



March 16, 2026

Listed company name: Penta-Ocean Construction Co., Ltd.

Code number: 1893

Stock exchange: Tokyo Prime, Nagoya Premier

Notice Regarding In-Kind Capital Contribution to a Consolidated Subsidiary (Change in a Specified Subsidiary)

At the Board of Directors meeting held on March 16, 2026, Penta-Ocean Construction Co., Ltd. (hereinafter, the "Company") resolved that its consolidated subsidiary, Japan Offshore Marine Co., Ltd., (hereinafter, "JOM") will increase the capital of its wholly owned subsidiary, Japan Offshore Marine DK ApS (hereinafter, "JOMDK") by way of an in-kind contribution.

Upon completion of the in-kind capital contribution, the capital contributed from JOM to JOMDK will amount to at least 10 percent of the Company's capital. As a result, JOMDK will qualify as a specified subsidiary of the Company, and we hereby announce the details of the transaction as follows.

1. Form of the In-Kind Capital Contribution

JOMDK is a subsidiary established to own and operate the Danish-flagged offshore installation vessel Sea Challenger (upgraded with a 1,600t lifting crane) overseas until its reflagging to the Japanese registry and subsequent domestic deployment.

JOM shall make a contribution in-kind to JOMDK by contributing its receivables against JOMDK.

2. Overview of the Subsidiary to Become a Specified Subsidiary

(1) Name	Japan Offshore Marine DK ApS
(2) Address	Kongens Kvarter 43, 7000 Fredericia Denmark
(3) Representatives	Director Ichiro Komura Director Yasuhiro Murota Director Bart Vandemeulebroucke Director Frank Robert G. Jonckheere
(4) Description of business	Ownership and leasing of offshore installation vessel
(5) Share capital (before the contribution)	EUR 5,380 (approximately JPY 990,000)
(6) Date of establishment	February 18, 2025

(7) Shareholder and shareholding ratio	Shareholder	Japan Offshore Marine Co., Ltd. (consolidated subsidiary of the Company) Shareholding ratio of the Company: 51% Shareholding ratio of DEME Offshore Holding NV: 49%
	Shareholding ratio	100%
(8) Relationship between the Company and JOMDK	Capital relationship	JOM DK is a wholly owned subsidiary of a consolidated subsidiary of the Company
	Personnel relationship	One executive officer and one employee of the Company concurrently serve as Directors at JOMDK
	Business relationship	Financing provided by the Company

(Note) JOMDK has not yet reached its first fiscal year-end since its establishment (the first fiscal year-end: March 31, 2026).

3. Details of the Contribution

(1) Contribution amount	EUR 40,326,321 (JPY 7,412,784,306) (Planned)
(2) Scheduled date of contribution	Scheduled for March 2026
(3) Cumulative Contributed amount	EUR 40,331,701 (approximately JPY 7.4 billion) (Planned)
(4) Shareholding ratio after the contribution	Japan Offshore Marine Co., Ltd. 100%

4. Future Outlook

This matter will have no impact on the Company's business results for the current fiscal year. Should any material impact on the Company's business results, etc. arise in the future, we will promptly make the necessary disclosure.

(Note) The exchange rate applied for the conversion into Japanese yen is EUR 1 = JPY 183.82 (the rate as of March 2026).

【Reference: Overview of the Consolidated Subsidiary】

(1) Name	Japan Offshore Marine Co., Ltd.
(2) Address	2-2-8, Koraku, Bunkyo-ku, Tokyo, Japan
(3) Representatives	Akihiko Togo, Representative Director
(4) Description of business	<p>Undertake the planning, investigation, design, estimation, management, execution, and consultation of construction works</p> <p>Undertake the investigation, design, estimation, procurement of equipment and materials, marine transportation, and execution of offshore wind power construction works</p> <p>Hold, lease, and transport working ships and vessels</p> <p>Marine transportation service for construction works and construction businesses, consigned forwarding service and forwarding service as well as their agency service</p> <p>Trading of equipment and materials for construction works</p> <p>Undertake the natural environment investigation and consulting work on renewable energy</p> <p>Any and all business incidental or related to the preceding items</p>
(5) Share capital	JPY 100,000,000

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