



September 30, 2026

Company name: FIDEA Holdings Co. Ltd.
Representative: Masahiro Niino,
Representative Director and President
(Securities code: 8713; Tokyo Stock Exchange, Prime Market)
Inquiries: Tadahiko Onoyama,
Senior Managing Executive Officer & CFO
(Telephone: +81-22-290-8800)

Notice Concerning Signing of Merger Agreement Between The Shonai Bank and The Hokuto Bank, Wholly Owned Subsidiaries of FIDEA Holdings Co. Ltd.

FIDEA Holdings Co., Ltd. (the “Company”) announced matters pertaining to the merger (the “Merger”) of its wholly-owned subsidiaries, namely, The Shonai Bank, Ltd. (“Shonai Bank”) and The Hokuto Bank, Ltd. (“Hokuto Bank”; Shonai Bank and Hokuto Bank are hereinafter collectively referred to as “Both Banks”), in its “Notice Concerning Merger of The Shonai Bank, Ltd. and The Hokuto Bank, Ltd., wholly owned subsidiaries of FIDEA Holdings Co. Ltd., and Trade Name Change” dated November 8, 2024.

The Company hereby announces that Both Banks signed a merger agreement today as follows, subject to obtaining necessary approvals and permits from the relevant authorities.

As this is a merger between the Company’s wholly owned subsidiaries, some disclosure items and other information are omitted.

1. Purpose of the Merger

The new bank will make full use of its expanded scale and its enhanced operational foundation following the merger, and as a region-wide bank with business spanning Yamagata and Akita Prefectures, further refine its strengths in broad geographic reach and specialized expertise, in order to further contribute to the economic revitalization of both prefectures by supporting the businesses that underpin the regional economy. In addition, by providing robust support for regional revitalization measures, including those for renewable energy and tourism that are strengths of both prefectures, the new bank aims to actively engage in initiatives for industrial development and regional revitalization in both prefectures and grow together with local communities and customers.

2. Overview of the Merger

(1) Schedule of the merger

Merger agreement date: September 30, 2026

General meeting of shareholders (of the merging companies) to approve the merger: September 30, 2026

Effective date of the merger: January 1, 2027 (planned)

- * The merger is planned to be carried out subject to obtaining necessary approvals and permits from relevant authorities.
- * In the course of the merger procedures and preparations for system integration being carried out, the schedule, procedures, conditions, and other matters may be changed following consultations if there are material grounds or other circumstances that would hinder the execution of the merger.

(2) Method of the Merger

The merger will be an absorption-type merger in which Shonai Bank is the surviving company and Hokuto Bank is the disappearing company.

- * An absorption-type merger is a statutory form of merger that allows all of the assets, liabilities, rights, obligations, etc. to be succeeded by the surviving company of the merger.

(3) Details of allotment concerning the Merger

As Both Banks are the Company's wholly owned subsidiaries and the Company holds all of the issued shares of Both Banks, Shonai Bank will provide no shares or other money, etc. upon the Merger as payment of consideration for the Merger to the Company, which is the shareholder of Hokuto Bank.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights associated with the Merger
Not applicable.

(5) Overview of the companies that will merge (as of March 31, 2026)

(i) Name	The Shonai Bank, Ltd.	The Hokuto Bank, Ltd.
(ii) Location	1-4-21 Honcho, Yamagata City, Yamagata Prefecture	3-1-41 Nakadori, Akita City, Akita Prefecture
(iii) Representative	Takashi Sato, President and Director Hiroyuki Yamashina, Director and Senior Managing Executive Officer	
(iv) Description of business	Banking	Banking
(v) Capital	¥8.5 billion	¥12.5 billion
(vi) Date of establishment	December 1, 1878	May 3, 1895
(vii) Number of issued shares	121,321,649 shares of Common stock	282,339,276 shares of Common stock
(viii) Fiscal year-end	March 31	March 31
(ix) Number of employees	500	486
(x) Major shareholders and shareholding ratio	FIDEA Holdings Co. Ltd. 100%	FIDEA Holdings Co. Ltd. 100%

Financial position and operating results for the immediately preceding fiscal year (ended March 31, 2026) (non-consolidated basis)

(i) Net assets	¥59.1 billion	¥28.9 billion
(ii) Total assets	¥1,445.0 billion	¥1, 473.9 billion
(iii) Net assets per share	¥487.62	¥102.70
(iv) Balance of deposits, etc.	¥1,317.0 billion	¥1, 361.0 billion
(v) Balance of loans and bills discounted	¥1,003.1 billion	¥982.9 billion
(vi) Ordinary income	¥28,520 million	¥22,541 million
(vii) Ordinary profit	¥3,982 million	¥714 million
(viii) Net income	¥2,958 million	¥512 million
(ix) Net income per share	¥24.38	¥1.81

(6) Post-merger information

Trade name	The FIDEA Bank Ltd.
Location of headquarters	1-4-21 Honcho, Yamagata City, Yamagata Prefecture (currently the location of the Yamagata Sales Department of Shonai Bank)
Titles/names of representatives	President and Director Takashi Sato
	Director and Senior Managing Executive Officer Hiroyuki Yamashina
Description of business	Banking
Capital	¥8.5 billion
Fiscal year-end	March 31
Bank code	0121 (currently the bank code of Shonai Bank)

(7) Future outlook

This matter has no effect on the Company's previously announced forecast of financial results for the fiscal year ending March 31, 2027.

【Inquiries about this notice from the press】

Investor Relations Department, Public Relations: Telephone: +81-22-290-8800

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.