



May 26, 2025

Company name:	Ubicom Holdings, Inc.
Name of representative:	Masayuki Aoki, Representative Director and President (Securities code: 3937; TSE Prime Market)
Inquiries:	Akisato Kitaoka, Director and Executive General Manager of Corporate Division (Tel: +81-3-5803-7339)

Notice of Acquisition of Shares of ISM Corporation (a Subsidiary)

AIS Co., Ltd. (hereinafter “AIS”), a consolidated subsidiary of our company, announces that its Board of Directors has resolved at a meeting held this day to acquire a portion of the common stock (hereinafter “Share Acquisition”) (81% of the total number of shares issued) of ISM, Inc. (hereinafter “ISM”). ISM will become a consolidated subsidiary of the Company through this share acquisition.

1. Reasons for share acquisition

The medical domain, one of the core businesses of the Group, is conducted by AIS, a group company of Ubicom Holdings, Inc. (hereinafter “the Company”) As a pioneer in providing hospitals and clinics with unique management support IT solutions that integrate AI and subscription models, AIS is firmly promoting DX (Digital Transformation) in the medical field. The main products, “MightyChecker® EX,” a receipt inspection system, and “Mighty QUBE® Hybrid,” an electronic medical record linkage system, are being adopted by medical institutions nationwide as innovative services that contribute significantly to reforming the work styles of medical doctors and improving the management efficiency of medical institutions. We have reached an agreement with ISM, with whom we have been building a strong cooperative relationship for a long time, to acquire common shares, and have resolved to make ISM a consolidated subsidiary of the company as a strong partner of our group. Under this new cooperative structure, we will further deepen our cooperative relationship with ISM at the management level and pursue synergy creation by maximizing the strengths of both companies. We regard this as an extremely important milestone in the Group's growth strategy, and we are fully committed to drastically improving the earnings structure of the entire Group and enhancing corporate value in a sustainable manner.

ISM has developed its business in Fukuoka Prefecture, focusing on the introduction and support of electronic medical record systems and the “Nichi-Medical Standard Receipt Software” provided by the Japan Medical Association ORCA Management Organization, and has a notable track record of being commissioned by the Fukuoka Medical Association to build a regional medical information network. As a result, ISM has established a direct and solid business base with over 800 medical institutions and boasts overwhelming trust and presence in the local medical community. In addition, ISM has already built up a remarkable sales track record as a major distributor for the Group's main product, the “Mighty Checker series”.

The core of this strategic approach is to fully integrate this broad and high-quality customer base that ISM has built up over the years, as well as its direct sales channels with a deep understanding of the needs of local healthcare settings, into the Group's product and service portfolio. The following are the specific benefits expected to this acquisition.

① **Achieve dramatic sales channel expansion and cross-selling:**

The Group's diverse solutions for medical institutions will be quickly and effectively deployed to ISM's existing customer network. This will enable ISM to increase sales per customer (cross-selling) by providing comprehensive solutions that go beyond the mainstay "Mighty Checker series," with the aim of dramatically expanding the scale of sales.

② **Accelerate growth by strengthening sales capabilities and expanding market share:**

By strategically integrating ISM's direct business channels, which are deeply rooted in the front lines of local healthcare, and its sales force, backed by the deep trust of its customers, within our group, we will dramatically increase the market penetration of our products and services. This will enable us to strongly promote the acquisition of new users of AIS products, which have already achieved high profitability (actual operating margin of 65.5% in the medical business for the fiscal year ending March 31, 2025), and increase the scale of sales through expansion of market share. This optimization of sales channels and concentration of sales resources will accelerate the Group's overall growth strategy and further expand its solid earnings base.

③ **Strengthen the competitiveness of the entire group and create synergies:**

The entire group will share the knowledge and expertise of ISM, which is active on the front lines of community healthcare and utilize it to develop products and improve services that are more in line with on-site needs. In addition, by combining ISM's customer support system with the Group's development capabilities, we will further improve customer satisfaction and clearly differentiate our products from those of other companies.

The Group intends to use the ISM collaboration model as a successful case study to aggressively pursue strategic alliances and M&A with quality partner companies that have similarly strong sales networks in each region of the nation in the future. This collaboration with ISM is the first step in our nationwide expansion strategy. By directly incorporating a sales network and agency functions that are deeply rooted in the local community within our group, we will build an extremely efficient business operation structure.

We are confident that this strategic channel integration will accelerate the growth of our group and, at the same time, significantly improve profitability on a consolidated basis and establish a solid management foundation that can meet the expectations of our shareholders. Our group will continue to boldly execute such strategic investments and business restructuring to firmly establish our position as a leading company in the medical ICT field, and we will do our utmost to maximize our sustainable corporate value.

2. Outline of the company from which the shares were acquired

1. Company name	ISM, Inc.	
2. Address	2-6-10-102 Mukono, Minami-ku, Fukuoka City, Fukuoka	
3. Name of representative	Toshihide Isami, CEO	
4. Business details	Development of software for medical institutions on consignment, etc.	
5. Capital	5 million yen	
6. Date of Establishment	October, 2010	
7. Relationship between the listed company and the acquired company	Capital relationship	Not applicable.
	Human relationship	Not applicable.
	Business relationship	Not applicable.
	Applicable Status with Related Parties	Not applicable.

3. Number of shares acquired, acquisition price and status of shares held before and after acquisition

1. Number of shares held before acquisition	0 shares (Number of voting rights : 0) (Ratio of Voting Rights Held : 0.0%)
2. Number of shares to be acquired	81 shares (Number of voting rights : 81)
3. Acquisition price	The amount has been determined upon consultation with the counterparty of the share acquisition based on the valuation calculated by an independent third party.
4. Total number of shares held after acquisition	81 shares (Number of voting rights : 81) (Ratio of Voting Rights Held : 81.0%)

4. Schedule

1. Date of Board of Directors' resolution	May 26, 2025
2. Date of contract execution	June 30, 2025 (planned)
3. Date of share acquisition	July 31, 2025 (planned)

5. Upcoming plans

The impact of this matter on our group's business performance for the current fiscal year is still being calculated, but we believe that it will contribute to improving our business performance in the medium to long term. We will promptly disclose any matters that should be publicly announced depending on the future situation.

- Trade name : Ubicom Holdings, Inc.
- Name of representative : Masayuki Aoki, Representative Director and President
- Establishment date : December 8, 2005
- Address : 〒102-0082 7F Ichiban chou Tokyu Bldg., 21 Ichiban-cho, Chiyoda-ku, Tokyo
- Description of Business : Providing medical IT solutions such as receipt inspection, medical safety support, data analysis, cloud services, development support, and consulting to hospitals and clinics throughout Japan. Embedded software/application development, testing/quality assurance services with a long track record, and in recent years, the development of unique solutions incorporating 3A technology (AI Artificial Intelligence / Analytics Analysis / Automation/RPA Automation).
- U R L : <https://www.ubicom-hd.com/>

- Trade name : AIS Co., Ltd.
- Name of representative : Masayuki Aoki, Representative Director and President
- Establishment date : February 13, 1986
- Address : 〒102-0082 7F Ichiban chou Tokyu Bldg., 21 Ichiban-cho, Chiyoda-ku, Tokyo
- Description of Business : Providing development, sales, contracted development, and consultation services for medical information system software products for hospitals, other medical institutions, and related facilities.
- U R L : <https://www.tais.co.jp/>

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