



August 25, 2023

Company name: USEN-NEXT HOLDINGS Co., Ltd.  
Representative: Yasuhide Uno, President, Representative  
Director & CEO  
(Securities code: 9418, TSE Prime Market)  
Contact: Shohei Mabuchi, Managing Director & CFO  
Phone: +81-3-6823-7015

**Notice on Change in Parent Company and Controlling Shareholders Other Than Parent Company and on an Act of Buying Up Specified by Cabinet Order As Being Equivalent to a Tender Offer by UNO-HOLDINGS of the Company (Securities Code: 9418)**

USEN-NEXT HOLDINGS CO., Ltd. (the “Company”) hereby announces changes to its parent company and controlling shareholders other than parent company and largest and major shareholder as of August 25, 2023.

Further, the Company has received a notice from UNO-HOLDINGS of its intention to acquire the shares of the Company on the terms set out in the Appendix, which amounts to an act of Buying Up specified by Cabinet Order as being equivalent to a Tender Offer as referred to in Article 167, paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of its Order for Enforcement.

This document serves as a disclosure by the Company pursuant to the Securities Listing Regulations as well as a publication pursuant Article 30, paragraph 1 (4) of the Order for Enforcement of the Financial Instruments and Exchange Act, made at the request of UNO-HOLDINGS (the acquirer).

1. Date of change

August 25, 2023

2. Circumstances leading to the change

The Company has today, August 25, 2023, received from UNO-HOLDINGS a notice of UNO-HOLDINGS’ intention of executing a share delivery with UNO-HOLDINGS as the share delivery parent company and the Company as the share delivery subsidiary company, to be effective August 25, 2023.

As a result, UNO-HOLDINGS becomes the new parent company of the Company by virtue of the transfer of 21,342,200 of the Company’s shares from Mr. Yasuhide Uno to UNO-HOLDINGS and Mr. Yasuhide Uno ceases to be a controlling shareholder other than a parent company and largest and major shareholder of the Company. Furthermore, the subject shares are listed on the Prime Market of Tokyo Stock Exchange, Inc. and the Company intends to maintain its listing.

3. Outline of changes in shareholdings

(1) Outline of new parent company and largest and major shareholder

(1) Name	UNO-HOLDINGS
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(2)	Address	5F ARUKAI Bldg. 1-23-13 Ebisu, Shibuya-ku, Tokyo	
(3)	Title and name of the representative	Yasuhide Uno, Representative Director	
(4)	Business description	Investment consulting	
(5)	Capital	10 million yen (as of August 31, 2022)	
(6)	Date of establishment	March 16, 2007	
(7)	Net assets	1,139 million yen (as of August 31, 2022)	
(8)	Total assets	13,494 million yen (as of August 31, 2022)	
(9)	Major shareholders and shareholding ratio	Yasuhide Uno 100%	
(10)	Relationship between the listed company and relevant shareholder	Capital relationship	As of February 28, 2023, this shareholder owns 8,775,600 of the Company's shares (a shareholding ratio of 15.25%). As of February 28, 2023, this shareholder's Representative Director, Mr. Yasuhide Uno owns 25,810,745 of the Company's shares (a shareholding ratio of 44.86%)
		Personnel relationship	The Company's President and Representative Director & CEO, Mr. Yasuhide Uno, concurrently serves as this shareholder's Representative Director.
		Transaction relationship	U-More, Inc. (of which this shareholder and Mr. Yasuhide Uno together own 100% of the shares) provides the Company with outsourced services relating to the operation of the café on the Company's premises.

Note: Shareholding ratio is calculated with reference to the number of shares (57,551,239 shares) after deducting the number of treasury shares held by the Company as of February 28, 2023 (2,540,872 shares) from the total number of shares issued as of February 28, 2023 (60,092,111 shares) (rounded up to two decimal places).

(2) Outline of shareholder who ceases to be controlling shareholder other than a parent company and largest and major shareholder

(1)	Name	Yasuhide Uno	
(2)	Address	Minato-ku, Tokyo	
(3)	Relationship between the listed company and relevant shareholder	Capital relationship	As of February 28, 2023, this shareholder owns 25,810,745 of the Company's shares (a shareholding ratio of 44.86%). As of February 28, 2023, UNO-HOLDINGS, in which this shareholder owns all of the voting rights, owns 8,775,600 of the Company's shares (a shareholding ratio of 15.25%).
		Personnel relationship	This shareholder serves as President, Representative Director & CEO of the Company.
		Transaction relationship	U-More, Inc. (of which this shareholder and UNO-HOLDINGS together own 100% of the shares) provides the Company with outsourced services relating to the operation of the café on the Company's premises.

Note 1: Shareholding ratio is calculated with reference to the number of shares (57,551,239 shares) after

deducting the number of treasury shares held by the Company as of February 28, 2023 (2,540,872 shares) from the total number of shares issued as of February 28, 2023 (60,092,111 shares) (rounded up to two decimal places).

Note 2: The terms of the transaction will be determined by mutual consultation between the parties, taking market prices into account.

4. Voting rights and shareholding ratio before and after the change

(1) UNO-HOLDINGS

	Type	Number of voting rights (percentage of voting rights held)		
		Direct	Amount to be included in aggregate	Total
Before	Major shareholder	87,756 (15.25%)	—	87,756 (15.25%)
After	Parent company and largest and major shareholder	301,178 (50.13%)	—	301,178 (50.13%)

Note 1: The percentage of voting rights held before the change is calculated using the sum of the number of voting rights of the Company as of February 28, 2023 (575,402 voting rights) (rounded up to two decimal places) as a denominator.

Note 2: The Company's shares trade at 100 shares per unit.

Note 3: The percentage of voting rights held after the change is calculated using the sum of the number of voting rights of the Company as of February 28, 2023 and the number of voting rights attached to the treasury shares allotted pursuant to the share exchange by which Premium Platform Japan, Inc. was converted into a consolidated subsidiary of the Company effective on March 31, 2023 (25,405 voting rights) (i.e. 600,807 voting rights in total) (rounded up to two decimal places) as a denominator. (For details of the share exchange, refer to the Company's February 17, 2023 press release, "Notice on Making Premium Platform Japan, Inc. a Wholly-owned Subsidiary Through Simplified Share Exchange and Absorption-type Merger between PPJ and the Company's Consolidated Subsidiary as Well as Issuance of New Shares by the Company's Consolidated Subsidiary Through Third-party Allotment".)

(2) Yasuhide Uno

	Type	Number of voting rights (percentage of voting rights held)		
		Direct	Amount to be included in aggregate	Total
Before	Controlling shareholder other than parent company and largest and major shareholder	258,107 (44.86%)	87,756 (15.25%)	345,863 (60.11%)
After	—	44,685 (7.44%)	—	44,685 (7.44%)

Note 1: The percentage of voting rights held before the change is calculated using the number of voting rights of the Company as of February 28, 2023 (575,402 voting rights) (rounded up to two decimal places) as a denominator.

Note 2: The Company's shares trade at 100 shares per unit.

Note 3: The percentage of voting rights held after the change is calculated using the sum of the number of

voting rights of the Company as of February 28, 2023 and the number of voting rights attached to the treasury shares allotted pursuant to the share exchange by which Premium Platform Japan, Inc. was converted into a consolidated subsidiary of the Company effective on March 31, 2023 (25,405 voting rights) (i.e. 600,807 voting rights in total) (rounded up to two decimal places) as a denominator. (For details of the share exchange, refer to the Company's February 17, 2023 press release, "Notice on Making Premium Platform Japan, Inc. a Wholly-owned Subsidiary Through Simplified Share Exchange and Absorption-type Merger between PPJ and the Company's Consolidated Subsidiary as Well as Issuance of New Shares by the Company's Consolidated Subsidiary Through Third-party Allotment".)

Note 4: As the shareholder ceased to be a major shareholder after the change, the rights held by him after the changes are not stated.

5. Changes in unlisted parent companies subject to disclosure

By virtue of the above change, UNO-HOLDINGS becomes an unlisted parent company of the Company subject to disclosure.

6. Future outlook

The above change will have no impact on the Company's management structure or performance.

August 25, 2023

Company name: UNO-HOLDINGS  
Representative: Yasuhide Uno,  
Representative Director

### **Notice on Acquisition of Shares**

The Company hereby announces that it has decided to acquire the shares of USEN-NEXT HOLDINGS Co., Ltd. (“USEN-NEXT”) as of August 25, 2023, and that this transaction amounts to an act of Buying Up specified by Cabinet Order as being equivalent to a Tender Offer as referred to in Article 167, paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of its Order for Enforcement.

#### Details of the acquisition

1. Securities code	9418
2. Issue name	USEN-NEXT HOLDINGS Co., Ltd.
3. Date of purchase	August 25, 2023
4. Number of shares acquired	21,342,200 shares
5. Percentage of total voting rights	35.52%

(Note) The percentage of total voting rights is calculated using the sum of the number of voting rights of USEN-NEXT as of February 28, 2023 and the number of voting rights attached to the treasury shares allotted pursuant to the share exchange by which Premium Platform Japan, Inc. was converted into a consolidated subsidiary of USEN-NEXT effective on March 31, 2023 (25,405 voting rights) (i.e. 600,807 voting rights in total) (rounded up to two decimal places) as a denominator.