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January 30, 2025

Company Name Restar Corporation  
(Code: 3156 Tokyo Stock  
Exchange Prime Market)  
Representative Tomoharu Asaka,  
Representative Director  
Vice President  
Contact Information: Atsuki Ishida,  
Corporate Officer  
(Tel.: +81-3-3458-4618)

Notice Concerning Absorption-type Merger (Simplified Merger/Short-form Merger) of Wholly Owned Subsidiary

Restar Corporation (the “Company”) hereby announces that at a meeting of the Board of Directors held today, it resolved to carry out an absorption-type merger (the “merger”) with Vitec Green Energy Co., Ltd. (“VGEN”), a wholly owned subsidiary of the Company, effective April 1, 2025.

As the merger is a simplified absorption-type merger involving a wholly owned subsidiary, certain disclosures and details have been omitted.

Details

1. Purpose of the Merger

The Company has decided to conduct an absorption-type merger because of the current status of VGEN as a dormant company.

2. Summary of the Merger

(1) Schedule of the Merger

Resolution by the Board of Directors to conclude an absorption-type merger agreement	January 30, 2025
Conclusion of absorption-type merger agreement	January 30, 2025
Effective date of absorption-type merger	April 1, 2025 (scheduled)

(Note) Since the merger is classed as a simplified merger as provided for in Article 796, paragraph (2) of the Companies Act, and is classed as a short-form merger as provided for in Article 784, paragraph (1) of the same for VGEN, neither the surviving company nor the disappearing company will hold a General Meeting of Shareholders to approve the merger agreement.

(2) Method of the Merger

VGEN will be dissolved in an absorption-type merger, with the Company as the surviving company.

(3) Details of Allotment Related to the Merger

There will be no issuance of shares or other allotment of money, etc., as a result of the merger.

(4) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights of the Disappearing Company

Not applicable.

### 3. Overview of the Companies Involved in the Merger

	Surviving company	Disappearing company																				
(1) Name	Restar Corporation	Vitec Green Energy Co., Ltd.																				
(2) Location	2-10-9 Konan, Minato-ku, Tokyo	2-10-9 Konan, Minato-ku, Tokyo																				
(3) Name and job title of representative	Tomoharu Asaka, Representative Director Vice President	Susumu Nishima, President and Representative Director																				
(4) Description of business	<ul style="list-style-type: none"> <li>● Sales and technical support of semiconductors and electronic components, LSI design and development, contracted reliability testing services</li> <li>● Solutions, design, construction, and maintenance engineering for video, audio, communications, and measurement</li> <li>● Operation and management for the introduction and diffusion of renewable energy through solar power generation</li> </ul>	Environmental energy business and power generation business																				
(5) Share capital	JPY4,383 million	JPY10 million																				
(6) Date of establishment	October 1, 2009	May 1, 2015																				
(7) Number of issued shares	30,072,643 shares	10,000 shares																				
(8) Fiscal year end	March	March																				
(9) Major shareholder and its ownership ratio (as of March 31, 2024)	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">KMF Corporation</td> <td style="width: 20%; text-align: right;">20.04%</td> </tr> <tr> <td>S-GRANT CO., LTD.</td> <td style="text-align: right;">9.63%</td> </tr> <tr> <td>The Master Trust Bank of Japan, Ltd. (trust account)</td> <td style="text-align: right;">7.44%</td> </tr> <tr> <td>Retirement Benefit Trust (Sony Group 003) of Mizuho Trust &amp; Banking Co., Ltd. Retrustee: Custody Bank of Japan, Ltd.</td> <td style="text-align: right;">7.43%</td> </tr> <tr> <td>MUFG Bank, Ltd.</td> <td style="text-align: right;">2.72%</td> </tr> <tr> <td>Retirement Benefit Trust (Sony Group 008) of Mizuho Trust &amp; Banking Co., Ltd. Retrustee: Custody Bank of Japan, Ltd.</td> <td style="text-align: right;">2.38%</td> </tr> <tr> <td>CITY INDEX ELEVENTH CO.,Ltd.</td> <td style="text-align: right;">2.34%</td> </tr> <tr> <td>Mizuho Bank, Ltd.</td> <td style="text-align: right;">2.30%</td> </tr> <tr> <td>Restar Holdings Employee Stock Ownership Association</td> <td style="text-align: right;">2.18%</td> </tr> <tr> <td>Custody Bank of Japan, Ltd. (trust account)</td> <td style="text-align: right;">1.94%</td> </tr> </table>	KMF Corporation	20.04%	S-GRANT CO., LTD.	9.63%	The Master Trust Bank of Japan, Ltd. (trust account)	7.44%	Retirement Benefit Trust (Sony Group 003) of Mizuho Trust & Banking Co., Ltd. Retrustee: Custody Bank of Japan, Ltd.	7.43%	MUFG Bank, Ltd.	2.72%	Retirement Benefit Trust (Sony Group 008) of Mizuho Trust & Banking Co., Ltd. Retrustee: Custody Bank of Japan, Ltd.	2.38%	CITY INDEX ELEVENTH CO.,Ltd.	2.34%	Mizuho Bank, Ltd.	2.30%	Restar Holdings Employee Stock Ownership Association	2.18%	Custody Bank of Japan, Ltd. (trust account)	1.94%	Restar Corporation 100%
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(10) Financial position and operating results for the most recent fiscal year																						
Fiscal year end	March 31, 2024 (consolidated)	March 31, 2024 (non-consolidated)																				
Net assets	JPY91,024 million	JPY695 million																				
Total assets	JPY291,704 million	JPY696 million																				
Net assets per share (Yen)	2,800.38 yen	69,572.89 yen																				
Net sales	JPY512,484 million	JPY0 million																				
Operating profit	JPY15,931 million	JPY0 million																				
Ordinary profit	JPY9,690 million	JPY0 million																				
Profit attributable to owners of parent	JPY7,004 million	JPY0 million																				
Basic earnings per share (Yen)	232.95 yen	14.54 yen																				

### 4. Status after the Merger

There will be no change in the name, location, job title and name of representative, business, share capital, or fiscal year end of the Company as a result of the merger.

### 5. Future Outlook

Since the merger is a merger with a wholly owned subsidiary, the impact of the merger on the Company's consolidated financial results will be negligible.