

## Informational Materials for the 56th Ordinary General Meeting of Shareholders

(The matters subject to measures for electronic provision that have not been stated in the paper-based documents for shareholders who have requested the delivery of paper-based documents pursuant to laws and regulations or the Articles of Incorporation)

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**56th business term (From May 1, 2024 to April 30, 2025)**

AIN HOLDINGS INC.

The paper-based documents being sent to shareholders who have requested the delivery of paper-based documents do not include the aforementioned matters in accordance with the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation.

It should be noted that for this General Meeting of Shareholders, all shareholders will be sent a paper-based document that states everything other than the aforementioned matters that have been excluded from the matters subject to measures for electronic provision, regardless of whether or not a request for the delivery of paper-based documents has been made.

**Main business activities (As of April 30, 2025)**

## (i) Dispensing pharmacy business segment

Insurance pharmacy business that dispenses prescription drugs to patients with prescriptions issued by a medical facility

## (ii) Retail business segment

The cosmetic store business that sells drugs, cosmetics, and other products to general consumers, and the interior furnishing shop business that plans, manufactures, and sells furniture and homeware products, etc.

**Main offices (As of April 30, 2025)**

Company's headquarters 5-2-4-30, Higashisapporo, Shiroishi-ku, Sapporo

Company's Tokyo Office 2-1-5, Yoyogi, Shibuya-ku, Tokyo

Note that the status of distribution of Group stores (regions and number of stores) is as shown below.

By region	Dispensing Pharmacy Business	Retail Business
Hokkaido	116	23
Aomori	12	4
Iwate	17	1
Miyagi	47	4
Akita	11	1
Yamagata	40	1
Fukushima	34	1
Ibaraki	66	2
Tochigi	10	5
Gunma	17	2
Saitama	82	18
Chiba	37	11
Tokyo	109	49
Kanagawa	49	23
Niigata	80	1
Toyama	21	2
Ishikawa	5	2
Fukui	4	–
Yamanashi	3	1
Nagano	56	1
Gifu	7	3
Shizuoka	49	4
Aichi	31	15
Mie	6	2
Shiga	2	3
Kyoto	34	4
Osaka	69	17
Hyogo	25	10
Nara	5	3
Wakayama	3	1
Tottori	11	–
Shimane	18	–
Okayama	18	2
Hiroshima	47	6

By region	Dispensing Pharmacy Business	Retail Business
Yamaguchi	4	–
Tokushima	7	–
Kagawa	32	2
Ehime	9	1
Kochi	10	–
Fukuoka	21	12
Saga	14	2
Nagasaki	6	1
Kumamoto	5	3
Oita	19	2
Miyazaki	3	1
Kagoshima	2	4
Okinawa	17	2
Domestic Total	1,290	252
Asia (Hong Kong)	–	8
Overseas Total	–	8
Grand Total	1,290	260

### Status of employees (As of April 30, 2025)

#### (i) Status of employees of Company Group

Segment by business type	Number of employees	Change from end of previous fiscal year
Dispensing Pharmacy Business	11,119 [1,188]	679 [21]
Retail Business	1,231 [2,048]	649 [974]
Companywide (Shared)	659 [122]	207 [41]
Total	13,009 [3,358]	1,535 [1,036]

Note: The number of employees denotes regular employees. Part-time and temporary employees are indicated in square brackets as the average number of said personnel for the full year and are not included in the number of employees.

#### (ii) Status of Company employees

Number of employees	Change from end of previous fiscal year	Average age	Average years of continuous service
169 [56]	7 [8]	43.8	11.3

Note: The number of employees denotes regular employees. Part-time and temporary employees are indicated in square brackets as the average number of said personnel for the full year and are not included in the number of employees.

### Status of main lenders (As of April 30, 2025)

Lender	Loan amount
The Hokkaido Bank, Ltd.	¥8,522 million
North Pacific Bank, Ltd.	¥8,205 million

### Other material matters regarding the current status of the Company Group

On May 28, 2025, the Company executed a share transfer agreement for the acquisition of all shares of NSSK-WW Co., Ltd. and its conversion into a subsidiary, making the Sakura Pharmacy Group a subsidiary.

Please refer to the notes on significant subsequent events in the notes to consolidated financial statements and the notes to non-consolidated financial statements for further details.

## Status of accounting auditor

(i) Name Ernst & Young ShinNihon LLC

(ii) Amount of remuneration

	Amount paid
Amount of remuneration for the accounting auditor for the fiscal year under review	¥61 million
Total amount of cash and other property benefits that should be paid by the Company and its subsidiaries to the accounting auditor	¥79 million

Notes: 1. In audit agreements between the Company and the accounting auditor, amounts of audit remuneration for audits based on the Companies Act and audits based on the Financial Instruments and Exchange Act are not clearly categorized, nor can they be essentially categorized. As such, the total amount of said remuneration is stated in the amount of remuneration for the accounting auditor for the fiscal year under review.

2. After performing necessary verification to determine whether the content of the audit plans of the accounting auditor, the status of the execution of accounting audit duties, the basis of calculation for remuneration estimates, etc. are appropriate, the Board of Corporate Auditors granted consent under Article 399, paragraph (1) of the Companies Act with respect to the remuneration amount for the accounting auditor.

(iii) Description of non-auditing services

The Company has paid remuneration to Ernst & Young ShinNihon LLC for its support related to human rights due diligence.

(iv) Decision policy for dismissal or non-reappointment of accounting auditor

In cases where the accounting auditor is found to apply to matters stipulated under each item of Article 340, paragraph (1) of the Companies Act, the Board of Corporate Auditors will dismiss the accounting auditor based on the consent of all Corporate Auditors.

Also, in addition to the above cases, in cases where the proper performance of audits is found to be difficult due to the occurrence of the likes of events that compromise the suitability and/or independence of the accounting auditor, the Board of Corporate Auditors will decide on the content of an agenda to submit to the General Meeting of Shareholders regarding the dismissal or non-reappointment of the accounting auditor.

## System for ensuring the appropriateness of business and the status of operation of said system

An overview of the nature of decisions and status of operation with respect to the system for ensuring that the performance of duties by Directors complies with relevant laws, regulations, and the Articles of Incorporation, as well as other systems for ensuring the appropriateness of the business of the Company is as follows.

(i) System for ensuring that the performance of duties by Directors and employees complies with relevant laws, regulations, and the Articles of Incorporation

- The Board of Directors, pursuant to the provisions of the relevant laws, regulations, the Articles of Incorporation, and the Rules of the Board of Directors, makes decisions on important matters relating to business execution and supervises the execution of duties by Directors.

- In order to maintain and enhance the Directors' supervisory function over the execution of duties, the Group separates the execution and supervisory functions by adopting the executive officer system and continuously appoints outside Directors, considering their independence.
  - The officers and the employees of the Group (hereinafter referred to as the "Officers and Employees"), in accordance with the Group's Code of Conduct, strive for corporate activities with common sense and ethics, always recognizing that they are engaged in the business of people's health as well as complying with the relevant laws, regulations, the Articles of Incorporation and other rules.
  - For the purpose of executing the duties of the Group in accordance with the relevant laws, regulations, the Articles of Incorporation, and the Group's internal rules and enhancing compliance therewith, the Company has created the Compliance Committee to manage compliance throughout the Group.
  - The Group has developed the Compliance Hotline, which enables direct notification to outside contractors, in order to detect and correct violations of the relevant laws and regulations and other compliance-related problems as early as possible.
  - Based on the "Anti-insider Trading Rules," the Group conducts thorough management on undisclosed material facts, makes appropriate efforts to disclose information in a timely and appropriate manner, and develops a system to prevent insider trading.
  - Corporate Auditors, as an independent organization, audit the execution of duties by Directors, including the construction and operational status of the internal control system.
  - The Internal Audit Office, from a viewpoint independent from the business execution organizations, conducts audits on the status of compliance by the Officers and Employees of the Group with the relevant laws, regulations, the Article of Incorporation and other rules.
  - The Group has declared in the Group's Code of Conduct that it has no relationship with any anti-social forces and developed the "Rules for Dealing with Anti-social Forces," and strives as a whole organization to block involvement with anti-social forces in cooperation with the police, corporate lawyers, etc.
- (ii) Systems related to the retention and management of information relating to the performance of duties by Directors
- The Company, in accordance with the "Document Handling Rules," has systems in place to retain and manage information relating to the performance of duties by Directors appropriately by recording such information in writing or in electromagnetic media in a manner that is accessible by Directors and Corporate Auditors as required.
- (iii) Rules and other systems related to management of the risk of loss
- The Company has formulated the "Risk Management Rules" and the "Risk Management Guidelines," both of which stipulate risk management for the entire Group, and designates the departments in charge for each risk category and manages the risks for the entire Group exhaustively and comprehensively.

- The Company has created the Risk Management Office as a section that supervises the risk management status of all Group companies, and manages issues and countermeasures relating to the promotion of Group-wide risk management.
- The Internal Audit Office conducts field audits to inspect compliance by and effectiveness of the risk management system of the Group.
- The Company has formulated the Group's "Business Continuity Plan (BCP)" in order to ensure the continuity of the businesses of the Group in the event of a crisis, and ensures that all Officers and Employees of the Group are fully aware of it.

(iv) System for ensuring efficient execution of duties by Directors

- Each Director of the Group executes one's allocated area of duties at one's own responsibility pursuant to the "Rules for Segregation of Duties." The Internal Audit Office and the Board of Corporate Auditors form a system to check whether Directors follow the above appropriately.
- The Company develops the management plans of the Group, and, for the purpose of giving shape to such plans, sets management targets and allocates budget for the entire Group for each fiscal year.

(v) Systems to ensure the appropriateness of business in the Group and systems for reporting the Company on matters concerning the execution of the duties by subsidiary Directors

- In order to ensure the appropriateness of business activities as a corporate group, the Company applies the "Rules for Management of Affiliated Companies" to each of its subsidiaries, obliging them to give periodic reports on their important management matters requiring careful decision-making (including facts of occurrence).
- The Company holds regular Group management meetings attended by Directors of the Company and its subsidiaries and obliges subsidiaries to report any significant events at such meetings.

(vi) Matters concerning employees if Corporate Auditors have requested that those employees be appointed to assist with their duties

- In the event that Corporate Auditors request to appoint employees who assist them in their duties, the Company appoints appropriate employees as assistants to them after consultation with those Corporate Auditors.

(vii) Matters concerning the independence of employees described in the preceding clause from Directors and matters concerning the ensuring of the effectiveness of instructions given to employees who should assist with the duties of Corporate Auditors

- In order to ensure the independence of employees described in the preceding clause from Directors, the Company informs Corporate Auditors of personnel changes or evaluations of such employees in advance and requests their opinions.
- The Company has specified in the “Corporate Audit Standards” the authority to give directions and instructions to employees who assist Corporate Auditors.

(viii) The following systems and other systems relating to reporting to the Company’s Corporate Auditors

- System to require the Company’s Directors and employees to give reports to Corporate Auditors

In the event that Directors detect any facts that are likely to cause significant damage to the Company in the course of business execution, they report the matters relating to such facts to the Corporate Auditors.

The Internal Audit Office reports the execution of its business to the Corporate Auditors on a regular basis.

The Corporate Auditors request reports from Corporate Auditors or employees if deemed necessary to fulfill their duties.

- System to report to the Corporate Auditors from the Directors, Corporate Auditors and employees of subsidiaries or from persons who received reports from such Directors, Corporate Auditors and employees

The Officers and Employees of the Group give appropriate reports promptly when they are requested by the Corporate Auditors of the Company to report on the matters concerning the execution of their duties.

In the event that Officers and Employees of the Group detect any facts that are likely to cause significant damage to the Company in the course of business execution, they report the matters relating to such facts to the Corporate Auditors.

The Internal Audit Office reports the execution of its business to the Corporate Auditors on a regular basis.

The Risk Management Office, which is in charge of the whistle-blowing system, reports the status of whistle-blowing from the Officers and Employees of the Group to the Corporate Auditors of the Company on a regular basis.

(ix) System to ensure that persons who have conducted the whistle-blowing set forth in the preceding clause will not be treated unfavorably on the basis of such whistle-blowing

- The Company prohibits treating Officers and Employees of the Group who conducted whistle-blowing to the Corporate Auditors of the Group unfavorably on the grounds of such whistle-blowing and ensures that all Officers and Employees of the Group are fully aware of it.

(x) Matters concerning the policy for expenses and debts arising from the execution of duties by the Corporate Auditors

- In the event that Corporate Auditors request that an advance payment of expenses or a settlement of debts be made in connection with the execution of their duties, the Company promptly settles such expenses and debts in accordance with the “Corporate Audit Standards.”

In the event that the Board of Corporate Auditors requests outside experts, such as attorneys and certified public accountants, to fulfill the duties of Corporate Auditors, the Company bears the cost thereof.

The Board of Corporate Auditors budgets in advance for expenses deemed necessary to fulfill their duties.

(xi) Other systems to ensure effective audits by Corporate Auditors

- The Corporate Auditors may request to work with attorneys at law, certified public accountants or other external specialists if they deem it necessary for the execution of their duties.

(xii) Overview of status of operation of systems for ensuring the appropriateness of the business

A. Initiatives regarding compliance

The Company continuously conducts initiatives to comply with the relevant laws, regulations and the Articles of Incorporation by administering training on compliance to employees through internal training and meeting bodies.

Additionally, through the ongoing operation of its “Compliance Hotline,” which enables direct notification to outside contractors, the Company regularly makes reports to Corporate Auditors.

B. Initiatives regarding risk management

Based on its “Risk Management Rules” and the “Risk Management Guidelines,” the Company manages the risks for the entire Group exhaustively and comprehensively, and inspects the status of operation of those rules and guidelines through field audits by the Internal Audit Office.

C. Execution of duties of Directors

In the fiscal year under review, 14 meetings of the Board of Directors were held to provide supervision in order to ensure that the execution of the duties of Directors and employees complied with relevant laws, regulations and the Articles of Incorporation.

Additionally, the Board of Directors maintains its supervisory functions by continuously electing outside Directors.

#### D. Execution of duties of Corporate Auditors

In the fiscal year under review, 13 meetings of the Board of Corporate Auditors were held to audit the execution of the duties of Directors, including the construction and operational status of the internal control system.

Additionally, the Board of Corporate Auditors maintains the effectiveness of audits by verifying the status of execution of business by the Internal Audit Office and cooperating with certified public accountants and other outside experts.

### **Basic policy regarding control of the Company**

The Company recognizes that it has to address purchases (or proposed acquisitions) intended to acquire large quantities of shares by carefully examining and determining the impact of said purchase acts (or proposed acquisitions) on the corporate value of the Company and common interests of shareholders based on the business activities, plans and past investment activity, etc. of the relevant purchaser.

This does not mean that concrete threats pertaining to the purchase of large quantities of the Company's shares have arisen at this time. Moreover, the Company does not predetermine concrete initiatives for cases where such purchasers appear (so-called "countermeasures against acquisitions").

### **Policy regarding decision of dividends of surplus, etc.**

The Company considers the return of profits to shareholders as an important management issue. Its basic policy is to allocate profits proportionately to performance, and to maintain payments at stable levels. The Company's basic policy is to pay dividends of surplus once each year at the end of the fiscal year. The organs deciding dividends of surplus are the General Meeting of Shareholders for year-end dividends and the Board of Directors for interim dividends.

Internal reserves are held to strengthen the corporate structure and in preparation for new store openings and future development of the business. The Company will make effective use of these funds to generate profits to be returned to shareholders in the future. Additionally, the Company will adequately conduct acquisitions of treasury shares while taking into consideration its financial position, stock price trends and other factors in order to improve its capital efficiency and execute flexible capital policies that accommodate changes in its operating environment.

## Consolidated statements of changes in shareholders' equity (from May 1, 2024 to April 30, 2025)

(Million yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Beginning balance on May 1, 2024	21,894	20,131	95,257	(2,436)	134,847
Changes during the consolidated period					
Dividends of surplus			(2,826)		(2,826)
Profit attributable to owners of parent			9,261		9,261
Purchase of treasury shares				(0)	(0)
Disposal of treasury shares		(2)		439	436
Net changes in items other than shareholders' equity during the consolidated period					
Total changes during the consolidated period	-	(2)	6,435	438	6,870
Ending balance on April 30, 2025	21,894	20,128	101,692	(1,997)	141,717

	Accumulated other comprehensive income					Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Beginning balance on May 1, 2024	234	-	-	225	459	104	135,411
Changes during the consolidated period							
Dividends of surplus							(2,826)
Profit attributable to owners of parent							9,261
Purchase of treasury shares							(0)
Disposal of treasury shares							436
Net changes in items other than shareholders' equity during the consolidated period	63	189	(3)	93	343	7	350
Total changes during the consolidated period	63	189	(3)	93	343	7	7,220
Ending balance on April 30, 2025	298	189	(3)	318	802	111	142,632

## Notes to consolidated financial statements

### 1. Significant Matters as Basis for Preparing Consolidated Financial Statements

#### (1) Scope of consolidation

##### (i) Status of consolidated subsidiaries

- Number of consolidated subsidiaries: 32
- Names of consolidated subsidiaries: AIN PHARMACIEZ INC.  
DAICHIKU Co., Ltd.  
AIN CHUO INC.  
AIN SHINSHU INC.  
PHARMACY Co. Ltd.  
A&M Co., Ltd.  
WHOLESALE STARS Co., Ltd.  
MEDIWEL Corp.  
AYURA LABORATORIES Inc.  
Francfranc Corporation  
Plus 21 other dispensing pharmacy business companies and one retail business company

##### (ii) Status of unconsolidated subsidiaries

- Names of major unconsolidated subsidiaries: There are no major unconsolidated subsidiaries
- Reason for exclusion from scope of consolidation: Unconsolidated subsidiaries have been excluded from the scope of consolidation because they are of a small scale, have a minor impact on total assets, net sales, net profit or loss and retained earnings (the amount corresponding to the ownership interest), and are not of overall significance.

#### (2) Application of equity method

##### (i) Status of unconsolidated subsidiaries and associates accounted for using equity method

No applicable matters are present.

##### (ii) Status of unconsolidated subsidiaries and associates that are not accounted for using equity method

- Name of major company, etc.: There are no major unconsolidated subsidiaries and associates.
- Reason for the non-application of the equity method: Each company has been excluded from the application of the equity method because they are of a small scale, have a minor impact on consolidated net profit or loss and retained earnings (the amount corresponding to the ownership interest), and are not of overall significance.

##### (iii) Special matters concerning equity method application procedures

No applicable matters are present.

#### (3) Matters relating to changes in scope of consolidation and scope of equity method

##### (i) Changes in scope of consolidation

13 dispensing pharmacy business companies and two retail business companies that became consolidated subsidiaries through purchase of shares during the current consolidated fiscal year have been added to the scope of consolidation from the consolidated fiscal year under review.

In addition, 11 dispensing pharmacy business companies have been extinguished by mergers between subsidiaries, and have been excluded from the scope of consolidation.

(ii) Change in scope of equity method

No applicable matters are present.

(4) Fiscal year of consolidated subsidiaries

Among the consolidated subsidiaries, the balance sheet date for AIN PHARMACIEZ INC., MEDIWEL Corp., AYURA LABORATORIES Inc., Francfranc Corporation, and Francfranc HONGKONG LIMITED is April 30. In addition, two dispensing pharmacy business companies have a balance sheet date of the final day of February, one has a balance sheet date of June 30, one has a balance sheet date of December 31, and the balance sheet date of the other consolidated subsidiaries is March 31.

In the preparation of the consolidated financial statements, non-consolidated financial statements that are as of the balance sheet date or that have been provisionally prepared in accordance with regular balance sheet have been used; adjustments have been made as necessary for consolidation in relation to any significant transactions that occurred in the period until the consolidated balance sheet date.

(5) Accounting policies

(i) Valuation basis and methods for significant assets

A. Other securities

- Securities other than shares, etc., that do not have a market price Stated at fair value (valuation differences are booked directly in a separate component of net assets, and cost of securities sold is determined by the moving average method)
- Shares, etc., that do not have a market price Stated at cost determined by the moving average method

B. Valuation basis and methods for inventories

- Merchandise
  - Cosmetic store: Mainly stated at cost determined by the retail method (balance sheet values are calculated using the book value write-down method based on decreased profitability)
  - Interior furnishing shop: Mainly stated at cost determined by the moving-average method (balance sheet values are calculated using the book value write-down method based on decreased profitability)
- Dispensing medicine Mainly stated at cost determined by the weighted-average method (balance sheet values are calculated using the book value write-down method based on decreased profitability)
- Supplies Last purchase cost method

- (ii) Accounting methods for depreciation of significant depreciable assets
- |  |   |
|--|---|
| A. Property, plant and equipment (excluding leased assets) | The declining balance method (however, for buildings [excluding facilities attached to buildings] acquired on or after April 1, 1998, as well as facilities attached to buildings and structures that were acquired on or after April 1, 2016, the straight-line method is applied) |
| B. Intangible assets (excluding leased assets)             | Straight-line method (software for internal use is amortized using the straight-line method over its useful life as internally determined (five years))   |
| C. Leased assets   | The straight-line method is applied assuming the lease period as the useful life without residual value.  |
| D. Long-term prepaid expenses                              | The straight-line method  |

(iii) Accounting policy for significant provisions

- |   |   |
|---|---|
| A. Allowance for doubtful accounts                          | To prepare for credit losses on receivables, an estimated uncollectable amount is provided at the amount estimated by either using the historical rate of credit loss for general receivables, or based on individual consideration of collectability for specific receivables such as highly doubtful receivables. |
| B. Provision for bonuses                                    | For appropriation for the payment of bonuses to employees, of the estimated amount of bonuses to be paid, the amount estimated to cover the consolidated fiscal year under review is provided.  |
| C. Provision for bonuses for directors (and other officers) | In preparation for expenditure on bonuses for directors (and other officers), the amount is recorded based on the estimated amount of bonuses to be paid for the consolidated fiscal year under review.   |

(iv) Accounting policy for revenue and expenses

The Company and consolidated subsidiaries recognize revenue at the time control of the promised goods or services is transferred to the customer, and at the amount that is expected to be received in exchange for such goods or services.

A. Dispensing Pharmacy Business

The Dispensing Pharmacy Business primarily consists of dispensing pharmacies, and revenue is recognized at the time a drug is delivered to the customer.

B. Retail Business

The Retail Business primarily consists of cosmetics stores and interior furnishing shops, and revenue is recognized at the time a product is delivered to the customer.

However, in the provision of services under our customer loyalty program in which points are granted at the time of purchase, as our performance obligation will not be fulfilled for points granted by our company that do not end up being used by the customer, contract liabilities are recorded at the amount allocated to the transaction price based on the stand-alone selling price, which has been set in consideration of future expiration prospects and usage rates, etc., performance is considered satisfied when the points are used or expired, and revenue is then recognized accordingly.

(v) Standards for the translation of important foreign currency-based assets or liabilities into Japanese yen

Monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the spot exchange rate prevailing as of the consolidated balance sheet date, and translation differences are accounted for as profit or loss.

Moreover, assets and liabilities of overseas subsidiaries are translated into Japanese yen at the spot exchange rate prevailing as of the balance sheet date, and their revenue and expenses are translated into Japanese yen at the average exchange rate during the period. Translation differences are included in foreign currency translation adjustment in net assets.

(vi) Significant hedge accounting methods

- |   |   |
|---|---|
| A. Hedge accounting methods                     | Mainly the deferral hedge accounting is applied.<br>In cases of forward exchange contracts that satisfy the requirements for the <i>furiate-shori</i> (designated exceptional hedge accounting under Japanese GAAP), <i>furiate-shori</i> is applied. |
| B. Hedging instrument and hedged item           | Hedging instrument: forward exchange contracts<br>Hedged item: foreign currency-based trade payable   |
| C. Hedging policy                               | Hedges are used for the objective of avoiding the risk of future fluctuations in exchange rates and interest rates, and we do not engage in speculative transactions.   |
| D. Method for assessing the hedge effectiveness | As the key terms related to the hedged item and the hedging instrument are identical and the hedge is highly effective, the determination of hedge effectiveness is omitted.  |

(vii) Other significant matters for preparing consolidated financial statements

A. Accounting policy for retirement benefit liability

To prepare for payment of retirement benefits for employees, projected retirement benefit obligations and plan assets at the end of the fiscal year are recorded based on deemed either accrued or realized amount as of the end of the fiscal year.

It should be noted that in the calculation of retirement benefit obligations, expected retirement benefits are attributed to the period up to the consolidated fiscal year under review on a benefit formula basis.

Past service cost is amortized using the straight-line method over a certain number of years (six years) within the average remaining service years of employees when incurred.

Actuarial gains and losses are amortized using the declining balance method over a certain number of years (six years) within the average remaining service years of employees when incurred in each fiscal year, from the fiscal year following the accrual of each gain or loss.

Unrecognized actuarial gains and losses and unrecognized past service costs are recorded, after adjusting for tax effects, in “Remeasurements of defined benefit plans” under accumulated other comprehensive income in net assets.

B. Accounting method and period for amortization of goodwill

The amortization of goodwill is performed in equal installments over a period of 5 to 20 years, upon having estimated the period during which the investment effect will be realized.

2. Notes on changes in accounting policies

(Application of Accounting Standard for Corporate Tax, Inhabitant Tax and Enterprise Tax, etc.)

The Company has applied the “Accounting Standard for Corporate Tax, Inhabitant Tax and Enterprise Tax, etc.” (ASBJ Statement No. 27, October 28, 2022) from the beginning of the fiscal year under review.

This does not have any impact on the consolidated financial statements.

### 3. Notes on changes in presentation

(Consolidated Balance Sheet)

“Asset retirement obligations,” which was included in “Other” under “Non-current liabilities” up until the previous fiscal year, has been presented as a separate item from the fiscal year under review due to an increase in financial materiality.

It should be noted that “Asset retirement obligations” for the previous fiscal year were ¥2,001 million.

(Consolidated statement of income)

“Subsidy income,” which was included in “Other” under “Non-operating income” up until the previous fiscal year, and “Gain on sale of businesses,” which was included in “Other” under “Extraordinary income,” have been presented as separate items from the fiscal year under review due to their increases in financial materiality.

It should be noted that the “Subsidy income” for the previous fiscal year was ¥298 million, and the “Gain on sale of businesses” was ¥7 million.

### 4. Notes on accounting estimates

#### (1) Assessment of intangible assets (trademark rights) associated with acquisition of shares, etc. in Francfranc Corporation and period of amortization of goodwill

##### (i) Amount recorded in the consolidated financial statements for the consolidated fiscal year under review

Item	Amount
Goodwill	¥39,685 million
Intangible assets (trademark rights)	¥4,123 million

As stated in “Notes on business combination” under “Other notes,” the period of amortization of the goodwill is estimated to be 20 years.

##### (ii) Information on the content of accounting estimates relating to identified items

###### A. Calculation method

The Group recognizes the excess earning power expected at the time of acquisition as goodwill for the respective target company, and groups assets by target company.

When allocating the acquisition cost of shares, etc. in Francfranc, the intangible asset (trademark rights) portion of identifiable assets is calculated using the income approach method (relief from royalty method) that incorporates business plans formulated by management, royalty rates, and other material assumptions. The amortization period for goodwill is determined by the period for which excess earnings power arising from the acquisition of Francfranc shares, etc. is predicted to continue, based on business plans and the outlook for the market environment.

## B. Main assumptions

The valuation of these intangible assets of Francfranc (trademark rights) takes into account business plans formulated by management, royalty rates, and other main assumptions. In addition, the main assumption for estimates of the amortization period for goodwill related to Francfranc is the period for which excess earnings power is predicted to continue, based on business plans and the outlook for the market environment.

## C. Impact on the consolidated financial statements for the next consolidated fiscal year

The main assumptions related to estimating future cash flows are subject to a high level of uncertainty, and actual performance may differ from the forecast values. If a deviation from a forecast value occurs, an impairment loss may be incurred in the following consolidated fiscal year.

### (2) Impairment of goodwill (excluding store non-current assets)

#### (i) Amount recorded in the consolidated financial statements for the consolidated fiscal year under review

Item	Amount
Goodwill (excluding store non-current assets)	¥74,039 million
Impairment losses (relating to the goodwill above)	¥93 million

The amount of goodwill (excluding store non-current assets) above includes goodwill associated with the acquisition of the shares, etc. of Francfranc Corporation.

#### (ii) Information on the content of accounting estimates relating to identified items

##### A. Calculation method

The Group recognizes the excess earning power expected at the time of acquisition as goodwill for the respective target company, and groups assets by target company.

In cases where there are signs of impairment for each asset group, and the total of the non-discounted future cash flows corresponding to the remaining amortization period of the goodwill to be obtained from that asset group is less than the carrying amount, an impairment loss is recognized, the value in use is calculated using the discounted present value of the future cash flows, the book value is reduced to said value in use, and is recorded as an impairment loss.

##### B. Main assumptions

Estimations of future cash flows are made based on budgets that have been approved by the Board of Directors and planned figures that have been prepared based on operating profit forecasts at the time of acquisition, with the main assumptions being the number of prescriptions and prescription prices for the Dispensing Pharmacy Business, and the number of customers and average customer spend for the Retail Business.

##### C. Impact on the consolidated financial statements for the next consolidated fiscal year

The main assumptions related to estimating future cash flows are subject to a high level of uncertainty, and actual performance may differ from the forecast values. If a deviation from a forecast value occurs, an impairment loss may be incurred in the following consolidated fiscal year.

(3) Impairment of store non-current assets

(i) Amount recorded in the consolidated financial statements for the consolidated fiscal year under review

Item	Amount
Property, plant and equipment	¥43,112 million
Intangible assets	¥13,519 million
Investments and other assets (long-term prepaid expenses)	¥6,262 million
Impairment losses (relating to store non-current assets)	¥1,711 million

(ii) Information on the content of accounting estimates relating to identified items

A. Calculation method

The Group has made stores, which are business assets, its basic unit as the smallest unit that generates cash flow, and groups assets for lease and idle assets by property unit. Indications of impairment include stores for which profits from operating activities are consistently negative, stores at which changes have been made in the scope or method of use that significantly reduces the recoverable amount, and idle asset groups for which the fair value has declined significantly.

If there are signs of impairment for an asset or asset group, and the total of the non-discounted future cash flows to be derived from the asset or asset group is less than its carrying amount, the carrying amount is reduced to its recoverable amount and this reduction is recorded as an impairment loss.

B. Main assumptions

Estimations of future cash flows are made based on budgets that have been approved by the Board of Directors, with the main assumptions for the Dispensing Pharmacy Business being the number of prescriptions and prescription prices, and the main assumptions for the Retail Business being the number of customers and average customer spend.

C. Impact on the consolidated financial statements for the next consolidated fiscal year

The main assumptions related to estimating future cash flows are subject to a high level of uncertainty, and actual performance may differ from the forecast values. If a deviation from a forecast value occurs, an impairment loss may be incurred in the following consolidated fiscal year.

5. Notes on changes to accounting estimates

No applicable matters are present.

6. Notes on consolidated balance sheet

Accumulated depreciation of property, plant and equipment ¥39,546 million

## 7. Notes to consolidated statements of changes in shareholders' equity

### (1) Total number of issued shares

Class of shares	Number of shares at beginning of the consolidated fiscal year under review	Increase	Decrease	Number of shares at the end of the consolidated fiscal year under review
Common shares	35,428 thousand shares	- thousand shares	- thousand shares	35,428 thousand shares

### (2) Number of treasury shares

Class of shares	Number of shares at beginning of the consolidated fiscal year under review	Increase	Decrease	Number of shares at the end of the consolidated fiscal year under review
Common shares	433 thousand shares	0 thousand shares	79 thousand shares	354 thousand shares

(Note) The increase of 0 thousand shares in treasury shares in common shares was due to the purchase of 0 thousand shares of less than one minimum trading unit. The decrease of 79,000 shares of common shares in treasury shares was due to the disposal of 2,000 shares by the grant of restricted stock compensation and the disposal of 76,000 shares through sales to the Employee Shareholders Association. The number of treasury shares as of the end of the consolidated fiscal year under review includes the Company's shares (257,000 shares) held by Custody Bank of Japan, Ltd. (Trust Account E) related to the Stock-Based Benefit Trust (Employee Shareholders Association Purchase Type).

### (3) Dividends of surplus

#### (i) Dividends paid, etc.

Dividends resolved at the 55th Ordinary General Meeting of Shareholders held on July 30, 2024

• Total dividends	¥2,826 million
• Dividends per share	¥80
• Record date	April 30, 2024
• Effective date	July 31, 2024

(Note) The total amount of dividends based on the resolution of the 55th Ordinary General Meeting of Shareholders held on July 30, 2024 includes a dividend of ¥26 million to Custody Bank of Japan, Ltd. (Trust Account E).

#### (ii) Dividends whose effective date falls in the fiscal year following the fiscal year of the record date

The following will be submitted to the 56th Ordinary General Meeting of Shareholders that is to be held on July 30, 2025.

• Total dividends	¥2,826 million
• Dividends per share	¥80
• Record date	April 30, 2025
• Effective date	July 31, 2025

(Note) The total amount of dividends based on the resolution of the 56th Ordinary General Meeting of Shareholders held on July 30, 2025 includes a dividend of ¥20 million to Custody Bank of Japan, Ltd. (Trust Account E).

## 8. Notes on financial instruments

### (1) Status of financial instruments

#### (i) Policy on financial instruments

The Group is promoting business expansion through the opening of dispensing pharmacies, cosmetics stores and interior furnishing shops, as well as through M&A.

The funds required for opening new stores are primarily raised from operating cash flow, however, in order to secure extraordinary funds for M&A funds and other such purposes, we raise funds through bank borrowings and, where necessary, public offerings of new shares, and manage these funds with highly liquid financial assets.

#### (ii) Details of financial instruments and risks associated with such financial instruments

Almost all of the accounts receivable, which are trade receivables, are receivables from the National Health Insurance Organization and the Health Insurance Claims Review & Reimbursement Services in the form of dispensing fees, and in addition, almost all of the accounts receivable are collected within a short period of time, so there are no particular risks, etc.

Almost all of the investment securities are shares in companies with which the company has business relationships, and are exposed to the risk of fluctuations in market prices.

Leasehold and guarantee deposits are mainly segregated deposits entrusted to lessors of dispensing pharmacies, cosmetics stores and interior furnishing shops, and are exposed to the credit risk of the respective lessor. Additionally, some of these involve foreign currency transactions related to the import of goods, which are subject to the effects of exchange rate fluctuations. However, the exchange rate fluctuation risk is hedged through forward exchange contracts.

Most accounts payable, which are trade payables, have a payment due date of within three months.

Lease liabilities related to finance lease transactions, which are included in other borrowings and liabilities, are mainly intended to raise funds for working capital and capital expenditure.

#### (iii) Risk management system for financial instruments

##### A. Management of credit risk (risk relating to contractual defaults, etc., by trading partners)

The main trade receivables of the company are held against the National Health Insurance Organization and the Health Insurance Claims Review & Reimbursement Services in the form of dispensing fees, and in addition, almost all of the accounts receivable are collected within a short period of time, so no particular management is performed for such risk.

When lending or holding bonds with the purpose of holding to maturity, the investment recipient and investment amount, etc., are carefully decided after internal review based on the Loan Investment Standards and Securities Investment Standards; in addition, after the start of investment, the investment target's situation is regularly monitored in order to identify and mitigate any concerns about recovery at an early stage.

For leasehold and guarantee deposits, credit management is performed through credit checks, etc., at the time of contracting and at regular intervals thereafter, and the risk of the non-performance of contracts, etc., is managed accordingly.

B. Management of market risk (risk of fluctuations in exchange rates and interest rates, etc.)

The Group mainly takes out long-term borrowings in order to reduce the risk of fluctuations in interest payments on borrowings.

In regard to investment securities, for unlisted issuing companies, their financial status, etc., is regularly assessed and for listed companies, our holdings are continuously reviewed taking into account market conditions and relationships with trading partner companies.

The exchange rate fluctuation risk associated with foreign currency-denominated purchase transactions is hedged by using forward exchange contracts. The execution and management of derivative transactions are carried out by the department in charge in accordance with internal regulations and with the approval of the authorized decision-maker.

C. Management of liquidity risk related to fund raising (risk of not being able to make payments on payment due dates)

The Group manages liquidity risk by creating a cash flow plan based on the annual capital expenditure budget and updating the actual performance and plans on a monthly basis.

In addition, the Group aims to maintain a certain level of liquidity in order to be able to flexibly respond to extraordinary capital needs arising from M&A, etc.

(2) Fair values of financial instruments

Carrying amounts, fair values and the differences between them in the consolidated balance sheet on April 30, 2025 were as follows. It should be noted that shares, etc., that do not have a market price are not included in the table below. In addition, notes have been omitted for cash, and notes have been omitted for deposits, accounts receivable - trade, accounts receivable, accounts payable - trade, and deposits as they are settled within short periods and their fair values are approximate to their book values.

	Carrying amount (Million yen)	Fair value (Million yen)	Difference (Million yen)
(1) Investment securities	994	994	–
(2) Leasehold and guarantee deposits	31,091		
Allowance for doubtful accounts(*1)	(54)		
	31,037	28,657	(2,380)
Total assets	32,031	29,651	(2,380)
(1) Short-term borrowings (including current portion of long-term borrowings)	12,151	12,130	(21)
(2) Long-term borrowings	26,469	26,042	(427)
Total liabilities	38,621	38,172	(448)
Derivatives (*2)	[193]	[193]	–

(\*1) Excludes the allowance for doubtful accounts that is separately recorded in leasehold and guarantee deposits

(\*2) Net receivables and net payables arising from derivative transactions are presented on a net basis, and items that result in a net payable are indicated in [ ].

(Note 1) Shares, etc., that do not have a market price

Category	Carrying amount (Million yen)
Unlisted shares	1,891

These are not included in “Assets (1) Investment securities” above.

In addition, investments in partnerships and other equivalent business entities in which the amount equivalent to the equity interest is recorded at net value are not included in shares, etc., that do not have a market price. The carrying amounts of such financial instruments recorded on the consolidated balance sheet are as follows.

Category	Carrying amount (Million yen)
Investments in limited liability investment partnerships	347

(Note 2) Expected redemption amounts of monetary claims and securities with maturity after the consolidated balance sheet date

	Within 1 year (Million yen)	After 1 year through 5 years (Million yen)	After 5 years through 10 years (Million yen)	After 10 years (Million yen)
(1) Investment securities	–	–	–	–
(2) Leasehold and guarantee deposits	6,956	7,674	7,157	9,303

(Note 3) Repayment schedule of borrowings after the consolidated balance sheet date

	Within 1 year (Million yen)	After 1 year through 5 years (Million yen)	After 5 years through 10 years (Million yen)	After 10 years (Million yen)
(1) Short-term borrowings (including current portion of long-term borrowings)	12,151	–	–	–
(2) Long-term borrowings	–	20,174	6,295	–

(3) Breakdown, etc., of financial instruments by fair value level

The fair values of financial instruments are classified into the following three levels in accordance with observability and the significance of the inputs used to determine the fair values.

Level 1 fair value: Fair value calculated based on quoted (unadjusted) prices in active markets for the same assets or liabilities

Level 2 fair value: Fair value calculated using directly or indirectly observable inputs other than Level 1 inputs

Level 3 fair value: Fair value calculated using significant unobservable inputs

If multiple inputs that have a significant impact on the calculation of fair value are used, the fair value is classed as the level to which each of those inputs belongs that has the lowest priority level in the calculation of fair value.

(i) Financial assets and financial liabilities recorded on the consolidated balance sheet at carrying amount

Category	Fair value (Million yen)			
	Level 1	Level 2	Level 3	Total
Investment securities				
Shares	994	–	–	994
Total assets	994	–	–	994
Derivatives	–	[193]	–	[193]

(ii) Financial assets and financial liabilities not recorded on the consolidated balance sheet at carrying amount

Category	Fair value (Million yen)			
	Level 1	Level 2	Level 3	Total
(1) Investment securities	–	–	–	–
(2) Leasehold and guarantee deposits	–	28,657	–	28,657
Total assets	–	28,657	–	28,657
Short-term borrowings (including current portion of long-term borrowings)	–	12,130	–	12,130
Long-term borrowings	–	26,042	–	26,042
Total liabilities	–	38,172	–	38,172

Note: Explanation of valuation techniques and inputs used in the determination of fair value

Investment securities

Investment securities for which quoted prices in an active market can be used are classified as Level 1 fair value.

Leasehold and guarantee deposits

The fair values of leasehold and guarantee deposits are calculated based on the present value of the amounts to be repaid based on the contract period, discounted based on appropriate interest rates such as government bond yield rates, and are classified as Level 2 fair value.

Short-term borrowings, long-term borrowings

For short-term borrowings and long-term borrowings, fair value is calculated by discounting the total of principal and interest at an interest rate that would be charged for similar new loans, and such borrowings are classified as Level 2 fair value.

Derivatives

The derivatives is measured by the discounted cash flow method using interest rates, exchange rates and other observable inputs, and is classified as Level 2.

9. Notes on derivatives

(1) Derivatives of which hedge accounting is not applied

No applicable matters are present.

(2) Derivatives of which hedge accounting is applied

Hedge accounting methods	Type of derivatives, etc.	Main hedged item	Contract amount, etc. (Million yen)	Contract amount, etc. of over one year	Fair value (Million yen)
Forward exchange contracts for which the <i>furiate-shori</i> is applied	Forward exchange contracts Purchased U.S. dollars	Accounts payable - trade	5,185	–	(192)
Forward exchange contracts for which the <i>furiate-shori</i> is applied	Forward exchange contracts Purchased HK dollars	Accounts payable - trade	44	–	(0)

10. Notes on revenue recognition

(1) Information on revenue from contracts with customers

	Reportable segment (Million yen)			Amount (Million yen)
	Dispensing Pharmacy Business	Retail Business	Other businesses	
Dispensing pharmacies	380,302	–	–	380,302
Cosmetic stores	–	36,020	–	36,020
Interior furnishing shop	–	25,021	–	25,021
Retail store business	–	–	8,150	8,150
Other	4,480	–	1,935	6,416
Revenue from contracts with customers	384,783	61,041	10,086	455,911
Other revenue (Note)	–	–	893	893
Sales to third parties	384,783	61,041	10,979	456,804

Notes: 1 Other revenue includes lease revenue based on the “Accounting Standard for Lease Transactions” (ASBJ Statement No. 13, March 30, 2007).

2 Effective from the current consolidated fiscal year, the name “cosmetics and drug stores” has been changed to “cosmetic stores.”

(2) Information serving as basis for understanding revenue from contracts with customers

The information serving as basis for understanding revenue is described in “1. Significant Matters as Basis for Preparing Consolidated Financial Statements, (5) Accounting policies, (iv) Accounting policy for revenue and expenses” in the notes to consolidated financial statements.

- (3) Information concerning the relationship between the fulfilling of performance obligations under contracts with customers and the cash flows arising from those contracts, as well as the amount and timing of revenue expected to be recognized in the next consolidated fiscal year and thereafter from contracts with customers that were in effect as of the end of the consolidated fiscal year under review

(i) Balance, etc., of contract liabilities

	Consolidated Fiscal Year Under Review (Million yen)	
	Beginning balance	Ending balance
Receivables arising from contracts with customers	15,851	22,294
Contract liabilities	465	534

Receivables arising from contracts with customers are included in “Accounts receivable - trade” on the consolidated balance sheet.

Contract liabilities primarily relate to customer loyalty programs in which points are granted at the time of sale. Contract liabilities are recorded at the time the points are granted, and the performance obligation for these is deemed to have been met, and the contract liability is reversed, at the time the points are used or have expired.

The amount of revenue recognized during the consolidated fiscal year under review that was included in the contract liabilities balance as of the beginning of the fiscal year was ¥465 million.

(ii) Transaction price allocated to outstanding performance obligations

As the company and our consolidated subsidiaries have no significant transactions with contract periods that are initially expected to exceed one year, the practical expedient has been applied and the disclosure of information concerning outstanding performance obligations has been omitted.

In addition, there is no significant amount of consideration arising from contracts with customers that is not included in transaction price.

## 11. Notes on per share information

- (1) Net assets per share ¥4,063.53  
(2) Earnings per share ¥264.32

(Note) In calculating net assets per share, the Company’s shares held by the Custody Bank of Japan, Ltd. (Trust Account E) have been included in treasury shares, which have been deducted from the total number of shares issued as of the end of the fiscal year (257,000 shares in the fiscal year under review). In addition, in earnings per share, the shares deducted from the calculation of the average number of shares during the period have been included in treasury shares (291,000 shares in the fiscal year under review).

## 12. Notes on significant subsequent events

(Business combination through acquisition)

On May 28, 2025, the Company executed a share transfer agreement for the acquisition of all shares of NSSK-WW Co., Ltd. and its conversion into a subsidiary, making the Sakura Pharmacy Group a subsidiary.

(1) Overview of business combination

(i) Name and business of acquired company

Name of acquired company: NSSK-WW Co., Ltd.

Details of business: A holding company (the wholly owned holding company of NSSK-W Co., Ltd.)

(ii) Main reasons for the business combination

The Group operates a nationwide chain of dispensing pharmacies. Together with Group companies, the Company is actively opening new dispensing pharmacies and utilizing M&A to expand the business. The Company is also working to provide community-focused healthcare services in all regions of Japan, such as through home-based dispensing and continuous monitoring of patient medication in partnership with medical institutions, and by enhancing the primary care capabilities of its pharmacists and dispensing pharmacies.

The Sakura Pharmacy Group, the shares of which the Company is acquiring, has developed a dispensing pharmacy business under the “Sakura Pharmacy Group” brand and is one of the leading companies in the industry, with approximately 800 stores located mainly in densely populated areas such as the Tokyo metropolitan area (Tokyo, Kanagawa, Chiba, Saitama), the Kansai region (Osaka, Hyogo), and the Tokai region (Aichi, Shizuoka).

The addition of the Sakura Pharmacy Group will result in the number of dispensing pharmacy stores in the Group exceeding 2,000, thereby enabling a further expansion of our store network. By integrating the business expertise of both parties and enhancing services for patients and local healthcare, we are aiming to strengthen our role as a local healthcare infrastructure provider across Japan and to further enhance the corporate value of the Group.

(iii) Business combination date

August 2025 (scheduled)

(iv) Legal form of business combination

Acquisition of shares

(v) Name of company after acquisition

No change

(vi) Share of voting rights acquired

100%

(vii) Main basis for determining company has been acquired

On the grounds that the Company will acquire the shares in exchange for cash.

(2) Breakdown of acquisition cost and payments

NSSK-WW Co., Ltd. Common Shares      ¥59,100 million

\* The final acquisition cost is subject to change by the price adjustments prescribed in the share transfer

agreement. Advisory fees, etc. are not included as they have not yet been determined.

### 13. Other notes

#### (Additional Information)

(Transactions in which shares of the company are issued to employees, etc., through a trust)

The company engages in transactions for the issuance of shares of the company to an employee stock ownership association through a trust with the objective of enhancing employee benefits and providing incentives for improving the corporate value of the company.

#### (1) Overview of transactions

The company introduced the “Stock-Based Benefit Trust (Employee Shareholders Association Purchase Type)” (hereinafter referred to as “the Plan”) in April 2024.

At the time of the introduction of the Plan, the company entered into a Stock-Based Benefit Trust (Employee Shareholders Association Purchase Type) Agreement (the “Trust Agreement”) with the company as the trustor and Mizuho Trust & Banking Co., Ltd. as the trustee (hereinafter referred to as the “Trustee”) (the trust established based on the Trust Agreement is hereinafter referred to as “the Trust”). In addition, the Trustee has entered into an agreement with the Custody Bank of Japan, Ltd., to re-entrust the management of trust assets such as securities to the Custody Bank of Japan Ltd., as the sub-trustee.

The Custody Bank of Japan, Ltd., will acquire a lump sum of shares of the company in advance for Trust Account E equivalent to the number of the Company’s shares that are expected to be purchased by the “AIN HOLDINGS Employee Shareholders Association” (the “Shareholders Association”) over a period of five years from the establishment of the trust, and thereafter will sell the shares of the company at the time the Shareholders Association purchases shares. If an amount equivalent to the gains on sales of shares is accumulated in the trust assets of the Trust via the sale of the Company’s shares up until the time of the Trust’s termination, this cash shall be distributed as residual assets to the members of the Shareholders Association (employees) who satisfy the beneficiary eligibility requirements.

In addition, since the Company provides a guarantee when the Trustee takes out a loan in order for the Trust E Account to acquire the Company’s shares, in a case in which the Trustee has an outstanding loan balance equal to the loss on the sale of shares as of the time of Trust’s termination due to a drop in the Company’s share price or the like, the Company will pay off the outstanding loan balance pursuant to the guarantee agreements.

#### (2) Shares of the company remaining in the trust

The shares of the company remaining in the trust are recorded as treasury shares in the net assets section at acquisition cost in the trust (incidental expenses are excluded). The carrying amount and number of such treasury shares for the consolidated fiscal year under review were ¥1,422 million and 257,000 shares, respectively.

#### (3) Carrying amount of borrowings recorded through the application of the gross method

Consolidated Fiscal Year Under Review: ¥1,523 million

#### (Notes on business combination)

(Business combination through acquisition)

At a meeting of the Board of Directors held on July 3, 2024, the Company resolved the acquisition of all the shares in Francfranc Corporation (head office: Minato-ku, Tokyo; “Francfranc”) to make it a subsidiary, a process that was completed on August 20, 2024. In addition, on August 21, 2024, the Company concluded an absorption-type split agreement with an effective date of October 1, 2024, whereby the interior goods and sundries retail sales business of Francfranc, a wholly owned subsidiary of the Company, was split off and taken over by AIN PHARMACIEZ INC., also a wholly owned subsidiary of the Company.

#### 1. Overview of business combination

##### (1) Name and business of acquired company

Name of acquired company: Francfranc Corporation

Details of business: Planning, development and sales of interior goods and sundries

##### (2) Main reasons for the business combination

The Group has two core businesses – the Dispensing Pharmacy Business and the Retail Business – through which it seeks to play a key role in regional communities.

In the Dispensing Pharmacy Business, the Group operates a chain of dispensing pharmacies nationwide. Together with Group companies, the Company is actively opening new dispensing pharmacies and utilizing M&A to expand the business. The Company is also working to provide community-focused healthcare services in all regions of Japan, such as through home-based dispensing and continuous monitoring of patient medication in partnership with medical institutions, and by enhancing the primary care capabilities of its pharmacists and dispensing pharmacies.

In the Retail Business, the Company operates the chain of AINZ & TULPE cosmetic stores. AINZ & TULPE aims to be a unique and comprehensive beauty retailer that satisfies customer needs with an always-fresh lineup of cosmetic and beauty products through stores offering a fun shopping experience. The brand is targeting further growth and aims to clearly differentiate itself from other beauty retailers by means of a lineup of original products focused on cosmetics.

Francfranc became a subsidiary after the acquisition of all its shares by the Company. Since its establishment, Francfranc has operated a business selling interior goods and sundries aimed at a wide range of customers, mainly women in their 20s and 30s, centered on the Francfranc flagship brand. Through the operation of 157 stores in Japan, 8 stores overseas (as of April 30, 2025), and e-commerce sales, Francfranc offers urban and sophisticated lifestyle proposals. AINZ & TULPE and Francfranc have stores in similar markets and target customer segments with similar values, but they are complementary in terms of product lineups and retail categories. The Company believes that Francfranc’s addition to the Group will generate synergies by leveraging the strengths of both companies. Specifically, the Company envisages the following synergies.

###### a. Cross merchandising

With strengths in different product categories, AINZ & TULPE and Francfranc stores will be able to display their respective in-house products, offering a wider choice to customers, improving customer satisfaction and increasing sales per customer.

###### b. Strategic store development

AINZ & TULPE and Francfranc stores are compatible, as they are located in station buildings and commercial facilities, primarily in major cities, and target similar customer segments. This offers further opportunities for business expansion through the opening of a wider range of different store formats, such as strategic joint stores in large commercial facilities.

c. Development of appealing products using shared know-how

In line with their mission of offering lifestyle proposals, AINZ & TULPE and Francfranc have both focused on developing products that influence customers' values. By sharing product development know-how, both companies will be able to create products that offer even higher levels of satisfaction. The Company believes that combining the complementary strengths of both companies in this way will improve customer service and enhance the corporate value of the Group.

(3) Business combination date

August 20, 2024

(4) Legal form of business combination

Acquisition of shares

(5) Name of company after acquisition

No change

(6) Ratio of voting rights acquired

100%

(7) Main basis for determining company has been acquired

On the grounds that the Company will acquire the shares in exchange for cash.

2. Period of the acquired company's results included in the consolidated statement of income

From September 1, 2024 to April 30, 2025

3. Breakdown of acquisition cost and payments

Consideration for acquisition	Cash	¥49,975 million
Expenses directly related to the acquisition	Cash	¥149 million
<hr/>		
Acquisition cost		¥50,125 million

4. Details and amount of major acquisition-related expenses

Advisory fees, etc. ¥149 million

5. Amount of goodwill recognized, the reason for recognition, and the method and period of amortization

(1) Amount of goodwill recognized

¥41,048 million

(2) Reason for recognition

Mainly due to the excess earning power expected to be driven by the future expansion of the business.

(3) Accounting method and period for amortization

Straight-line method over 20 years

6. Amounts of assets and liabilities assumed on the date of business combination and their main breakdown

Current assets	¥15,019 million
Non-current assets	¥11,154 million
<hr/> Total assets	<hr/> ¥26,174 million
Current liabilities	¥8,897 million
Non-current liabilities	¥8,349 million
<hr/> Total liabilities	<hr/> ¥17,246 million

7. Estimated amount of impact on the consolidated statement of income for the fiscal year under review, assuming the business combination had been completed on the start date of the fiscal year, and method of calculating the estimated amount

Net sales	¥16,362 million
Operating profit	¥1,612 million
Ordinary profit	¥1,563 million
Profit before income taxes	¥1,182 million
Profit attributable to owners of parent	¥876 million
Earnings per share	¥25.02

Calculation method of estimated amount

The estimated amount of impact is calculated by taking the net sales and profit and loss information of the said company for the period from May 1, 2024 to August 31, 2024, and adding or subtracting to that the amortization of goodwill and trademark rights, assuming that the goodwill and trademark rights recognized at the time of the business combination arose on the start date of the fiscal year.

The calculation of these estimated amounts has not undergone an audit certification.

**Balance sheet**  
(As of April 30, 2025)

(Million yen)

Item	Amount	Item	Amount
<b>Assets</b>		<b>Liabilities</b>	
<b>Current assets</b>	<b>26,144</b>	<b>Current liabilities</b>	<b>67,590</b>
Cash and deposits	9,315	Short-term borrowings	59,244
Prepaid expenses	887	Current portion of long-term borrowings	5,980
Short-term loans receivable	14,651	Accounts payable	1,312
Accounts receivable	1,288	Income taxes payable	352
Other current assets	1	Provision for bonuses	94
<b>Non-current assets</b>	<b>155,575</b>	Provision for bonuses for directors (and other officers)	19
<b>Property, plant and equipment</b>	<b>2,358</b>	Other current liabilities	586
Buildings and structures	1,529	<b>Non-current liabilities</b>	<b>25,991</b>
Tools, furniture and fixtures	60	Long-term borrowings	25,662
Land	667	Provision for retirement benefits	76
Other tangible fixed assets	101	Other noncurrent liabilities	252
<b>Intangible assets</b>	<b>5,795</b>	<b>Total liabilities</b>	<b>93,582</b>
Trademark right	21	<b>Net assets</b>	
Software	4,579	<b>Shareholders' equity</b>	<b>87,839</b>
Other intangible assets	1,194	<b>Share capital</b>	<b>21,894</b>
<b>Investments and other assets</b>	<b>147,421</b>	<b>Capital surplus</b>	<b>21,633</b>
Investment securities	2,549	Legal capital surplus	20,084
Shares of subsidiaries and associates	139,735	Other capital surplus	1,548
Deferred tax assets	1,088	<b>Retained earnings</b>	<b>46,308</b>
Leasehold and guarantee deposits	3,472	Other retained earnings	46,308
Other investments and other assets	575	General reserve	3,200
		Retained earnings brought forward	43,108
		<b>Treasury shares</b>	<b>(1,997)</b>
		<b>Valuation and translation adjustments</b>	<b>298</b>
		<b>Valuation difference on available-for-sale securities</b>	<b>298</b>
		<b>Total net assets</b>	<b>88,137</b>
<b>Total assets</b>	<b>181,719</b>	<b>Total liabilities and net assets</b>	<b>181,719</b>

**Statement of income**  
(From May 1, 2024 to April 30, 2025)

(Million yen)

Item	Amount
<b>Operating revenue</b>	<b>17,694</b>
<b>Gross profit</b>	<b>17,694</b>
<b>Selling, general and administrative expenses</b>	<b>10,535</b>
<b>Operating profit</b>	<b>7,158</b>
<b>Non-operating income</b>	<b>1,308</b>
<b>Non-operating expenses</b>	<b>1,311</b>
Interest expenses	443
Other	868
<b>Ordinary profit</b>	<b>7,155</b>
<b>Extraordinary income</b>	<b>166</b>
Gain on sale of non-current assets	132
Gain on sale of investment securities	31
Other	2
<b>Extraordinary losses</b>	<b>83</b>
Impairment losses	43
Loss on valuation of shares of subsidiaries	39
Other	0
<b>Profit before income taxes</b>	<b>7,238</b>
Income taxes - current	319
Income taxes - deferred	(13)
<b>Profit</b>	<b>6,933</b>

Non-consolidated statements of changes in shareholders' equity (from May 1, 2024 to April 30, 2025)

(Million yen)

	Shareholders' equity								
	Share capital	Capital surplus			Retained earnings			Treasury shares	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Other retained earnings		Total retained earnings		
					General reserve	Retained earnings brought forward			
Beginning balance on May 1, 2024	21,894	20,084	1,551	21,636	3,200	39,001	42,201	(2,436)	83,296
Change during the fiscal year									
Dividends of surplus						(2,826)	(2,826)		(2,826)
Profit						6,933	6,933		6,933
Purchase of treasury shares								(0)	(0)
Disposal of treasury shares			(2)	(2)				439	436
Net changes in items other than shareholders' equity during the fiscal year									
Total change during the fiscal year	-	-	(2)	(2)	-	4,107	4,107	438	4,542
Ending balance on April 30, 2025	21,894	20,084	1,548	21,633	3,200	43,108	46,308	(1,997)	87,839

	Valuation and translation adjustments		Total net assets
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Beginning balance on May 1, 2024	219	219	83,516
Change during the fiscal year			
Dividends of surplus			(2,826)
Profit			6,933
Purchase of treasury shares			(0)
Disposal of treasury shares			436
Net changes in items other than shareholders' equity during the fiscal year	78	78	78
Total change during the fiscal year	78	78	4,621
Ending balance on April 30, 2025	298	298	88,137

## Notes to non-consolidated financial statements

### 1. Important accounting policies

#### (1) Valuation basis and methods for assets

- (i) Shares of subsidiaries and associates Stated at cost determined by the moving average method
- (ii) Other securities
  - Securities other than shares, etc., that do not have a market price Stated at fair value (valuation differences are booked directly in a separate component of net assets, and cost of securities sold is determined by the moving average method)
  - Shares, etc., that do not have a market price Stated at cost determined by the moving average method
- (iii) Valuation basis and methods for inventories
  - Supplies Last purchase cost method

#### (2) Accounting method for depreciation of non-current assets

- (i) Property, plant and equipment (excluding leased assets) The declining balance method (however, for buildings [excluding facilities attached to buildings] acquired on or after April 1, 1998, as well as facilities attached to buildings and structures that were acquired on or after April 1, 2016, the straight-line method is applied)
- (ii) Intangible assets (excluding leased assets) Straight-line method (software for internal use is amortized using the straight-line method over its useful life as internally determined (five years))
- (iii) Leased assets The straight-line method is applied assuming the lease period as the useful life without residual value.
- (iv) Long-term prepaid expenses The straight-line method

#### (3) Accounting policy for provisions

- (i) Allowance for doubtful accounts To prepare for credit losses on receivables, an estimated uncollectable amount is provided at the amount estimated by either using the historical rate of credit loss for general receivables, or based on individual consideration of collectability for specific receivables such as highly doubtful receivables.
- (ii) Provision for bonuses For appropriation for the payment of bonuses to employees, of the estimated amount of bonuses to be paid, the amount estimated to cover the fiscal year under review is provided.
- (iii) Provision for bonuses for directors (and other officers) In preparation for expenditure on bonuses for directors (and other officers), the amount is recorded based on the estimated amount of bonuses to be paid for the fiscal year under review.
- (iv) Provision for retirement benefits In order to prepare for the payment of retirement benefits to employees, the company records an amount based on the estimated retirement benefit obligations and pension assets as of the final day of the fiscal year under review.  
It should be noted that in the calculation of retirement benefit obligations, expected retirement benefits are attributed to the period up to the fiscal year under review on a benefit formula basis.  
Past service cost is amortized using the straight-line method over a certain number of years (six years) within the average remaining service years of employees when incurred.

Actuarial gains and losses are amortized using the declining balance method over a fixed number of years within the average remaining service period (six years) of employees at occurrence, from the following fiscal year.

The treatment of unrecognized actuarial gains and losses and unrecognized past service costs in the balance sheet differs from that used for the consolidated balance sheet.

(4) Accounting policy for revenue and expenses

Revenue from contracts with customers of the Company are mainly from the provision of services based on management advisory service contracts executed with consolidated subsidiaries, and are recognized monthly at the amount prescribed in the respective contract.

2. Notes on changes in accounting policies

(Application of Accounting Standard for Corporate Tax, Inhabitant Tax and Enterprise Tax, etc.)

The Company has applied the “Accounting Standard for Corporate Tax, Inhabitant Tax and Enterprise Tax, etc.” (ASBJ Statement No. 27, October 28, 2022) from the beginning of the fiscal year under review.

This does not have any impact on the financial statements.

3. Notes on changes in presentation

(Statement of income)

“Loss on valuation of investment securities,” which had been presented separately under “Extraordinary losses” up until the previous fiscal year (¥0 million for the current fiscal year), is being included in “Other” under “Extraordinary losses” from the fiscal year under review due to a decrease in financial materiality.

4. Notes on accounting estimates

Shares of subsidiaries and associates

(i) Amount recorded in the non-consolidated financial statements for the fiscal year under review

Item	Amount
Shares of subsidiaries and associates	¥139,735 million

(ii) Information on the content of accounting estimates relating to identified items

A. Calculation method

The company acquires shares of subsidiaries and associates that do not have a market price at their net asset value, which reflects their respective excess earning power. For this reason, in the case of shares acquired at a price higher than the net assets per share obtained from the non-consolidated financial statements of the target company, if the initial excess earning power declines and the net asset value falls by around 50% or more compared to the acquisition cost, and if there is not sufficient evidence to support a possible recovery, the policy is to record an impairment loss down to the actual value.

It should be noted in regard to excess earning power that a decision is made as to whether or not the net asset value, which reflects the excess earning power initially anticipated, has declined significantly compared to the acquisition cost by ascertaining the achievement status, etc., of the planned values that were created based on the operating profit forecast at the time of the acquisition.

#### B. Main assumptions

The valuation of shares of subsidiaries and associates is based on the planned values that were prepared based on the operating profit forecasts at the time of acquisition, with the main assumptions for the planned values for the Dispensing Pharmacy Business being the number of prescriptions and prescription prices, and the main assumptions fall the planned values for the Retail Business being the number of customers and average customer spend.

#### C. Impact on non-consolidated financial statements for the following fiscal year

Main assumptions are highly uncertain, and the occurrence of unexpected events or revisions to business plans, etc., may have a significant impact on the valuation of shares of subsidiaries and associates.

#### 5. Notes on balance sheet

- (1) Accumulated depreciation of property, plant and equipment      ¥1,093 million
- (2) Monetary claims and liabilities to subsidiaries and associates are as shown below.
- (i) Short-term monetary claims      ¥15,916 million
- (ii) Short-term monetary liabilities      ¥53,941 million
- (iii) Long-term monetary liabilities      ¥69 million

#### 6. Notes on statement of income

##### Volume of trade with subsidiaries and associates

- (i) Operating revenue      ¥17,694 million
- (ii) Selling, general and administrative expenses      ¥2 million
- (iii) Volume of trade other than business transactions      ¥1,276 million

#### 7. Notes to non-consolidated statements of changes in shareholders' equity

##### Number of treasury shares

Class of shares	Number of shares at the beginning of the fiscal year under review	Increase in number of shares of the fiscal year under review	Decrease in number of shares of the fiscal year under review	Number of shares at the end of the fiscal year under review
Common shares	433 thousand shares	0 thousand shares	79 thousand shares	354 thousand shares

(Note) The increase of 0 thousand shares in treasury shares in common shares was due to the purchase of 0 thousand shares of less than one minimum trading unit. The decrease of 79,000 shares of common shares in treasury shares was due to the disposal of 2,000 shares by the grant of restricted stock compensation and the disposal of 76,000 shares through sales to the Employee Shareholders Association. The number of treasury shares as of the end of the consolidated fiscal year under review includes the Company's

shares (257,000 shares) held by Custody Bank of Japan, Ltd. (Trust Account E) related to the Stock-Based Benefit Trust (Employee Shareholders Association Purchase Type).

#### 8. Notes on tax-effect accounting

##### Major components of deferred tax assets and liabilities

##### (Deferred tax assets)

Impairment losses	¥284 million
Exceeded provision for bonuses	¥28 million
Exceeded provision for retirement benefits	¥23 million
Shares of subsidiaries and associates relating to corporate division	¥1,123 million
Other	<u>¥175 million</u>
Deferred tax assets subtotal	¥1,636 million
Valuation allowance	<u>(¥407 million)</u>
Total deferred tax assets	¥1,228 million

##### (Deferred tax liabilities)

Removal cost assets	(¥4 million)
Valuation difference on available-for-sale securities	<u>(¥135 million)</u>
Total deferred tax liabilities	<u>(¥140 million)</u>
Net: Net deferred tax assets	¥1,088 million

#### 9. Notes on transactions with related parties

##### (1) Parent company and major corporate shareholders, etc.

No applicable matters are present.

##### (2) Directors (and other officers) and major individual shareholders, etc.

No applicable matters are present.

## (3) Subsidiaries, etc.

Type	Name of company, etc.	Voting rights, etc., holding ratio (%)	Relationship with related party	Details of transactions	Transaction amount (Million yen)	Item	Ending balance (Million yen)
Subsidiary	AIN PHARMACIEZ INC.	100.0 direct	Management guidance contract has been executed Mutual use of funds Concurrently serving as directors (and other officers)	Consulting fee income (Note) 1.	8,199	-	-
				Rental income (Note) 1.	849	-	-
				Loan of funds (Notes) 2., 3.	2,815	Short-term loans receivable	12,923
				Interest income (Notes) 2., 3.	97	-	-
Subsidiary	WHOLESALE STARS Co., Ltd.	100.0 direct	Management guidance contract has been executed Mutual use of funds Concurrently serving as directors (and other officers)	Consulting fee income (Note) 1.	2,047	-	-
				Return of funds (Notes) 2., 3.	1,279	Short-term borrowings	16,598
				Interest paid (Notes) 2., 3.	84	-	-
Subsidiary	AIN CHUO INC.	100.0 direct	Management guidance contract has been executed Mutual use of funds Concurrently serving as directors (and other officers)	Consulting fee income (Note) 1.	329	-	-
				Borrowing of funds (Notes) 2., 3.	2,456	Short-term borrowings	19,026
				Interest paid (Notes) 2., 3.	70	-	-
Subsidiary	PHARMACY Co. Ltd.	100.0 direct	Management guidance contract has been executed Mutual use of funds Concurrently serving as directors (and other officers)	Consulting fee income (Note) 1.	349	-	-
				Borrowing of funds (Notes) 2., 3.	470	Short-term borrowings	6,191
Subsidiary	DAICHIKU Co., Ltd.	100.0 direct	Management guidance contract has been executed Mutual use of funds Concurrently serving as directors (and other officers)	Consulting fee income (Note) 1.	172	-	-
				Return of funds (Notes) 2., 3.	188	Short-term borrowings	5,701

Transaction conditions and policy for determining transaction conditions, etc.

Notes: 1. The conditions, etc., of transactions, including consulting between groups, are determined in reference to market rates, etc.

2. For borrowing and lending within the Group, interest rates are determined in reference to market interest rates.

3. The amount of transactions relating to borrowing and lending within the Group is the net increase or decrease for the fiscal year under review.

#### 10. Notes on revenue recognition

Information serving as basis for understanding revenue from contracts with customers

The information serving as basis for understanding revenue is as described in “1. Important accounting policies (4) Accounting policy for revenue and expenses” of the Notes to non-consolidated financial statements.

#### 11. Notes on per share information

(1) Net assets per share	¥2,512.96
(2) Earnings per share	¥197.89

(Note) In calculating net assets per share, the Company’s shares held by the Custody Bank of Japan, Ltd. (Trust Account E) have been included in treasury shares, which have been deducted from the total number of shares issued as of the end of the fiscal year (257,000 shares in the fiscal year under review). In addition, in earnings per share, the shares deducted from the calculation of the average number of shares during the period have been included in treasury shares (291,000 shares in the fiscal year under review).

#### 12. Notes on significant subsequent events

(Business combination through acquisition)

As the content is the same as stated in “12. Notes on significant subsequent events (Business combination through acquisition)” of the Notes to consolidated financial statements, this note has been omitted.

#### 13. Other notes

(Additional Information)

(Transactions in which shares of the company are issued to employees, etc., through a trust)

As the content is the same as stated in “13. Other notes (Additional information) (Transactions in which shares of the company are issued to employees, etc., through a trust)” of the Notes to consolidated financial statements, this note has been omitted.

(TRANSLATION)

**Accounting audit report on the consolidated financial statements**

**Independent Auditor's Report (Translation)**

June 25, 2025

AIN HOLDINGS INC.

Attn. Board of Directors

**Ernst & Young ShinNihon LLC**

**Sapporo Office**

Designated Engagement  
Partner

Certified Public  
Accountant **Naohiko Kataoka**

Designated Engagement  
Partner

Certified Public  
Accountant **Wataru Araki**

**Audit Opinion**

Pursuant to Article 444, paragraph (4) of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statements of changes in shareholders' equity, and the notes to the consolidated financial statements of AIN HOLDINGS INC. (the "Company") applicable to the fiscal year from May 1, 2024 to April 30, 2025.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the corporate group comprising of AIN HOLDINGS INC. and its consolidated subsidiaries, and its corporate group, in accordance with accounting principles generally accepted in Japan.

**Basis for Audit Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we

have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matter**

As stated in “11. Notes on significant subsequent events” of the consolidated financial statements, on May 28, 2025, the Company entered into a share transfer agreement in relation to the acquisition of all shares of NSSK-WW Co., Ltd., thus making it a subsidiary and in turn making the Sakura Pharmacy Group a subsidiary.

Our opinion is not modified in respect of this matter.

### **Other content of statements**

The other content of statements is the Business Report and the supplementary schedules thereto. Management is responsible for the preparation and disclosure of such other content of statements. In addition, Corporate Auditors and the Board of Corporate Auditors are responsible for overseeing the Directors’ performance of duties within the maintenance and operation of the other content of statements reporting process.

Our audit opinion on the consolidated financial statements does not include any of the other content of statements, and we do not express any opinion on such other content of statements.

Our responsibility in auditing the consolidated financial statements is to read the other content of statements and, in the process of reading the other content of statements, to consider whether there are any material differences between the other content of statements and the consolidated financial statements or the knowledge we have gained over the course of our audit, and to pay attention as to whether or not there are any indications of material misstatements in the other content of statements other than such material differences.

Our audit firm, in the event of having determined there to be material misstatements in the other content of statements based on the work we have performed, is required to report this.

There are no matters that should be reported by our audit firm in relation to the other content of statements.

### **Responsibilities of Management, Corporate Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with corporate accounting standards that are generally accepted in Japan. This includes the establishment and operation of internal controls that management has determined to be necessary in order to prepare and fairly present consolidated financial statements that are free from material misstatements caused by fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of the Group’s ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

Corporate Auditors and the Board of Corporate Auditors are responsible for overseeing the Directors’ performance of duties within the maintenance and operation of the financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the decisions of users taken on the basis of the consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement caused by fraud or error. In addition, we design and perform audit procedures responsive to the risks of material misstatements. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider, in making those risk assessments, internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the consolidated financial statements or, if the notes to the consolidated financial statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the consolidated financial statements and the notes thereto are in accordance with accounting standards generally accepted in Japan, as well as evaluate the overall presentation, structure and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements fairly represent the underlying transactions and accounting events.
- Plan and perform audit of the consolidated financial statements to obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to provide a basis for our opinion on the consolidated financial statements. We are responsible for the direction, supervision and inspection of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with Corporate Auditors and the Board of Corporate Auditors regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide Corporate Auditors and the Board of Corporate Auditors with a statement that we have complied with the ethical requirements in Japan regarding independence that are relevant to our audit of the financial statements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related measures taken to remove obstruction factors to independence or related safeguards in order to mitigate obstruction factors to a tolerable level.

**Conflicts of Interest**

Our firm and the designated engagement partners have no interest in the Company and its consolidated subsidiaries which should be disclosed in accordance with the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

(TRANSLATION)

**Accounting audit report on the non-consolidated financial statements**

**Independent Auditor's Report (Translation)**

June 25, 2025

AIN HOLDINGS INC.

Attn. Board of Directors

**Ernst & Young ShinNihon LLC**

**Sapporo Office**

Designated Engagement  
Partner

Certified Public  
Accountant **Naohiko Kataoka**

Designated Engagement  
Partner

Certified Public  
Accountant **Wataru Araki**

**Audit Opinion**

Pursuant to Article 436, paragraph (2), item (i) of the Companies Act, we have audited the accompanying non-consolidated financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statements of changes in shareholders' equity, the notes to the Non-Consolidated Financial Statements and the related supplemental schedules (collectively, "non-consolidated financial statements, etc.") of AIN HOLDINGS INC. (the "Company") applicable to the 56th fiscal year from May 1, 2024 to April 30, 2025.

In our opinion, the non-consolidated financial statements, etc. referred to above present fairly, in all material respects, the financial position and results of operations of the Company, in accordance with accounting principles generally accepted in Japan.

**Basis for Audit Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the ethical

requirements that are relevant to our audit of the non-consolidated financial statements, etc. in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matter**

As stated in “12. Notes on significant subsequent events” of the non-consolidated financial statements, on May 28, 2025, the Company entered into a share transfer agreement in relation to the acquisition of all shares of NSSK-WW Co., Ltd., thus making it a subsidiary and in turn making the Sakura Pharmacy Group a subsidiary.

Our opinion is not modified in respect of this matter.

### **Other content of statements**

The other content of statements is the Business Report and the supplementary schedules thereto. Management is responsible for the preparation and disclosure of such other content of statements. In addition, Corporate Auditors and the Board of Corporate Auditors are responsible for overseeing the Directors’ performance of duties within the maintenance and operation of the other content of statements reporting process.

Our audit opinion on the non-consolidated financial statements, etc., does not include any of the other content of statements, and we do not express any opinion on such other content of statements.

Our responsibility in auditing the non-consolidated financial statements, etc., is to read the other content and, in the process of reading the other content of statements, to consider whether there are any material differences between the other content of statements and the non-consolidated financial statements, etc., or the knowledge we have gained over the course of our audit, and to pay attention as to whether or not there are any indications of material misstatements in the other content of statements other than such material differences.

Our audit firm, in the event of having determined there to be material misstatements in the other content of statements based on the work we have performed, is required to report this.

There are no matters that should be reported by our audit firm in relation to the other content of statements.

### **Responsibilities of Management, Corporate Auditors and the Board of Corporate Auditors for the Non-consolidated Financial Statements, Etc.**

Management is responsible for the preparation and fair presentation of non-consolidated financial statements, etc., in accordance with corporate accounting standards that are generally accepted in Japan. This includes the establishment and operation of internal controls that management has determined to be necessary in order to prepare and fairly present non-consolidated financial statements, etc., that are free from material misstatements caused by fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. with the assumption of the Company’s ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

Corporate Auditors and the Board of Corporate Auditors are responsible for overseeing the Directors’ performance of duties within the maintenance and operation of the financial reporting process.

## **Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc.**

Auditors are responsible for obtaining reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the non-consolidated financial statements, etc. based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the decisions of users taken on the basis of the non-consolidated financial statements, etc.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement caused by fraud or error. In addition, we design and perform audit procedures responsive to the risks of material misstatements. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider, in making those risk assessments, internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the non-consolidated financial statements, etc. is not expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the non-consolidated financial statements, etc. and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the non-consolidated financial statements, etc. or, if the notes to the non-consolidated financial statements, etc. on material uncertainty are inadequate, to express a qualified opinion with exceptions on the non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the non-consolidated financial statements, etc. and the notes thereto are in accordance with accounting standards generally accepted in Japan, as well as evaluate the overall presentation, structure and content of the non-consolidated financial statements, etc., including the related notes thereto, and whether the non-consolidated financial statements, etc. fairly represent the underlying transactions and accounting events.

We communicate with Corporate Auditors and the Board of Corporate Auditors regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide Corporate Auditors and the Board of Corporate Auditors with a statement that we have complied with the ethical requirements in Japan regarding independence that are relevant to our audit of the financial statements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related measures taken to remove obstruction factors to independence or related safeguards in order to mitigate obstruction factors to a tolerable level.

**Conflicts of Interest**

Our firm and the designated engagement partners have no interest in the Company which should be disclosed in accordance with the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

(TRANSLATION)

## **Audit Report by Board of Corporate Auditors**

### **Audit Report**

The Board of Corporate Auditors reports the below having prepared this Audit Report following deliberation based on the audit reports prepared by each Corporate Auditor with respect to the execution of duties by the Directors in the 56th business term from May 1, 2024 to April 30, 2025.

#### **1. Methods of audit by Corporate Auditors and the Board of Corporate Auditors and content thereof**

- (1) In addition to setting forth audit policies, the division of duties, etc. and receiving reports on the status of implementation of audits and results thereof from each Corporate Auditor, the Board of Corporate Auditors received reports on the status of execution of duties of Directors, etc. and the accounting auditor therefrom, and requested explanations as necessary.
- (2) In conformance with the corporate audit standards set forth by the Board of Corporate Auditors, each Corporate Auditor endeavored to communicate with Directors, the internal audit department, other employees, etc. to gather information and put an audit environment in place in accordance with audit policies, the division of duties, etc. Simultaneously, each Corporate Auditor performed audits using the below methods.
  - (i) Corporate Auditors attended meetings of the Board of Directors and other key meetings, received reports from Directors, employees, etc. regarding the status of the execution of their duties, requested explanations as necessary, reviewed important final approval documents, etc., and investigated the status of business and property at the headquarters and primary offices. Additionally, in regard to subsidiaries, Corporate Auditors endeavored to communicate and exchange information with subsidiary Directors, Corporate Auditors, etc. and received business reports from subsidiaries as necessary.
  - (ii) With regard to the content of Board of Directors resolutions concerning the development of the system for ensuring that the performance of duties by Directors complies with relevant laws, regulations, and the Articles of Incorporation as stated in the Business Report and other systems set forth in Article 100, paragraphs (1) and (3) of the Regulations for Enforcement of the Companies Act as systems necessary to ensure the appropriateness of the business of the Company Group consisting of the stock company and its subsidiaries, as well as systems developed in accordance with said resolutions (internal control systems), Corporate Auditors regularly received reports on the status of construction and operation thereof from Directors, employees, etc., requested explanations as necessary, and stated their opinions.
  - (iii) In addition to monitoring and verifying that the accounting auditor maintains an independent position and performs proper audits, Corporate Auditors received reports from the accounting auditor on the status of execution of the duties thereof and requested explanations as necessary. Additionally, Corporate Auditors received notification from the accounting auditor that “systems for ensuring that the execution of duties is carried out properly” (matters listed in each item of Article 131 of the Regulations on Corporate Accounting) have been developed in accordance with the Quality Control Standards for Audits (Business Accounting Council), etc. and requested explanations as necessary.

In accordance with the above methods, the Board of Corporate Auditors examined the Business Report and supplementary schedules thereto, non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statements of changes in shareholders' equity and notes to non-consolidated financial statements) and supplementary schedules thereto and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statements of changes in shareholders' equity and notes to consolidated financial statements) for the fiscal year under review.

## 2. Audit results

### (1) Results of audit of Business Report, etc.

- (i) We find the Business Report and supplementary schedules thereto to correctly present the status of the Company in accordance with relevant laws, regulations, and the Articles of Incorporation.
- (ii) No acts of impropriety regarding the execution of duties of Directors or material facts in violation of relevant laws, regulations or the Articles of Incorporation have been found.
- (iii) We find the content of resolutions of the Board of Directors regarding internal control systems to be appropriate. Additionally, there were no findings to point out with respect to the content of statements in the Business Report regarding said internal control systems or the execution of related duties by Directors.
- (iv) We have found that efforts have been made to expand the framework for fair business operations in compliance with laws and regulations, such as revising regulations related to job authority and strengthening and enhancing internal audits. The Board of Corporate Auditors will continue to closely monitor the implementation status of these efforts.

### (2) Results of audit of non-consolidated financial statements and supplementary schedules thereto

We find the audit methods and results by Ernst & Young ShinNihon LLC, the accounting auditor, to be reasonable.

### (3) Results of audit of consolidated financial statements

We find the audit methods and results by Ernst & Young ShinNihon LLC, the accounting auditor, to be reasonable.

June 26, 2025

AIN HOLDINGS INC. Board of Corporate Auditors

Standing Corporate Auditor	Koichi Kawamura	[SEAL]
Outside Corporate Auditor	Ayako Sano	[SEAL]
Outside Corporate Auditor	Minako Mizutani	[SEAL]