



February 13, 2026

Company name:	Fukui Computer Holdings, Inc.
Name of representative:	Koichi Sato, Representative Director and CEO (Securities code: 9790; TSE Prime Market)
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**Notice Concerning Conclusion of Merger Agreement and Integration Agreement
Between Fukui Computer Holdings, Inc. and DAITEC Holding Co., Ltd.,
Change of Trade Name and Partial Amendments to the Articles of Incorporation**

Fukui Computer Holdings, Inc. (“Fukui Computer Holdings” or “the Company”) hereby announces that the Company and DAITEC Holding Co., Ltd. (“DAITEC Holding,” collectively with Fukui Computer Holdings referred to as “both companies”) have resolved to integrate both companies’ management in an equal relationship (on an equal footing) at the meetings of the Board of Directors held today, respectively, setting the effective date on April 1, 2027 (planned) (“Management Integration”) and have entered into a merger agreement under which the Company will become a surviving company and DAITEC Holding will become a disappearing company in an absorption-type merger (“Merger Agreement” and “Merger”) and an integration agreement (“Integration Agreement”). The details are described below.

The Company has also resolved to amend the Articles of Incorporation partially (“Partial Amendments to the Articles of Incorporation”) at the above-mentioned meeting of the Board of Directors held today.

In addition, the Company plans to change its trade name to “D&F Group Kabushiki-Kaisha” (in English, “D&F Group Corporation”) after the Management Integration (“Change of Trade Name”).

Upon approval of the Merger Agreement by the special resolutions at the General Meetings of Shareholders of both companies, scheduled in June 2026, respectively, the Merger will be conducted on the effective date, April 1, 2027.

DAITEC Holding holds 9,746,220 shares of the Company's common shares ("Company Shares") (which corresponds to 47.14% of 20,675,187 shares after subtracting the Company's treasury shares (24,813 shares) from the total number of the Company Shares issued as of December 31, 2025 (20,700,000 shares)). DAITEC Holding is one of the Company's major shareholders and the largest shareholder, which falls under "Other Affiliated Companies".

This Merger is an absorption-type merger, with the Company as the surviving company and DAITEC Holding as the disappearing company. Even after the Merger becomes effective, the Company Shares are expected to remain listed on the Tokyo Stock Exchange, Inc. ("TSE"), the Prime Market. However, under the Delisting Criteria of the TSE, the Company Shares are potentially designated as "the issue of a company that enters the grace period pertaining to ceasing to be a substantial survivor due to a merger, etc." Nevertheless, even if the Company Shares are designated as "the issue of a company that enters the grace period pertaining to ceasing to be a substantial survivor due to a merger, etc.," the Company will make every effort to be deemed to satisfy the criteria equivalent to the Initial Listing Criteria by the end of the grace period.

The Company also plans to submit a proposition to the General Meeting of Shareholders to be held on June 26 2026, to amend the Articles of Incorporation for changing the trade name, adjusting the business objectives as required for the Company's operation after the Management Integration, and other necessary matters.

I. Management Integration through the Merger

1. Summary of the Management Integration

(1) Timetable for the Management Integration

Date of resolution at the meeting of the Board of Directors	February 13, 2026
Date of conclusion of the Merger Agreement	February 13, 2026
Record date for the Annual General Meeting of Shareholders	March 31, 2026
Date of resolution at the Annual General Meeting of Shareholders	June 26, 2026 (planned)
Effective date of the Merger	April 1, 2027 (planned)

(Note) If it becomes necessary due to the progress of the Merger procedures or for any other reason, the Merger date may be rescheduled by agreement between both companies. The Company will promptly announce any change to any of the above dates if it occurs.

(2) Form of the Merger

The Merger will be conducted as an absorption-type merger, with the Company as the surviving company, and DAITEC Holding will be dissolved.

(3) Details of allotment related to the Merger

	Fukui Computer Holdings (Company surviving the absorption-type merger)	DAITEC Holding (Company disappearing in the absorption-type merger)
Allotment ratio related to the Merger	1	0.68

(Note 1) Allotment ratio for the Merger (“Merger Ratio”)

For one common share of DAITEC Holding (“DAITEC Holding Shares”), 0.68 shares of the Company Shares will be allotted and issued. However, if any material change occurs in the terms and conditions based on which the above Merger Ratio is calculated, both companies may consult and agree to amend the Merger Ratio.

Please note that, for the treasury shares held by DAITEC Holding immediately before the effective date of the Merger (“Base Time”), 18,847,500 shares (as of December 31, 2025), no Company Shares will be allotted with the Merger.

(Note 2) The number of Company Shares to be issued resulting from the Merger:
31,129,244 common shares (planned)

The above number of shares to be issued may be adjusted if the number of treasury shares of DAITEC Holding varies or under another circumstance due to the future exercise of the right by any shareholder of DAITEC Holding to demand the purchase of the shares less than one unit or any other reason.

(Note 3) Treatment of shares less than one unit

DAITEC Holding’s shareholders who will hold shares of less than one unit (less than 100 shares) of the Company through the Merger may use the Company’s program described below. They may also buy or sell shares less than one unit, using a service offered by some securities firms. Please note that no shares of less than one unit can be sold in the finance instruments exchange market.

*The Company’s program to purchase shares less than one unit (a shareholder’s sale of the shares less than one unit (100 shares))

This program offers to the shareholders who hold the Company Shares of less than one unit an opportunity to demand the Company’s purchase of the shares less than one unit held by them in accordance with the provisions of Article 192, paragraph 1 of the Companies Act.

(Note 4) Treatment of fractional shares

To DAITEC Holding’s shareholders who will be allotted fractional shares less than one Company Share, the Company will pay in cash the amount

corresponding to the fractional portion less than one share, in accordance with the provisions of Article 234 of the Companies Act and other relevant laws and ordinances.

2. Basis, etc. of details of allotment related to the Merger

(1) Prospect and reason for delisting

This Merger is an absorption-type merger, with the Company as the surviving company, and DAITEC Holding as the disappearing company. Even after the Merger becomes effective, the Company Shares are expected to remain listed on the TSE, the Prime Market. However, under the Delisting Criteria of the TSE, the TSE potentially designates the Company Shares as “the issue of a company that enters the grace period pertaining to ceasing to be a substantial survivor due to a merger, etc.” Nevertheless, even if the TSE designates the Company Shares as “the issue of a company that enters the grace period pertaining to ceasing to be a substantial survivor due to a merger, etc.,” the Company Shares will remain listed. The Company will make every effort to be deemed to satisfy the criteria equivalent to the Initial Listing Criteria by the end of the grace period.

The Company and DAITEC Holding have agreed in the Integration Agreement that both companies will provide the necessary cooperation for maintaining the Company's listing if the TSE determines that the Company is no longer a substantive surviving company, or otherwise the Company Shares are likely to be delisted due to the Merger.

3. Overview of companies involved in the Management Integration (As of December 31, 2025)

	Company surviving the absorption-type merger			Company disappearing in the absorption-type merger		
(1) Name	Fukui Computer Holdings, Inc.			DAITEC Holding Co., Ltd.		
(2) Descriptions of business	Business operation and management of subsidiary companies			Management guidance, general affairs, personnel affairs, accounting, etc., of subsidiary companies		
(3) Operating results and financial positions for the last three years						
As of / Fiscal year ended.	Fukui Computer Holdings (Consolidated)			DAITEC Holding (Consolidated) (Note 2)		
	March 2023	March 2024	March 2025	March 2023	March 2024	March 2025
Consolidated net assets	21,683	24,407	27,102	67,769	78,640	24,266
Consolidated total assets	26,743	29,763	33,044	72,714	84,540	28,560
Consolidated net sales	13,630	13,821	14,717	14,310	14,817	14,981
Profit attributable to	3,809	3,817	4,189	7,681	9,230	8,336

owners of parent						
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(Millions of yen, unless otherwise noted)

(Note 1) The major shareholders of the Company and their ownership ratios, as indicated above, are based on data as of September 30, 2025, and those for DAITEC Holding are based on data as of February 1, 2026. The ownership ratio in the table above is calculated using the total number of shares issued, excluding treasury shares.

(Note 2) The results of the operation and the financial situation of DAITEC Holding have not undergone an audit.

4. Status after the Management Integration (Plan)

	Company surviving the absorption-type merger
(1) Name	D&F Group Kabushiki-Kaisha (English: D&F Group Corporation)

5. Future outlook

As the effective date of the Merger is scheduled to be April 1, 2027, the impact from the Merger on the Company's consolidated financial results is expected to be minimal in the current fiscal year ending in March 2026. However, the Company will promptly disclose any need to adjust the financial results forecast or any other matters to be announced if they arise.

For the consolidated financial results forecast following the Merger, the Company will promptly announce them once they are determined.

This Merger is an absorption-type merger, with the Company as the surviving company, and DAITEC Holding as the disappearing company. Even after the Merger becomes effective, the Company Shares are expected to remain listed on the TSE, the Prime Market. However, if the TSE determines that the Company, after the Merger, is no longer a substantial survivor, the TSE may announce that the Company Shares are likely to enter the grace period pertaining to ceasing to be a substantial survivor (such as an inappropriate merger) on and after the effective date of the Merger. In such a case, the Company will announce that effect without delay.

Even after entering the grace period, the Company Shares will remain listed; however, if as the result of the examination of the substantial survivability, the TSE determines that the Company is not substantially surviving, on and after April 1, 2027 (planned), when the Merger is conducted, the Company Shares will enter the grace period pertaining to ceasing to be a substantial survivor. When the Company is deemed to satisfy the criteria equivalent to the Initial Listing Criteria during the period until March 31, 2031, the end of the grace period, the grace period will be removed. If the TSE deems that the Company does not satisfy those criteria, the Company Shares will likely be delisted. However, the Company plans to undergo an examination to be deemed to satisfy those criteria and make every effort to be deemed to satisfy them early.

Also, the Company and DAITEC Holding have agreed in the Integration Agreement that both companies will provide the necessary cooperation to maintain the Company's listing if the TSE determines that the Company is no longer a substantive surviving company, or otherwise, the Company Shares are likely to be delisted due to the Merger.

II. Change of Trade Name and Partial Amendments to the Articles of Incorporation

1. Details of amendments to the Articles of Incorporation

Details of the amendments are as follows:

2. Timetable for amendments to the Articles of Incorporation

Date of the Annual General Meeting of Shareholders to which the proposition for amending the Articles of Incorporation will be submitted.	June 26, 2026 (planned)
Effective date of the amendments to the Articles of Incorporation	April 1, 2027 (planned)

(Attachment)

Details of Amendments to the Articles of Incorporation

(Underlines show the amended parts.)

Current Provisions	Proposed Amendments
<p>Chapter I General Provisions</p> <p>(Trade Name)</p> <p>Article 1. The name of the Company shall be “<u>Fukui Computer Holdings Kabushiki-Kaisha</u>” and in English “<u>Fukui Computer Holdings, Inc.</u>”</p>	<p>Chapter I General Provisions</p> <p>(Trade Name)</p> <p>Article 1. The name of the Company shall be “<u>D&F Group Kabushiki-Kaisha</u>” and in English “<u>D&F Group Corporation.</u>”</p>
<p>(Objectives)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Development and sale of computer software. 2. Sale of computers 3. Sale of office devices 4. Sale of measurement devices 5. Sale of office supplies 6. Management of computer-related lecture rooms 7. Information service using computers 8. Consulting service concerning general business management 9. Business operation and management of subsidiary companies 10. Any and all businesses incidental to the above items 	<p>(Objectives)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Development and sale of computer software. 2. Sale of computers 3. <u>Information processing by computers</u> 4. <u>Lease, rental, export, and import of computer hardware and software</u> 5. <u>Research, study, training, and consulting concerning computer systems</u> 6. Sale of office devices 7. Sale of measurement devices 8. Sale of office supplies 9. Management of computer-related lecture rooms 10. Information service using computers 11. Consulting service concerning general business management 12. <u>Lease, rental, management, and holding of, as well as investment in, real property</u> 13. <u>Holding of and investment in securities</u> 14. Business operation and management of subsidiary companies 15. Any and all businesses incidental to the above items
Articles 3~41 (Omitted)	Articles 3~41 (As currently provided)
	<p>Supplementary Provision</p> <p>Article 1. The amendments to the provisions</p>

	<p>of Articles 1 (Trade Name) and 2 (Objectives) above shall come into force from the effective date of the merger, subject to the merger under the absorption-type merger agreement dated February 13, 2026, concluded between the Company and DAITEC Holding CO., LTD., coming into effect. This supplementary provision shall be deleted on or after the effective date.</p>
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