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October 30, 2026

Company name: Procrea Holdings, Inc.
Representative: Keitaro Ishikawa, Representative Director and President
(Securities code: 7384; Prime Market, Tokyo Stock Exchange)
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Notice Concerning Merger Between Consolidated Subsidiaries and Change of Trade Name

Procrea Holdings, Inc. (the "Company") hereby announces that it has resolved, at a meeting of Board of Directors held today, to conduct a merger between Aogin Card Service Company Limited and The Michinoku Card Co., Ltd., both of which are consolidated subsidiaries of the Company, and to change the trade name of the surviving company. A merger agreement between the two companies was also concluded as of the same date.

Because this merger is a merger between wholly owned subsidiaries of the Company, certain disclosure items and details have been omitted.

1. Purpose for the merger and trade name change

As a priority initiative under the second Medium-term Management Plan, the Company is striving to strengthen its comprehensive power of the group in order to meet the wide ranging needs of the region and customers.

The Company, which has so far conducted its credit card business through Aogin Card Service Company Limited Ltd. and The Michinoku Card Co., Ltd., decided to merge the two companies to consolidate management resources and improve business management efficiencies as well as to improve abilities to provide services by integrating business foundations.

Additionally, in order to ensure consistency with trade names as a subsidiary company of Aomori Michinoku Bank, Ltd., which is a core subsidiary of the group, the surviving company at the time of the merger will be renamed Aomori Michinoku Card Co., Ltd.

2. Summary of the merger

(1) Merger schedule

Date of resolution by the Board of Directors (companies involved in the merger):	October 30, 2026
Date of conclusion of the merger agreement:	October 30, 2026

Date of approval by the General Shareholders Meeting
(companies involved in the merger): November-December 2026 (scheduled)
Merger date (effective date): October 1, 2027 (scheduled)

(2) Merger method

The merger will be an absorption-type merger, with Aogin Card Service Company Limited as the surviving company, and Aogin Card Service Company Limited will be renamed Aomori Michinoku Card Co., Ltd. effective October 1, 2027.

(3) Details of allocation associated with the merger

In connection with this merger, Aogin Card Service Company Limited (to be renamed Aomori Michinoku Card Co., Ltd. effective October 1, 2027) will neither allocate stock nor deliver cash, etc. to Aomori Michinoku Bank, Ltd., a shareholder of The Michinoku Card Co., Ltd., in compensation for this merger.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights in connection with the merger

Not applicable.

(5) Amount of the stated capital and reserve funds

There will be no increase in the amount of the stated capital and reserve funds of Aogin Card Service Company Limited (to be renamed Aomori Michinoku Card Co., Ltd. effective October 1, 2027) in association with this merger.

3. Overview of companies involved in the merger

	Company surviving absorption-type merger	Company absorbed in absorption-type merger
Name	Aogin Card Service Company Limited	The Michinoku Card Co., Ltd.
Location	16-16, Furukawa 1-chome, Aomori-shi, Aomori Prefecture	3-12, Okuno 1-chome, Aomori-shi, Aomori Prefecture
Name and job title of representative	Tsuyoshi Tamura Representative Director and President	Eiichi Okuzaki Representative Director and President
Description of business	Credit card business	Credit card business
Share capital	56 million yen	30 million yen
Date of establishment	July 23, 1985	August 1, 1990
Number of issued shares	420 shares	31,200 shares
Fiscal year end	March 31	March 31
Shareholders and ownership ratios	Aomori Michinoku Bank, Ltd. 100%	Aomori Michinoku Bank, Ltd. 100%

[Financial condition and operating results for the most recent fiscal year (Fiscal year ended March 31, 2026)]

Name	Aogin Card Service Company Limited	The Michinoku Card Co., Ltd.
Net assets	4,077 million yen	1,258 million yen
Total assets	5,275 million yen	3,017 million yen
Net assets per share	9,707,300.99 yen	40,322.40 yen
Net sales	820 million yen	357 million yen
Operating profit (loss)	249 million yen	(30) million yen
Ordinary profit (loss)	286 million yen	(30) million yen
Current net profit	186 million yen	2 million yen
Earnings per share	444,207.81 yen	91.42 yen

4. Status after the merger

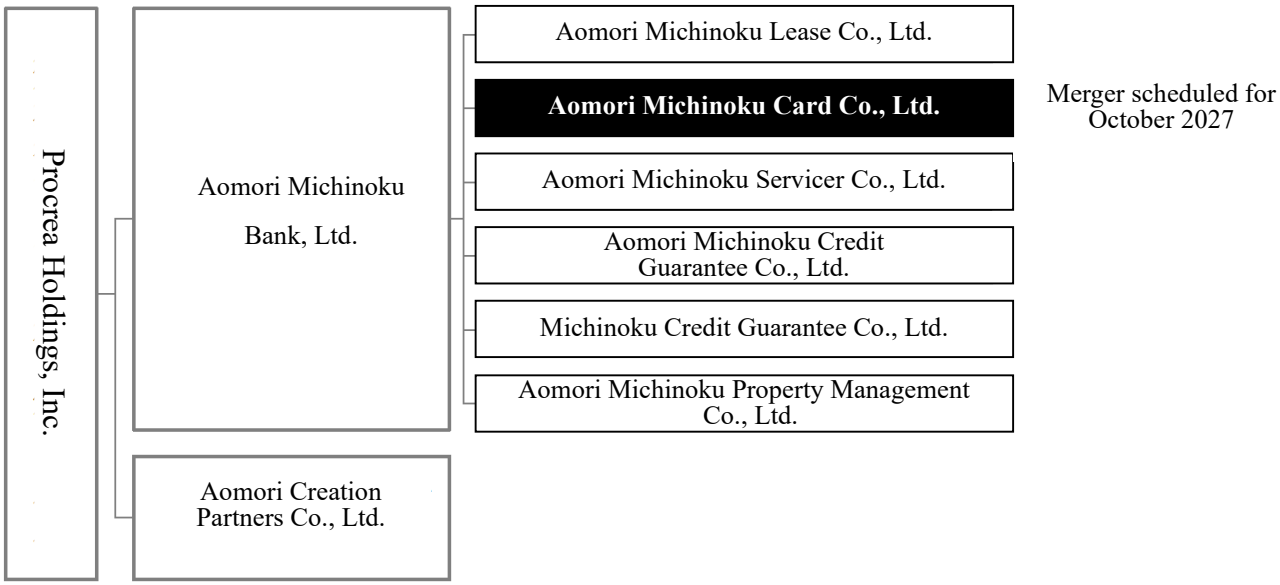
	Company surviving absorption-type merger
Name	Aomori Michinoku Card Co., Ltd.
Location	16-16, Furukawa 1-chome, Aomori-shi, Aomori Prefecture (location of the head office of the current Aogin Card Service Company Limited)
Name and job title of representative	To be decided
Description of business	Credit card business
Share capital	56 million yen
Fiscal year end	March 31
Total assets	8,292 million yen (based on the value obtained by simply totaling the two companies' non-consolidated figures for the fiscal year ended March 31, 2026)

5. Future outlook

The impact of the merger and the change of trade name on the Company's consolidated financial results is minor, and there is no impact on the financial result forecast for the fiscal year ending March 31, 2027, which was released by the Company.

Attachment

(Reference) Diagram of the group's organizational structure after completing reorganization of consolidated subsidiaries and changing trade name (October 1, 2027 (scheduled))



Inquiries about this release

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