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January 30, 2025

Company name: FP Partner Inc.
Name of representative: Tsutomu Kuroki, Representative Director and President
(Securities code: 7388; Tokyo Stock Exchange Prime Market)
Inquiries: Katsuyuki Tanaka, Senior Managing Director and General Manager of Corporate Planning Department
Telephone: +81-3-6801-8278 (Department direct line)

# Notice Concerning the Signing of an Absorption-type Merger Agreement Between FP Partner Inc. and Surprise Japan Company, Ltd.

At the meeting of the Board of Directors held today, the Company resolved to conduct an absorption-type merger (below, "this absorption merger") of Surprise Japan Company, Ltd. (below, "Surprise Japan"), which is a wholly-owned subsidiary of the Company. The details of this absorption merger are shown below.

In addition, since this absorption merger is an absorption-type merger of a wholly owned subsidiary, part of the disclosure information has been omitted.

Loss on extinguishment of tie-in shares is also expected to occur due to this absorption merger. Therefore, the implementation of this absorption merger is subject to approval (special resolution) being obtained at the 15th General Meeting of Shareholders to be held on February 28, 2025 based on the provisions of Article 795, paragraph (1), the proviso of Article 796, paragraph (2), and Article 795, paragraph (2), item (i) in the Companies Act.

## 1. The purpose of this absorption merger

In January 2024, the Company acquired all shares of Surprise Japan, which has been certified as having the highest service quality level from a major non-life insurance company, for the purpose of improving our business synergy. Surprise Japan then became a wholly-owned subsidiary.

Integrating Surprise Japan, whose strength lies in the area of non-life insurance, into the organization of our Company, whose strength lies in the area of life insurance from among the business areas of life insurance, non-life insurance, securities, and bank agency services, will provide us with greater business synergy and improve customer convenience. Therefore, this absorption merger will be implemented.

## 2. Summary of this absorption merger

(1) Schedule of merger

| | |
|---|---|
| Board of Directors resolution date | January 30, 2025 |
| Date of agreement signing | January 30, 2025 |
| General Meeting of Shareholders resolution date | February 28, 2025 (scheduled) |
| Scheduled implementation date (effective date) | August 1, 2025 (planned) |

In addition, since this absorption merger meets the requirements of the short-form merger, which meets the requirements of Article 784, paragraph (1) in the Companies Act at Surprise Japan, the absorption merger will be conducted without obtaining the approval of the General Meeting of Shareholders at Surprise Japan.

(2) Merger type

This is an absorption-type merger, with FP Partner Inc. as the surviving company and Surprise Japan dissolved.

(3) Details of the allotment concerning the merger

No new shares will be issued and no money will be allocated due to this absorption merger because this is an absorption-type merger of a wholly owned subsidiary by the Company.

(4) Treatment of share acquisition rights and bonds with share acquisition rights in relation to this merger

Not applicable.

3. Summary of the companies involved in this absorption merger

| | | Company surviving the absorption-type merger | Company absorbed in the absorption-type merger |
|---|---|---|---|
| (1) | Name | FP Partner Inc. | Surprise Japan Company, Ltd. |
| (2) | Address | 5F Koraku International Building, 1-5-3, Koraku, Bunkyo-ku, Tokyo | Goi 5149-4,Ichihara City, Chiba Prefecture |
| (3) | Title and name of the representative person | Tsutomu Kuroki, Representative Director and President | Wataru Kanno, Representative Director<br>Kenji Adachi, Representative Director |
| (4) | Nature of business | Solicitation and sale of life insurance, agent for non-life insurance | Agent for non-life insurance, solicitation and sale of life insurance |
| (5) | Share capital | ¥1,921 million | ¥3 million |
| (6) | Date established | December 1, 2009 | May 1, 2000 |
| (7) | Number of issued shares | 22,939,900 shares | 60 yen |
| (8) | Fiscal year end | November 30 | July 31 |
| (9) | Major shareholder and shareholding ratio | FP Consulting, LLC. 43.59% | FP Partner Inc. 100% |
| (10) | Operating results and financial position in the immediately preceding business year | | |
| | Fiscal year end | Fiscal year ended November 30, 2024 | Fiscal year ended July 31, 2024 |
| | Net assets | 11,832,667 thousand yen | (3,414 thousand yen) |
| | Total assets | 18,525,722 thousand yen | 26,407 thousand yen |
| | Net assets per share (yen) | 516.53 yen | (56,905.6 yen) |
| | Net sales | 35,617,526 thousand yen | 79,701 thousand yen |
| | Operating profit | 5,330,005 thousand yen | (25,842 thousand yen) |
| | Ordinary profit | 5,493,199 thousand yen | (15,463 thousand yen) |
| | Profit | 3,903,160 thousand yen | (14,839 thousand yen) |
| | Profit per share (yen) | 169.85 yen | (247,319.35 yen) |

4. Situation after this absorption merger

There are no plans to change the Company's name, address, title and name of the representative person, nature of business, share capital, and fiscal year end due to this absorption merger.

5. Future outlook

This absorption merger is conducted between the Company and the Company's wholly-owned subsidiary. Furthermore, the scale of Surprise Japan's business is extremely small in comparison to the scale of the Company's business so any impact on the Company's performance is minor.

End

(Reference)

Current financial year earnings forecast (announced on January 14, 2025) and results for the previous fiscal year

| | Net sales | Operating profit | Ordinary profit | Profit |
|---|---|---|---|---|
| Current fiscal year earnings forecast (Fiscal year ending November 30, 2025) | ¥40,232 million | ¥6,130 million | ¥6,145 million | ¥4,041 million |
| Results for the previous fiscal year (Fiscal year ended November 30, 2024) | ¥35,617 million | ¥5,330 million | ¥5,493 million | ¥3,903 million |