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May 14, 2026

# Consolidated Financial Results for the Fiscal Year Ended March 31,2026 [Japanese GAAP]

Company Name: MUSCAT GROUP Inc.
Listing: Tokyo Stock Exchange
Securities Code: 195A
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Scheduled date of annual general meeting of shareholders: June 25, 2026
Scheduled date to commence dividend payments: -
Scheduled date to file annual securities report: June24, 2026
Preparation of supplementary material on financial results: Yes
Holding of financial results briefing: Yes (for institutional investors and analysts)

(Amounts less than one million yen are rounded down)

## 1. Consolidated Financial Results for the Fiscal Year Ended March 2026 (April 1, 2025 to March 31, 2026)

### (1) Consolidated Operating Results

(% indicates year-on-year change)

| | Net sales | | Operating profit | | Ordinary profit | | Adjusted EBITDA | | Profit attributable to owners of parent | | Adjusted net profit | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Million yen | % | Million yen | % | Million yen | % | Million yen | % | Million yen | % | Million yen | % |
| Fiscal year ending March 2026 | 4,129 | 38.3 | (399) | - | (451) | - | (118) | - | (368) | - | 310 | 95.0 |
| Fiscal year ending March 2025 | 2,986 | 25.8 | 88 | 0.0 | 95 | 6.4 | 235 | - | 112 | 2.7 | 159 | - |

(Note) Comprehensive income: Fiscal year ended March 2026: (451) million yen (-%) Fiscal year ended March 2025: 112 million yen (2.7%)

| | Basic earnings per share | Diluted earnings per share | Return on equity | Ordinary profit to total assets ratio | Operating profit to net sales ratio |
|---|---|---|---|---|---|
| | Yen | Yen | % | % | % |
| Fiscal year ending March 2026 | (121.46) | - | (32.8) | (9.8) | (9.7) |
| Fiscal year ending March 2025 | 38.68 | 37.15 | 11.8 | 3.6 | 2.9 |

1. Please refer to the next page for the definitions of Adjusted EBITDA and Adjusted net profit.
2. The year-on-year change for Adjusted EBITDA and Adjusted net profit for the fiscal year ended March 2025 is not stated because Adjusted EBITDA and Adjusted net profit were not used as indicators and were not calculated for the fiscal year ended March 2024.
3. Diluted net income per share for the fiscal year ended March 2026 is not stated because, although there are dilutive shares, there was a net loss per share.
4. Since the Company was listed on the Tokyo Stock Exchange Growth Market on June 19, 2024, diluted net income per share for the fiscal year ended March 2025 is calculated by treating the average share price from the date of new listing to the end of the fiscal year ended March 2025 as the average share price during the period.

### (2) Consolidated Financial Position

| | Total assets | Net assets | Equity ratio | Net assets per share |
|---|---|---|---|---|
| | Million yen | Million yen | % | Yen |
| Fiscal year ending March 2026 | 5,648 | 1,086 | 19.2 | 317.57 |
| Fiscal year ending March 2025 | 3,554 | 1,164 | 32.7 | 392.03 |

(Reference) Equity: Fiscal year ended March 2026: 1,085 million yen Fiscal year ended March 2025: 1,163 million yen

(3) Consolidated Cash Flows

| | Cash flows from operating activities | Cash flows from investing activities | Cash flows from financing activities | Cash and cash equivalents at end of period |
|---|---|---|---|---|
| | Million yen | Million yen | Million yen | Million yen |
| Fiscal year ending March 2026 | (673) | (629) | 1,305 | 689 |
| Fiscal year ending March 2025 | (407) | (966) | 1,305 | 543 |

2. Cash Dividends

| | Annual dividends | | | | | Total dividends (Total) | Payout ratio (Consolidated) | Dividend on equity ratio (Consolidated) |
|---|---|---|---|---|---|---|---|---|
| | First quarter-end | Second quarter-end | Third quarter-end | Fiscal year-end | Total | | | |
| | Yen | Yen | Yen | Yen | Yen | Million yen | % | % |
| Fiscal year ending March 2025 | - | 0.00 | - | 0.00 | 0.00 | - | - | - |
| Fiscal year ending March 2026 | - | 0.00 | - | 0.00 | 0.00 | - | - | - |
| Fiscal year ending March 2027 (Forecast) | - | 0.00 | - | 0.00 | 0.00 | | - | |

3. Consolidated Financial Forecasts for the Financial Year Ending March 2027 (April 1, 2026 to March 31, 2027)

(% indicates year-on-year change)

| | Net sales | | Operating profit | | Adjusted EBITDA* | | Adjusted net profit* | |
|---|---|---|---|---|---|---|---|---|
| | Million yen | % | Million yen | % | Million yen | % | Million yen | % |
| Full-year | 6,602 | 59.9 | 50 | - | 324 | - | 128 | (58.7) |

*Adjusted EBITDA = Consolidated operating profit + Depreciation + Amortization of goodwill + M&A-related costs

*Adjusted net profit = Profit attributable to owners of parent + Amortization of goodwill + Impairment loss on goodwill - Gain on bargain purchase - Profit and loss related to tax effects and differences from tax amount based on statutory tax rate + M&A-related costs

(1) Significant changes in the scope of consolidation during the period: Yes

Newly included:9 companies (Ricecurry Plus, Inc.,HaD Inc., NADESIKO CO.ltd., Ricecurry Media,Inc., KANALABO CO.,LTD., Ricecurry LS,Inc Toukakai General Incorporated Association MOM General Incorporated Association,Harukikai Medical Corporation)

Excluded: 4 companies (MOVE Inc., NADESIKO CO.ltd., Ricecurry Media,Inc, Ricecurry LS,Inc)

(2) Changes in accounting policies, changes in accounting estimates, and restatements

(1) Changes in accounting policies due to revisions of accounting standards, etc.: No

(2) Changes in accounting policies other than (1): No

(3) Changes in accounting estimates: No

(4) Restatements: No

(3) Number of issued shares (common stock)

(1) Total number of issued shares at the end of the period (including treasury shares)

(2) Number of treasury shares at the end of the period

(3) Average number of shares during the period

| | | | |
|---|---|---|---|
| Fiscal year ending March 2026 | 3,418,520 shares | Fiscal year ending March 2025 | 2,968,690 shares |
| Fiscal year ending March 2026 | - shares | Fiscal year ending March 2025 | - shares |
| Fiscal year ending March 2026 | 3,034,845 shares | Fiscal year ending March 2025 | 2,919,578 shares |

*Notes

1. Non-consolidated financial results for the fiscal year ending March 2026 (April 1, 2025 to March 31, 2026)

(1) Non-consolidated operating results (% indicates year-on-year change)

| | Net sales | | Operating profit | | Ordinary profit | | Net profit | |
|---|---|---|---|---|---|---|---|---|
| | Million yen | % | Million yen | % | Million yen | % | Million yen | % |
| Fiscal year ending March 2026 | 853 | (51.0) | 36 | - | 92 | 786.9 | 592 | - |
| Fiscal year ending March 2025 | 1,741 | (13.1) | (38) | - | 10 | (92.7) | 32 | (81.5) |

| | Net profit per share | Diluted net profit per share |
|---|---|---|
| | Yen | Yen |
| Fiscal year ending March 2026 | 195.31 | 185.73 |
| Fiscal year ending March 2025 | 11.19 | 10.75 |

Since the Company was listed on the Tokyo Stock Exchange Growth Market on June 19, 2024, diluted earnings per share for the fiscal year ended March 2025 is calculated by treating the average share price from the date of listing to the end of the fiscal year ended March 2025 as the average share price during the period.

(2) Non-consolidated financial position

| | Total assets | Net assets | Equity ratio | Net assets per share |
|---|---|---|---|---|
| | Million yen | Million yen | % | Yen |
| Fiscal year ending March 2026 | 5,708 | 2,058 | 36.0 | 601.87 |
| Fiscal year ending March 2025 | 3,308 | 1,175 | 35.5 | 395.58 |

(Reference) Equity: 2,057 million yen for the fiscal year ending March 2026; 1,174 million yen for the fiscal year ended March 2025

<Reasons for differences between non-consolidated financial results and the previous fiscal year's results>

Differences have arisen between the actual results for the previous fiscal year and the current fiscal year due to organizational restructuring associated with the transition to a holding company structure.

* Financial results summaries are not subject to audit by certified public accountants or auditing firms.

* Explanation of appropriate use of business forecasts and other special notes

Forward-looking statements, such as business forecasts, stated in this document are based on information currently available to the Company and certain assumptions deemed reasonable, and do not constitute a guarantee by the Company that they will be achieved. Actual results may differ significantly due to various factors. Please refer to page 4 of the attachment, "1. Overview of Operating Results, etc. (4) Future Outlook," for the assumptions underlying the business forecasts and precautions regarding the use of business forecasts.

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# 1. Overview of Operating Results, etc.

## (1) Overview of Operating Results for the Current Fiscal Year

During the current consolidated fiscal year, the Japanese economy saw a gradual recovery amid improvements in the employment and income environment. However, the situation continues to require caution regarding the impact of the situation in the Middle East, fluctuations in financial and capital markets, and trends surrounding U.S. trade policy.

The Group consists of the Company (MUSCAT GROUP Inc.) and eight consolidated subsidiaries, primarily WinC Inc., Ricecurry Plus, Inc., Matsumura Shoten Co., Ltd., and KANALABO CO.,LTD. As a "Brand Produce Company," the Group develops the "Brand Produce Business" through the operation of its own brands, brand expansion through M&A, and support for client companies.

In addition, during the current consolidated fiscal year, the Group transitioned to a holding company structure. This allows MUSCAT GROUP Inc. to focus on formulating business, financial, and brand strategies for the Group's sustainable growth and enhancement of corporate value, as well as executing M&A and strengthening governance. Meanwhile, each Group company, as an independent entity, can autonomously focus on structural reforms of their business and organization, as well as initiatives for growth strategies. Through these efforts, the Group aims for further growth in the Brand Produce Business.

Under these circumstances, the Group's business results for the current consolidated fiscal year were net sales of 4,129,746 thousand yen (up 38.3% year-on-year), gross profit of 2,213,345 thousand yen (up 37.4% year-on-year), operating loss of 399,197 thousand yen (operating profit of 88,007 thousand yen in the previous fiscal year), adjusted EBITDA of (118,951) thousand yen (adjusted EBITDA of 235,180 thousand yen in the previous fiscal year), ordinary loss of 451,239 thousand yen (ordinary profit of 95,287 thousand yen in the previous fiscal year), loss attributable to owners of parent of 368,608 thousand yen (profit attributable to owners of parent of 112,934 thousand yen in the previous fiscal year), and adjusted net profit of 310,631 thousand yen (up 95.0% year-on-year).

*1 Adjusted EBITDA = Consolidated operating profit + Depreciation + Amortization of goodwill + M&A-related costs

*2 Adjusted net profit = Profit attributable to owners of parent + Amortization of goodwill + Impairment loss on goodwill - Gain on bargain purchase

- Profit and loss related to tax effects and differences from tax amount based on statutory tax rate + M&A-related costs

During the current consolidated fiscal year, at KANALABO CO.,LTD., which holds the main brands in the Brand Produce segment, sales performance fell below the initial plan due to deteriorating market conditions, including intensified competition in the retail market such as variety stores, which are the main sales channels, and changes in consumer trends. In addition, in the Brand Partner segment, the Group was significantly affected by the severe business environment, including a decrease in orders due to client companies' restraint on advertising expenses and the acceleration of in-house marketing strategies. As a result, net sales fell below the initial plan.

In addition, soaring raw material costs and logistics costs in the production processes of various in-house brands, as well as the impact of foreign exchange fluctuations, put overall pressure on profits.

Furthermore, while the Group recorded a total of 710,492 thousand yen in gain on sale of shares of subsidiaries as extraordinary income following the share transfer of NADESIKO Inc. and Ricecurry LS,Inc, which were consolidated subsidiaries, it also recorded extraordinary losses related to the business of the former RiLi Inc. (currently operated within WinC Inc.).

These extraordinary losses included 304,589 thousand yen in impairment loss on goodwill related to the (RiLi Casting Business and Apparel Business), 26,390 thousand yen in business withdrawal loss, and 30,461 thousand yen in expenses related to the change of trade name, etc.

Furthermore, based on the restructuring of the profit structure for intra-group transactions following the transition to a holding company structure, the Company and WinC Inc. reversed a total of 205,407 thousand yen in deferred tax assets. As a result of recording a total of 111 million yen in income taxes-deferred (loss), the Group recorded a loss attributable to owners of parent.

The recording of these business withdrawal losses and other items in the current consolidated fiscal year was implemented based on the "Niche Top Strategy" promoted by the Group, with the purpose of withdrawing from unprofitable areas and boldly shifting management resources to high-growth, high-profitability areas. Through this series of structural reforms, uncertain risks and other issues for the future have been resolved. In the fiscal year ending March 2027, the Group will implement appropriate pass-through of increased raw material and logistics costs resulting from foreign exchange fluctuations to product prices, while steadily promoting measures to expand sales in distribution channels with high gross profit margins. In addition, with regard to selling, general and administrative expenses, the Group will work to further improve profitability by optimizing advertising expenses and reducing outsourcing costs through the utilization of AI in corporate operations.

Through these efforts, the Group will eliminate burdensome costs and transform into a leaner and more robust profit structure, thereby solidifying its return to a growth trajectory and sustainable enhancement of corporate value.

Note that as the Group operates in a single segment, the "Brand Produce Business," segment information has been omitted.

## (2) Overview of Financial Position for the Current Fiscal Year

(Assets)

Current assets at the end of the current consolidated fiscal year were 2,620,440 thousand yen, an increase of 764,572 thousand yen compared to the end of the previous consolidated fiscal year. This was mainly due to an increase of 145,619 thousand yen in cash and deposits, an increase of 86,243 thousand yen in notes and accounts receivable - trade, an increase of 669,390 thousand yen in merchandise, and a decrease of 325,000 thousand yen in short-term loans receivable. Non-current assets were 3,011,226 thousand yen, an increase of 1,330,875 thousand yen compared to the end of the previous consolidated fiscal year. This was mainly due to an increase of 1,549,033 thousand yen in goodwill.

As a result, total assets were 5,648,878 thousand yen, an increase of 2,094,487 thousand yen compared to the end of the previous consolidated fiscal year.

(Liabilities)

Current liabilities at the end of the current consolidated fiscal year were 2,831,114 thousand yen, an increase of 1,860,923 thousand yen compared to the end of the previous consolidated fiscal year. This was mainly due to an increase of 250,456 thousand yen in accounts payable - trade, an increase of 600,229 thousand yen in short-term borrowings, and an increase of 633,915 thousand yen in current portion of long-term borrowings. Non-current liabilities were 1,731,157 thousand yen, an increase of 311,715 thousand yen compared to the end of the previous consolidated fiscal year. This was mainly due to an increase of 373,806 thousand yen in long-term borrowings.

As a result, total liabilities were 4,562,272 thousand yen, an increase of 2,172,638 thousand yen compared to the end of the previous consolidated fiscal year.

(Net assets)

Total net assets at the end of the current consolidated fiscal year were 1,086,606 thousand yen, a decrease of 78,151 thousand yen compared to the end of the previous consolidated fiscal year. This was due to an increase of 173,306 thousand yen in share capital and 173,306 thousand yen in capital surplus respectively from the issuance of new shares, and the recording of a net loss attributable to owners of parent of 368,608 thousand yen.

## (3) Overview of Cash Flows for the Current Period

The balance of cash and cash equivalents at the end of the current consolidated fiscal year increased by 145,619 thousand yen (including an increase of 142,582 thousand yen in cash and cash equivalents resulting from new consolidation) compared to the end of the previous consolidated fiscal year, reaching 689,619 thousand yen. The status of each cash flow and its factors for the current consolidated fiscal year are as follows.

(Cash flows from operating activities)

Cash flows from operating activities resulted in an outflow of 673,627 thousand yen (compared to an outflow of 407,972 thousand yen in the previous consolidated fiscal year). This was mainly due to the recording of loss before income taxes of 87,340 thousand yen, impairment loss of 304,589 thousand yen, amortization of goodwill of 161,719 thousand yen, and gain on sale of shares of subsidiaries and associates of 710,492 thousand yen, as well as a decrease in notes and accounts receivable - trade of 31,319 thousand yen and a decrease in notes and accounts payable - trade of 207,015 thousand yen.

(Cash flows from investing activities)

Net cash used in investing activities was 629,334 thousand yen (compared to 966,248 thousand yen used in the previous fiscal year). This was mainly due to proceeds from sale of property, plant and equipment of 409,428 thousand yen and proceeds from sale of shares of subsidiaries resulting in change in scope of consolidation of 1,007,086 thousand yen, while there were payments for acquisition of shares of subsidiaries resulting in change in scope of consolidation of 1,239,963 thousand yen, payments of loans receivable of 446,522 thousand yen, and purchase of investment securities of 243,773 thousand yen.

(Cash flows from financing activities)

Net cash provided by financing activities was 1,305,999 thousand yen (compared to 1,305,193 thousand yen provided in the previous fiscal year). This was mainly due to proceeds from long-term borrowings of 1,160,000 thousand yen and proceeds from issuance of shares of 293,791 thousand yen, while there were repayments of long-term borrowings of 432,841 thousand yen.

## (4) Future Outlook

From the current fiscal year, the Company has adopted a "Niche Top Strategy" as a management strategy for the continuous growth of the Company and the Group by utilizing the brand growth mechanism accumulated and shared through business activities targeting a wide range of customers from consumers to companies, and has developed the Brand Produce Business as a "Brand Produce Company."

The Niche Top Strategy is a management strategy that aims to become No. 1 in niche markets by capturing niche needs carved out of mature markets through product planning and marketing utilizing SNS marketing, which is the Company's strength.

Furthermore, the Company has identified four points as its growth strategy: (1) expanding the number of brands through M&A, (2) achieving brand growth through synergies between brands, (3) developing brands in overseas niche markets, and (4) thoroughly improving capital efficiency.

In order to more accurately reflect the Company's actual situation based on the above strategy, the Company has adopted Adjusted EBITDA and Adjusted net profit, which exclude non-recurring expenses such as M&A, in addition to the conventional consolidated operating profit as indicators for the consolidated business forecast.

Based on the above, for the consolidated business forecast for the fiscal year ending March 2027, the Company expects net sales of 6,602 million yen (up 59.9% year-on-year), operating profit of 50 million yen (compared to an operating loss of 399 million yen in the previous fiscal year), Adjusted EBITDA*1 of 324 million yen (compared to (118) million yen in the previous fiscal year), and Adjusted net profit*2 of 128 million yen (down 58.7% year-on-year).

*1 Adjusted EBITDA = Consolidated operating profit + Depreciation + Amortization of goodwill + M&A-related costs

*2 Adjusted net profit = Profit attributable to owners of parent + Amortization of goodwill + Impairment loss on goodwill - Gain on bargain purchase

- Profit and loss related to tax effects and differences from tax amount based on statutory tax rate + M&A-related costs

The above business forecast has been prepared based on information available at the present time, and actual results may differ from the forecast figures due to various factors in the future. If it becomes necessary to revise the business forecast, the Company will disclose it promptly.

## 2. Basic Policy Regarding Selection of Accounting Standards

The Company intends to prepare its consolidated financial statements in accordance with Japanese GAAP for the time being, taking into account the comparability of consolidated financial statements over time and between companies.

3. Consolidated Financial Statements and Significant Notes

(1) Consolidated Balance Sheet

(Unit: thousand yen)

| | Previous fiscal year (March 31, [illegible]) | Current fiscal year (March 31, 2026) |
|---|---|---|
| Assets | | |
| Current assets | | |
| Cash and deposits | 543,999 | 689,619 |
| Notes and accounts receivable - trade | 504,454 | 590,698 |
| Merchandise | 285,319 | 954,710 |
| Supplies | 4,259 | 5,118 |
| Prepaid expenses | 48,743 | 60,544 |
| Short-term loans receivable | 325,000 | - |
| Current portion of long-term loans receivable | 50,000 | - |
| Other | 94,508 | 321,672 |
| Allowance for doubtful accounts | (418) | (1,922) |
| Total current assets | 1,855,867 | 2,620,440 |
| Non-current assets | | |
| Property, plant and equipment | | |
| Buildings and structures | 163,356 | 171,455 |
| Accumulated depreciation | (91,187) | (71,800) |
| Buildings and structures, net | 72,169 | 99,655 |
| Building improvements | 44,034 | 52,753 |
| Accumulated depreciation | (7,305) | (11,005) |
| Building improvements, net | 36,728 | 41,747 |
| Tools, furniture and fixtures | 20,708 | 53,942 |
| Accumulated depreciation | (18,240) | (32,034) |
| Tools, furniture and fixtures, net | 2,467 | 21,908 |
| Land | 450,468 | 125,768 |
| Leased assets | 6,940 | 16,167 |
| Accumulated depreciation | (3,499) | (7,931) |
| Leased assets, net | 3,441 | 8,236 |
| Other | 8,941 | 31,248 |
| Accumulated depreciation | (8,941) | (12,048) |
| Other, net | 0 | 19,199 |
| Total property, plant and equipment | 565,275 | 316,514 |
| Intangible assets | | |
| Goodwill | 762,434 | 2,311,467 |
| Software | 59,381 | 44,596 |
| Software in progress | 2,327 | 3,013 |
| Other | 1,110 | 27,355 |
| Total intangible assets | 825,254 | 2,386,432 |
| Investments and other assets | | |
| Investment securities | - | 187,564 |
| Leasehold deposits | 40,428 | 66,622 |
| Long-term loans receivable | 100,000 | - |
| Deferred tax assets | 143,371 | 27,739 |
| Other | 6,021 | 62,362 |
| Allowance for doubtful accounts | - | (36,009) |
| Total investments and other assets | 289,821 | 308,279 |
| Total non-current assets | 1,680,350 | 3,011,226 |
| Deferred assets | | |
| Stock issuance cost | 11,923 | 12,377 |
| Bond issuance cost | 6,249 | 4,834 |
| Total deferred assets | 18,172 | 17,211 |
| Total assets | 3,554,390 | 5,648,878 |

(Unit: thousand yen)

| | Previous fiscal year (March 31, 2025) | Current fiscal year (March 31, 2026) |
|---|---|---|
| Liabilities | | |
| Current liabilities | | |
| Accounts payable - trade | 87,760 | 338,216 |
| Accounts payable - other | 82,912 | 220,394 |
| Short-term borrowings | 220,000 | 820,229 |
| Current portion of bonds payable | 60,000 | 60,000 |
| Current portion of long-term borrowings | 310,635 | 944,550 |
| Lease liabilities | 1,574 | 3,721 |
| Income taxes payable | 69,099 | 180,565 |
| Provision for bonuses | 36,705 | 29,695 |
| Other | 101,503 | 233,741 |
| Total current liabilities | 970,190 | 2,831,114 |
| Non-current liabilities | | |
| Bonds payable | 210,000 | 150,000 |
| Long-term borrowings | 1,182,547 | 1,556,353 |
| Lease liabilities | 2,501 | 6,978 |
| Deferred tax liabilities | 3,908 | - |
| Other | 20,484 | 17,825 |
| Total non-current liabilities | 1,419,442 | 1,731,157 |
| Total liabilities | 2,389,633 | 4,562,272 |
| Net assets | | |
| Shareholders' equity | | |
| Capital stock | 249,943 | 423,249 |
| Capital surplus | 812,900 | 986,206 |
| Retained earnings | 100,985 | (267,622) |
| Total shareholders' equity | 1,163,829 | 1,141,833 |
| Accumulated other comprehensive income | | |
| Valuation difference on available-for-sale securities | - | (56,209) |
| Total accumulated other comprehensive income | - | (56,209) |
| Share acquisition rights | 928 | 982 |
| Total net assets | 1,164,757 | 1,086,606 |
| Total liabilities and net assets | 3,554,390 | 5,648,878 |

## (2) Consolidated Statement of Income and Consolidated Statement of Comprehensive Income

Consolidated Statements of Income

| | Previous fiscal year (From April 1, 2024 to March 31, 2025) | Current fiscal year (From April 1, 2025 to March 31, 2026) |
|---|---|---|
| Net sales | 2,986,723 | 4,129,746 |
| Cost of sales | 1,364,269 | 1,916,400 |
| Gross profit | 1,622,453 | 2,213,345 |
| Selling, general and administrative expenses | 1,534,446 | 2,612,543 |
| Operating profit or operating loss (△) | 88,007 | (399,197) |
| Non-operating income | | |
| Interest and dividend income | 3,451 | 6,022 |
| Foreign exchange gains | 101 | - |
| Commission income | 5,994 | 6,353 |
| Rental income | 6,542 | 8,006 |
| Surrender value of insurance | 40,358 | - |
| Other | 2,658 | 3,064 |
| Total non-operating income | 59,107 | 23,446 |
| Non-operating expenses | | |
| Interest expenses | 21,474 | 56,280 |
| Financing expenses | 10,000 | - |
| Remuneration expenses | 5,300 | 330 |
| Other | 15,052 | 18,877 |
| Total non-operating expenses | 51,827 | 75,487 |
| Ordinary profit or ordinary loss (△) | 95,287 | (451,239) |
| Extraordinary income | | |
| Gain on sale of fixed assets | - | 14,847 |
| Gain on sale of investment securities | 1,156 | - |
| Gain on sale of shares of subsidiaries | - | 710,492 |
| Gain on business transfer | 20,968 | - |
| Other | - | 0 |
| Total extraordinary income | 22,124 | 725,340 |
| Extraordinary losses | | |
| Impairment loss | - | * 304,589 |
| Loss on retirement of fixed assets | 1,993 | 0 |
| Expenses related to change of trade name, etc. | - | 30,461 |
| Business withdrawal loss | - | 26,390 |
| Total extraordinary losses | 1,993 | 361,441 |
| Profit before income taxes or loss before income taxes (△) | 115,419 | (87,340) |
| Income taxes - current | 63,417 | 195,784 |
| Income taxes - deferred | (60,932) | 111,723 |
| Total income taxes | 2,485 | 307,508 |
| Net profit or net loss (△) | 112,934 | (394,849) |
| Net loss attributable to non-controlling interests (△) | - | (26,241) |
| Profit attributable to owners of parent or loss attributable to owners of parent ((△)) | 112,934 | (368,608) |

Consolidated Statement of Comprehensive Income

| | Previous fiscal year (From April 1, 2024 to March 31, 2025) | Current fiscal year (From April 1, 2025 to March 31, 2026) |
|---|---|---|
| Net income or net loss (△) | 112,934 | (394,849) |
| Other comprehensive income | | |
| Valuation difference on available-for-sale securities | - | (56,209) |
| Total other comprehensive income | - | (56,209) |
| Comprehensive income | 112,934 | (451,058) |
| (Breakdown) | | |
| Comprehensive income attributable to owners of parent | 112,934 | (424,817) |
| Comprehensive income attributable to non-controlling interests | - | (26,241) |

## (3) Consolidated Statement of Changes in Equity

Previous fiscal year (From April 1, 2024 to March 31, 2025)

(Unit: thousand yen)

| | Shareholders' equity | | | |
|---|---|---|---|---|
| | Capital stock | Capital surplus | Retained earnings | Total shareholders' equity |
| Balance at beginning of period | 100,000 | 662,956 | (11,949) | 751,007 |
| Changes during period | | | | |
| Issuance of new shares | 149,943 | 149,943 | | 299,887 |
| Net income attributable to owners of parent | | | 112,934 | 112,934 |
| Net changes in items other than shareholders' equity | | | | - |
| Total changes during period | 149,943 | 149,943 | 112,934 | 412,821 |
| Balance at end of period | 249,943 | 812,900 | 100,985 | 1,163,829 |

| | | |
|---|---|---|
| Balance at beginning of period | 855 | 751,862 |
| Changes during period | | |
| Issuance of new shares | | 299,887 |
| Net income attributable to owners of parent | | 112,934 |
| Net changes in items other than shareholders' equity | 73 | 73 |
| Total changes during period | 73 | 412,894 |
| Balance at end of period | 928 | 1,164,757 |

Current fiscal year (From April 1, 2025 to March 31, 2026)

(Unit: thousand yen)

| | Shareholders' equity | | | |
|---|---|---|---|---|
| | Capital stock | Capital surplus | Retained earnings | Total shareholders' equity |
| Balance at beginning of period | 249,943 | 812,900 | 100,985 | 1,163,829 |
| Changes during period | | | | |
| Issuance of new shares | 173,306 | 173,306 | | 346,612 |
| Net loss attributable to owners of parent (△) | | | (368,608) | (368,608) |
| Net changes in items other than shareholders' equity | | | | - |
| Total changes during period | 173,306 | 173,306 | (368,608) | (21,995) |
| Balance at end of period | 423,249 | 986,206 | (267,622) | 1,141,833 |

| | Accumulated other comprehensive income | | | |
|---|---|---|---|---|
| | Valuation difference on available-for-sale securities | Total accumulated other comprehensive income | | |
| Balance at beginning of period | - | - | 928 | 1,164,757 |
| Changes during period | | | | |
| Issuance of new shares | | | | 346,612 |
| Net loss attributable to owners of parent (△) | | | | (368,608) |
| Net changes in items other than shareholders' equity | (56,209) | (56,209) | 54 | (56,155) |
| Total changes during period | (56,209) | (56,209) | 54 | (78,151) |
| Balance at end of period | (56,209) | (56,209) | 982 | 1,086,606 |

(4) Consolidated Statement of Cash Flows

(Unit: thousand yen)

| | Previous fiscal year (From April 1, 2024 to March 31, 2025) | Current fiscal year (From April 1, 2025 to March 31, 2026) |
|---|---|---|
| Cash flows from operating activities | | |
| Profit (loss) before income taxes | 115,419 | (87,340) |
| Depreciation | 24,846 | 50,996 |
| Impairment loss | - | 304,589 |
| Business withdrawal loss | - | 26,390 |
| Amortization of goodwill | 53,678 | 161,719 |
| Amortization of deferred assets | 5,383 | 7,090 |
| Increase (decrease) in allowance for doubtful accounts | (331) | 1,403 |
| Increase (decrease) in provision for bonuses | 9,669 | (8,885) |
| Interest and dividend income | (3,451) | (6,022) |
| Interest expenses | 21,474 | 56,280 |
| Foreign exchange losses (gains) | (101) | - |
| Surrender value of insurance | (40,358) | - |
| Loss (gain) on sale of fixed assets | - | (14,847) |
| Loss (gain) on sale of shares of subsidiaries and associates | - | (710,492) |
| Loss (gain) on sale of investment securities | (1,156) | - |
| Loss on retirement of fixed assets | 1,993 | 0 |
| Decrease (increase) in notes and accounts receivable - trade | (156,489) | 31,319 |
| Decrease (increase) in inventories | (39,781) | (59,042) |
| Increase (decrease) in notes and accounts payable - trade | (26,556) | (207,015) |
| Increase (decrease) in accounts payable - other | (347,241) | 3,446 |
| Other | 14,931 | (78,471) |
| Subtotal | (368,071) | (528,882) |
| Interest and dividend income received | 383 | 6,022 |
| Interest expenses paid | (22,388) | (58,807) |
| Income taxes paid | (17,895) | (117,224) |
| Income taxes refund | - | 25,264 |
| Cash flows from operating activities | (407,972) | (673,627) |
| Cash flows from investing activities | | |
| Payments into time deposits | (25,000) | - |
| Proceeds from withdrawal of time deposits | 25,000 | - |
| Purchase of property, plant and equipment | (27,314) | (8,795) |
| Proceeds from sale of property, plant and equipment | - | 409,428 |
| Purchase of intangible assets | (39,797) | (94,526) |
| Payments of loans receivable | (475,000) | (446,522) |
| Collection of loans receivable | 3,588 | - |
| Purchase of investment securities | - | (243,773) |
| Proceeds from sale of investment securities | 30,166 | - |
| Payments for insurance funds | (9,993) | - |
| Proceeds from cancellation of insurance funds | 643,708 | - |
| Payments for transfer of business | (120,000) | - |
| Purchase of shares of subsidiaries resulting in change in scope of consolidation | (971,834)(1,239,963) | |
| Proceeds from sale of shares of subsidiaries resulting in change in scope of consolidation | - | 1,007,086 |
| Other229(12,267) | | |
| Cash flows from investing activities(966,248)(629,334) | | |
| Cash flows from financing activities | | |
| Net increase (decrease) in short-term borrowings | (5,000) | 300,229 |
| Proceeds from long-term borrowings | 1,001,036 | 1,160,000 |
| Repayments of long-term borrowings | (237,233) | (432,841) |
| Repayments of lease obligations | (1,268) | (1,924) |
| Proceeds from issuance of bonds | 292,925 | - |
| Redemption of bonds | (30,000) | (60,000) |

| | | |
|---|---|---|
| Proceeds from issuance of shares | 299,818 | 293,791 |
| Payments for listing-related expenses | (16,481) | - |
| Other | 1,395 | 46,745 |
| Cash flows from financing activities | 1,305,193 | 1,305,999 |
| Effect of exchange rate change on cash and cash equivalents | (27) | - |
| Net increase (decrease) in cash and cash equivalents | (69,055) | 3,037 |
| Cash and cash equivalents at beginning of period | 613,054 | 543,999 |
| Increase in cash and cash equivalents resulting from new consolidation | - | 142,582 |
| Cash and cash equivalents at end of period | 543,999 | 689,619 |

## (5) Notes to Consolidated Financial Statements

(Notes on Going Concern Assumption)

Not applicable.

(Changes in Scope of Consolidation or Scope of Application of Equity Method)

(Significant Changes in Scope of Consolidation)

In the first quarter of the current fiscal year, MOVE Inc., which was a consolidated subsidiary of the Company, was excluded from the scope of consolidation as it was dissolved through an absorption-type merger with WinC Inc., also a consolidated subsidiary of the Company, as the surviving company.

In the second quarter of the current fiscal year, Ricecurry Plus, Inc. was newly established through a company split (incorporation-type split) and is therefore included in the scope of consolidation. In addition, the Company acquired 100% of the shares of HaD Inc. and NADESIKO Inc. and made them subsidiaries, and they are therefore included in the scope of consolidation. Furthermore, Tokakai General Incorporated Association and MOM General Incorporated Association are included in the scope of consolidation as the Company has acquired substantial control over them.

In the third quarter of the current fiscal year, KANALABO CO.,LTD. is included in the scope of consolidation due to the acquisition of 68.0% of its shares. In addition, NADESIKO Inc. has been excluded from the scope of consolidation following the transfer of all shares of NADESIKO Inc. held by Ricecurry Plus, Inc., a consolidated subsidiary of the Company. Furthermore, Ricecurry Media, Inc., which was newly established through a company split (incorporation-type split) during the third quarter of the current fiscal year, has been excluded from the scope of consolidation as it was dissolved through an absorption-type merger with Ricecurry Plus, Inc., a consolidated subsidiary of the Company, as the surviving company.

During the fourth quarter of the current fiscal year, Harukikai Medical Corporation was included in the scope of consolidation as the Company acquired substantial control over it. In addition, Ricecurry LS,Inc, which was newly established through a company split (incorporation-type split) during the fourth quarter of the current fiscal year, has been excluded from the scope of consolidation following the transfer of all its shares.

(Changes in Presentation)

(Consolidated Statement of Income)

In the current fiscal year, the sales scale and profit levels of the Brand Produce segment have expanded and increased due to business development based on the "Niche Top Strategy," which is the core of the Company's management strategy, and by making companies with mainstay brands in this segment, such as KANALABO CO.,LTD. and HaD Inc., consolidated subsidiaries. In conjunction with this, as a result of reviewing the management categories for
"cost of sales" and "selling, general and administrative expenses" in this segment, in order to more appropriately reflect the actual business conditions and operating results of the segment, certain subsidiaries belonging to this segment have changed their method of presentation starting from the current fiscal year. Specifically, expenses considered to have a strong relevance and correlation with sales activities (mainly delivery costs, EC platform fees, etc.), which were previously presented as "cost of sales" until the previous fiscal year, are now presented as "selling, general and administrative expenses."

As a result, 11,545 thousand yen, which was recorded as "cost of sales" in the consolidated statement of income for the previous fiscal year, has been reclassified and presented as "selling, general and administrative expenses." Due to this reclassification, "cost of sales" decreased by the same amount, while "gross profit" and "selling, general and administrative expenses" increased by the same amount. There is no impact on "operating profit."

(Notes to Consolidated Statement of Income)

*Impairment loss

Previous fiscal year (From April 1, 2024 to March 31, 2025) Not applicable.

Current fiscal year (From April 1, 2025 to March 31, 2026)

At WinC Inc., a consolidated subsidiary, impairment losses were recorded for the following asset groups.

(1) Overview of assets for which impairment losses were recognized and the amount of impairment losses

| Company/Location | Use | Type | Impairment loss |
|---|---|---|---|
| WinC Inc. | Other | Goodwill | 304,589 thousand yen |

(2) Background leading to the recognition of impairment losses

Regarding the former RiLi Inc. (currently operated within WinC Inc.), which the Company made a consolidated subsidiary in July 2022 and announced its dissolution through an absorption-type merger in the "Notice Concerning

Merger Between Wholly Owned Subsidiaries" dated August 26, 2024,

the Company had recorded goodwill based on the excess earning power related to the "RiLi Casting Business" and "Apparel Business." However, in the "RiLi Casting Business," the prospect of continuing orders as initially anticipated has become extremely difficult due to changes in the advertising strategies of major clients and the acceleration of in-house marketing. In addition, regarding the "Apparel Business," in light of the poor performance during the recent winter season, MUSCAT GROUP Inc. has decided to withdraw from this business effective March 31, 2026. Accordingly, as business performance was expected to fall below the initially assumed business plan, the book value of the relevant goodwill was reduced to the recoverable amount, and the amount of the reduction was recorded as an impairment loss.

(3) Method of grouping assets

The Group groups assets based primarily on the classifications used in management accounting.

(4) Method of calculating recoverable amount

The recoverable amount is measured based on value in use. Since the value in use based on future cash flows is negative, the recoverable amount is set at zero.

(Business combinations, etc.)

(Absorption-type merger between consolidated subsidiaries)

At the Board of Directors meeting held on February 14, 2025, the Company resolved to conduct an absorption-type merger with the Company's consolidated subsidiary WinC Inc. as the surviving company and MOVE Inc., also a consolidated subsidiary, as the dissolving company, and the absorption-type merger was carried out on April 1, 2025.

1. Overview of the transaction

(1) Names and business descriptions of the companies involved in the combination

Combining company: WinC Inc.

Business description: Development and provision of various brands and services Combined company: MOVE Inc.

Business description: Sale of E-Bikes (electric-assisted bicycles) (2) Date of business combination

April 1, 2025 (3) Legal form of business combination

Absorption-type merger with WinC Inc. as the surviving company and MOVE Inc. as the dissolving company (4) Name of the company after the combination

WinC Inc.

(5) Other matters concerning the overview of the transaction

The purpose of this merger is to expand the business and enhance corporate value by concentrating and effectively utilizing management resources related to the Group's business of developing and providing various brands and services.

2. Overview of accounting treatment implemented

The transaction is treated as a transaction under common control based on the "Accounting Standard for Business Combinations" and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures."

(Transition to a holding company structure through company split)

Based on the resolution of the Ordinary General Meeting of Shareholders held on June 26, 2025, the Company transitioned to a holding company structure through a simplified incorporation-type company split effective July 1, 2025. The business operated in the Brand Partner segment was succeeded by the newly established Ricecurry Plus, Inc., and the Company's trade name was changed to MUSCAT GROUP Inc.

1. Overview of Company Split

(1) Content of the business subject to the split

Business corresponding to the Brand Partner segment, which provides marketing support centered on SNS and marketing tools for companies

(2) Date of business combination

July 1, 2025

(3) Legal form of business combination

An incorporation-type company split with the Company as the splitting company and the newly established Ricecurry Plus, Inc. as the successor company

(4) Name of the companies after the split

Splitting company: MUSCAT GROUP Inc.

Successor company: Ricecurry Plus, Inc.

(5) Purpose of the company split

The Company promotes M&A under its "Niche Top Strategy," which involves investing in niche brands and manufacturers with the potential for high growth through our brand production and leveraging our marketing expertise to grow them.

The Group continues to promote a growth strategy through proactive M&A, aiming to transform from a community data platformer

into a brand production company. The transition to a holding company structure and the change of company name are intended to further strengthen the Company's functions as a holding company and maximize group synergies by strengthening the execution system for group-wide strategies and group governance.

Through the transition to the new structure, the Company, as a holding company, will be responsible for formulating business, financial, and brand strategies, strengthening the Group's capital efficiency, risk management, and human capital, and providing support and supervision for the business execution of each group company to achieve sustainable growth and enhance corporate value. We will work toward expanding the business and improving the profitability of the entire Group. In addition, each group company aims to independently develop initiatives for business structural reform and the realization of growth strategies under its responsibility as an independent company, and will work toward enhancing corporate value and improving capital efficiency.

2. Overview of accounting treatment implemented

The transaction is treated as a transaction under common control based on the "Accounting Standard for Business Combinations" and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures."

(Business Combination through Acquisition)

MUSCAT GROUP Inc. announces that its consolidated subsidiary, WinC Inc., resolved at its Board of Directors meeting held on August 13, 2025, to acquire all shares of HaD Inc. and make it a subsidiary (a second-tier subsidiary of MUSCAT GROUP Inc.). Furthermore, a share transfer agreement was concluded on the same date, and the shares were acquired.

1. Overview of Business Combination

(1) Name and Business Description of the

Acquired Company Name of the acquired

company: HaD Inc.

Business description: E-commerce business for shampoo (bialne)

(2) Main Reasons for the Business Combination

The family-oriented shampoo and treatment brand "bialne" developed by HaD Inc. is based on the concept of "making everyone in the family, from small children to adults, shine. We want to deliver 'beauty' that can be easily obtained in everyday life to mothers who work hard every day!" Based on this concept, the brand offers "additive-free*" shampoos and treatments that can be used by everyone from small children to adults, primarily through affordable online subscription sales, and has gained popularity mainly through social media. (*Shampoo & Treatment)

In the mass market of the hair care market, "bialne," which is growing rapidly in the mid-priced family shampoo and treatment segment, is considered a brand that aligns with the Group's "Niche Top Strategy."

Through this acquisition of a second-tier subsidiary, the Group aims to increase sales by providing its extensive marketing expertise centered on social media and expanding sales channels, as well as to improve business operational efficiency by standardizing production and sales management. Furthermore, the Group intends not only to expand its brand portfolio but also to increase the number of users of the Group's brands by utilizing the company's customer base.

Through these efforts, the Group aims to further enhance its corporate value.

(3) Date of Business Combination

August 13, 2025 (Deemed acquisition date: August 1, 2025)

(4) Legal Form of Business Combination

Acquisition of shares with cash as consideration

(5) Name of the Company

After Combination:

No change.

(6) Percentage of Voting

Rights Acquired:

100.0%

(7) Main basis for deciding on the acquiring company

This is because WinC Inc., a consolidated subsidiary of the Company, acquired the shares for cash consideration.

2. Period of the acquired company's results included in the consolidated statement of income From August 1, 2025 to March 31, 2026

3. Acquisition cost of the acquired company and breakdown by type of consideration Consideration for acquisition
Cash 310,000 thousand yen
Acquisition cost 310,000 thousand yen

4. Content and amount of major acquisition-related costs Advisory fees, etc. 4,346 thousand yen

5. Amount of goodwill recognized, reason for recognition, amortization method, and amortization period

(1) Amount of goodwill recognized 285,241 thousand yen

(2) Reason for recognition
Excess earning power expected from future business development.

(3) Amortization method and amortization period
Straight-line amortization over 10 years

6. Amount of assets received and liabilities assumed on the date of the business combination and their major breakdown

| | | |
|---|---|---|
| Current assets | 97,374 | Thousand yen |
| Non-current assets | 300 | " |
| Total assets | 97,674 | " |
| Current liabilities | 75,640 | " |
| Total liabilities | 75,640 | " |

7. Estimated amount of impact on the consolidated statement of income for the current fiscal year and its calculation method, assuming the business combination had been completed on the first day of the fiscal year

| | | |
|---|---|---|
| Net sales | 189,467 | Thousand yen |
| Operating profit | 67,530 | " |
| Ordinary profit | 70,598 | " |
| Profit before income taxes | 73,322 | " |
| Profit attributable to owners of parent | 48,903 | " |

(Calculation method for approximate amount)

The estimated amount of impact is the difference between the net sales and profit/loss information calculated assuming the business combination had been completed on the first day of the fiscal year and the net sales and profit/loss information in the consolidated statement of income of the acquiring company.

Note that this information has not been audited.

(Business combination through acquisition)

At the Board of Directors meeting held on August 14, 2024, the Company resolved to acquire the shares of NADESIKO Co., Ltd. and make it a subsidiary (a second-tier subsidiary of the Company), and entered into a share transfer agreement on the same date. Furthermore, at the Board of Directors meeting held on August 29, 2025, the Company resolved to change part of the contents of the agreement, and after concluding a memorandum of change, acquired all shares on the same date.

1. Overview of business combination

(1) Name of the acquired company and its business content Name of the acquired company
NADESIKO Co., Ltd.
Description of business: Vertical short video marketing business utilizing virtual influencer know-how

(2) Main reasons for the business combination

In August 2024, the Company decided to acquire the virtual influencer business, which was part of the business of HADO Inc., an SNS marketing company, and to additionally acquire shares of NADESIKO Inc., which has been operating the business since April 2024 after its transfer from HADO Inc., following a certain period of expected growth. The purpose of these acquisitions was to add virtual influencer-type TikTok media as in-house assets and to operate a marketing business related to vertical short videos through its operational know-how (hereinafter referred to as the "Virtual Influencer Business"). Based on this decision, the Company added NADESIKO Inc. to the Group in August 2025, expanding the range of services provided in the Brand Partner segment.

(3) Date of business combination

August 29, 2025

(4) Legal form of business combination

Acquisition of shares for cash consideration

(5) Name of the company after combination: No change.

(6) Percentage of voting rights acquired: 100.0%

(7) Main basis for determining the acquiring company

Ricecurry Plus, Inc., a consolidated subsidiary of the Company, acquired the shares for cash consideration.

2. Period of the acquired company's results included in the consolidated statement of income: September 1, 2025 to March 31, 2026

3. Acquisition cost of the acquired company and breakdown by type of consideration: Consideration for acquisition:
Cash 687,674 thousand yen
Acquisition cost: 687,674 thousand yen

4. Description and amount of major acquisition-related costs: Not applicable.

5. Amount of goodwill recognized, reason for recognition, amortization method, and amortization period

(1) Amount of goodwill recognized: 609,590 thousand yen

(2) Reason for recognition

The excess earning power expected from future business development.

(3) Amortization method and period Straight-line amortization over 10 years

6. Amount of assets acquired and liabilities assumed on the date of the business combination and their main breakdown

| | | |
|---|---|---|
| Current assets | 105,473 | Thousand yen |
| Non-current assets | 3,252 | " |
| Total assets | 108,726 | " |
| Current liabilities | 30,641 | " |
| Total liabilities | 30,641 | " |

7. Estimated amount of the impact on the consolidated statement of income for the current fiscal year and its calculation method, assuming that the business combination was completed on the first day of the current fiscal year

Omitted due to lack of materiality.

(Business combination through acquisition)

The Company announces that WinC Inc., a consolidated subsidiary of the Company, resolved at its Board of Directors meeting held on August 29, 2025, to make Tokakai and MOM consolidated subsidiaries as of September 1, 2025. In addition, the Company acquired substantial control on the same date.

1. Overview of business combination

(1) Name of the acquired company and its business description Name of the acquired company: Tokakai Business description: Clinic support business

Name of the acquired company: MOM
Business description: Promotion of "oral beauty" and clinic operation

(2) Main reasons for the business combination

In the oral beauty market, we have traditionally developed a clinic support business that supports clinic marketing and other activities as part of the brand production area, starting with the "MiiS" brand. As a growth axis for the brand production area, in order to accelerate expansion into the clinic support business, which is expected to grow in the oral beauty market, we will acquire substantial control of Tokakai, which was established for the purpose of the clinic support business, and make it a consolidated subsidiary. Furthermore, regarding MOM, which operates clinics such as "Mii Dental Studio" and "Mii Otona Kodomo Shika" for which WinC Inc. has provided full support for initial investment funds and marketing, since there is now a prospect of monetization, we will promote the business more integrally by making it a subsidiary of Tokakai. Furthermore, through this series of transactions, we will strengthen our system to go beyond mere support through clinic production and proceed with cross-selling with our Group's brands and the development of the licensing business at "Mii Otona Kodomo Shika."

Through these efforts, we will strive to further enhance the corporate value of the Group.

(3) Date of business combination

September 1, 2025

(4) Legal form of business combination

Acquisition of subsidiary based on the effective control test

(5) There is no change to the name of the company after the business combination.

(6) Percentage of voting rights acquired

-%

(7) Main grounds for determining the acquiring company

On September 1, 2025, two members of the current General Incorporated Association MOM resigned, and General Incorporated Association Tokakai, whose members are officers and employees of WinC Inc., a subsidiary of the Company, became a member of General Incorporated Association MOM. Furthermore, on the same date, the contractual relationship for loans previously provided by WinC Inc. to General Incorporated Association MOM was reviewed, and monetary loan agreements were concluded between WinC Inc. and General Incorporated Association Tokakai, and between General Incorporated Association Tokakai and General Incorporated Association MOM.

As a result, WinC Inc. is deemed to have completed the acquisition of substantial control over General Incorporated Association Tokakai and General Incorporated Association MOM, and both companies became consolidated subsidiaries of the Company.

2. Period of the acquired company's performance included in the consolidated statement of income September 1, 2025 to March 31, 2026

3. Acquisition cost of the acquired company and breakdown by type of consideration There is no acquisition cost or consideration.

4. Description and amount of major acquisition-related costs Not applicable.

5. Amount of goodwill recognized, reason for recognition, amortization method, and amortization period

(1) Amount of goodwill recognized 481,518 thousand yen

(2) Reason for recognition

Since General Incorporated Association MOM, which is in a state of insolvency, became a consolidated subsidiary without any investment, the amount equivalent to the insolvency was recognized as goodwill.

(3) Amortization method and amortization period

Straight-line amortization over 20 years

6. Amount of assets received and liabilities assumed on the date of the business combination and their main breakdown

| | | |
|---|---|---|
| Current assets | 226,864 | Thousand yen |
| Non-current assets | 152,463 | " |
| Total assets | 379,327 | " |
| Current liabilities | 115,588 | " |
| Non-current liabilities | 745,000 | " |
| Total liabilities | 860,588 | " |

7. Estimated amount of impact on the consolidated statement of income for the current fiscal year and its calculation method, assuming the business combination had been completed on the first day of the fiscal year

| | | |
|---|---|---|
| Net sales | 50,726 | Thousand yen |
| Operating profit | (146,480) | " |
| Ordinary profit | (153,042) | " |
| Profit before income taxes | (152,696) | " |
| Profit attributable to owners of parent | (152,704) | " |

(Calculation method for approximate amount)

The difference between the net sales and profit/loss information calculated assuming that the business combination was completed on the first day of the fiscal year and the net sales and profit/loss information in the consolidated statement of income of the acquiring company is taken as the estimated amount of impact.

Note that this information has not been audited.

(Company split (absorption-type split) by a consolidated subsidiary)

At the Board of Directors meeting held on August 29, 2025, MUSCAT GROUP Inc. resolved to transfer the vertical short-form video marketing business utilizing the virtual influencer expertise of its wholly owned subsidiary Ricecurry Plus, Inc. (hereinafter, "RCP") to NADESIKO Inc. (hereinafter, "NADESIKO"), a wholly owned subsidiary of RCP (hereinafter, the "Absorption-type Split"), and implemented the Absorption-type Split effective October 15, 2025.

1. Overview of the Transaction

(1) Name and description of the business subject to the transaction

Vertical short-form video marketing business utilizing virtual influencer expertise

(2) Date of business combination

October 15, 2025

(3) Legal form of the business combination

An absorption-type split with NADESIKO as the successor company and RCP as the splitting company

(4) Name after the business combination

Splitting company: Ricecurry Plus, Inc.

Successor company: NADESIKO Inc.

(5) Other matters concerning the overview of the transaction

By organizing the Group's own assets, including the virtual influencer business, through intra-group reorganization,

the Group aims to expand its business and enhance corporate value by selecting, concentrating, and effectively utilizing management resources related to the development and provision of various brands and services of the Group.

2. Overview of Accounting Treatment Implemented

The transaction is treated as a transaction under common control based on the "Accounting Standard for Business Combinations" and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures."

(Company split by a consolidated subsidiary (incorporation-type split))

At the Board of Directors meeting held on August 29, 2025, MUSCAT GROUP Inc. resolved to transfer a portion of the beauty category business, including the business NADESIKO acquired from RCP, to a newly established company, Rice Curry Media Inc. (hereinafter, "RCM") (hereinafter, the "Incorporation-type Split"), and implemented the Incorporation-type Split effective October 15, 2025.

1. Overview of the Transaction

(1) Name and description of the business subject to the transaction

A portion of the beauty category business, including the portion that NADESIKO acquired from RCP through the absorption-type split, within the vertical short-form video marketing business utilizing virtual influencer expertise

(2) Date of business combination

October 15, 2025

(3) Legal form of business combination

An incorporation-type company split with NADESIKO Inc. as the splitting company and RCM Inc. as the successor company

(4) Name of the company after business combination

Splitting company: NADESIKO Inc.

Successor company: Ricecurry Media Inc.

(5) Other matters concerning the overview of the transaction

By organizing the Group's own assets, including the virtual influencer business, through an intra-group reorganization, the Group aims to expand its business and improve its corporate value by selecting, concentrating, and effectively utilizing management resources related to the development and provision of the Group's various brands and services.

2. Overview of accounting treatment implemented

The transaction is treated as a transaction under common control based on the "Accounting Standard for Business Combinations" and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures."

(Absorption-type merger between consolidated subsidiaries)

At the Board of Directors meeting held on November 18, 2025, the Company resolved to conduct an absorption-type merger with the Company's consolidated subsidiary Ricecurry Plus, Inc. as the surviving company and Ricecurry Media Inc., also a consolidated subsidiary, as the dissolving company, and the absorption-type merger was conducted on December 26, 2025.

1. Overview of the transaction

(1) Name and business description of the companies involved in the combination

Combining company: Ricecurry Plus, Inc.

Business description: Brand production business

Combined company: Ricecurry Media Inc.

Business description: Vertical short video marketing business utilizing virtual influencer know-how

(2) Date of business combination

December 26, 2025

(3) Legal form of the business combination

Absorption-type merger with Ricecurry Plus, Inc. as the surviving company and Ricecurry Media, Inc. as the disappearing company

(4) Name of the company after the combination

Ricecurry Plus, Inc.

(5) Other matters concerning the overview of the transaction

The Company aims to expand its business and enhance corporate value by selecting, concentrating, and effectively utilizing management resources related to the development and provision of various brands and services

of the Group.

2. Overview of accounting treatment implemented

The transaction is treated as a transaction under common control based on the "Accounting Standard for Business Combinations" and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures."

(Transfer of shares of a subsidiary)

At the Board of Directors meeting held on August 29, 2025, the Company resolved to transfer all shares of NADESIKO Inc. to AnyMind Japan Inc. (hereinafter, "AnyMind"), (hereinafter, the "Share Transfer"), and the Share Transfer was implemented on October 15, 2025.

1. Overview of business divestiture

(1) Name and business description of the divested subsidiary Name: NADESIKO Inc.

Business description: Vertical short video marketing business utilizing virtual influencer know-how

(2) Name of the transferee company

AnyMind Japan Inc.

(3) Reason for the business divestiture

In the Brand Partner segment, which operates the virtual influencer business, the focus area has been narrowed down to the food and beverage customer segment since the first quarter of the fiscal year ending March 2026, and the virtual influencer business in the beauty segment has fallen outside the focus area. In addition, since the investment destination for the entire Group's funds is the Brand Produce segment, it is necessary to promote the securing of growth capital. Therefore, the Company will sell a portion of the virtual influencer business to AnyMind to promote the selection and concentration of businesses and secure growth capital.

(4) Date of business divestiture

October 15, 2025

(5) Matters concerning the summary of other transactions including legal form Share transfer in which the consideration received is only property such as cash

2. Summary of accounting treatment implemented

(1) Amount of gain or loss on transfer

Gain on sale of shares of subsidiaries 64,582 thousand yen

(2) Appropriate book value of assets and liabilities related to the transferred business and their main breakdown Current assets 97,830 thousand yen

Non-current assets 75,035 thousand yen

Total assets 172,866 thousand yen

Current liabilities 34,110 thousand yen

Total liabilities 34,110 thousand yen

(3) Accounting treatment

The amount obtained by deducting expenses related to the sale from the difference between the sale price of the transferred shares and the book value on a consolidated basis is recorded as "Gain on sale of shares of subsidiaries" under extraordinary income.

3. Reporting segment in which the divested business was included

The Group has a single segment, which is the Brand Produce Business.

4. Approximate amount of profit or loss related to the divested business recorded in the consolidated statement of income for the current fiscal year Net sales 13,746 thousand yen

Operating profit 1,152 thousand yen

(Business combination through acquisition)

At the Board of Directors meeting held on October 16, 2025, the Company resolved to make KANALABO CO.,LTD. (hereinafter referred to as "KANALABO") a subsidiary by acquiring a portion of its shares, and entered into a share transfer agreement on the same date. The shares were acquired on October 31, 2025.

1. Summary of business combination

(1) Name of the acquired company and its business activities Name of the acquired company:
KANALABO CO.,LTD.
Business activities: Planning and sales of cosmetic brands

(2) Main reasons for the business combination

With the mission of "Bringing new hope to the lives of people around the world through things and experiences," KANALABO develops cosmetic brands that have gained high support mainly from the Millennial and Gen Z generations, such as "Fujiko," a cosmetic brand that fulfills current desires, and "b idol,"
a cosmetic brand produced by Akari Yoshida. These brands have already established a solid position in their respective markets and are developed in line with the Niche Top Strategy promoted by the Company.

In the high-growth cosmetics market, welcoming KANALABO's proven niche top brands will expand the Company's brand portfolio in both quality and quantity, leading to the strengthening of the earnings base and the acquisition of new growth opportunities.

In addition, by applying the SNS marketing expertise and data utilization capabilities that are strengths of the Group to KANALABO's brands, we will pursue dramatic sales expansion through further strengthening of brand awareness and sales channels.

Furthermore, we will aim to further expand sales for the entire Group by applying KANALABO's outstanding product planning and development capabilities, which capture market needs, to the Group's existing brands, and by accelerating the joint development and deployment of new brands that combine the strengths of both companies.

(3) Date of business combination
October 31, 2025

(4) Legal form of business combination
Acquisition of shares with cash as consideration

(5) Name of the company after the combination:
No change.

(6) Percentage of voting rights acquired: 68.0%

(7) Main basis for determining the acquiring company
The Company acquired the shares with cash as consideration.

2. Period of the acquired company's business results included in the consolidated statement of income: November 1, 2025 to March 31, 2026

3. Acquisition cost of the acquired company and breakdown by type of consideration: Consideration for acquisition:
Cash 750,000 thousand yen
Acquisition cost: 750,000 thousand yen

4. Details and amounts of major acquisition-related costs: Advisory fees, etc. 8,800 thousand yen

5. Amount of goodwill recorded, reason for recording, amortization method, and amortization period

(1) Amount of goodwill
recorded: 694,236
thousand yen

(2) Reason for recording
Excess earning power expected from future business development.

(3) Amortization method and
amortization period:
Straight-line amortization
over 10 years

6. Amounts of assets received and liabilities assumed on the date of the business combination and their major breakdown

| | | |
|---|---|---|
| Current assets | 1,143,383 | Thousand yen |
| Non-current assets | 44,944 | " |
| Total assets | 1,188,328 | " |
| Current liabilities | 902,772 | " |
| Non-current liabilities | 203,551 | " |
| Total liabilities | 1,106,323 | " |

7. Estimated amount of impact on the consolidated statement of income for the current fiscal year and its calculation method, assuming the business combination was completed on the first day of the fiscal year

| | | |
|---|---|---|
| Net sales | 1,382,896 | Thousand yen |
| Operating profit | (56,566) | " |
| Ordinary profit | (45,871) | " |
| Profit before income taxes | (194,484) | " |
| Profit attributable to owners of parent | (194,537) | " |

(Calculation method for approximate amount)

The estimated amount of impact is the difference between net sales and profit/loss information calculated assuming the business combination was completed on the first day of the fiscal year and net sales and profit/loss information in the consolidated statement of income of the acquiring company.

Note that this information has not been audited.

(Business Divestiture and Transfer of Subsidiary Shares)

At a meeting of the Board of Directors held on February 18, 2026, the Company resolved to transfer the business specialized in the lifestyle field of its subsidiary Ricecurry Plus, Inc. (hereinafter, "RCP") to Ricecurry LS,Inc (hereinafter, "RCLS") through an incorporation-type company split, and then to transfer all shares of RCLS to Lovable Marketing Group, Inc. (hereinafter, "LMG") (hereinafter, the "Transfer"). The incorporation-type company split was executed on February 24, 2026, and the share transfer was executed on March 19, 2026.

1. Overview of Business Divestiture

(1) Name of the successor company in the company split and name of the transferee company in the share transfer

(1) Name of the successor company in the
company split: Ricecurry LS,Inc

(2) Name of the transferee company in the share transfer
Lovable Marketing Group, Inc.

(2) Name and description of the separated business
Name of business: Lifestyle field support business
Description of business: SNS marketing support business specializing in the lifestyle field

(3) Reason for the business separation
The Company is promoting a "Niche Top Strategy" that aims to precisely capture high-growth niche needs within the mass market and become No. 1 in those areas, working to continuously improve corporate value. The Company has

decided to transfer all shares of RCLS Inc. after having RCLS Inc. succeed to the business specializing in the lifestyle field among the SNS marketing support businesses operated by RCP Inc., a consolidated subsidiary of the Company, through a simplified incorporation-type company split.

The lifestyle field support business developed by RCLS Inc. has been performing steadily, with its strength being its unique influencer network. However, as a result of careful consideration of optimizing sales resources, which is a current challenge in the Brand Partner segment of the Group, and improving profitability through the selection and concentration of management resources in the Brand Produce segment, the Company determined that continuing the business under LMG Inc., which has an extensive track record and customer base in the business area of RCLS Inc., would contribute to the further growth and service improvement of RCLS Inc.

Through this transfer, the Group will concentrate its management resources on the Brand Produce segment, which drives growth, and SNS marketing support specializing in "Food and Beverage," aiming to accelerate business growth and improve capital efficiency, and striving to maximize the corporate value of the Group as a whole.

(4) Date of company split and date of
share transfer: Date of company
split: February 24, 2026; Date of
share transfer: March 19, 2026

(5) Matters concerning the overview of other transactions, including legal form

(1) Company split

An incorporation-type company split with RCP Inc. as the splitting company and RCLS Inc. as the successor company

(2) Share transfer

A share transfer in which the consideration received is only assets such as cash

2. Overview of accounting treatment implemented

(1) Amount of gain or loss on transfer
Gain on sale of shares of subsidiaries: 645,909 thousand yen

(2) Appropriate book value of assets and liabilities related to the transferred business and
their main breakdown: Current assets: 1,000 thousand yen
Total assets: 1,000 thousand yen

(3) Accounting treatment

The amount calculated by deducting expenses related to the sale from the difference between the sale price of the transferred shares and the consolidated book value is recorded as "gain on sale of shares of subsidiaries" under extraordinary income.

3. Reporting segment in which the divested business was included
The Group operates in a single segment, the Brand Produce Business.

4. Approximate amount of profit and loss related to the divested business recorded in the consolidated
statement of income for the current fiscal year: Net sales 448,499 thousand yen
Operating profit 188,008 thousand yen

(Business combination through acquisition)

The Company announces that its consolidated subsidiary, Tokakai General Incorporated Association (hereinafter "Tokakai"), resolved at its Board of Directors meeting held on March 23, 2026, to make Harukikai Medical Corporation (hereinafter "Harukikai") a consolidated subsidiary effective March 25, 2026, and acquired effective control on the same date.

1. Overview of business combination

(1) Name of the acquired company and its business
description: Name of the acquired company:
Harukikai Medical Corporation; Business
description: Dental clinic operation

(2) Main reasons for the business combination

In the oral beauty market, we have traditionally developed a clinic support business that supports clinic marketing and other activities as part of the brand produce area, starting with the "MiiS" brand. Furthermore, on September 1, 2025, as a pillar for further growth in the brand produce area, we aimed to accelerate expansion into the clinic support business and clinic operation business, where growth is expected in the oral beauty market.

To this end, we acquired effective control of Tokakai, which was established for the purpose of the clinic support business, and MOM General Incorporated Association, which operates clinics including "Mii Dental Studio" and "Mii Otona Kodomo Shika," making them consolidated subsidiaries.

Harukikai operates multiple dental clinics. Through the support of Tokakai, we will expand business development in the brand produce area by further increasing the profitability of the clinics operated and through cross-selling with the "MiiS" brand.

Through these efforts, the Group aims to further enhance its corporate value.

(3) Date of business combination

March 25, 2026 (Deemed acquisition date: March 31, 2026)

(4) Legal form of business combination

Acquisition of subsidiary based on the effective control test

(5) Change in the name of the combined entity: None.

(6) Percentage of equity interests acquired: 100.0%

(7) Main basis for determining the acquiring company

On March 25, 2026, Tokakai acquired management rights and 100% of the equity interests of Harukikai. On the same date, the current chairperson of Harukikai resigned, and the representative director of Tokakai assumed the positions of chairperson and member. In addition, for the purpose of providing financial and economic assistance for the business operations of Harukikai as a unified Group through the acquisition, Tokakai and Harukikai entered into a loan agreement (100,000 thousand yen) on the same date.

As a result, Tokakai acquired substantial control over Harukikai, and Harukikai became a consolidated subsidiary of the Company.

2. Period of the acquired company's financial results included in the consolidated statement of income

As the deemed acquisition date is March 31, 2026, and only the balance sheet is consolidated for the current fiscal year, the financial results of the acquired company are not included.

3. Acquisition cost of the acquired company and breakdown by type of consideration: Consideration for acquisition
Cash 35,000 thousand yen
Acquisition cost: 35,000 thousand yen

4. Content and amount of major acquisition-related costs: Advisory fees, etc. 4,000 thousand yen

5. Amount of goodwill recognized, reason for recognition, amortization method, and amortization period

(1) Amount of goodwill recognized: 36,215 thousand yen

(2) Reason for recognition

Goodwill was recognized as the difference between the acquisition price of the equity interests and the negative net assets of Harukikai.

(3) Amortization method and amortization period: Straight-line amortization over 18 years

6. Amount of assets received and liabilities assumed on the date of the business combination and their major breakdown

| | | |
|---|---|---|
| Current assets | 133,342 | Thousand yen |
| Non-current assets | 184,424 | " |
| Total assets | 317,766 | " |
| Current liabilities | 162,685 | " |
| Non-current liabilities | 156,297 | " |
| Total liabilities | 318,982 | " |

7. Estimated amount of impact on the consolidated statement of income for the current fiscal year and its calculation method, assuming the business combination had been completed on the first day of the fiscal year

| | | |
|---|---|---|
| Net sales | 50,811 | Thousand yen |
| Operating profit | (53,747) | " |
| Ordinary profit | (53,075) | " |
| Profit before income taxes | (52,807) | " |
| Profit attributable to owners of parent | (52,807) | " |

(Calculation method for approximate amount)

The estimated amount of impact is the difference between the net sales and profit/loss information calculated assuming the business combination was completed on the first day of the fiscal year and the net sales and profit/loss information in the consolidated statement of income of the acquiring company.

Note that this information has not been audited.

(Segment Information)

The Group's business segment is a single segment of the Brand Produce Business, and therefore segment information is omitted.

(Per Share Information)

| | Previous fiscal year (From April 1, 2024 to March 31, 2025) | Current fiscal year (From April 1, 2025 to March 31, 2026) |
|---|---|---|
| Net assets per share | 392.03 yen | 317.57 yen |
| Basic earnings per share or basic loss per share (△) | 38.68 yen | (121.46) yen |
| Diluted earnings per share | 37.15 yen | - |

(Note) 1. Diluted net income per share for the current fiscal year is not presented because, although there are potential shares, a net loss per share was recorded.

2. The basis for calculating net income per share or net loss per share ((A)) and diluted net income per share is as follows.

| Item | Previous fiscal year (From April 1, 2024 to March 31, 2025) | Current fiscal year (From April 1, 2025 to March 31, 2026) |
|---|---|---|
| Basic earnings per share or basic loss per share (\u2225) | | |
| Profit attributable to owners of parent or loss attributable to owners of parent (\u2225) (thousand yen) | 112,934 | (368,608) |
| Amount not attributable to common shareholders (thousand yen) | - | - |
| Profit attributable to owners of parent or loss attributable to owners of parent (\u2225) related to common shares (thousand yen) | 112,934 | (368,608) |
| Average number of common shares during the period (shares) | 2,919,578 | 3,034,845 |
| Diluted earnings per share | | |
| Adjustment to profit attributable to owners of parent (thousand yen) | - | - |
| Increase in common shares (shares) | 120,355 | - |
| (Of which share acquisition rights (shares)) | (120,355) | (-) |
| | 5th series share acquisition rights: 1,800 units (18,000 shares) 6th series share acquisition rights: 5,700 units (57,000 shares) 8th series share acquisition rights: 730 units (73,000 shares) | 5th series share acquisition rights: 1,800 units (18,000 shares) 6th series share acquisition rights: 5,700 units (57,000 shares) |

3. The basis for calculating net assets per share is as follows.

| Item | End of previous fiscal year (March 31, 2025) | End of current fiscal year (March 31, 2026) |
|---|---|---|
| Total net assets (thousand yen) | 1,164,757 | 1,086,606 |
| Amount to be deducted from total net assets (thousand yen) | 928 | 982 |
| (Of which share acquisition rights) (thousand yen) | (928) | (982) |
| Net assets related to common shares at the end of the period (thousand yen) | 1,163,829 | 1,085,624 |

| | | |
|---|---|---|
| Number of common shares at the end of the period used to calculate net assets per share (shares) | 2,968,690 | 3,418,520 |

(Significant Subsequent Events)

Not applicable.