



December 26, 2023

Company name: USEN-NEXT HOLDINGS Co., Ltd.  
Representative: Yasuhide Uno, President, Representative Director & CEO  
(Securities code: 9418)  
Contact: Sho Nishimoto, Executive Officer & CFO  
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### **Controlling Shareholder and Other Matters**

USEN-NEXT HOLDINGS Co., Ltd. (the “Company”) hereby announces information on its controlling shareholder and other matters pertaining to UNO-HOLDINGS, the parent company of the Company, as follows.

1. Name, etc. of parent companies, controlling shareholders (excluding parent companies), or other entities who hold the Company as an associate

(As of August 31, 2023)

Name	Attribute	Percentage of voting rights held (%)			Financial instruments exchange where the issued share certificates are listed
		Portion directly held	Portion subject to aggregation	Total	
UNO-HOLDINGS	Parent company	50.1	–	50.1	–

2. Position of the listed company in the corporate group of the parent company, etc. and other relationship between the listed company and the parent company, etc.

- (1) Relationship with the parent company

UNO-HOLDINGS is the parent company, a major shareholder, and the largest shareholder that owns 50.1% of the voting rights in the Company. UNO-HOLDINGS engages in investment consulting and management consulting. Yasuhide Uno, Representative Director of the Company, concurrently serves as Representative Director of UNO-HOLDINGS. However, there is no business relationship between UNO-HOLDINGS and the group of the Company (the “Group”).

(Status of positions held concurrently by an officer)

Position	Name	Position at the parent company, etc.	Reason for assuming the position of a Director of the Company
President, Representative Director & CEO	Yasuhide Uno	President & Representative Director	The wealth of experience he possesses as a manager makes him suitable for making decisions on management matters and overseeing the execution of business operations of the Company.

- (2) Ensuring independence from the parent company, etc.

The Group has low reliance on the group companies of the parent company for business transactions. Nearly all transactions are made with general consumers or general companies that have no capital relationship with the Group. Additionally, the Company recognizes no business constraints imposed by the parent company and

believes that the Company is in a situation where it is able to make its own management decisions while maintaining autonomy and self-reliance. The Board of Directors of the Company consists of ten directors, four of which are independent outside directors. As a more diverse range of opinions can be reflected in the deliberations of the Board of Directors, the ability of the Company to make its own management decisions is not hindered, and its independence is ensured.

3. Transactions with controlling shareholders, etc.

The parent company and the Company had a transaction detailed below in the fiscal year ended August 31, 2023.

Description of the transaction	Amount of the transaction (Million yen)	Account	Balance as of August 31, 2023 (Million yen)
Acquisition of treasury shares by the Company (*)	1,879	–	–

\* The treasury shares were acquired through the Tokyo Stock Exchange's off-auction own share repurchase trading system (ToSTNeT-3). The acquisition price was the closing price as of the day immediately preceding the trade date.

In addition, as for transactions between group companies of the parent company and the Group that are of significant importance, details have been provided in the annual securities report submitted to the Kanto Local Finance Bureau on November 30, 2023.

4. Status of measures to protect minority shareholders in transactions, etc. with controlling shareholders

Decisions on transactions with the parent company (controlling shareholder) and group companies of the parent company are made upon carefully reviewing the validity of the details, the terms, etc. of the transactions, as are those on transactions with other companies with which the Company has no capital relationship. The Board of Directors deliberates on and oversees the details and the validity of the transactions to prevent decisions that would benefit specific shareholders.

In addition, an optional Special Committee, which is composed of independent outside directors only, has been established in order to appropriately monitor and supervise risks of conflicts of interest with the parent company (controlling shareholder), with the objective of protecting the interests of minority shareholders. As for the transaction with the parent company in the fiscal year ended August 31, 2023 presented above in "3. Matters concerning transactions with controlling shareholders, etc.," we executed the transaction after we obtained an opinion from the Special Committee that the transaction was considered not disadvantageous to minority shareholders.