

April 18, 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

(TEL +81-03-5996-3701)

**Notice Regarding Conclusion of Absorption-Type Split Agreement
and Partial Amendments to the Company's Articles of Incorporation
(Change of Trade Name and Partial Amendments to Business Purpose)
in Connection with Transition to a Holding Company Structure**

We announced in the "Notice Regarding Transition to a Holding Company Structure through a Company Split and Establishment of a Split Preparation Company" dated March 21, 2025 that our company would transition to a holding company structure through an absorption-type company split, effective as of September 1, 2025 (tentative).

We hereby announce that at the Board of Directors meeting held today, it was resolved that the transition would be conducted through a company split, with our company as the splitting company, effective as of September 1, 2025 (tentative), and through this process, our private tutoring schools, English schools and student recruitment business (the "Business to be Split") would be succeeded to by TOMAS Co., Ltd ("TOMAS" or the "Successor Company"), a wholly owned subsidiary of our company (the aforementioned company split, the "Absorption-Type Split"), and that our company concluded the absorption-type split agreement with TOMAS, as detailed below.

Furthermore, we also announce that our company resolved to change its trade name to "RISO KYOIKU GROUP CORPORATION" as of September 1, 2025, and to make partial amendments to its articles of incorporation (including change of its trade name and partial amendments to its business purpose, the "Amendments to AOI") to align its business purpose with the business after the transition to a holding company structure.

The Absorption-Type Split and the Amendments to AOI will be implemented subject to the approval of the relevant agenda items at our Annual General Meeting of Shareholders scheduled for May 23, 2025.

Since the Absorption-Type Split is a company split in which the business will be taken over by a wholly owned subsidiary of our company, certain disclosure items and details are omitted from this notice.

Details

I. Transition to a Holding Company Structure through Company Split

1. Background and Purpose of Transitioning to a Holding Company Structure

In the private tutoring industry, which is our core business, the educational environment is undergoing constant changes, such as university entrance exam reforms and the digitalization of education.

Our company has continued to grow by providing genuine individualized instruction services through unique learning curricula tailored to each student's "individuality," leveraging the trend of declining birthrates. However, in the future, further demographic decline, diversification of values, and changes in the social environment are expected to lead to industry restructuring and consolidation.

To flexibly respond to these changes in the business environment and achieve sustainable growth, we believe it is necessary to restructure our group organization to enhance management efficiency further. Therefore, we have decided to transition to a holding company structure, with our company as the parent company.

2. Outline of the Absorption-Type Split

(1) Schedule of the Absorption-Type Split

Establishment of the Successor Company	March 31, 2025
Board of Directors meeting for resolution of approval of conclusion of absorption-type split agreement	April 18, 2025 (today)
Conclusion date of absorption-type split agreement	April 18, 2025 (today)
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)

(2) Method of the Absorption-Type Split

The Absorption-Type Split will take the form of an absorption-type split in which our company will be the splitting company and its wholly owned subsidiary, TOMAS, will be the successor company.

(3) Details of the Allotment in Relation to the Absorption-Type Split

Since our company owns all of the issued shares of the Successor Company, there is no plan for the Successor Company to deliver money, etc. to our company in lieu of the rights and obligations to be succeeded to by the Successor Company upon the Absorption-Type Split.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights upon the Absorption-Type Split

There will be no change to the treatment of stock acquisition rights already issued by our company, and we have not issued bonds with stock acquisition rights.

(5) Increase or Decrease in Capital due to the Absorption-Type Split

Since the Absorption-Type Split is an absorption-type split without consideration, there will be no increase or decrease in our company's capital as a result of the Absorption-Type Split.

(6) Rights and Obligations to be Succeeded to by the Successor Company

The rights and obligations related to the Business to be Split will be succeeded to by the Successor Company from our company, as of the effective date, pursuant to the absorption-type split agreement

concerning the Absorption-Type Split.

The obligations to be assumed by the Successor Company from our company will be assumed by the method of joint and several assumption of obligations.

(7) Prospects for Fulfillment of Obligations

Our company and the Successor Company expect that the amount of assets of our company and the Successor Company will continue to exceed the amount of liabilities even after the Absorption-Type Split, and no situation that would hinder the fulfillment of obligations to be borne by our company and the Successor Company is currently anticipated. Therefore, our company has determined that there are no problems with the prospects for fulfillment of obligations to be borne by our company and the Successor Company in the Absorption-Type Split.

3. Overview of the Companies Involved in the Absorption-Type Split

	Splitting company (as of February 28, 2025)	Successor Company (as of establishment on March 31, 2025)
(1) Trade name	RISO KYOIKU Co., Ltd.	TOMAS Co., Ltd
(2) Address	3-1-40 Mejiro, Toshima-ku, Tokyo, Japan	3-1-40 Mejiro, Toshima-ku, Tokyo, Japan
(3) Name and title of representative	President and Representative Director: Masahiko Tenbo	Representative Director: Hitoshi Machida (Scheduled to be elected as President as of September 1, 2025)
(4) Primary business lines	Operation of private tutoring schools, English schools and student recruitment business	Operation of private tutoring schools, English schools and student recruitment business (However, the Successor Company is not operating any business until the Absorption-Type Split.)
(5) Paid-in capital	4,590,415 thousand yen	10,000 thousand yen
(6) Date of establishment	July 6, 1985	March 31, 2025
(7) Number of issued shares	171,806,159 shares	200 shares
(8) Fiscal year-end	End of February	End of February
(9) Major shareholders and shareholding ratios	Hulic Co., Ltd.: 51.08% The Master Trust Bank of Japan, Ltd. (account in trust): 8.96% SURUGADAI EDUCATIONAL INSTITUTION: 6.07% Mitsugu Iwasa: 3.50% Custody Bank of Japan, Ltd. (account in trust): 3.16% Riso Kyoiku Employee Stock Ownership Plan: 0.73%	RISO KYOIKU Co., Ltd.: 100%

	MSIP CLIENT SECURITIES (stating proxy: Morgan Stanley MUFG Securities Co., Ltd.):	0.60%
	JAPAN SECURITIES FINANCE CO., LTD.:	0.41%
	Takeo Ikushima:	0.35%
	Kunikazu Kawamura:	0.35%
(10) Relationship between the companies involved		
Capital relationship	The splitting company owns 100% of the issued shares of the Successor Company.	
Personnel relationship	The splitting company dispatches directors and auditor to the Successor Company.	
Transactional relationship	Since the Successor Company has not yet commenced operations, there are no business transactions between the splitting company and the Successor Company.	
(11) Financial position and operating results for the immediately preceding fiscal year		
	Fiscal year ended February 2025 (individual)	As of March 31, 2025 (individual)
Net assets	11,356,811 thousand yen	10,000 thousand yen
Total assets	17,369,625 thousand yen	10,000 thousand yen
Net assets per share	66.33 yen	50,000 yen
Net sales	17,648,516 thousand yen	—
Operating profit	1,118,260 thousand yen	—
Ordinary profit	3,510,506 thousand yen	—
Earnings	2,814,337 thousand yen	—
Earnings per share	16.92 yen	—

Note: Our company plans to change its trade name to "RISO KYOIKU GROUP CORPORATION" as of September 1, 2025.

Note: Since the Successor Company does not have the final fiscal year, only the items listed on the balance sheet as of the date of its establishment are shown.

Note: The shareholding ratios are calculated after deducting treasury stock.

4. Overview of Business Division to be Split

(1) Description of Business Division to be Split

Private tutoring schools, English schools and student recruitment business

(2) Operating Results of Business Division to be Split (for the fiscal year ended February 2025)

	Business to be Split (a)	Individual result of our company (b)	Ratio (a/b)
Net sales	17,648,516 thousand yen	17,648,516 thousand yen	100%

(3) Items and Amounts of Assets and Liabilities to be Split (for the fiscal year ended February 2025)

Assets	Liabilities
--------	-------------

Item	Book value	Item	Book value
Current assets	2,624,715 thousand yen	Current liabilities	2,734,700 thousand yen
Non-current assets	4,148,215 thousand yen	Non-current liabilities	1,881,598 thousand yen
Total	6,772,930 thousand yen	Total	4,616,298 thousand yen

Note: The above amounts are calculated based on the balance sheet as of February 28, 2025. The actual amount to be succeeded will be determined reflecting adjustment for any increase and decrease up to the effective date to the above amount.

5. Status of Our Company and the Successor Company after the Absorption-Type Split (as of September 1, 2025 (tentative))

	Splitting Company	Successor Company
(1) Trade Name	RISO KYOIKU GROUP CORPORATION (Scheduled to be changed from "R I S O KYOIKU CO., LTD." as of September 1, 2025.)	TOMAS Co., Ltd
(2) Address	3-1-40 Mejiro, Toshima-ku, Tokyo, Japan	3-1-40 Mejiro, Toshima-ku, Tokyo, Japan
(3) Name and title of representative	President and Representative Director: Masahiko Tenbo	President and Representative Director: Hitoshi Machida
(4) Primary business lines	Management of group companies, etc.	Operation of private tutoring schools, English schools and student recruitment business
(5) Paid-in capital	4,590,415 thousand yen	10,000 thousand yen
(6) Fiscal year-end	End of February	End of February

6. Future Outlook

Since the Successor Company that will succeed to the business through the Absorption-Type Split is a wholly-owned subsidiary of our company, the impact of the Absorption-Type Split on our company's consolidated financial results is expected to be minimal.

II. Change of Trade Name and Amendments to the Articles of Incorporation

1. Change of Trade Name

(1) Reason for Change, Etc.

In connection with the transition to a holding company structure under the Absorption-Type Split, our company will change its trade name from "R I S O KYOIKU CO., LTD." to "RISO KYOIKU GROUP CORPORATION."

This change of trade name will take effect as of the effective date of the Absorption-Type Split (scheduled for September 1, 2025) subject to the approval of the agenda items for the Amendments to AOI at our Annual General Meeting of Shareholders scheduled for May 23, 2025 and the Absorption-Type Split coming into effect.

(2) New Trade Name (in English)

株式会社リソー教育グループ (RISO KYOIKU GROUP CORPORATION)

(3) Date of New Trade Name Change

September 1, 2025 (tentative)

2. Amendments to AOI

(1) Reason for the Amendments to AOI

In connection with the transition to a holding company structure under the Absorption-Type Split, our company will implement the Amendments to AOI to change its trade name to "RISO KYOIKU GROUP CORPORATION" and to align its business purpose with the business after the transition to a holding company structure. The Amendments to AOI will take effect as of the effective date of the Absorption-Type Split (scheduled for September 1, 2025) subject to the approval of the agenda items for the Amendments to AOI at our Annual General Meeting of Shareholders scheduled for May 23, 2025 and the Absorption-Type Split coming into effect, and supplementary provisions to that effect will be newly established.

(2) Details of the Amendments to AOI

(Underlined text indicates amendments)

Current articles of incorporation	Proposed amendments
<p>Article 1 (Trade Name)</p> <p>The name of our company shall be <u>株式会社リソー教育</u> and shall appear in English as <u>R I S O KYOIKU CO., LTD.</u></p>	<p>Article 1 (Trade Name)</p> <p>The name of our company shall be <u>株式会社リソー教育グループ</u> and shall appear in English as <u>RISO KYOIKU GROUP CORPORATION.</u></p>
<p>Article 2 (Purpose)</p> <p>The purpose of our company shall be to manage the following businesses.</p>	<p>Article 2 (Purpose)</p> <p>The purpose of our company shall be to <u>control or manage the business activities of companies engaged in the following businesses by holding</u></p>

<p>(1) through (24) (Omitted) Article 3 through Article 49 (Omitted)</p> <p>(Newly established)</p>	<p><u>shares in said companies.</u></p> <p>(1) through (24) (Not amended) Article 3 through Article 49 (Not amended)</p> <p><u>Supplementary Provision</u> <u>The amendments to Article 1 (Trade Name) and Article 2 (Purpose) shall take effect as of September 1, 2025, which is the effective date of the absorption-type split, provided that the agenda of the approval of the absorption-type split agreement to be proposed at the Annual General Meeting of Shareholders scheduled for May 23, 2025 is approved as originally proposed and that the said absorption-type split takes effect. This supplementary provision shall be deleted after the said effective date.</u></p>
--	---

3. Schedule of the Amendments to AOI

Annual General Meeting of Shareholders for approval of amendments to the articles of incorporation	May 23, 2025 (tentative)
Effective date of amendments to the articles of incorporation	September 1, 2025 (tentative)