

**TRANSLATION FOR REFERENCE PURPOSE ONLY**

*This notice has been translated from the original Japanese text of the timely disclose statement and is for reference purpose only. In the event of any discrepancy between the original Japanese and this translation, the Japanese text shall prevail.*

February 3, 2026

Company Name: **ARE Holdings, Inc.**  
Representative: Tomoya Higashiura, President & CEO  
(Code: 5857, Tokyo Stock Exchange - Prime Market)  
Contact: Jiro Saito, General Manager  
Corporate Planning & Communications Department  
(Phone: +81-3-6270-1833)

**Notice Regarding Company Split (Absorption-Type Company Split)  
Between Consolidated Subsidiaries**

ARE Holdings, Inc. (the “Company”) hereby announces that the Board of Directors meeting held today resolved to conduct an absorption-type company split (hereinafter the “Absorption-Type Split”), with April 1, 2026 as the scheduled effective date, in which ASAHI METALFINE, Inc., a wholly owned subsidiary of the Company, will be the splitting company, and Asahi Pretec Corp., also a wholly owned subsidiary of the Company, will be the successor company, as outlined below.

Certain disclosure items and details have been omitted as this absorption-type company split is conducted between the Company’s wholly owned subsidiaries.

**1. Purpose of the Absorption-Type Split**

In the precious metals recycling business, which is the core business of the Company’s group, the functions of assay, refining, and related operations currently performed at the Bando Plant of ASAHI METALFINE, Inc. will be integrated into Asahi Pretec Corp., which is engaged in the collection of precious metal-containing scrap. The purpose of the Absorption-Type Split is to optimize processing workflows and improve operational efficiency.

**2. Outline of the Absorption-Type Split**

**(1) Schedule of the Absorption-Type Split**

Date of resolution by the Board of Directors	February 3, 2026
Date of execution of the Absorption-Type Split agreement	February 3, 2026
Effective Date	April 1, 2026 (scheduled)

**(2) Method of the Absorption-Type Split**

Under the Absorption-Type Split, ASAHI METALFINE, Inc. will be the absorption-type splitting company (the “Splitting Company”), and Asahi Pretec Corp. will be the absorption-type successor company (the “Successor Company”).

**(3) Details of Allocation Related to the Absorption-Type Split**

There will be no allocation of shares or other assets in connection with the Absorption-Type Split.

**(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights in connection with the Absorption-Type Split**

Not applicable.

**(5) Increase or Decrease in Share Capital due to the Absorption-Type Split**

There will be no change in share capital due to the Absorption-Type Split.

(6) Rights and Obligations of the Successor Company

The Successor Company is scheduled to succeed the assets, liabilities, contracts, rights and obligations, and labor agreements relating to the business subject to the Absorption-Type Split, as defined in the agreement between the Splitting Company and the Successor Company.

(7) Prospects for Fulfillment of Obligations

The Company determined that there will be no issues regarding the ability of the Successor Company to perform the obligations it will assume under the Absorption-Type Split.

3. Overview of the Companies Involved in the Absorption-Type Split

(1) Company Name	Asahi Pretec Corp.	ASAHI METALFINE, Inc.
(2) Business Details	Precious metals recycling business	Precious metals refining, manufacturing, and sales
(3) Establishment Date	January 20, 2023	January 20, 2023
(4) Head Office Address	21 Uozakihamamachi, Higashinada-ku, Kobe, Hyogo	1-7-12 Marunouchi, Chiyoda-ku, Tokyo
(5) Representative Position and Name	Yoshihito Iwasa, Representative Director, President	Nobuo Tajima, Representative Director, President
(6) Capital	110 million yen	110 million yen
(7) Shares Outstanding	1,000 shares	1,000 shares
(8) Fiscal Year-End Date	March 31	March 31
(9) Major Shareholder and Equity Stakes	ARE Holdings, Inc. 100%	ARE Holdings, Inc. 100%

(10) Financial Conditions and Operating Results for the Latest Fiscal Year (Fiscal Year Ended March 31, 2025)

Net Assets	17,904 million yen	12,934 million yen
Total Assets	76,870 million yen	86,082 million yen
Net Assets per Share	17,904,741.15 yen	12,934,549.78 yen
Revenue	486,267 million yen	477,121 million yen
Operating Profit	8,820 million yen	5,673 million yen
Ordinary Profit	9,543 million yen	5,618 million yen
Profit Attributable to Owners of Parent	6,957 million yen	4,010 million yen
Profit per Share	6,957,972.23 yen	4,010,287.06 yen

4. Overview of the Business to be Split and Succeeded

(1) Description of the Business to be Split and Succeeded

The business conducted at the Bando Plant of the Splitting Company, including assay, preprocessing, refining, and sales of precious metals related to work-in-process.

(2) Operating Results of the Business to be Split and Succeeded (Fiscal Year ended March 31, 2025)

Revenue: 20,256 million yen

(3) Items and Amounts of Assets and Liabilities to be Split and Succeeded (as of September 30, 2025)

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current Assets	52,335 million yen	Current Liabilities	52,361 million yen
Non-Current Assets	1,474 million yen	Non-Current Liabilities	19 million yen
Total	53,810 million yen	Total	52,380 million yen

Note: The asset and liability amounts to be split and succeeded will reflect changes occurring up to the effective date.

5. Status of the Successor Company After the Absorption-Type Split

There will be no changes to the company name, head office, representative, business activities (excluding the business subject to the Absorption-Type Split), capital, or fiscal year-end.

6. Future Outlook

As the Absorption-Type Split is conducted between the Company's wholly owned subsidiaries, the impact on the Company's consolidated results will be minor.

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