



December 18, 2025

Company Name:	BIPROGY Inc.	
Representative:	Representative Director, President & CEO (Stock Code 8056 (TSE Prime Market))	Noboru Saito
Contact:	General Manager, Corporate Communications (TEL 81-3-5546-4111)	Motoko Takizawa

## Notice Concerning Absorption-Type Merger (Simplified/Short-Form Merger) and Debt Waiver of Subsidiary

BIPROGY Inc. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held on December 18, 2025, to absorb its wholly owned subsidiary, Emellience Partners Inc. effective April 1, 2026. The Company has also resolved to waive a part of the debt owed to the Company by Emellience Partners Inc.

Since this is a simplified absorption-type merger involving a wholly owned subsidiary, some disclosure items and details have been omitted.

### 1. Purpose of the merger

Under its Management Policies (2024-2026), the Company has been working to establish new pillars of business by aggressively investing for growth based on management capital accumulated thus far and by promoting management by ambidexterity with core and growth businesses. The Company established Emellience Partners Inc. in May 2020 and has been engaged in strategic investments toward accelerated business expansion. By merging Emellience Partners Inc. through an absorption-type merger, the Company will pursue further acceleration and streamlining of business expansion by building a structure and mechanism for executing growth investments with the Company’s business divisions taking the initiative while making use of Emellience Partners Inc.’s intellectual property and talent.

### 2. Summary of the merger

#### (1) Timetable for the merger

Date of resolution at the meeting of the Board of Directors	December 18, 2025
General Meeting of Shareholders to approve merger agreement	Will not be held*
Date of conclusion of the merger agreement	December 18, 2025
Commencement date (Effective date)	April 1, 2026

\*Since this is a simplified merger pursuant to Article 796, paragraph (2) of the Companies Act of Japan and is also a short-form merger pursuant to Article 784, paragraph (1) of the Companies Act for Emellience Partners, neither company will hold a general meeting of shareholders to approve the merger agreement.

## (2) Form of the merger

The merger will be conducted as an absorption-type merger with the Company as the surviving company and Emellience Partners Inc. as the absorbed company. Emellience Partners Inc. will be dissolved.

Since Emellience Partners Inc. has liabilities exceeding its assets, the Company plans to waive the debts owed by Emellience Partners Inc. in advance of the merger, thereby eliminating its state of insolvency before the merger takes place.

Debts to be waived	Short term loans, etc.
Amount of debts to be waived	1,500 million yen
Date of implementation	December 24, 2025

## (3) Distribution of assets

Since this is an absorption-type merger between the Company and its wholly owned subsidiary, there will be no stocks, money, etc. issued in connection with the merger.

## (4) Share subscription rights and bonds with share subscription rights

No share subscription rights or bonds with share subscription rights are issued by Emellience Partners Inc.

## 3. Overview of companies involved in the merger

	Surviving company	Absorbed company
(1) Name	BIPROGY Inc.	Emellience Partners Inc.
(2) Location	1-1-1 Toyosu, Koto-ku, Tokyo	1-1-1 Toyosu, Koto-ku, Tokyo
(3) Title and name of representative	Noboru Saito, Representative Director, President and CEO	Shinsuke Chiba, President and Representative Director
(4) Description of business	Services business including cloud computing and outsourcing; computer and network system sales/rentals; software development and sales; system-related services	Provision of consulting services relating to management and various businesses, investment, all other related business
(5) Share capital	5,483 million yen	100 million yen
(6) Date of establishment	March 29, 1958	May 12, 2020
(7) Number of shares issued	100,663,524	133
(8) Fiscal year-end	March 31	March 31

Note) This is an English translation of the Japanese original prepared for readers' convenience. Should there be any inconsistency between the translation and the original Japanese text, the latter shall prevail.

(9) Principal shareholders and percentage of shareholding (as of September 30, 2025)	Dai Nippon Printing Co., Ltd. 20.59% Custody Bank of Japan, Ltd. (Trust Account) 12.52% The Master Trust Bank of Japan, Ltd. (Trust Account) 12.13% The Master Trust Bank of Japan, Ltd. (Management Trust Account 79222) 2.31% STATE STREET BANK AND TRUST COMPANY 505001 2.04%		BIPROGY Inc. 100%	
(10) Operating results and financial positions for the most recent fiscal year	Fiscal year ended March 31, 2025 (Consolidated, IFRS)		Fiscal year ended March 31, 2025 (Non-consolidated, JGAAP)	
	Equity attributable to owners of the parent	169,050 million yen	Net assets	(970) million yen
	Total assets	330,876 million yen	Total assets	3,365 million yen
	Equity attributable to owners of the parent per share	1,721.81 yen	Net assets per share	(7,298,048) yen
	Net sales	404,010 million yen	Net sales	0 million yen
	Operating profit	39,066 million yen	Operating profit	(206) million yen
	Profit before tax	38,789 million yen	Ordinary profit	(232) million yen
	Profit attributable to owners of the parent	26,965 million yen	Net income	(375) million yen
	Earnings per share (basic)	272.65 yen	Net income per share	(2,827,041) yen

\*Amounts are rounded down to the nearest million yen.

#### 4. Status after the merger

There will be no changes in the location, job title and name of the representative, business, share capital or fiscal year-end of the Company after the merger.

#### 5. Future outlook

Since this is an absorption-type merger of a wholly owned subsidiary, there is no impact on the Company's consolidated financial results.