

June 19, 2024

Company name: U-NEXT HOLDINGS Co., Ltd.  
 Representative: Yasuhide Uno, President, Representative Director & CEO  
 (Securities code: 9418)  
 Contact: Sho Nishimoto, Executive Officer & CFO  
 Phone: +81-3-6823-7015

## Notice on Organizational Restructuring of the Group

U-NEXT HOLDINGS Co., Ltd. (the “Company”) hereby announces that at a meeting of the Board of Directors held today, the Company passed a resolution regarding the organizational restructuring of the Group (the “Group Reorganization”), the details of which are described below. As the Group Reorganization will be carried out with wholly-owned subsidiaries of the Company, certain disclosure items and details are omitted from this disclosure.

### 1. Purpose of the Group Reorganization

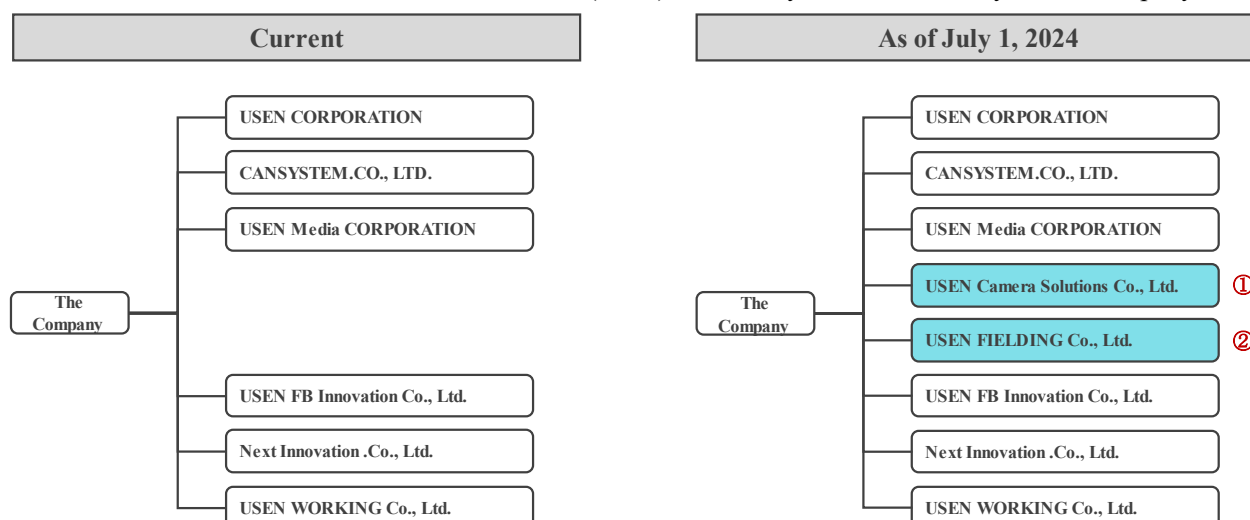
With the corporate slogan “NEXT for U,” the Company leverages technology to engage in the music distribution businesses for stores, facilities, and corporates, IoT/DX services, the solutions business, which comprises manufacture and sale of automated payment machines, the infrastructure business, which comprises electrical power and communications, and the Content Distribution Business for individuals, as businesses that are necessary for the Group’s vision to come true.

The Company has decided to implement the Group Reorganization described below in order to expand the growth of the Group as a whole, by reorganizing part of the store, facilities, and corporates business according to service, thus clarifying the role and functions of the business to achieve more dynamic and swift business operations.

### 2. Summary of the Group Reorganization

#### (1) On July 1, 2024

- (i) Establish USEN Camera Solutions Co., Ltd. (“UCS”) as a wholly-owned subsidiary of the Company.
- (ii) Establish USEN FIELDING Co., Ltd. (“UF”) as a wholly-owned subsidiary of the Company.

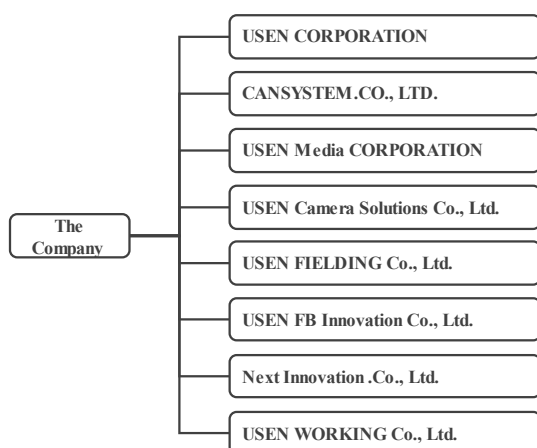


\* Only the subsidiaries involved in the Group Reorganization are shown (all of which are wholly-owned subsidiaries)

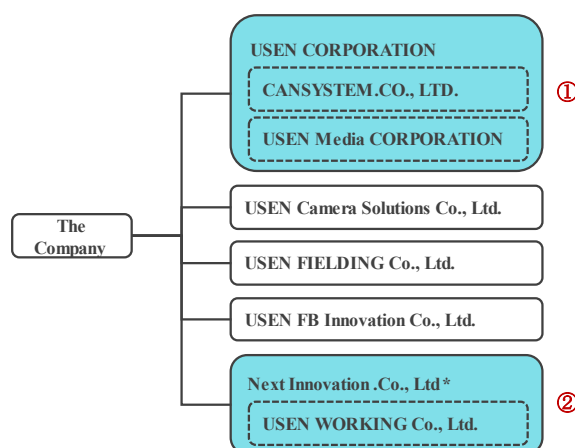
(2) On September 1, 2024

- (i) Integrate the music distribution business and consolidate other businesses in preparation for reorganization by an absorption-type merger in which USEN CORPORATION (“USEN”), which conducts the music distribution, camera solutions, cashless payment, POS cash register and other businesses for stores becomes the surviving company in the absorption-type merger, and each of CANSYSTEM.CO., LTD. (“CAN”), which also conducts music distribution, camera solutions, and other businesses for stores, and USEN Media CORPORATION (“UM”), which conducts the gourmet site business for restaurants become the disappearing companies in the absorption-type merger.
- (ii) Consolidate the Group’s human resources-related services under one company by an absorption-type merger in which Next Innovation.Co., Ltd (“NI”), which conducts the general foreign human talent support business becomes the surviving company in the absorption-type merger, and USEN WORKING Co., Ltd. (“UW”), which conducts the caregiver-focused work sharing service business becomes the disappearing company in the absorption-type merger.  
(After which it is planned that NI change its trade name to USEN WORKING Co., Ltd. on September 1)

As of August 31, 2024



As of September 1, 2024

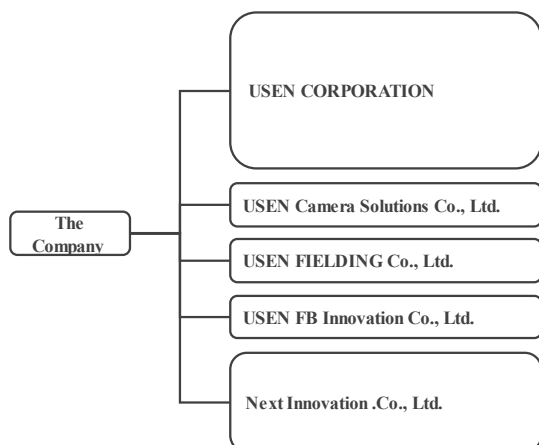


\* Trade name to be changed to USEN WORKING Co., Ltd. after the absorption-type merger

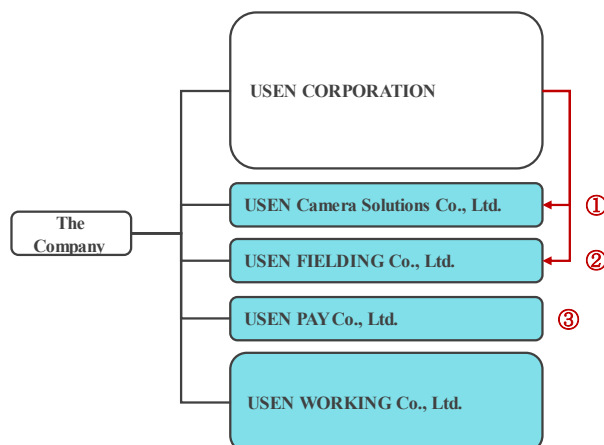
(3) On September 1, 2024 (on the day of the absorption-type merger set out in (2) and after it takes effect)

- (i) Make UCS a specialized company by way of an absorption-type split in which UCS succeeds the camera solutions services business of USEN after the absorption-type merger, and consolidating the camera solutions services businesses which are the mainstay of USEN and CAN’s current Store Services Businesses in UCS.
- (ii) Convert the Group’s field engineering business, one of its strengths, into an independent financial entity to improve its value-add, by way of an absorption-type split in which UF succeeds the installation services business of USEN after the absorption-type merger.
- (iii) Change the trade name of USEN FB Innovation Co., Ltd. (“UFBI”) which currently conducts the general support business for restaurants, to USEN PAY Co., Ltd., and transform its business to specialize in growing the business of cashless payment services, a mainstay of the Store Services Business.

As of September 1, 2024  
(immediately after absorption-type merger)



As of September 1, 2024  
(the same day)



### 3. Summary of the Group Reorganization as of September 1, 2024

#### (1) Absorption-type merger by USEN of CAN and UM

##### (i) Dates concerning the merger

Date of resolution by the Board of Directors (the companies which are parties to the merger):	June 18, 2024
Date of resolution by the Board of Directors (the Company):	June 19, 2024
Date of execution of the Merger Agreement (the companies which are parties to the merger):	July 2, 2024 (planned)
Date of General Meetings of Shareholders (the companies which are parties to the merger):	July 31, 2024 (planned)
Effective date of the merger:	September 1, 2024 (planned)

##### (ii) Method of the merger

As described in paragraph (2)(i) of 2. Summary of the Group Reorganization.

##### (iii) Details of allotment related to the merger

As the merger is a merger of wholly-owned subsidiaries of the Company, there is no allotment of shares or other assets with the merger.

##### (iv) Handling of share acquisition rights and bonds with share acquisition rights associated with the merger

Not applicable.

##### (v) Outline of the companies which are parties to the merger (as of May 31, 2024)

	Surviving company	Disappearing company	Disappearing company
(1) Name	USEN CORPORATION	CANSYSTEM.CO., LTD.	USEN Media CORPORATION
(2) Address	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo
(3) Title and name of the representative	Yasuhiko Kifune, Representative Director	Haruhiko Yoneta, Representative Director	Eisuke Nariuchi, Representative Director
(4) Business description	Store services business	Store services business	Support services for restaurants to attract customers
(5) Capital	10 million yen	10 million yen	10 million yen
(6) Date of incorporation	June 16, 2017	March 2, 1965	June 16, 2017

(7) Number of shares issued and outstanding	510,250	349,111	8,380
(8) Fiscal year-end	August	August	August
(9) Major shareholders and shareholding ratio	The Company, 100%	The Company, 100%	The Company, 100%
(10) Financial position and operating results for the previous fiscal year ended August 31, 2023 (unit: million yen)			
	USEN CORPORATION	CANSYSTEM.CO., LTD.	USEN Media CORPORATION
Net assets	28,590	(2,849)	(286)
Total assets	47,204	1,917	1,073
Net assets per share	56,031.69 yen	(8,163.08) yen	(34,211.02) yen
Net sales	82,946	4,148	1,832
Operating profit	7,428	616	(188)
Ordinary profit	7,334	573	(189)
Profit attributable to owners of parent	4,835	311	(205)
Basic earnings per share	9,476.89 yen	892.61 yen	(24,468.71) yen

(vi) Status after the merger

The surviving company's name, address, title and name of representative, capital, and fiscal year-end will not change after the merger. However, with regard to its business description, as described in paragraphs (3)(i) and (3)(ii) of 2. Summary of the Group Reorganization, subject to the coming into effect of this absorption-type merger as a condition precedent, it will be the subject of an absorption-type split involving USEN as the splitting company in the absorption-type split and each of UCS and UF as succeeding companies in the absorption-type split.

(2) Absorption-type merger by NI of UW

(i) Dates concerning the merger

Date of resolution by the Board of Directors (the companies which are parties to the merger):	June 18, 2024
Date of resolution by the Board of Directors (the Company):	June 19, 2024
Date of execution of the Merger Agreement (the companies which are parties to the merger):	July 2, 2024 (planned)
Date of General Meetings of Shareholders (the companies which are parties to the merger):	July 31, 2024 (planned)
Effective date of the merger:	September 1, 2024 (planned)

(ii) Method of the merger

As described in paragraph (2)(ii) of 2. Summary of the Group Reorganization

(iii) Details of allotment related to the merger

As the merger is a merger of wholly-owned subsidiaries of the Company, there is no allotment of shares or other assets with the merger.

(iv) Handling of share acquisition rights and bonds with share acquisition rights associated with the merger  
Not applicable.

(v) Outline of the companies which are parties to the merger (as of May 31, 2024)

	Surviving company	Disappearing company
(1) Name	Next Innovation.Co., Ltd	USEN WORKING Co., Ltd.
(2) Address	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo
(3) Title and name of the	Sonshi Kim, Representative	Takahiro Hirai,

representative	Director	Representative Director
(4) Business description	General foreign human talent support business	Work sharing services business
(5) Capital	45 million yen	10 million yen
(6) Date of incorporation	November 28, 2002	December 1, 2017
(7) Number of shares issued and outstanding	902	1,070,455
(8) Fiscal year-end	August	August
(9) Major shareholders and shareholding ratio	The Company, 100%	The Company, 100%
(10) Financial position and operating results for the previous fiscal year ended August 31, 2023 (unit: million yen)		
	Next Innovation.Co., Ltd	USEN WORKING Co., Ltd.
Net assets	24	(196)
Total assets	105	495
Net assets per share	27,066.55 yen	(183.90) yen
Net sales	324	253
Operating profit	(60)	(3)
Ordinary profit	(58)	(8)
Profit attributable to owners of parent	(44)	(12)
Basic earnings per share	(49,477.03) yen	(11.91) yen

(vi) Status after the merger

The surviving company's business description after the merger will be general foreign human talent support business and work sharing services business, etc. The surviving company's address, title and name of representative, capital, and fiscal year-end will not change after the merger. However, as described in paragraph (2)(ii) of 2. Summary of the Group Reorganization, it is planned that the surviving company will change its trade name to USEN WORKING Co., Ltd.

(3) Company split of USEN and UCS

(i) Dates concerning the split

Date of resolution by the Board of Directors (USEN):	June 18, 2024
Date of resolution by the Board of Directors (the Company):	June 19, 2024
UCS's date of incorporation and date of Board of Directors' decision	July 1, 2024 (planned)
Date of execution of the Absorption-type Company Split Agreement (the companies which are parties to the split):	July 2, 2024 (planned)
Date of General Meetings of Shareholders (the companies which are parties to the split):	July 31, 2024 (planned)
Effective date of the split:	September 1, 2024 (planned)

(ii) Method of the split and description of business to be split

As described in paragraph (3)(i) of 2. Summary of the Group Reorganization.

(iii) Details of allotment related to the split

There is no allotment of shares or other assets with the split.

(iv) Handling of share acquisition rights and bonds with share acquisition rights associated with the split

Not applicable.

(v) Capital increase/decrease as a result of the split

There is no capital increase or decrease with the split.

(vi) Continuing rights and obligations of the succeeding company

From the effective date, UCS will succeed the assets, liabilities, contracts, and other rights and obligations of USEN's camera solutions services business to the extent stipulated in the Absorption-type Company Split Agreement.

- (vii) Prospects of performance of obligations  
It is judged that the succeeding company will have no problems performing the obligations associated with the liabilities it succeeds in the split.

- (viii) Outline of the companies which are parties to the split  
(USEN: as of May 31, 2024; UCS: as of its incorporation date of July 1, 2024)

	Splitting company	Succeeding company
(1) Name	USEN CORPORATION	USEN Camera Solutions Co., Ltd.
(2) Address	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo
(3) Title and name of the representative	Yasuhiko Kifune, Representative Director	Takashi Sato, Representative Director
(4) Business description	Store services business	Camera solutions services business
(5) Capital	10 million yen	5 million yen
(6) Date of incorporation	June 16, 2017	July 1, 2024
(7) Number of shares issued and outstanding	510,250	200
(8) Fiscal year-end	August	August
(9) Major shareholders and shareholding ratio	The Company, 100%	The Company, 100%
(10) Financial position and operating results for the previous fiscal year ended August 31, 2023 (unit: million yen)		
	USEN CORPORATION	USEN Camera Solutions Co., Ltd.
Net assets	28,590	-
Total assets	47,204	-
Net assets per share	56,031.69 yen	-
Net sales	82,946	-
Operating profit	7,428	-
Ordinary profit	7,334	-
Profit attributable to owners of parent	4,835	-
Basic earnings per share	9,476.89 yen	-

- (ix) Status after the split  
The name, address, title and name of representative, business description, capital, and fiscal year-end of each company which is a party to the split will not change after the split.

(4) Company split of USEN and UF

- (i) Dates concerning the split
- |  |                             |
|--|-----------------------------|
| Date of resolution by the Board of Directors (USEN):   | June 18, 2024               |
| Date of resolution by the Board of Directors (the Company):  | June 19, 2024               |
| UF's date of incorporation and date of Board of Directors' decision  | July 1, 2024 (planned)      |
| Date of execution of the Absorption-type Company Split Agreement (the companies which are parties to the split): | July 2, 2024 (planned)      |
| Date of General Meetings of Shareholders (the companies which are parties to the split):                         | July 31, 2024 (planned)     |
| Effective date of the split:   | September 1, 2024 (planned) |

- (ii) Method of the split and description of business to be split  
As described in paragraph (3)(ii) of 2. Summary of the Group Reorganization.
- (iii) Details of allotment related to the split  
There is no allotment of shares or other assets with the split.
- (iv) Handling of share acquisition rights and bonds with share acquisition rights associated with the split  
Not applicable.
- (v) Capital increase/decrease as a result of the split  
There is no capital increase or decrease with the split.
- (vi) Continuing rights and obligations of the succeeding company  
From the effective date, UF will succeed the assets, liabilities, contracts, and other rights and obligations of USEN's installation services business to the extent stipulated in the Absorption-type Company Split Agreement.
- (vii) Prospects of performance of obligations  
It is judged that the succeeding company will have no problems performing the obligations associated with the liabilities it succeeds in the split.

- (viii) Outline of the companies which are parties to the split  
(USEN: as of May 31, 2024; UF: as of its incorporation date of July 1, 2024)

	Splitting company	Succeeding company
(1) Name	USEN CORPORATION	USEN FIELDING Co., Ltd.
(2) Address	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo	3-1-1 Kamiosaki, Shinagawa-ku, Tokyo
(3) Title and name of the representative	Yasuhiko Kifune, Representative Director	Shungo Terami, Representative Director
(4) Business description	Store services business	Installation services business
(5) Capital	10 million yen	5 million yen
(6) Date of incorporation	June 16, 2017	July 1, 2024
(7) Number of shares issued and outstanding	510,250	200
(8) Fiscal year-end	August	August
(9) Major shareholders and shareholding ratio	The Company, 100%	The Company, 100%
(10) Financial position and operating results for the previous fiscal year ended August 31, 2023 (unit: million yen)		
	USEN CORPORATION	USEN FIELDING Co., Ltd.
Net assets	28,590	-
Total assets	47,204	-
Net assets per share	56,031.69 yen	-
Net sales	82,946	-
Operating profit	7,428	-
Ordinary profit	7,334	-
Profit attributable to owners of parent	4,835	-
Basic earnings per share	9,476.89 yen	-

- (ix) Status after the split  
The name, address, title and name of representative, business description, capital, and fiscal year-end of each company which is a party to the split will not change after the split.
- (5) Change of subsidiary's trade name
- (i) Subsidiary concerned  
USEN FB Innovation Co., Ltd.
  - (ii) Reason for the change

- To better reflect the subsidiary's business description following its business transformation.
- (iii) New trade name  
USEN PAY Co., Ltd
- (iv) Date of change  
September 1, 2024 (planned)

#### 4. Future outlook

As the Group Reorganization involves wholly-owned subsidiaries of the Company, its impact on the of the Company's consolidated financial results and financial results by segment is minor.

(Reference)

Consolidated financial results forecast of the current fiscal year and consolidated results of the previous fiscal year of the Company

(Unit: million yen)

	Net sales	Operating profit	Ordinary profit	Profit attributable to owners of parent
Forecast of the current fiscal year (fiscal year ending August 31, 2024)	316,000	28,500	27,500	14,700
Results of the previous fiscal year (fiscal year ended August 31, 2023)	276,344	21,565	20,386	10,959

	Basic earnings per share	EBITDA	Adjusted EPS*
Forecast of the current fiscal year (fiscal year ending August 31, 2024)	244.50 yen	39,000	296.89 yen
Results of the previous fiscal year (fiscal year ended August 31, 2023)	183.16 yen	31,316	235.61 yen

\* Adjusted profit (profit attributable to owners of parent + amortization of goodwill)/average number of shares during the period under evaluation