

FOR IMMEDIATE RELEASE

Company name	Premier Anti-Aging Co., Ltd. (Securities code : 4934 Tokyo Stock Exchange)
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Notice concerning absorption-type merger (simplified merger/short form merger) of  
wholly owned subsidiary and waiver of loan receivables

Premier Anti-Aging Co., Ltd. (“the Company”) announces today that it has resolved to merge its wholly owned subsidiary Premier Wellness Science Co., Ltd. (“the Premier Wellness Science”), with the effective date (scheduled) being November 1, 2023 (“the Merger”), at the Board of Directors meeting held today. The Company has also resolved to waive a portion of its claims against Premier Wellness Science prior to the Merger. Since the Merger is an absorption-type merger involving a wholly owned subsidiary, some disclosure items and details have been omitted from the disclosure.

#### 1. Purpose of the Merger

Premier Wellness Science conducts research and product development related to health, beauty, anti-aging, and sports, as well as contract consulting services for these. It was established on December 10, 2020, and through joint research with the University of Tokyo and Showa University, developed the brand "Ko" with CBD (cannabidiol) as a core ingredient and the brand “Reinca” with the stem cell culture extract "ENGY Stem S” as a core ingredient.

In order to improve the efficiency of our group management, we have decided to merge Premier Wellness Science into the Company.

#### 2. Summary of the Merger

##### (1) Schedule of the Merger

Merger Resolution Board of Directors Meeting: September 14, 2023

Execution Date of the Merger agreement: September 14, 2023

Effective Date of the Merger : November 1, 2023

(Note) This Merger falls under a simplified merger prescribed in Article 796, Paragraph 2 of the Companies Act for the Company, and falls under a short-form merger prescribed in Article 784, Paragraph 1 of the

Companies Act for Premier Wellness Science. Therefore, the Merger agreement will be approved without convening General Meetings of shareholders of either company.

(2) Method of the Merger

The merger will be an absorption-type merger in which the Company will be the surviving company and Premier Wellness Science will be the dissolved company.

Please note that Premier Wellness Science is currently insolvent, but prior to this merger, the Company plans to waive a part of claims it has against Premier Wellness Science, and the merger will take place after the insolvency situation is resolved.

Contents of claims to be waived: Long-term loans to affiliates

Amount of claims to be waived: 700 million yen (estimated)

Implementation date: October 31, 2023 (planned)

(Note) Regarding the above long-term loans to affiliates, 700 million yen of allowance for doubtful accounts was recorded in the non-consolidated financial statements for the fiscal year ended July 31, 2023. This amount was offset and eliminated in the consolidated financial statements, so there was no impact on the consolidated results.

(3) Contents of allotment related to the Merger

This is a merger with a wholly owned subsidiary of the Company, and there will be no allotment of shares or other consideration.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights upon the Merger

Not applicable

3. Summary of the companies involved in the Merger (as of July 31, 2023)

	Surviving company	Dissolved company
(1) Name	Premier Anti-Aging Co., Ltd.	Premier Wellness Science Co., Ltd.
(2) Address	Toranomon Hills Mori Tower 8F, 1-23-1 Toranomon, Minato-ku, Tokyo	Toranomon Hills Mori Tower 8F, 1-23-1 Toranomon, Minato-ku, Tokyo
(3) Title and name of representative	Kiyoshi Matsuura, President	Shinji Hosoyama, President and Representative Director
(4) Business description	Planning, development, import/export, mail-order/EC, wholesale and retail business of cosmetics and health food products	Research and development and product development related to health, beauty, anti-aging, and sports, as well as contract consulting services for these
(5) Capital	1,351,544 thousand yen	10,000 thousand yen
(6) Date of establishment	December 1, 2009	December 10, 2020

(7) Number of shares issued and outstanding	8,720,534 shares	200shres
(8) Fiscal year end	July 31	July 31
(9) Major shareholders and shareholding ratios	Premier Management Co., Ltd. 45.62% Kiyoshi Matsuura 21.53% STATE STREET BANK AND TRUST COMPANY 5.24% The Master Trust Bank of Japan, Ltd 2.32% UBS AG LONDON ASIA EQUITIES 1.42%	Premier Anti-Aging Co., Ltd. 100%
(10) Operating results and financial condition for the most recent fiscal year		
Fiscal year end	Premier Anti-Aging Co., Ltd. (Consolidated)	Premier Wellness Science Co., Ltd. (Non-consolidated)
	July 31, 2023	July 31, 2023
Total assets	7,609,413	(601,762)
Net assets	12,135,063	113,168
Net assets per share (yen)	872.60	(3,008,810.20)
Net sales	26,400,665	5,584
Operating profit (loss)	(611,681)	(362,907)
Ordinary profit (loss)	(631,229)	(365,232)
Profit (loss) attributable to owners of parent	(733,974)	(389,454)
Basic earnings per share (yen)	(84.17)	(1,947,274.74)
Annual dividends per share (yen)	0	0

(Unit: thousand yen, unless otherwise specified)

#### 4. Status of the Company after the Merger

There will be no changes in the Company's name, location, title and name of the representative, business content, capital, and fiscal year-end after the merger.

#### 5. Future outlook

Since this Merger is a merger with a wholly owned subsidiary, the impact on the Company's consolidated results will be minor.