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December 18, 2025

Hideumi Akizawa

Chief Executive Officer

Notice of Absorption-Type Merger of Sub-Subsidiary by Consolidated Subsidiary

WIN-Partners Co., Ltd. ("Partners") hereby announces that TESCO, a consolidated subsidiary of Partners, has decided to merge MCI, a 100% owned subsidiary of TESCO.

1. Purpose of the merger

Partners' corporate philosophy is "The WIN-Partners group offers a better quality of life to all and contributes to creating an affluent society." Under this philosophy, we set business expansion through M&A as a management goal and welcomed MCI into the group in December 2018.

We have concluded that integration of MCI's business operations with TESCO is essential in creating further group synergies and have therefore decided to implement this merger.

2. Summary of the merger

(1) Approval of merger agreement (Partners and merger parties)	December 18, 2025
Execution of merger agreement	December 18, 2025
Scheduled merger date (effective date)	March 1, 2026

Note that this merger constitutes a simplified merger for TESCO under the provisions of the main clause of Article 796, Paragraph 2 of the Companies Act, and a short-form merger for MCI under Article 784, Paragraph 1 of the Companies Act.

(2) Method of merger

This is an absorption-type merger with TESCO as the surviving company and MCI as the dissolved company.

(3) Details of allotment pertaining to merger

As MCI is a wholly owned subsidiary of TESCO, there will be no issuance of new shares, no increase in capital, and no delivery of merger consideration as a result of this merger.

(4) Stock options and convertible bonds

MCI has not issued any stock options or convertible bonds.

3. Outline of the merger parties

(1) Name	TESCO (surviving company)	MCI (dissolved company)
(2) Business	Sales, rental, repair, and maintenance of medical equipment	Sales, rental, repair, and maintenance of medical equipment
(3) Date of establishment	December 22, 1973	April 1, 1992
(4) Head office location	3-4-3 Osawa Izumi-ku, Sendai-shi, Miyagi	3-7-57, Midaregawa Tendo-shi, Yamagata
(5) Title and name of representative	Yuji Akita, President and Representative Director	Yuji Akita, President and Representative Director
(6) Capital	20 million yen	20 million yen
(7) Total assets	11,650,211 thousand yen*	2,372,026 thousand yen*
(8) Net assets	4,204,211 thousand yen*	1,470,771 thousand yen*
(9) Fiscal year-end	March 31	March 31
(10) Number of issued shares	190,210	400
(11) Major shareholders and shareholding ratio	Partners 100%	TESCO 100%

* Fiscal year ended March 2005

4. Post-merger situation

There will be no changes to the trade name, head office location, representative's title and name, business activities, capital, or fiscal year-end of TESCO, the surviving company, after the merger.

5. Future outlook

This merger is a merger of sub-subsidiary by a wholly-owned subsidiary of Partners and therefore has no impact on Partners' consolidated results.