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Translation

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Alfresa Holdings Corporation
September 29, 2026

Notice Regarding the Conclusion of an Agreement to Merge Two Wholly Owned Subsidiaries Operating in the Ethical Pharmaceuticals Wholesaling Business Strengthening of Operating Foundations in the Kyushu Area

Two wholly owned subsidiaries of Alfresa Holdings Corporation, Alfresa Corporation (head office: Chiyoda-ku, Tokyo; representative director & president: Yusuke Fukujin; hereinafter "Alfresa") and Miyazaki Onsendo Shoten Co., Ltd. (head office: Isahaya City, Nagasaki Prefecture; representative director & president: Makoto Sakakibara; hereinafter "Miyazaki Onsendo Shoten"), concluded an agreement to conduct an absorption-type merger with Alfresa as the surviving company. The details are as follows; however, as the merger concerns two wholly owned subsidiaries, certain disclosure items have been omitted.

1. Background and Purpose of the Agreement

Under 25–27 Mid-term Management Plan Vision 2032 Stage 2: Pioneering the Future with Our Collective Strength (hereinafter referred to as the "25–27 Mid-term Management Plan"),* we have defined the Group management policy of "further strengthening of the competitiveness of core businesses," based on which "building of a nationwide network" has been put forth as a business strategy for the Ethical Pharmaceuticals Wholesaling Business.

Both Alfresa and Miyazaki Onsendo Shoten are developing ethical pharmaceutical wholesaling operations in the Kyushu area. On a nationwide basis, Alfresa operates in Hokkaido, the Tokyo-Nagoya-Osaka metropolitan areas, the Koshinetsu region, and Kyushu. Miyazaki Onsendo Shoten, meanwhile, has operating foundations in Nagasaki and Saga prefectures as well as in the Amakusa area of Kumamoto Prefecture.

The merger agreement was concluded between the two companies as part of the Alfresa Group's efforts to build a nationwide network. Under this agreement, the sales and distribution foundations as well as the customer bases of both parties will be utilized in an integrated manner. At the same time, Alfresa will inherit the trust-based relationships and sales platforms Miyazaki Onsendo Shoten has fostered in the Kyushu area to bolster its frameworks for providing services to healthcare institutions and thereby strengthen its operating foundations in this area.

* Reference: Notice Regarding the Formulation of the 25–27 Mid-term Management Plan Vision 2032 Stage 2: Pioneering the Future with Our Collective Strength (published on May 15, 2025, on the Alfresa Holdings Corporation corporate website)
https://www.alfresa.com/eng/ir/pdf/management-plan.pdf

2. Outline of the Merger

1) Schedule

Meeting of the Board of Directors to approve the merger agreement (Alfresa)	September 4, 2026
Meeting of the Board of Directors to approve the merger agreement (Miyazaki Onsendo Shoten)	September 18, 2026
Special general meeting of shareholders to approve the merger agreement (Miyazaki Onsendo Shoten)	September 29, 2026
Conclusion of the merger agreement	September 29, 2026
Effective date of the merger	January 1, 2027 (tentative)

Note: As the merger constitutes a simplified absorption-type merger pursuant to Article 796, Paragraph 2, of the Companies Act, Alfresa plans to execute the merger without obtaining approval at a general meeting of shareholders.

2) Method of the merger
The merger will be conducted as an absorption-type merger, with Alfresa as the surviving company and Miyazaki Onsendo Shoten as the absorbed company.

3) Allocation upon the merger
As the merger involves two wholly owned subsidiaries of the Company, no allocation of financial instruments, including cash and shares, shall take place.

3. Outline of the Surviving and Absorbed Companies (as of March 31, 2026)

	Surviving Company	Absorbed Company
1) Corporate name	Alfresa Corporation	Miyazaki Onsendo Shoten Co., Ltd.
2) Business description	Wholesaling of ethical pharmaceuticals, medical devices, and diagnostic reagents, etc	Wholesaling of ethical pharmaceuticals, medical devices, and diagnostic reagents, etc
3) Date of founding	August 10, 1949	January 29, 1927

4) Head office address	1-12-1 Uchikanda, Chiyoda-ku, Tokyo	300 Osako-machi, Isahaya City, Nagasaki Prefecture
5) Name and title of representative	Yusuke Fukujin, Representative Director & President	Makoto Sakakibara, Representative Director & President
6) Paid-in capital	¥4,000 million	¥60 million
7) No. of shares issued	40,273,733	80,940
8) Fiscal year-end	March 31	March 31
9) Major shareholders and their shareholding ratio	Alfresa Holdings Corporation 100%	Alfresa Holdings Corporation 100%

4. Status Following the Merger

There will be no changes in terms of the corporate name, head office, representative, business activities, or fiscal year-end, as well as no increases in the capital stock or capital reserve, of the surviving company as a result of the merger.

5. Outlook

As the merger involves two wholly owned subsidiaries of Alfresa Holdings Corporation, the Company anticipates that its impact on business performance in the fiscal year ending March 31, 2027 will be minimal.

About the Alfresa Group

The Alfresa Group is a leader in the Japanese healthcare industry and is dedicated to realizing its mission, "we create and deliver a fresh life for all," through a wide range of business lines, including ethical pharmaceuticals wholesaling, OTC pharmaceuticals wholesaling, pharmaceutical manufacturing, operating dispensing pharmacies, regenerative medicine-related business, and CRO business. Alfresa Holdings Corporation (TSE:2784) reported consolidated revenue of ¥3.1 trillion for the fiscal year ended March 31, 2026. For more information, please see: https://www.alfresa.com/eng