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To whom it may concern

November 17, 2025

Company Name: Y.A.C. Holdings Co., Ltd.
Representative: Takefumi Momose,
Chairman and President
(Code No. 6298
Tokyo Stock Exchange Prime)
Inquiries: Osamu Hatakeyama,
Director and General Manager
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Notice Regarding Absorption-Type Merger of Our Subsidiary by Our Sub-Subsidiary

At the Board of Directors meeting held on November 17, 2025, Y.A.C. Holdings Co., Ltd.(hereafter, YAC Holdings) resolved to implement an absorption-type merger (hereinafter, the "Merger") between TT Holdings, Inc. (hereinafter, "TT"), a consolidated subsidiary, and TechnoOptis Co., Ltd. (hereinafter, "Techno"), a sub-subsidiary, with Techno as the surviving company and TT as the dissolving company.

As the Merger involves wholly owned consolidated subsidiaries of YAC Holdings, certain disclosure items and details have been omitted.

1. Purpose of the Merger

TT is a holding company that owns 100% of the shares of Techno. Following our acquisition of 67% of TT's shares on January 31, 2025, (and the remaining 33% on July 31, 2025), TT became our consolidated subsidiary and Techno our sub-subsidiary. The purpose of the Merger is to dissolve TT and establish a direct ownership structure whereby YAC Holdings holds all shares of Techno, thereby streamlining group governance and enhancing management efficiency.

2. Summary of the Merger

(1) Merger Schedule

Resolution by the Board of Directors (YAC Holdings)	November 17, 2025
Resolution by the Boards of Directors (the Merging Companies)	November 17, 2025
Resolution by the Shareholders' Meetings (the Merging Companies)	November 17, 2025
Date of Merger Agreement Execution	November 17, 2025
Scheduled Date of Merger (Effective Date)	January 1, 2026

(2) Merger Method

The merger will be conducted as an absorption-type merger, in which Techno will be the surviving company, and TT will be the absorbed company. As a result, TT will be dissolved.

(3) Share Allocation Related to the Merger

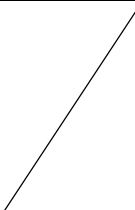
As consideration for the absorption-type merger, Techno will allocate and deliver three shares of its common stock, which will be succeeded from TT, for each share of TT's common stock held by our company, the sole shareholder of TT as recorded or registered in TT's final shareholder register on the day immediately preceding the effective date of the merger.

It should be noted that this merger will not result in the issuance of new shares by Techno, nor will it cause any increase in its capital or capital reserves.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights of the Dissolving Company

There are no applicable matters.

3. Overview of the Companies to the Merger (as of September 30, 2025)

		Surviving Company			Dissolving Company		
(1)	Corporate Name	TechnoOptis Co., Ltd.			TT Holdings, Inc.		
(2)	Location	75-1 Hasunuma-cho, Itabashi-ku, Tokyo			3-11-10 Musashino, Akishima-shi. Tokyo (within YAC Holdings)		
(3)	Representative	Akira Oide, President & CEO			Takefumi Momose, Representative Director		
(4)	Business Description	Development, manufacturing, sales, and service of optical measurement equipment			Ownership and management of Techno		
(5)	Capital	JPY 55 million			JPY 1 million		
(6)	Establishment	October 8, 1982			February 20, 2024		
(7)	Issued Shares	300 shares			100 shares		
(8)	Fiscal Year End	March 31			September 30		
(9)	Major Shareholder Shareholding Ratios	TT Holdings, Inc. 100%			Y.A.C. Holdings Co., Ltd. 100%		
(10)	Operating Results and Financial Condition for the Most Recent Three Years						
	Fiscal Year End	TechnoOptis Co., Ltd.				TT Holdings, Inc.	
		FY2023 March	FY2024 March	FY2025 March		FY2024 September	FY2025 September
	Net Assets	1,192,452	1,144,292	1,214,320		677,488	672,178
	Total Assets	1,644,405	1,595,557	1,647,170		(19,361)	(22,856)
	Net Assets per Share (JPY)	3,974,842	3,814,307	4,047,735		(193,612)	(228,565)

4. Post-Merger Status

There will be no changes to the trade name, location, representative's title and name, business activities, capital, or fiscal year of Techno, the surviving company following the merger.

		Surviving Company
(1)	Corporate Name	TechnoOptis Co., Ltd.
(2)	Location	75-1 Hasunuma-cho, Itabashi-ku, Tokyo
(3)	Representative	Akira Oide, President & CEO
(4)	Business Description	Development, manufacturing, sales, and service of optical measurement equipment
(5)	Capital	JPY 55 million
(6)	Fiscal Year End	March 31

5. Outlook

This merger involves a consolidated subsidiary and a sub-subsubsidiary, and its impact on the Company's consolidated financial results is expected to be minimal.

(Reference) Consolidated Earnings Forecast for the Current Fiscal Year (Announced on May 14, 2025) and Actual Results for the Previous Fiscal Year (Amount: JPY million)

	Consolidated Net Sales	Consolidated Operating Profit	Consolidated Ordinary Profit	Net Income Attributable to Owners of the Parent
FY2026 Forecast	30,000	2,000	1,800	1,200
FY2025 Actual	23,041	1,354	1,124	559