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November 4, 2026

Company name: MTG Co., Ltd.
Representative: Tsuyoshi Matsushita, President
(Securities code: 7806; TSE Growth Market)
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# Notice Concerning Acquisition of Shares Resulting in a Change in Subsidiary

MTG Co., Ltd. (the "Company") hereby announces that its Board of Directors, at a meeting held today, resolved to acquire all of the issued shares (the "Share Acquisition") of User Like, Inc. ("User Like"), thereby making User Like a wholly owned subsidiary of the Company, as described below.

## 1. Reason for the Acquisition

Guided by the "VITAL LIFE: Happiness for all through beauty and wellness" business vision, the Company is engaged in the development of brands (including ReFa, SIXPAD, and ReD), products, and services in the beauty and wellness fields. The Company also endeavors to create brand experiences via product-centered brand development and through a wide range of customer touchpoints, including flagship stores, beauty salons, hotels, retail stores, and e-commerce, with the aim of achieving further business growth and enhancing corporate value.




**Flower gifts from User Like's bloomee**

User Like's business, led by the bloomee direct-to-consumer (D2C) fresh-flower subscription service, revolves around flowers and includes the planning and sale of flower gifts and floral collaborations, as well as in-store sales partnerships with retailers. The Company believes that User Like's strengths lie in the customer base it has built, its service planning capabilities in the subscription and gift fields, and its digital customer touchpoints.

The Company believes that combining its brand and product development capabilities, brand marketing, and diverse sales channels with User Like's customer base, service planning capabilities, and business know-how in the gift and subscription fields through the Share Acquisition will accelerate the growth of the existing businesses of both companies and lead to the creation of new products, services, and customer experiences.

Specifically, the Company hopes to grow gift demand by pairing its brands' products with flowers and creating new opportunities to use them, while also seeking to further expand customer touchpoints for User Like's products and services by leveraging the Company's brand development capabilities and sales channels. The Company will also look for ways to create new brand experiences that connect the entire customer journey, from encountering and experiencing a brand to giving it to someone you care about, by combining physical venues such as stores and cafés with digital services and gifts.

Of particular relevance is the launch of the ReFa brand's first café, ReFa CAFE, designed around the concept of a "bouquet of flowers", at MTG PARK, which is scheduled to open in spring 2027. Through the Share Acquisition, the Company will also examine ways to combine such physical brand experiences with User Like's flower and gift expertise and its digital customer touchpoints.



**ReFa CAFE (Nagoya, Aichi)**
**Serving you happiness in a bouquet-like café.**
**Small blooms of love blossom into a bouquet of joy.**
**The ReFa brand's first café (opening spring 2027).**

The Company believes that leveraging the management resources of both parties through these initiatives to accelerate the growth of existing businesses and create new markets and customer touchpoints will be beneficial to the sustainable growth of the Company. As outlined above, having determined that the Share Acquisition is expected to generate synergies and contribute to its further growth, the Company has decided to make User Like a wholly owned subsidiary.

**2. Overview of the Subsidiary Subject to Change**

| | | |
|---|---|---|
| (1) | Name | User Like, Inc. |
| (2) | Location | Coeru Shibuya Dogenzaka 6F, 1-19-14 Dogenzaka, Shibuya-ku, Tokyo |
| (3) | Title and name of representative | Ryota Takei, CEO and Representative Director |
| (4) | Business description | Gift business, subscription business, and web services business |
| (5) | Capital | 3,547,800 thousand yen (including capital reserve) |
| (6) | Date of establishment | September 22, 2014 |

| | | | |
|---|---|---|---|
| (7) | Major shareholders and shareholding ratios | Ryota Takei: 22.28%<br>Others | |
| (8) | Relationship between the Company and User Like | Capital relationship | Not applicable |
| | | Personnel relationship | Not applicable |
| | | Business relationship | Not applicable |
| (9) | Operating results and financial position of User Like for the most recent fiscal year | | |
| Fiscal year | | Fiscal year ended August 2025 | |
| Net assets | | 441 million yen | |
| Total assets | | 937 million yen | |
| Revenue | | 1,920 million yen | |
| Operating profit | | 12 million yen | |
| Ordinary profit | | 12 million yen | |
| Net income | | 4 million yen | |

**3. Number of Shares to Be Acquired and Status of Shares Held Before and After the Acquisition**

| | | |
|---|---|---|
| (1) | Number of shares held before the change | 0 shares<br>(Number of voting rights: 0)<br>(Ratio of voting rights held: 0%) |
| (2) | Number of shares to be acquired | 673,300 shares<br>(Number of voting rights: 673,300) |
| (3) | Number of shares held after the change | 673,300 shares<br>(Number of voting rights: 673,300)<br>(Ratio of voting rights held: 100%) |

**4. Schedule**

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|---|---|---|
| (1) | Date of resolution at the meeting of the Board of Directors | November 4, 2026 |
| (2) | Date of conclusion of the agreement | November 4, 2026 |
| (3) | Date of share transfer execution | November 10, 2026 (scheduled) |

**5. Future Outlook**

As a result of the Share Acquisition, User Like is expected to become a consolidated subsidiary of the Company. The impact of the Share Acquisition on the Company's consolidated financial results is expected to be minimal. Should any matters requiring disclosure arise in the future, the Company will promptly announce them.