August 7, 2026

To whom it may concern:

Company Name:	TOHO HOLDINGS CO.,LTD.
Corporate Representative:	Hiromi Edahiro, Representative Director, President and CEO (Prime Market of Tokyo Stock Exchange Securities Code: 8129)
Contact:	Makoto Kawamura, Senior Executive Corporate Officer and General Manager, Corporate Strategy Division (TEL: 81-3-6838-2803)

Notice regarding an Absorption-type Merger (Simplified Merger) with a Consolidated Subsidiary

TOHO HOLDINGS CO.,LTD. (Headquarters: Tokyo; Representative Director, President and CEO: Hiromi Edahiro; hereinafter "TOHO HOLDINGS" or "the Company") announces that it has decided to merge TOHO SYSTEMS SERVICE CO., LTD. (Headquarters: Tokyo; Representative Director, President: Tsuguo Nakagomi; hereinafter "TOHO SYSTEMS SERVICE"), its wholly-owned subsidiary into TOHO HOLDINGS as described below.

It should be noted that, because the merger only involves the Company and its consolidated subsidiary, the disclosures that would otherwise be required are provided herein with certain omissions.

1. Purpose of merger

TOHO HOLDINGS is a corporate group active in the medical, nursing and healthcare fields, engaged in pharmaceutical wholesaling, dispensing pharmacy, manufacturing and sales of pharmaceuticals, and development and provision of customer support systems under the group slogan "Total Commitment to Good Health". TOHO HOLDINGS also proactively promotes initiatives for regional medical collaboration, nursing and home care.

We are executing this merger to enhance the functionalities of our customer support system in the pharmaceutical wholesale business. Through this merger, we aim to further improve our system development capabilities, accelerate progress, and maximize the corporate value of the entire group.

2. Summary of merger

(1) Schedule of the merger

Board of Directors Meeting to Approve the Merger	July 15, 2026
Execution of the Merger Agreement	August 17, 2026（Planned）
Effective Date of the Merger	October 1, 2026 (Planned)

※Since this merger constitutes a simplified merger for the Company as defined in Article 796, Paragraph 2 of the Companies Act, and a short-form merger for the subsidiary as defined in Article 784, Paragraph 1 of the Companies Act, a shareholders' meeting to approve the merger agreement will not be held in either case.

(2) Method of merger

The merger will be an absorption-type merger whereby TOHO HOLDINGS is the surviving company and TOHO SYSTEMS SERVICE will be dissolved.

(3) Details of allotment related to the merger

As the merger is between the Company and its wholly owned subsidiary, no shares, money or other assets will be allotted in connection with the merger.

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

Not applicable.

3. Outlines of parties involved in the merger

	Surviving Company	Absorbed Company
(1) Name	TOHO HOLDINGS CO.,LTD.	TOHO SYSTEMS SERVICE CO., LTD.
(2) Location	4-43-11, Daizawa, Setagaya-ku, Tokyo 155-8655, Japan	1-30-17, Daita, Setagaya-ku, Tokyo 155-0033, Japan
(3) Job title and name of representative	Representative Director, President and CEO Hiromi Edahiro	Representative Director, President Tsuguo Nakagomi
(4) Description of business	Pharmaceutical wholesaling business, Dispensing pharmacy business, Pharmaceutical manufacturing and sales business	Information processing business
(5) Share capital	10,649 million yen	10 million yen
(6) Date of establishment	September 17, 1948	July 19, 1988
(7) Number of issued shares	73,025,942 shares	200 shares
(8) Fiscal year-end	March 31	March 31
(9) Major shareholders and ownership ratios (as of March 31, 2026)	(※) STATE STREET BANK AND TRUST COMPANY 505018 14.90% The Master Trust Bank of Japan, Ltd. (Trust Account) 11.33% Shionogi & Co., Ltd. 5.40%	TOHO HOLDINGS CO.,LTD. 100.0%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year		
Fiscal year ended	March 31, 2026	March 31, 2026
Net assets	271,560 million yen	144 million yen
Total assets	740,781 million yen	339 million yen
Net assets per share	4,193.25 yen	720,649.94 yen
Net sales	1,553,364 million yen	1,162 million yen
Operating profit	16,601 million yen	93 million yen
Ordinary profit	16,631 million yen	94 million yen
Profit attributable to owners of parent / Net profit	17,327 million yen	61 million yen
Profit per share	271.18 yen	306,532.10 yen

※The report of possession of a large volume (change report), which includes the following, is made available for public inspection; however, the Company is unable to confirm the actual number of shares held as of the end of the fiscal year under review, and therefore does not include them in the list of major shareholders above.

・3D Investment Partners Pte. Ltd.: 15,543 thousand shares (as of August 27, 2025)

・Three (3) joint holders, including Nomura Securities Co., Ltd.: 2,370 thousand shares (as of September 5, 2025)

4. Status after the Merger

There will be no change in the trade name, the location of the head office, the name and title of representative, the business, the amount of stated capital and the fiscal year-end of TOHO HOLDINGS upon the merger.

5. Future Outlook

As the Merger is between the Company and its wholly owned consolidated subsidiary, the impact on consolidated operating results will be immaterial.

Note: This document has been translated from the Japanese original for reference purposes only.
In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.