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February 21, 2024

To whom it may concern

Company name: JMDC Inc.
Representative: Ryo Noguchi,
President and CEO
(TSE Prime Market, Stock Code: 4483)
Contact: Tomohiro Mochizuki,
Senior Executive Officer and CFO
(E-mail: ir@jmdc.co.jp)

Notice of Absorption-type Merger with Habitus Care Inc., a Wholly Owned Subsidiary
(Simplified Merger/Short-form Merger)

JMDC Inc. (the “Company”) announces that at the meeting of its Board of Directors held on February 21, 2024, the Company resolved to implement an absorption-type merger with its wholly owned subsidiary, Habitus Care Inc. (“Habitus Care”), effective on April 1, 2024, as stated below (the “Merger”).

Please note that the disclosed items and details are partially omitted because the Merger is a simplified absorption-type merger with a wholly owned subsidiary.

I. Purpose of the Merger

The Company has had Habitus Care as a subsidiary since 2020. Habitus Care develops and provides solutions/services to improve lifestyle-related diseases based on collaboration with many academia. After joining the Group, Habitus Care has developed a number of achievements, including the joint development with academia of an online-based educational and experiential program for the prevention of severe cases of type 2 diabetes. The Company has decided to implement an absorption-type merger in order to further accelerate the provision of solutions/services that leverage Habitus Care's expertise to diverse business domains, including corporations, health insurance unions, and local governments.

II. Summary of the Merger

(1) Schedule of the Merger

Date of Board of Directors' resolution (the Company and Habitus Care)	February 21, 2024
Date of conclusion of the Merger agreement	February 21, 2024
Effective Date of the Merger	April 1, 2024 (scheduled)

(Note) As the Merger falls a simplified merger under Paragraph 2 of Article 796 of the Companies Act in relation to the Company and a short-form merger under Paragraph

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1 of Article 784 of the Companies Act in relation to Habitus Care, the Merger will be conducted without the approvals of the respective general meetings of shareholders.

(2) Method of the Merger

The Merger is an absorption-type merger, in which the Company will be the surviving company and Habitus Care will be the dissolving company.

(3) Allocation Associated with the Merger

As the Merger is a merger with a wholly owned subsidiary of the Company, no allocation of shares, money or the like will occur due to the Merger.

(4) Handling of Equity Warrants and Bonds with Equity Warrants Associated with the Merger

Nothing is applicable.

III. Overview of companies involved in the Merger

	Company surviving in the absorption-type merger (the Company)	Company disappearing in the absorption-type merger (Habitus Care)
(1) Name	JMDC Inc.	Habitus Care Inc.
(2) Location	2-5-5 Shiba Daimon, Minato-ku, Tokyo	1-1-21 Shiba Daimon, Minato-ku, Tokyo
(3) Name and position of the representative	Ryo Noguchi, President and CEO, Representative Director	Shinichiro Tokubuchi, President and Representative Director
(4) Description of business	Healthcare-Big Data business	Development and provision of solutions and services to improve lifestyle-related diseases
(5) Share capital	¥23,980 million (as of March 31,2023)	¥45 million (as of March 31,2023)
(6) Date of establishment	January 31, 2002	April 8, 2013
(7) Number of issued shares	62,836,208 shares (as of March 31,2023)	1,000 shares
(8) Fiscal year-end	March of each year	March of each year
(9) Major shareholder and Shareholding Ratio (as of March 31,2023)	OMRON 35.52% Corporation Noritsu Koki Co., 14.08% Ltd. The Master Trust 11.16% Bank of Japan, Ltd.	The Company 100%

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	(Trust Account) Custody Bank of 4.05% Japan, Ltd. (Trust Account) Yosuke Matsushima 2.68%	
(10) Consolidated financial results and financial conditions in last fiscal year		
Fiscal year	Fiscal year ended March 2023 (Consolidated: IFRS)	Fiscal year ended March 2023 (Standalone: Japanese GAAP)
Equity attributable to owners of the parent / Net assets	¥64,539 million	¥173 million
Total assets	¥98,567 million	¥182 million
Equity attributable to owners of parent per share / Net assets per share	¥1,025.89	¥173,615.26
Revenue / Net sales	¥27,809 million	¥97 million
Operating profit / Operating income	¥5,926 million	¥13 million
Profit attributable to owners of the parent / Net income	¥4,267 million	¥9 million
Basic earnings per share / Net income per share	¥71.17	¥9,082.33

IV. Status after the Merger

There will be no changes in the Company's name, address, name and title of representative, description of business, share capital, or fiscal year end of the Company as a result of the Merger.

V. Future outlook

Since this Merger is a simplified absorption-type merger with a wholly owned subsidiary, the effect of the Merger on consolidated financial results is minor.