

**Company Name:** Premium Group Co., Ltd.  
**Name of Representative:** Yohichi Shibata, President and Representative Director, Group CEO and COO (Securities Code: 7199, TSE Prime Market)  
**Inquiries:** Tomohiro Kanazawa, Director and Managing Executive Officer (Telephone: +81-3-5114-5701)

## **Notice Concerning Organizational Restructuring of the Group (Absorption-type Merger between Consolidated Subsidiaries)**

Premium Group Co., Ltd. hereby announces that at a meeting of the Board of Directors held on January 23, 2026, it resolved to merge its consolidated subsidiaries - Premium Co., Ltd. ("PFS"), Premium Warranty Services Co., Ltd. ("PWS"), Premium Mobility Services Co., Ltd. ("PMS"), and Car Premium Co., Ltd. ("CP"). This reorganization ("Integration") also includes a resolution on the future management structure of Premium Group Co., Ltd. and the new integrated company following the Integration, as described below. Certain disclosure items and details have been omitted as the Integration is an absorption-type merger between consolidated subsidiaries.

### Details

#### 1. Purpose and Background of the Integration

The Group has set forth a mission to "We contribute to building a richer society by providing the best finance and services to people around the world." and has achieved agile business growth through the delegation of authority via spin-offs and the pursuit of expertise in each business.

Currently, Premium Group Co., Ltd. is strongly promoting the construction of the "Car Premium Ecosystem<sup>1</sup>," which provides end-to-end value to all stakeholders under a single brand. Through this Integration, Premium Group Co., Ltd. will shift from "partial optimization" at the level of individual operating companies to "total optimization" for the entire Group. By accelerating the fusion of resources, Premium Group Co., Ltd. will solidify its evolution toward its long-term vision for 2030 of becoming a "The ONE&ONLY auto mobility company."

To achieve this mission and ensure sustainable growth, Premium Group Co., Ltd. will focus on the following three points.

##### (1) Enhancing customer experience (CX<sup>2</sup>) through the deepening of the "Car Premium Economic Domain"

Under the "Car Premium" brand, the three businesses of finance, automobile warranty, and mobility services will be fully integrated. By unifying customer touchpoints throughout the entire lifecycle and providing a seamless experience, Premium Group Co., Ltd. will improve LTV (Life Time Value) and establish market superiority.

##### (2) Creation of new value by consolidating management resources and accelerating "data-driven management"

Management resources and customer data, which were previously dispersed and duplicated across each company, will be consolidated into the new integrated company. The new integrated company will establish a vertical integration model that maximizes the synergies between the services cultivated to date, and will lead to the creation of innovative new services by utilizing accumulated big data related to "cars" through AI and other technologies.

<sup>1</sup> Refers to a business model that holistically integrates the financing, extended automobile warranty, and auto-mobility services provided by our Group from the perspectives of customer touchpoints and branding

<sup>2</sup> Customer Experience



### (3) Strengthening the management foundation and enhancing Group governance

Risk management, internal control, and compliance functions will be unified as a foundation to support sustainable growth. Under a centralized governance system, Premium Group Co., Ltd. will achieve both optimal allocation of management resources and rapid decision-making, enhancing the effectiveness of strategies based on "safety and security."

## 2. Summary of the Integration

### (1) Integration Schedule

Date of resolution by the Board of Directors (Premium Group Co., Ltd.)	January 23, 2026
Date of resolution by the Board of Directors (Parties to the Integration)	May 25, 2026 (scheduled)
Date of the Integration agreement	May 25, 2026 (scheduled)
Effective date	July 1, 2026 (scheduled)

### (2) Integration Method

The integration will be conducted via an absorption-type merger with PFS as the surviving company and PWS, PMS and CP as the disappearing companies. Through this integration, PFS will succeed to all rights and obligations of the absorbed companies.

### (3) Operational Structure After Integration

In the newly integrated company, each business (Finance, Automotive Warranty, and auto mobility services) will be reorganized as a "Business Division." While clearly assigning executive responsibility to each Business Division Head, a group-wide "Product Strategy Division" and "Sales Division" will be established directly under the newly integrated company to create a structure that promotes the creation of synergies through the vertical integration model across the entire company.

Ahead of the Integration, the executive management structure of the Company and the new integrated company will be changed effective February 1, 2026, and the structure of directors and corporate auditors of the new integrated company will be changed effective April 1, 2026. Also, effective April 1, 2026, major functions such as sales and customer experience (CX) of each operating company will be integrated ("Advance Integration") to unify the substantive business operation structure. Subsequently, the absorption-type merger will be conducted with an effective date of July 1, 2026, and the company will transition to a business division system.

### (4) Details of Allotment Related to the Integration

Since this integration is a merger between wholly-owned consolidated subsidiaries, there will be no issuance of new shares or delivery of cash or other assets.

### (5) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights Following the Integration

Not applicable.

## 3. Overview of the Parties to the Integration

	Surviving company	Absorbed company	Absorbed company	Absorbed company
(1) Name	Premium Co., Ltd.	Premium Warranty Services Co., Ltd.	Premium Mobility Services Co., Ltd.	Car Premium Co., Ltd.
(2) Location	Okura Prestige Tower, 2-10-4 Toranomon, Minato-ku, Tokyo	Okura Prestige Tower, 2-10-4 Toranomon, Minato-ku, Tokyo	Okura Prestige Tower, 2-10-4 Toranomon, Minato-ku, Tokyo	Okura Prestige Tower, 2-10-4 Toranomon, Minato-ku, Tokyo
(3) Title and name of representative	President and Representative Director Kunio Saito	President and Representative Director Wataru Ota	President and Representative Director Yoshiyuki Tsuchiya	President and Representative Director Yohichi Shibata
(4) Description of business	Management of a corporate group operating the finance business	Management of a corporate group operating automobile warranty-related businesses	Management of a corporate group operating auto mobility services-related businesses	Development and promotion of membership organizations for mobility providers
(5) Share capital	1,515 million yen	100 million yen	20 million yen	5 million yen
(6) Date of establishment	July 31, 2007	August 1, 2011	January 22, 2020	March 1, 2022
(7) Number of shares issued	158,151 shares	2,401 shares	800 shares	200 shares
(8) Fiscal year-end	March 31	March 31	March 31	March 31
(9) Major shareholders and shareholding ratios	Premium Group Co., Ltd. 100%	Premium Group Co., Ltd. 100%	Premium Group Co., Ltd. 100%	Premium Group Co., Ltd. 100%
(10) Financial position and operating results for the most recent fiscal year (J-GAAP)				
	FY 2025	FY 2025	FY 2025	FY 2025
Net assets	7,140 million yen	1,190 million yen	663 million yen	603 million yen
Total assets	109,545 million yen	10,780 million yen	2,739 million yen	1,137 million yen
Net assets per share	45,143.77 yen	495,502.06 yen	828,901.57 yen	3,014,621.50 yen
Net sales	20,123 million yen	6,807 million yen	3,554 million yen	1,337 million yen
Operating income	2,758 million yen	1,246 million yen	128 million yen	818 million yen
Ordinary income	3,523 million yen	1,347 million yen	126 million yen	819 million yen
Net income	2,457 million yen	946 million yen	116 million yen	511 million yen
Net income per share	15,535.21 yen	393,800.56 yen	145,338.77 yen	2,555,341.11 yen

4. Status After the Integration (Planned)

(1) Name	Premium Co., Ltd.
(2) Location	Okura Prestige Tower, 2-10-4 Toranomon, Minato-ku, Tokyo
(3) Title and name of representative	Representative Director and Chairman Yohichi Shibata Representative Director and President Yoshiyuki Tsuchiya
(4) Description of business	Provision of comprehensive automobile-related services centered on finance, automobile warranty services, automotive mobility services, and operation of membership organizations for mobility providers, as well as oversight and management of group businesses.
(5) Share capital	1,515 million yen
(6) Fiscal year end	March 31
(7) Major shareholders and shareholding ratio	Premium Group Co., Ltd. 100%

5. Executive Structure of Premium Group Co., Ltd. (Effective February 1, 2026)

To further strengthen group-wide strategy formulation, governance, and oversight functions, the CXO system will be introduced as follows.

Name	New title	Current title (as of January 23, 2026)
Tomohiro Kanazawa	Executive Officer (CFO)	Managing Executive Officer
Fumiya Nakamura	Executive Officer (CCO <sup>3</sup> )	Managing Executive Officer
Sosuke Okada	Executive Officer (CIO)	Executive Officer and CIO
Yoshiyuki Tsuchiya	Executive Officer (Deputy CIO)	Senior Executive Officer
Kumi Kondo	Executive Officer (CHRO)	Executive Officer
Taihei Ikeda	Executive Officer (Accounting)	Executive Officer
Maya Yugami	Executive Officer (IR)	Executive Officer

<sup>3</sup> Chief Compliance Officer

## 6. Directors, Corporate Auditors and Executive Structure of the Newly Integrated Company

In order to unify the business operation structure prior to the Integration, the following management structure will be established at the newly integrated company (PFS, the surviving company). This structure is scheduled to continue even after the effective date of the Integration (July 1, 2026).

### (1) Structure of Directors and Corporate Auditors (Effective April 1, 2026)

Name	New title	Current title (as of January 23, 2026)
Yohichi Shibata	Representative Director and Chairman (CEO)	—
Yoshiyuki Tsuchiya	Representative Director and President (COO)	Director
Fumiya Nakamura	Director	—
Taihei Ikeda	Auditor	Auditor

### (2) Executive structure (Effective February 1, 2026)

Name	New title	Current title (as of January 23, 2026)
Yoshiyuki Tsuchiya	Executive Officer (COO)	Premium Group Director and Managing Executive Officer
Kunio Saito	Executive Officer (CSO <sup>4</sup> )	Representative Director and President
Hiroomi Yamamura	Executive Officer (CDO <sup>5</sup> )	Premium Group Managing Executive Officer
Wataru Ota	Executive Officer (Head of Automobile Warranty Business Division) ※ Effective April 1, 2026	PWS Representative Director and President
Toshiyuki Nakatani	Executive Officer (Head of Finance Business Division)	Director
Makiko Shimomura	Executive Officer (Business Management)	PMS Executive Officer

## 7. Future Outlook

The impact of this resolution and the preceding integration on the consolidated financial results of Premium Group Co., Ltd. for the fiscal year ending March 31, 2026 is expected to be minimal. Furthermore, we expect this integration to contribute to the improvement of our business performance going forward.

<sup>4</sup> Chief Sales Officer

<sup>5</sup> Chief Digital Officer