

January 14, 2026

To whom it may concern:

Company Name: TOHO CO., LTD.
 Representative: Hiro Matsuoka, President & CEO
 (Securities Code: 9602, Prime Market of Tokyo Stock Exchange,
 Fukuoka Stock Exchange)
 Inquiries: Nobuyuki Tako, Director, Executive
 Vice President, Member of the Board
 Head of Corporate Management Group
 (Telephone Number: +81-3-3591-1218)

Notice Regarding the Company Split (Simplified Absorption-Type Split) with a Consolidated Subsidiary [TOHO CINEMAS]

TOHO CO., LTD. (“TOHO”) announced today that it has determined at the Board of Directors meeting held today to conduct an absorption-type split (the “Company Split”), in which the business related to the membership card “Cine Mileage Card” for the movie theaters operated by the consolidated subsidiary, TOHO CINEMAS Ltd. (“TOHO CINEMAS”) (the “Business”), will be split off and succeeded by TOHO.

As the Company Split is a simplified absorption-type split with a wholly-owned subsidiary, certain disclosure items and details have been omitted.

1. Purpose of the Company Split

Under the new slogan “Moments for Life”, TOHO group will revamp its customer strategy and launch a new membership service, “TOHO-ONE®”, in March 2026, integrating the customer base of our group’s businesses, including film, theater, and merchandise.

The purpose of the Company Split is for TOHO to succeed the Business operated by TOHO CINEMAS and integrate it with other membership services provided by TOHO group, such as “TOHO Navi Serve”, thereby renewing them as the new membership service “TOHO-ONE®”.

Starting with a membership base of approximately 4 million members, which is equivalent to about 20% of Japan’s movie-going population, “TOHO-ONE®” aims to grow into a membership service of 10 million members by 2032, when TOHO celebrates its 100th anniversary. TOHO group positions the three years of the “Medium-Term Plan 2028” as a “period of growth investment and transformation”, and, in addition to continuing to enhance real experiential value centered on theaters, TOHO will strengthen the provision of seamless digital experiences based on IP. Through these efforts, TOHO aims to maintain a sustainable connection with its members and become a presence that is closely integrated into their daily lives.

2. Summary of the Company Split

(1) Schedule of the Company Split

Date of approval at the Board of Directors meeting	January 14, 2026
Date of execution of absorption-type split agreement	January 14, 2026
Effective date of absorption-type split	March 3, 2026 (scheduled)

(Note) Since the Company Split constitutes a simplified company split for TOHO, satisfying the requirements of Article 796, Paragraph 2 of the Companies Act, no general meeting of shareholders will be held for the approval of the Company Split. For TOHO CINEMAS, since this constitutes an abbreviated company split satisfying the requirements of Article 784, Paragraph 1 of the Companies Act, no general meeting of shareholders will be held for the approval of the Company Split.

(2) Method of the Company Split

The Company Split is an absorption-type split in which TOHO CINEMAS is the splitting company and TOHO is the succeeding company.

(3) Details of allotment of shares

No shares or other cash or assets will be allotted or delivered upon the Company Split since TOHO holds all the issued shares of TOHO CINEMAS.

(4) Treatment regarding stock acquisition rights and bonds with stock acquisition rights upon the Company Split

Not applicable.

(5) Increase or decrease in stated capital as a result of the Company Split

There will not be any increase or decrease in the stated capital of TOHO as a result of the Company Split

(6) Rights and obligations to be assumed by the succeeding company

TOHO will assume, on the effective date, those assets, liabilities, contracts, and ancillary rights and obligations related to the Business operated by TOHO CINEMAS, as stipulated in the absorption-type split agreement.

(7) Prospect of fulfillment of obligations

TOHO has determined that there will be no impediment to the fulfillment of obligations that TOHO, as the succeeding company, will assume after the effective date of the absorption-type split.

3. Overview of the parties involved in the Company Split

(1) Succeeding company (as of February 28, 2025)

(1)	Name	TOHO CO., LTD.
(2)	Location	1-2-2, Yurakucho, Chiyoda-ku, Tokyo
(3)	Name and Title of Representative	Hiroyasu Matsuoka, President & CEO
(4)	Business	Production and distribution of films, and production and sale of visual content Production and staging of theatrical performances Real estate leasing, and other related activities
(5)	Stated Capital	JPY 10,355 million
(6)	Date of Incorporation	August 12, 1932
(7)	Number of Issued Shares	186,490,633 shares
(8)	Fiscal Period	February 28
(9)	Major Shareholders and Shareholding Ratio	Hankyu Hanshin Holdings, Inc. 13.45%
		The Master Trust Bank of Japan (Trust Account) 11.69%

		Hankyu Hanshin Properties Corp.	8.93%
		Custody Bank of Japan, Ltd. (Trust Account)	6.62%
		H2O Retailing Corporation	5.18%
(10)	Financial Conditions and Results of Operation for the Fiscal Year immediately before the Company Split (Fiscal Year ended February 28, 2025 (consolidated))	Net Assets	JPY 494,815 million
		Total Assets	JPY 653,068 million
		Net Assets per share	JPY 2,821.41
		Operating Revenue	JPY 313,171 million
		Operating Profit	JPY 64,684 million
		Ordinary Profit	JPY 64,455 million
		Profit Attributable to Owners of Parent	JPY 43,357 million
		Net Profit per share	JPY 254.75

(2) Splitting company (as of February 28, 2025)

(1)	Name	TOHO CINEMAS Ltd.	
(2)	Location	1-2-2, Yurakucho, Chiyoda-ku, Tokyo	
(3)	Name and Title of Representative	Takayuki Ikeda, Representative Director, President	
(4)	Business	Operation of movie theaters and exhibition of films, and other related activities	
(5)	Stated Capital	JPY 2,330 million	
(6)	Date of Incorporation	September 12, 1997	
(7)	Number of Issued Shares	54,067 shares	
(8)	Fiscal Period	February 28	
(9)	Major Shareholders and Shareholding Ratio	TOHO CO., LTD.: 100%	
(10)	Financial Conditions and Results of Operation for the Fiscal Year immediately before the Company Split (Fiscal Year ended February 28, 2025 (non-consolidated))	Net Assets	JPY 72,829 million
		Total Assets	JPY 93,784 million
		Net Assets per share	JPY 1,347,020
		Operating Revenue	JPY 74,182 million
		Operating Profit	JPY 9,573 million
		Ordinary Profit	JPY 9,660 million
		Net Profit	JPY 5,869 million
		Net Profit per share	JPY 108,561

4. Overview of the business to be succeeded

(1) Description of the business to be succeeded

Issuance, operation, and management of the membership card “Cine Mileage Card” for movie theaters operated by TOHO CINEMAS

(2) Results of operation for the business to be succeeded (Fiscal year ended February 28, 2025)

Operating Revenue: JPY 540 million

(3) Items and amounts of assets and liabilities to be succeeded

Assets		Liabilities	
Items	Book Value	Items	Book Value
Current Assets	JPY 1,537 million	Current Liabilities	JPY 1,537 million
Non-current Assets	-	Non-current Liabilities	-
Total	JPY 1,537 million	Total	JPY 1,537 million

(*) The above amount is an estimate calculated based on the balance sheet as of February 28, 2025, and the actual amount to be split will be adjusted to reflect any increases or decreases up to the effective date.

5. Status after the Company Split

There will be no change in the company name, business, location of head office, name and title of the representative, stated capital, and fiscal period of TOHO as a result of the Company Split.

6. Future Prospects

The impact on the consolidated financial results will be minimal since the Company Split is between TOHO and its consolidated subsidiary.

Should any matters arise that require disclosure in the future, they will be promptly announced.

End