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January 31, 2024

Company: TODA CORPORATION  
Representative: Seisuke Otani, President and Representative Director  
(Securities Code: 1860 TSE Prime Market)  
Contact: Toshiyuki Kubodera, General Manager, Financial & IR Div.  
(Phone: 03-3535-1357)

## **Notice Concerning Merger between Consolidated Subsidiaries and Accompanying Change in Trade Name of Consolidated Subsidiary**

TODA CORPORATION (the "Company") hereby announces that at the Board of Directors Meeting held on January 31, 2024, the Company has resolved to implement an absorption-type merger (the "Merger"), whereby Toda Staff Service Co., Ltd., a wholly owned subsidiary of the Company, will be the surviving company and Chiyoda Kenkou Co., Ltd. and Green Support Systems Company Limited, also wholly owned subsidiaries of the Company, will be dissolved. The Company has also resolved to change the trade name of Toda Staff Service Co., Ltd., the surviving company, to TGC General Service Company Limited (the "Change in Trade Name") in conjunction with the Merger.

Please note that it is a merger between consolidated subsidiaries of the Company, and that some disclosure items and contents have been omitted.

### **1. Purpose of Merger and Change in Trade Name**

The purpose of the Merger is to increase management efficiency and strengthen the operating framework by reintegrating the businesses of our Group companies and unifying the management and administrative structure.

In addition, the trade name of Toda Staff Service Co., Ltd., the surviving company, will be changed to TGC General Service Company Limited in accordance with the unification of the management and administrative structure.

The Change in Trade Name is subject to approval at an extraordinary shareholders' meeting of Toda Staff Service Co., Ltd. to be held on February 1, 2024, and the Merger taking effect.

### **2. Summary of Merger**

#### **(1) Schedule of merger**

Board of Directors' resolution regarding merger of subsidiaries (the Company): January 31, 2024

Date of execution of merger agreement (merging companies): January 31, 2024

Extraordinary shareholders' meeting to approve merger (merging companies): February 1, 2024 (planned)

\* Each merging company will not publicly announce the record date of the shareholders' meeting, but the resolution will be adopted by shareholders on the day of the shareholders' meeting.

Date of merger (effective date) and trade name change: April 1, 2024 (planned)

(2) Method of merger

An absorption-type merger, with Toda Staff Service Co., Ltd. as the surviving company and Chiyoda Kenkou Co., Ltd. and Green Support Systems Company Limited as the absorbed companies.

(3) Details of allotment in relation to merger

Since the Merger is a merger between wholly owned subsidiaries of the Company, there will be no allocation of shares or money, etc.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights in connection with merger

Not applicable.

3. Outline of Merging Companies

	Surviving company	Absorbed company	Absorbed company
(1) Name	Toda Staff Service Co., Ltd.	Chiyoda Kenkou Co., Ltd.	Green Support Systems Company Limited
(2) Address	7-10 Nihonbashi-Kodenmachi, Chuo-ku, Tokyo	2-19-6 Hatchobori, Chuo-ku, Tokyo	1-8-7 Nihonbashi-Muromachi, Chuo-ku, Tokyo
(3) Representative	Hideji Kouno, President & Representative Director	Hiroshi Satou, Representative Director	Hideji Kouno, President & Representative Director
(4) Scope of Business	Temporary staffing business (general clerical and technical staffing)	Sales of materials for civil engineering and construction works (ready-mixed concrete, products developed by TODA Group), etc.	Temporary staffing business (general clerical and golf caddies), fee-charging employment placement business
(5) Capital	30 million yen	64.4 million yen	50 million yen
(6) Date of Establishment	February 8, 2006	October 20, 1989	March 16, 2000
(7) Total Number of Shares Issued	600 shares	1,288 shares	1,000 shares
(8) Fiscal Year End	March 31	March 31	March 31
(9) Major Shareholders and Shareholding Ratio	TODA CORPORATION 100%	TODA CORPORATION 100%	TODA CORPORATION 100%
(10) Financial Situation and Operating Results for the Most Recent Fiscal Year			
Fiscal Year Ending	March 31, 2023	March 31, 2023	March 31, 2023
Net assets	136 million yen	441 million yen	81 million yen
Total assets	239 million yen	4,640 million yen	178 million yen
Net assets per share	227,757 yen	342,783 yen	81,824 yen
Net sales	868 million yen	205 million yen	411 million yen
Operating income	22 million yen	11 million yen	(8 million) yen
Ordinary income	22 million yen	14 million yen	2 million yen
Net income	14 million yen	15 million yen	2 million yen
Net income per share	23,482 yen	12,372 yen	2,651 yen
Dividend per share	7,200 yen	0 yen	2,000 yen

4. Post-merger Status and Change in Trade Name (scheduled for April 1, 2024)

(1) Old Trade Name	Toda Staff Service Co., Ltd.
(2) New Trade Name	TGC General Service Company Limited
(3) Address	7-10 Nihonbashi-Kodenmachi, Chuo-ku, Tokyo
(4) Representative	Yuuta Makino, President & Representative Director
(5) Scope of Business	Temporary staffing business (general clerical and technical staffing), sales of materials for civil engineering and construction works (ready-mixed concrete, products developed by TODA Group), etc.
(6) Capital	30 million yen
(7) Fiscal Year End	March 31

5. Outlook for the Future

Since this is a merger between wholly owned subsidiaries of the Company, the impact of the Merger on the Company's consolidated results is immaterial.

End