

# TSE Urgent Notice



May 13, 2026  
Listing Department  
Tokyo Stock Exchange, Inc.

## Request for Improvement Report and Public Announcement Measure

TSE has requested an Improvement Report and taken the Public Announcement Measure as follows.

\* This decision is based on the results of the examination by Japan Exchange Regulation.

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| Company Name | nms Holdings Corporation<br>(Code: 2162, Market Segment: Standard Market) |
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| Improvement Report Submission Deadline | Jun. 10, 2026 (Wed.)   |
| Reason (Related Clause)                | Due to disclosed information containing false statements and improvements being deemed highly necessary<br>(Securities Listing Regulations, Rule 504, Paragraph 1, Item (1)) |
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|-------------------------------------|--|
| Date of Public Announcement Measure | May 13, 2026 (Wed.)  |
| Reason (Related Clause)             | Due to disclosed information containing false statements and public announcement being deemed necessary<br>(Securities Listing Regulations, Rule 508, Paragraph 1, Item (1)) |
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| Details of Reason | <p>On Mar. 16, 2026, nms Holdings Corporation (hereinafter "the Company") disclosed an investigation report from the special investigation committee concerning inappropriate accounting of losses at one of its subsidiaries and on Apr. 28 and May 11, 2026, disclosed corrections to its past earnings reports.</p> <p>These disclosures revealed that provisions for expenses incurred to address defects in products previously sold by its subsidiaries were not properly recorded. As a result, the Company was found to have made false disclosures in violation of the listing rules for earnings reports, etc. from the fiscal year ended Mar. 2024 to the second quarter of the fiscal year ended Mar. 2026. Consequent corrections to the Company's past earnings reports revealed that net income attributable to owners of the parent company for the fiscal year ended Mar. 2024 would be negative instead of positive, among other matters.</p> |
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The following key points were identified as the context for these events at the Company.

- The former managing director in charge of the accounting and finance department postponed discussions and decisions regarding the accrual, resulting in an inadequate response.
- Decision-making authority and information related to accounting were primarily concentrated with the former managing director, resulting in a lack of organizational oversight and comprehensive review of her decisions.
- The accounting and finance department did not adequately fulfill its role in proactively gathering important information from subsidiaries and independently assessing the need for accounting treatment.
- The product defects that led to the provisions were not reported to the Company's board of directors for an extended period after Aug. 2019, resulting in insufficient communication.
- Communication with the audit firm was inadequate, and a wide range of information, such as negotiation policies for defect response expenses with business partners, was not provided to the audit firm.

As described above, this case involved false disclosures that had a substantial impact on investors' investment decisions and that were made as a result of the concentration of authority and information with a certain director, insufficient functioning of the accounting and finance department, and inadequate communication with the board of directors. As such, TSE deems that there is a strong need for improvements to the Company's timely disclosure system. While the Company disclosed measures to prevent recurrence of such incidents on Mar. 19, 2026, TSE has decided to require the Company to submit a report that includes the circumstances behind the incident and the Company's measures for improvement in order to encourage the Company to thoroughly implement such measures.

In addition, as this case is deemed to require public announcement, TSE has decided to implement the Public Announcement Measure.

\* After submission of the Improvement Report by the Company, it will be made available on the JPX website (<https://www.jpx.co.jp/listing/measures/improvement-reports/index.html>) and through the TDnet database service (both available only in Japanese).

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