systems, and web systems where needs continue to increase, this will enhance the competitiveness of our Group, and by expanding employment opportunities for engineers and supporting career development, we will provide optimal services to a wide range of customers, including IT and telecommunications companies, major manufacturing companies, other general business companies, and financial institutions.

In addition, as a result of this merger, the corporate name of the surviving company will be changed in order to unify the brand of the Group.

### 2. Summary of the Merger

#### (1) Schedule of the Merger

Resolution by the board of directors about the merger of the subsidiaries	July 14, 2023
Meeting by the board of directors to approve the merger agreement (companies merging)	July 14, 2023
Merger agreement execution date (companies merging)	July 14, 2023
Shareholders meeting to approve the merger (companies merging)	September 29, 2023 (planned)
Effective date of the merger	October 1, 2023 (planned)

#### (2) Method of the Merger

An absorption-type merger where ATMOS will be the surviving company and VALUE ARK CONSULTING will be the defunct company.

#### (3) Details of the Allotment Relating to the Merger

Because it is a merger between our wholly-owned subsidiaries, there will be no issuance of shares or allotment of money, etc., as a result of this merger.

#### (4) Handling of Stock Acquisition Rights and Corporate Bonds with Stock Acquisition Rights Upon the Merger Not applicable.

### 3. Overview of Companies Involved in the Merger (as of July 14, 2023)

	Surviving company	Defunct company
(1) Name	ATMOS Co., Ltd.	VALUE ARK CONSULTING Co., Ltd.
(2) Location	1-24-20 Meieki-minami, Nakamura-ku, Nagoya, Aichi Prefecture	1-7-12 Marunouchi, Chiyoda-ku, Tokyo
(3) Title and Name of the Representative	President and Chief Executive Officer Hideki Nishioka	President and Chief Executive Officer Kosuke Kiyokawa
(4) Description of the Business	Dispatching of mechanical design engineers, and contracting the development and design of industrial products, etc.	System engineering services (SES), and IT engineer human resource agent
(5) Capital Stock	35 Mln yen	10 Mln yen
(6) Date of Establishment	June 6, 2006	June 1, 2004
(7) Total Number of Issued Shares	700 shares	1,008 shares
(8) Fiscal Term	March 31	March 31
(9) Major Shareholder and Shareholding Ratio	COPRO-HOLDINGS. Co., Ltd. 100.0%	COPRO-HOLDINGS. Co., Ltd. 100.0%
(10) Financial Status and Operating Results for the Most Recent Fiscal Year (FYE2023)		
Net assets	130 Mln yen	292 Mln yen
Gross assets	402 Mln yen	422 Mln yen
Net assets per share	186,531.64 yen	290,260.94 yen
Sales	1021 Mln yen	224 Mln yen
Operating profit	29 Mln yen	74 Mln yen
Ordinary profit	29 Mln yen	74 Mln yen
Current net profit	18 Mln yen	53 Mln yen
Net profit per share	27,084.74 yen	52,598.13 yen

### 4. Post-Merger Status (Planned for October 1, 2023)

(1) Name	COPRO TECHNOLOGY. Co., Ltd.
(2) Location	1-24-20 Meieki-minami, Nakamura-ku, Nagoya, Aichi Prefecture
(3) Title and Name of the Representative	President and Chief Executive Officer Hideki Nishioka
(4) Description of the Business	Dispatching of mechanical design engineers, contracting the development and design of industrial products, system engineering services (SES), and IT engineer human resource agent, etc.
(5) Capital Stock	35 Mln yen
(6) Fiscal Term	March 31
(7) Major Shareholder and Shareholding Ratio	COPRO-HOLDINGS. Co., Ltd. 100.0%

Note: ATMOS Co., Ltd., the surviving company of this merger, plans to change its corporate name to COPRO TECHNOLOGY. Co., Ltd. on the same day as the effective date of the merger.

### 5. Future Outlook

The impact of this merger on the Company's consolidated business results will be minor.

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