

March 21, 2025

Listed Company Name: Riso Kyoiku Co., Ltd.

President and Representative Director: Masahiko Tenbo

(Listing Code: 4714 Prime Market of the TSE)

For Inquiries: Executive Vice President (CFO) Masaaki Kume

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Notice Regarding Transition to a Holding Company Structure through a Company Split and Establishment of a Split Preparation Company

We hereby announce that at the Board of Directors meeting held today, it was resolved that our company will transition to a holding company structure through a company split, effective as of September 1, 2025 (tentative), and that we will establish a wholly owned subsidiary named "TOMAS Co., Ltd" as a split preparation company in late March 2025 (tentative), as detailed below.

Furthermore, as of September 1, 2025, our company plans to change its trade name to "Riso kyoiku Group Co., ltd" (planned) and will continue to remain listed as a holding company. This transition to a holding company structure through a company split and the associated trade name change will be implemented subject to the approval of the relevant agenda items at our Annual General Meeting of Shareholders scheduled for May 23, 2025.

Details

1. Purpose of Establishing the Split Preparation Company

As announced in the "Notice Regarding the Commencement of Consideration for Transition to a Holding Company Structure" on February 21, 2025, we have been considering the transition to a holding company structure with our company as the parent company. We have now decided to proceed with the transition to a holding company structure.

The transition will be carried out through a company split, and as part of the process, we will establish a wholly owned subsidiary named " TOMAS Co., Ltd " which will serve as the successor company in the company split.

2. Outline of the Transition to a Holding Company Structure

(1) Method of Transition

The transition will be conducted through an absorption-type company split, with our company as the splitting company. Through this process, our private tutoring schools, English schools and Student Recruitment Business will be succeeded by " TOMAS Co., Ltd " a wholly owned subsidiary of our company.

(2) Schedule of the Company Split

Establishment of the Preparation Company for the Split	Late March 2025 (tentative)
Board of Directors Meeting for Approval of Absorption-Type Split	April, 18 2025 (tentative)
Conclusion of Absorption-Type Split Agreement	April, 18 2025 (tentative)
Annual General Meeting of Shareholders for Approval of Absorption-Type Split Agreement	May 23, 2025 (tentative)
Effective Date of Absorption-Type Split	September 1, 2025 (tentative)

3. Overview of the Split Preparation Company to Be Established in Preparation for Transition to a Holding Company Structure

(1) Name	TOMAS Co., ltd Preparation Company for the Split	
(2) Address	3-1-40 Mejiro, Toshima-ku, Tokyo, Japan	
(3) Name and title of representative	President & CEO: Hitoshi Machida	
(4) Primary business lines	Operation of private tutoring schools, English schools and Student Recruitment Business	
(5) Paid-in capital	10 million yen (tentative)	
(6) Date of Establishment	Late March 2025 (tentative)	
(7) Number of Issued Shares	200 shares	
(8) Fiscal Year-End	End of February	
(9) Major shareholders and shareholding ratios	Riso kyoiku Co., ltd. 100%	
(10) Relationship between the Tender Offeror and the Target Company	Capital relationship	It is planned to be established as a wholly owned subsidiary of our company.
	Personnel relationship	We plan to dispatch directors and auditors from our company.
	Transactional relationship	Since it has not yet commenced operations, there are no business transactions with our company.

4. Other Matters

Further details will be announced as soon as they are determined.

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