



April 25, 2025

|                 |  |
|-----------------|--|
| Company Name    | EUCALIA Inc.   |
| Representative  | Hideo Misawa   |
| Securities code | 286A; Tokyo Stock Exchange Growth Section                        |
| Contact         | Kazunari Ogawa<br>Business Strategy Headquarters General Manager |
| Phone           | +81-3-5501-2271  |

## **Notification Regarding 100% Acquisition of ZEROMEDICAL, INC.**

EUCALIA Inc. (Head office: Chiyoda-ku, Tokyo, Representative director: Hideo Misawa) has resolved at its Board of Directors meeting held on April 25, 2025, to acquire all the shares of ZEROMEDICAL, INC (Head office: Minato-ku, Tokyo, Representative Director: Seihiro Hara), a wholly-owned subsidiary of Remixpoint, inc. (Head office: Minato-ku, Tokyo, CEO: Yoshihiko Takahashi), and make it a wholly-owned subsidiary of EUCALIA. Although this matter does not fall under the timely disclosure standards, we have determined that it is useful information and will disclose it voluntarily.

### **1. Background and Strategic Rationale**

EUCALIA has embraced the vision of "Industrialization of Healthcare," and under the mission of "realize the ideal state of healthcare and nursing care through transformation," the company is engaged in providing management support to medical institutions and operating elderly care facilities. EUCALIA is also aiming to build a sustainable healthcare infrastructure through the construction of a community-based integrated care system.

Meanwhile, Zero Medical-guided by its corporate philosophy "to be needed by society, to hold value within society, and to harmonize with society" -primarily advances three core businesses: its Web Creation business, centered on the sale of web marketing tools; its Medical Consulting business, which provides management support through media outreach and related activities; and its Welfare Services business, operating home-visit care agencies and other care facilities.

By utilizing the sales functions and expertise of ZEROMEDICAL in EUCALIA's healthcare management support business and senior-related business, which includes consulting and introducing new residents to elderly care facilities, EUCALIA expects to strengthen its overall sales functions. Furthermore, it is anticipated that this acquisition will enhance support for healthcare institutions and improve services at elderly care facilities.

The acquisition of ZEROMEDICAL also allows EUCALIA to leverage ZEROMEDICAL's expertise in web marketing and web media to strengthen the EUCALIA Group's communication power, boost client acquisition for affiliated medical institutions, and increase the number of residents in elderly care facilities.

## 2. Key Initiatives

Through a robust collaboration with ZEROMEDICAL, EUCALIA will strengthen its sales system and web marketing capabilities. ZEROMEDICAL will utilize EUCALIA Group's on-site knowledge and sales network to respond to a wider range of customer needs.

### (1) Strengthening Inside Sales System in Healthcare and Nursing Care

- Amplify the sales approach to EUCALIA Group's extensive network of medical institutions and nursing care facilities, driving the acquisition of new high-value customers.
- Expand cross-selling opportunities within ZEROMEDICAL's existing customer base, maximizing revenue growth potential.

### (2) Building a Web Marketing System in Healthcare and Nursing Care

- Supercharge the provision of cutting-edge web marketing services to EUCALIA Group's vast network of medical institutions and nursing care facilities, accelerating client engagement and conversion.
- Strengthen the influence and effectiveness of EUCALIA Group's web media offerings, enhancing brand visibility and market reach.

## 3. Overview of the subsidiary (ZEROMEDICAL, INC.) subject to change

|   |  |                                |
|---|--|--------------------------------|
| (1) Name                                      | ZEROMEDICAL, INC.  |                                |
| (2) Location                                  | 3-9, Toranomom 4-chome, Minato-ku, Tokyo   |                                |
| (3) Job title and name of representative      | Representative Director, Seihiro Hara  |                                |
| (4) Description of business                   | Management consulting promoting SDGs and CSV management in healthcare, welfare, and nursing care.<br>Planning and management of media utilizing the internet, and related production services.<br>Providing information on healthcare, welfare, and nursing care through in-house media.<br>Creation of websites for sales support and promotion, and proposing, planning, and developing various tools. |                                |
| (5) Share capital                             | 10 million yen   |                                |
| (6) Date of establishment                     | September 12, 2005   |                                |
| (7) Major shareholders and ownership ratios   | Remixpoint, Inc. 100%  |                                |
| (8) Relationship between the Company and said | Capital relationship   | There are no applicable items. |

|  |                        |                                |                |
|--|------------------------|--------------------------------|----------------|
| company  | Personnel relationship | There are no applicable items. |                |
|  | Business relationship  | There are no applicable items. |                |
| (9) Operating results and financial positions of said company for the last three years |                        |                                |                |
| As of / Fiscal year ended  | May 31, 2022           | May 31, 2023                   | March 31, 2024 |
| Net assets   | 70                     | 109                            | 30             |
| Total assets   | 721                    | 836                            | 711            |
| Net assets per share (Yen)   | 88,132.62              | 136,695.84                     | 38,690.53      |
| Net sales  | 1,103                  | 1,196                          | 889            |
| Operating profit   | 32                     | 64                             | △92            |
| Ordinary profit  | 33                     | 63                             | 3              |
| Net Income   | 20                     | 38                             | △78            |
| Earnings per share (Yen)   | 25,402.52              | 48,563.21                      | △98,004.56     |
| Dividend per share (Yen)   | —                      | —                              | —              |

(Millions of yen, unless otherwise noted)

Note: The fiscal year for 2024 March covers a 10-month period from June 1, 2023, to March 31, 2024, due to a fiscal period change.

#### 4. Overview of the counterparty to the acquisition of shares

|  |  |                                |
|--|--|--------------------------------|
| (1) Name                                       | Remixpoint, Inc.   |                                |
| (2) Location                                   | Sumitomo Shin Toranomom Building, 4-3-9 Toranomom, Minato-ku, Tokyo 105-0001, Japan      |                                |
| (3) Job title and name of representative       | Yoshihiko Takahashi, President, CEO and Representative Director                          |                                |
| (4) Description of business                    | Energy business<br>Resilience business<br>Medical business                               |                                |
| (5) Share capital                              | 10 million yen   |                                |
| (6) Date of establishment                      | March 2004   |                                |
| (7) Net assets (Consolidated)                  | 17,969 million yen   |                                |
| (8) Total assets (Consolidated)                | 19,714 million yen   |                                |
| (9) Major shareholders and ownership ratios    | Rakuten Securities: 5.04%<br>SBI Holdings: 4.75%<br>Revive Investment Partnership: 2.29% |                                |
| (10) Relationship between the Company and said | Capital relationship   | There are no applicable items. |

|         |                            |                                |
|---------|----------------------------|--------------------------------|
| company | Personnel relationship     | There are no applicable items. |
|         | Business relationship      | There are no applicable items. |
|         | Related party relationship | There are no applicable items. |

#### 5. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

|     |   |   |
|-----|---|---|
| (1) | Number of shares held before the change | 0 shares<br>(Number of voting rights: 0, Voting rights ratio: 0%)       |
| (2) | Number of shares to be acquired         | 800 shares<br>(Number of voting right: 800)                             |
| (3) | Acquisition costs                       | Common shares of ZEROMEDICAL, INC. -700,000 thousand yen                |
| (4) | Number of shares held after the change  | 800 shares<br>(Number of voting rights: 800, Voting rights ratio: 100%) |

#### 6. Schedule for the Acquisition

|     |   |                          |
|-----|---|--------------------------|
| (1) | Date of resolution at the meeting of the Board of Directors | April 25, 2025           |
| (2) | Date of conclusion of the agreement                         | April 25, 2025           |
| (3) | Date of commencement of share transfer                      | May 30, 2025 (scheduled) |

#### 7. Future Outlook

The impact of this share acquisition on EUCALIA' s consolidated performance for this fiscal year is minimal.

End