TCG TANABE CONSULTING GROUP

News Release

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Notice Regarding Capital and Business Alliance with U.S.-based Actus Consulting Group (Acquisition of Majority Shares and Integration into the Group)

— TCG Goes Global: Supporting Companies in the Mid-Sized Enterprise Segment Entering and Expanding in the U.S. Market —

TANABE CONSULTING GROUP CO., LTD. (Headquarters: Yodogawa-ku, Osaka and Chiyoda-ku, Tokyo; Representative Director, President and CEO: Takahiko Wakamatsu; listed on the TSE Prime Market; Stock Code: 9644; hereinafter the "Company") hereby announces that, at the meeting of its Board of Directors held on August 19, 2026, it resolved to acquire a majority of the shares of Actus Consulting Group, Inc. (Headquarters: New York, New York, U.S.A.; President & CEO: Takeo Suzuki; hereinafter "Actus Consulting Group") and make it a subsidiary, and to enter into a capital and business alliance with the company. As a result, Artis New York, Inc. (Headquarters: New York, New York, U.S.A.; President & CEO: Takeo Suzuki; hereinafter "Artis New York"), a subsidiary of Actus Consulting Group, will also become one of the Company's group companies.

TCG TANABE CONSULTING GROUP × Actus Actus Consulting Group, Inc.

Actus Consulting Group, with its headquarters in New York City, is a professional partner specializing in human capital and organizational consulting. Since its establishment in 2002, the company has been providing consulting to more than 1,000 Japanese companies entering the U.S. market for nearly 25 years, including talent acquisition, organizational and human resources matter, and marketing in the United States. It also has offices in major U.S. cities, including Los Angeles, Dallas, Chicago, and Detroit.

I. Main Consulting Services of Actus Consulting Group (including Artis New York)

Comprehensive hands-on support is provided to help realize the global vision of client companies operating in the United States and those considering expansion into the U.S. market, covering the full spectrum of key challenges in the market, from talent acquisition and organizational and human capital management to marketing and sales.

A. Recruitment Consulting

Comprehensive talent acquisition support for business growth in the U.S. market. With the support of consultants possessing deep expertise in local business practices, end-to-end assistance is provided from identifying hiring needs for management and professional talent to introducing the most suitable candidates, thereby supporting local business management from a human capital perspective.

- General Recruitment
- Professional Talent Search
- Executive Search
- Management Talent Search
- Temporary Staffing

B. Organization and Human Capital Consulting

Consultants with extensive expertise in the U.S. human resources and labor environment provide solutions and practical support for organizational and human resources issues in alignment with each client company's human capital vision.

- HR consulting
- HR and labor advisory services
- Talent development / training planning and delivery
- HR management risk assessments (free of charge)
- HR system design
- HR department BPO and support

C. Marketing and Sales Consulting

Support for business growth in the U.S. market, from marketing strategy development to market development and sales. Practical solutions tailored to each stage of growth enable client companies to achieve sustainable growth.

- Market research and analysis
- Marketing strategy development
- Distributor search and development support
- KOL marketing services
- Trade show exhibit support
- U.S. market entry support
- Sales strategy support
- Product planning and branding
- DX strategy development and execution
- Cross-border e-commerce training programs

II. Details of the Capital Alliance

The Company plans to acquire Actus Consulting Group's common shares through both the purchase of shares from existing shareholders and the subscription for newly issued shares through a third-party allotment conducted by Actus Consulting Group. Following the share acquisition, the Company's ownership ratio in the issued shares of the company (on a voting rights basis) is expected to be 94.2%, and the company is expected to become a consolidated subsidiary of the Company.

As of the date hereof, Actus Consulting Group holds a majority of the issued shares of Artis New York (71.4%). Actus Consulting Group will acquire shares from existing shareholders and subscribe for newly issued shares through a third-party allotment by Artis New York, as a result of which Actus Consulting Group's ownership interest in Artis New York will become 89.1%. As a result of the Company making Actus Consulting Group its subsidiary, Artis New York, as its subsidiary, will also become a subsidiary of the Company (an indirect subsidiary) pursuant to Article 3, Paragraph 3 of the Ordinance for Enforcement of the Companies Act.

III. Rationale for the Share Acquisition and Capital and Business Alliance

TANABE CONSULTING GROUP CO., LTD. (TCG, the “Company”) will strengthen its global business consulting structure to support Japanese companies in entering the U.S. market and expanding their businesses in the region. Through this capital and business alliance, the Company will incorporate the local business foundation, expertise, and network that Actus Consulting Group has built over approximately 25 years from its New York base, thereby further strengthening its presence in the U.S. market.

The United States accounts for approximately 25.6% of global nominal GDP.*1 In addition, Japan’s outward direct investment position in the United States far exceeds that of any other country, reaching JPY 126.3839 trillion at the end of 2025, the highest by destination country.*2 Furthermore, for the fourth consecutive year, the United States ranked first among the countries and regions where Japanese companies plan to expand their business operations, followed by China, the EU, Vietnam, and India.*3 Moreover, 66.5% of Japanese-affiliated companies in the United States expected to be profitable in 2025, indicating that the United States is a market where Japanese companies can more readily secure earnings in practice.*4

Japanese companies regard the United States as a market with significant growth and earnings potential and, above all, as a source of innovation. By establishing an on-the-ground advisory structure for Japanese companies in the United States, the Company believes that it will be able to contribute to the sustainable growth of client companies and to the enhancement of their corporate value as global brands. In addition, the accumulation of a track record and expertise in the United States is expected to further strengthen the Company’s presence and enhance its value proposition.

As a pioneer in management consulting in Japan, the Company supports the strategies of the companies in the mid-sized enterprise segment, spanning from large enterprises to upper SMEs, centered on mid-sized enterprises, and comprising companies with annual revenues ranging from 1 trillion yen to 3 billion yen. By bringing together the Company’s management consultants and the local professionals of Actus Consulting Group, the Company will offer a distinctive team consulting model that supports Japanese companies in growing into the “First Call Company” of the world envisioned by the Company.

IV. Capital and Business Alliance to Advance the TCG Group Vision

In its medium-term management plan (2026–2030), “TCG Future Vision 2030,” the Company has set forth the growth vision concept of becoming “the one and only global management consulting firm dedicated to guiding 50,000 companies in the mid-sized enterprise segment to become “First Call Company of the world.”” The Company aims to become a global management consulting group that provides comprehensive support to the companies in the mid-sized enterprise segment that will lead Japan’s economy and regional economies in the years ahead—from strategy formulation to the implementation and execution of management operations at the operational level.

Following this capital and business alliance, the Company’s Global Business Consulting capabilities are expected to be further strengthened, enabling more specialized support for entry into the U.S. market and business expansion in the region.
Strong synergies are also expected with the Company’s existing implementation-oriented global business consulting, including Cross-Border M&A (M&A advisory services for overseas companies), digital marketing for overseas markets, Employee Assistance Programs (EAP) for overseas operations, overseas PR support, and Global PR Wire (an international press release distribution service).

TCG’s Global Business Consulting Menu

Support for U.S. Market Entry and Business Expansion	Actus Actus Consulting Group, Inc. Enhancement
HR Support in the United States	
Global Business Consulting	Supports the planning and execution of overseas business strategies
Cross-Border M&A	M&A support for overseas companies
Digital Marketing for Overseas Markets	Social media management, content marketing, and advertising operations
Employee Assistance Program (EAP) for Overseas Operations	Strategic Introduction and utilization of EAP In overseas operations
Overseas PR Support	Builds overseas PR and communications strategies
Global PR Wire	Press release distribution service for overseas markets

V. Outline of the Medium-Term Management Plan (2026–2030), “TCG Future Vision 2030”

■Vision Concept

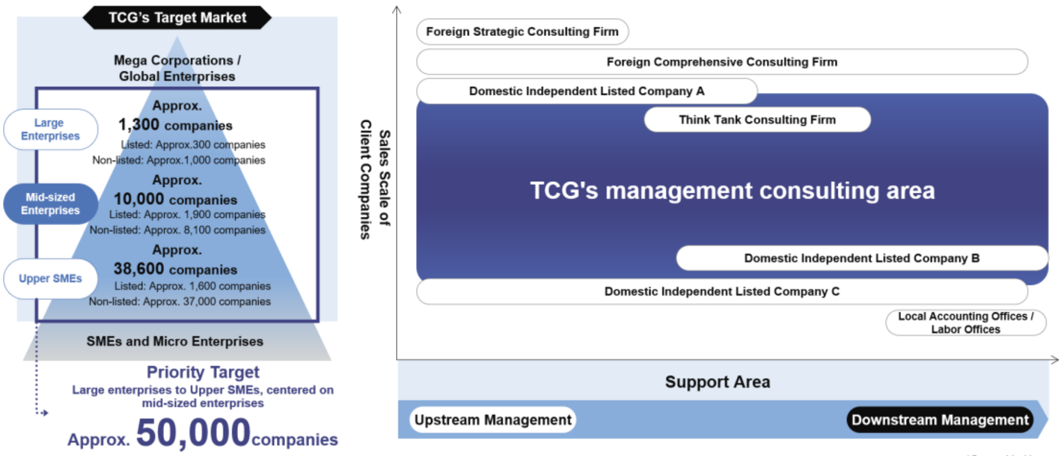
Empowering 50,000 Mid-Sized Enterprises

“to Become First Call Companies Worldwide”

The One & Only Global Management Consulting Firm

■ Target Segment

Building a distinctive market position through comprehensive support for 50,000 companies, from large enterprises to upper SMEs, centered on mid-sized enterprises

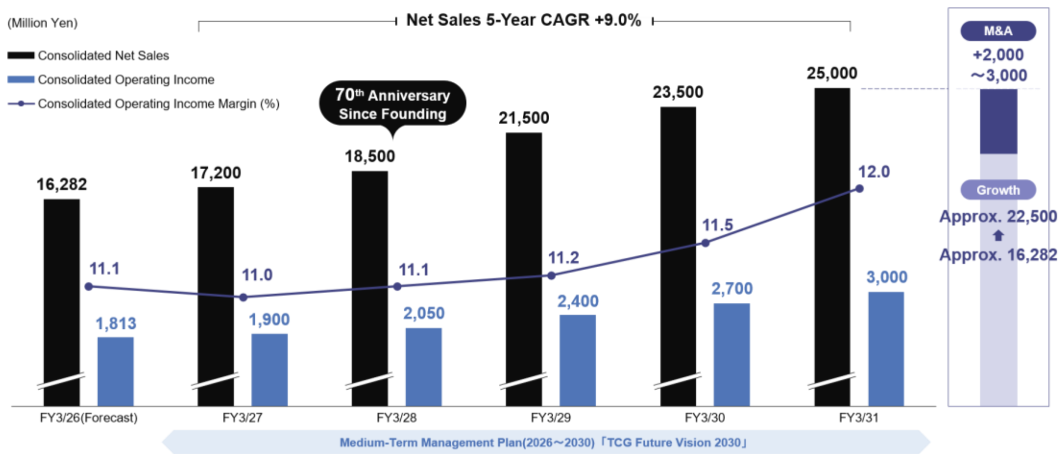


Source: Compiled by the Company based on information acquired from PLANSonar (provided by uSonar Co.,Ltd.) as of March 17, 2026

*Created In-House

■ Sales and Profit Plan (Overall)

Aiming to achieve organic growth revenue of 22.5 billion yen and add 2 to 3 billion yen through M&A strategy advancement to reach a final revenue target of 25 billion yen./



VI. Comments from Representatives of Each Company

A. Takahiko Wakamatsu, Representative Director, President and CEO of TANABE CONSULTING GROUP CO., LTD.

It is with great pleasure that we welcome Actus Consulting Group as a new member of TANABE CONSULTING GROUP ("TCG"). All of us across the Group wholeheartedly welcome this partnership and look forward to working together to realize our Purpose— "Supporting the decisions with love and changing the world."—as the value we strive to contribute to society.

As a pioneering management consulting company in Japan with a history of nearly 70 years, TCG has set forth its medium-term vision of guiding "50,000 companies in the mid-sized enterprise segment to become First Call Company of the world" and is committed to creating a one-and-only global management consulting group. In this context, we are confident that Actus Consulting Group's strong track record, deep insights, extensive experience, and highly capable professional talent—built over approximately 25 years of supporting more than 1,000 Japanese companies expanding into the United States from its headquarters in New York and offices in Los Angeles, Dallas, Chicago, and Detroit—will continue to contribute to new growth opportunities for Japanese companies.

For Japanese companies, the United States represents a market with strong growth and earnings potential and, above all, a leading source of innovation. With an on-the-ground advisory structure in the United States, TCG, together with Actus Consulting Group, will support Japanese companies in enhancing corporate value through sustainable growth, cross-border M&A, global brand strategy, and other initiatives.

B. Takeo Suzuki, President & CEO of Actus Consulting Group / Artis New York

We are truly delighted to embark on a new chapter as a member of TANABE CONSULTING GROUP. Since our founding in 2002, Actus Consulting Group has supported the growth of more than 1,000 companies through talent acquisition, organizational and HR consulting, and marketing support, always standing alongside Japanese companies taking on the challenge of succeeding in the United States under our guiding principle, 'take ACTion with US!'

We are confident that this capital and business alliance marks a major step forward in enabling us to deliver even greater value to our clients by combining the expertise and network we have built in the United States over nearly 25 years with TCG's top-class management consulting capabilities in Japan.

The phrase 'take ACTion with US' expresses our unwavering commitment since inception to take on challenges together with our clients and grow alongside them. That commitment will remain unchanged as we move forward as part of the TCG Group. As the most trusted partner for Japanese companies entering and expanding in the U.S. market, all of us at Actus Consulting Group and Artis New York will continue striving to create even greater value.

【About TANABE CONSULTING GROUP (TCG)】

The Company is a pioneer in management consulting in Japan, founded in 1957 and listed on the Tokyo Stock Exchange Prime Market. Under its management philosophy of "We love companies, walk together with companies and work for company prosperity," the Company has established the purpose of "Supporting the decisions with love and changing the world" as the value it contributes to the future of society. Today, the Company has evolved into a management consulting group comprising eight group companies and more than 970 professionals. Since its founding, it has established a track record of supporting more than 22,100 companies, with the top management of large enterprises, mid-sized companies, and upper SMEs in Japan and overseas as its principal clients.

【TANABE CONSULTING GROUP CO., LTD. Company Profiles】

Company Name: TANABE CONSULTING GROUP CO., LTD.

Representative: Takahiko Wakamatsu, Representative Director, President and CEO

Founded: October 16, 1957

Net Sales: JPY 16.282 billion (FY ended March 2026)

Operating Income: JPY 1.813 billion (FY ended March 2026)

Capital: JPY 1.772 billion

Total Employees: 972 (Group total, as of August 1, 2026)

Stock Exchange: Tokyo Stock Exchange Prime Market

Headquarters: 3-3-41 Miyahara, Yodogawa-ku, Osaka; 1-8-2 Marunouchi, Chiyoda-ku, Tokyo

Offices: Sapporo, Sendai, Niigata, Nagoya, Kanazawa, Hiroshima, Fukuoka and Okinawa

Website: https://www.tanabeconsulting-group.com

【Actus Consulting Group, Inc. Company Profiles】

Company Name: Actus Consulting Group, Inc.

Representative: Takeo Suzuki

Established: August 2002

Capital: US$150,000

Total Employees: 41 (Group total, as of August 1, 2026)

Website: https://www.actusconsulting-group.com/

References:

*1 IMF, *World Economic Outlook* (April 2026), “GDP, current prices”

*2 Bank of Japan, “Direct Investment by Industry/Region and Purpose,” “Direct Investment Position” (as of the end of 2025; released on May 26, 2026)

*3 JETRO, “24th Survey on the International Operations of Japanese Companies (FY2025)”

*4 JETRO, “Survey on Business Conditions of Japanese Companies Operating Overseas (FY2025, North America Edition)” and “Survey on Business Conditions of Japanese Companies Operating Overseas (FY2025, Asia and Oceania Edition)”

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(Translation)

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