

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)
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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 Ecosystem¹", 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 (CX²) 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.

¹ 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

² 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 ³) | 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 |

³ 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 ⁴) | Representative Director and President |
| Hiroomi Yamamura | Executive Officer (CDO ⁵) | 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.

⁴ Chief Sales Officer

⁵ Chief Digital Officer