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November 27, 2026

Company Name: **INTELLEX HOLDINGS Co.,Ltd.**

Representative: President & Representative Director Seiji Toshinari (Securities Code 463A, Tokyo Stock Exchange Standard Market)

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(Update on Previous Disclosure) Notice Regarding Execution of Share Purchase Agreement for the Acquisition (Subsidiarization) of T.D. Housing Co., Ltd.

As Intellex Holdings Co.,Ltd. (the "Company") announced in its release titled "Notice Regarding the Execution of a Basic Agreement Toward the Acquisition (Subsidiarization) of Shares" (Japanese only) dated August 27, 2026, the Company has been in discussions with T.D. Housing Co., Ltd. (Head Office: Sumida-ku, Tokyo; Representative Director: Naotaka Ōwaku; hereinafter "T.D. Co., Ltd.") regarding the acquisition of T.D. Co., Ltd. as a subsidiary. Following these discussions, the Company's Board of Directors resolved at a meeting held today to enter into a Share Purchase Agreement to acquire all outstanding shares of T.D. Co., Ltd., hereby making it a wholly owned subsidiary of the Company. Details are as follows.

1. Reason for the Share Acquisition

Through the acquisition of shares in T.D. Co., Ltd. and its resulting subsidiarization, the Company aims to generate the following synergies:

(1) Expansion of business areas through the mutual utilization of customer bases and regional networks

(2) Mitigation of labor shortages within the real estate industry

(3) Promotion of digital transformation through data sharing and utilization

Under its Medium-Term Management Plan announced in January 2026, the Company established financial targets for the fiscal year ending May 31, 2031 of ¥80.0 billion in net sales, ¥3.5 billion in ordinary profit, and an ROE of 11.2%. "co-creation with external partners" is positioned as one of the key initiatives to achieve these targets.

The business environment surrounding the real estate industry is undergoing significant transformation due to inflationary pressures, rising material costs, labor shortages, and rapid technological advancement, particularly in artificial intelligence. Viewing these structural shifts as growth opportunities, the Company has positioned strategic M&A transactions expected to yield strong business synergies as a core pillar of its growth strategy toward realizing its vision of becoming Japan's leading "renovation infrastructure company."

Since its founding, T.D. Co., Ltd. has provided meticulously crafted housing guided by its corporate philosophies: "*Your trusted bridge between clients and real estate.*" and "*Every home should be as unique as the people who live in it.*" T.D. Co., Ltd.'s primary business base – covering eastern Tokyo area and the neighboring Chiba region – represents an area where the Company currently has limited penetration.

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Leveraging T.D. Co., Ltd.'s established customer base and regional network will enable the Company to expand its geographic footprint and strengthen its market presence there.

Furthermore, combining the Group's renovation expertise with T.D. Co., Ltd.'s know-how and management resources in housing development and supply is expected to boost operational efficiency and productivity, helping to mitigate industry-wide labor shortages. The two companies also plan to share and leverage property, customer, and other operational data to streamline business processes, accelerate digital transformation, and elevate the quality of their products and services.

For the reasons stated above, the Company determined that the transaction will enhance the corporate value of both companies by:

(1) expanding business areas through the sharing of customer bases and regional networks;

(2) addressing labor shortages through improved operational efficiency and productivity; and

(3) promoting digital transformation through the sharing and utilization of data.

Accordingly, the Board of Directors resolved to execute the Share Purchase Agreement.

2. Overview of the Stock to be Transferred

1. Name	T.D. Housing Co., Ltd.		
2. Location	T.D. Building, 4-20-5 Kōtōbashi, Sumida-ku, Tōkyō-to		
3. Job title and name of the Representative	Representative Director: Naotaka Ōwaku		
4. Description of business	Real Estate Buying and Selling; Real Estate Brokerage; Real Estate Rental Business; Real Estate Management Business; Real Estate Consulting Non-life insurance agency business		
5. Capital	8,000,000 yen		
6. Date of Establishment	September 3, 2012		
7. Major shareholders and ownership ratio (%)	Naotaka Ōwaku (Representative Director)		71.1%
	Masatoshi Uekusa (Chairperson)		20.6%
	Masanari Mori (Director)		8.3%
	Shareholding ratios include preferred shares.		
8. Relation between the Company and said company	Capital Relationship	No items to be noted.	
	Personnel Relationship	No items to be noted.	
	Trade Relationship	A trade relationship exists between said company and the Company.	
9. Operating results and financial positions of said company for the last three years			
As of/ Fiscal Year ended	FY ended August 31, 2024	FY ended August 31, 2025	FY ended August 31, 2026
Net Assets	115 million yen	124 million yen	150 million yen
Total Assets	1,211 million yen	1,263 million yen	1,427 million yen
Net Sales	1,357 million yen	1,577 million yen	1,256 million yen
Operating profit	52 million yen	43 million yen	70 million yen
Ordinary profit	37 million yen	28 million yen	49 million yen
Profit	22 million yen	8 million yen	23 million yen

Note: Per-share information is omitted as both common and preferred stock exist.

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3. Overview of the Counterparties to the Share Acquisition

1. Name	Naotaka Ōwaku	Masatoshi Uekusa	Masanari Mori
2. Location	Ichikawa-shi, Chiba-ken	Ichikawa-shi, Chiba-ken	Ichikawa-shi, Chiba-ken
3. Relation with the Listed Company	There are no capital relationships, personnel relationships, or trade relationships to report, nor does the company constitute a related party.		

4. Number of Shares Acquired, and Status of Shares Held Before and After Acquisition

1. Number of shares held before the change	0 shares (Ratio of voting rights held: 0%)
2. Number of shares to be acquired	422 Shares (including preferred stock)
3. Acquisition Price	The acquisition price was determined through negotiations with the counterparty, based on a valuation conducted by an independent third-party appraiser using objective and reasonable methodologies. However, the acquisition price has not been disclosed due to the existence of a confidentiality agreement between the parties and the need to protect the privacy of the individual counterparties. Furthermore, the acquisition price falls below the materiality thresholds requiring disclosure under the timely disclosure rules.
4. Number of shares held after the change	422 shares (Ratio of voting rights held: 100%)

5. Schedule

Date of the Board of Directors' resolution	November 27, 2026
Date of execution of the share transfer agreement	December 1, 2026 (target date)
Date of execution of the share acquisition	December 1, 2026 (target date)

6. Outlook

The impact of this transaction on the Company's consolidated financial results is expected to be minimal, and there are no changes to the Company's current consolidated financial forecasts. Should any matters requiring disclosure arise going forward, we will promptly make an announcement.