



[Translation]

November 12, 2024

Company Name	Sapporo Holdings Limited
Representative	Masaki Oga President and Representative Director
Stock Code	2501
Listed on	Tokyo Stock Exchange (Prime Market) Sapporo Securities Exchange
Inquiries	Yosuke Nakamura Director of Corporate Planning Department Tel: 81-3-5423-7407

Notice of Absorption-Type Merger (Simplified, Short-form Merger) of Wholly-Owned Subsidiary

Sapporo Holdings Limited (the "Company") hereby announces that it resolved, at a meeting of its Board of Directors held today, to absorb a consolidated subsidiary, Sapporo Group Management Ltd., effective January 1, 2025.

As the Merger constitutes an absorption-type merger of a wholly-owned subsidiary, disclosure of certain items and details has been omitted.

1. Purpose of the Merger

Sapporo Group Management Ltd., which was established in 2007 as a wholly-owned subsidiary to improve the operational efficiency and rationalization of the Group, has served as a functional subsidiary engaged in shared services of the Group. Following a transfer of operations, the Company will absorb Sapporo Group Management Ltd. to streamline management.

2. Summary of the Merger

(1) Merger Schedule

Date of resolution at the meeting of the Board of Directors	November 12, 2024
Date of conclusion of agreement	November 12, 2024
Effective date of merger	January 1, 2025 (scheduled)

Note: The merger will be carried out without seeking any approval by a general meeting of shareholders at either of the parties, as it constitutes a simplified merger provided in Article 796, Paragraph 2 of the Companies Act for the Company, as the surviving company, and a short-form merger provided in Article 784, Paragraph 1 of the Companies Act for Sapporo Group Management Ltd., as the absorbed company.

(2) Merger Method

The merger will be an absorption-type merger with the Company as the surviving company, and Sapporo Group Management Ltd. will be dissolved.

(3) Details of Share Allotment in Relation to the Merger

As the Company owns all of the outstanding shares in Sapporo Group Management Ltd., there will be no exchange or allotment of shares or any other consideration on the occasion of the merger.

(4) Procedures Relating to Share Subscription Rights and Corporate Bonds with Share Subscription Rights of the Absorbed Company

Not applicable.

3. Overview of the Parties to the Merger

	Surviving Company	Absorbed Company
(1) Company Name	Sapporo Holdings Limited	Sapporo Group Management Ltd.
(2) Location	4-20-1 Ebisu, Shibuya-ku, Tokyo	4-20-1 Ebisu, Shibuya-ku, Tokyo
(3) Representative	Masaki Oga, President and Representative Director	Kei Wada, President and Representative Director

(4) Business Description	Holding company	Company entrusted with administrative duties of Sapporo Holdings Limited and its affiliate companies	
(5) Share Capital	53,887 million yen	25 million yen	
(6) Date of Establishment	September 1, 1949	October 2, 2007	
(7) Total Number of Shares Outstanding	78,794,298 shares	1,110 shares	
(8) End of Fiscal Year	December 31	December 31	
(9) Major Shareholders and Shareholding Ratio (As of June 30, 2024) (Note) Shareholding ratio is calculated by excluding treasury stock.	The Master Trust Bank of Japan, Ltd. (Trust Account) 15.02% STATE STREET BANK AND TRUST COMPANY 505018 7.27% Custody Bank of Japan, Ltd. (Trust Account) 4.72% Custody Bank of Japan, Ltd. Retirement Benefit Trust (Mizuho Bank Account) 31.3% 3D OPPORTUNITY MASTER FUND 3.08%	Sapporo Holdings Limited 100%	
(10) Operating Results and Financial Condition for the Most Recent Fiscal Year			
Sapporo Holdings Limited (Consolidated/IFRS)		Sapporo Group Management Ltd. (Non-consolidated/Japanese GAAP)	
Fiscal Year	Year ended December 31, 2023	Fiscal Year	Year ended December 31, 2023
Equity attributable to owners of parent	182,315 million yen	Net assets	1,856 million yen
Total assets	663,573 million yen	Total assets	4,813 million yen
Equity attributable to owners of parent per share	2340.41 yen	Net assets per share	1,672,098.77 yen
Revenue	518,632 million yen	Net sales	5,100 million yen
Operating profit	11,820 million yen	Operating profit	8 million yen
Net profit before tax	12,144 yen	Ordinary profit	47 million yen
Profit attributable to owners of parent	8,724 million yen	Net profit	-3 million yen
Basic earnings per share	111.99 yen	Net profit per share	-2,863.83 yen

4. Status of the Company after the Merger

There will be no change to the name, business description, address, name of representative, share capital or fiscal year-end of the Company due to the merger.

5. Future Outlook

The impact of the merger on the consolidated financial results of the Group will be minimal. If any matters arise that should be announced in the future, we will disclose them promptly.

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