

**Translation**

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May 26, 2025

To whom it may concern:

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Name of representative: Toru Sasaki, Representative Executive Officer  
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(Securities code: 3978; TSE Prime Market)  
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**Notice Regarding Resolutions to Approve Share Consolidation, Abolition of Provisions on Share Units and Partial Amendment to Articles of Incorporation**

As announced in the "Notice of Share Consolidation, Abolition of the Provision of Share Units and Partial Amendment to the Articles of Incorporation" dated April 21, 2025 (the "Press Release dated April 21, 2025"), MACROMILL, INC. (the "Company") hereby announces that, at the extraordinary shareholders' meeting held today (the "Extraordinary Shareholders' Meeting"), proposals for the share consolidation, abolition of the provisions of the share unit number and partial amendment to the articles of incorporation were submitted, and subsequently approved and adopted as originally proposed.

As a result, the common shares of the Company (the "Company Shares") will fall under the delisting criteria set forth in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the "TSE"). Accordingly, the Company Shares will be designated as shares to be delisted from today until June 16, 2025, and will be delisted as of June 17, 2025. Please note that the Company Shares will no longer be traded on the TSE Prime Market after delisting.

**1. Proposal 1 (Share consolidation)**

The following share consolidation ("Share Consolidation") was approved by the shareholders at the Extraordinary Shareholders' Meeting. The details of the Share Consolidation are as described in the Press Release dated April 21, 2025.

- (1) Class of shares to be consolidated  
Common shares

- (2) Ratio of consolidation  
19,470,046 shares are to be consolidated into 1 share
- (3) Total number of issued shares to decrease  
38,940,091 shares
- (4) Total number of issued shares before the consolidation takes effect  
38,940,093 shares  
(Note) At the board of directors meeting dated April 21, 2025, the Company resolved to cancel 2,257,607 treasury shares as of June 18, 2025. The "Total number of issued shares before the consolidation takes effect" therefore indicates the total number of issued shares after such cancellation. The cancellation of the treasury shares is subject to the approval of the proposal for the Share Consolidation at the Extraordinary Shareholders' Meeting as originally proposed.
- (5) Total number of issued shares after the consolidation takes effect  
2 shares
- (6) Total number of authorized shares on the effective date  
8 shares
- (7) Treatment of fractional shares less than one share and amount of money expected to be paid to shareholders as a result of such treatment
  - (a) Whether the treatment under Article 235, Paragraph 1 of the Companies Act or the treatment under Article 234, Paragraph 2 of the said act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said act is planned, and the reasons therefore

The number of the Company Shares owned by the shareholders other than TJ1 Co., Ltd. (the "Tender Offeror") is scheduled to become fractional shares less than one (1) share by the Share Consolidation.

With respect to the fractional shares less than one (1) share occurring as a result of the Share Consolidation, the shares of a number equivalent to the total number thereof (if there are fractional shares less than one (1) share in the total number thereof, such fractional shares shall be disregarded pursuant to the provisions of Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the same hereinafter)) shall be sold in

accordance with the provisions of Article 235 of the Companies Act and other relevant laws and regulations, and the proceeds obtained by the sale thereof shall be delivered to the shareholders. With respect to such sale, due to such matters as that the Share Consolidation is to be implemented as a part of a series of transactions aimed at making the Tender Offeror the sole shareholder of the Company (the "Transaction") and that since the Company Shares are scheduled to be delisted on June 17, 2025 and will become shares without a market price, it will be unlikely that a purchaser would appear by an auction, they are scheduled to be sold to the Tender Offeror with the permission of the court in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act which is applied mutatis mutandis by Article 235, Paragraph 2 of the said Act.

If the permission of the court above is obtained as scheduled, the sales amount in such case is scheduled to be set at a price by which amounts of money equivalent to an amount multiplying JPY 1,275, which is the same amount as the price for purchases under the tender offer for the Company Shares and Stock Acquisition Rights which the Tender Offeror conducted by setting the period from November 15, 2024 through March 18, 2025 as the period for purchases under the tender offer, by the number of the Company Shares owned by the shareholders stated or recorded in the Company's final shareholder registry as of June 18, 2025, which is the day preceding the effective date of the Share Consolidation, may be delivered to each of the shareholders. If the permission of the court is not obtained or adjustment of fractions is necessary in the calculation, the amount actually paid may differ from the aforementioned amount.

(Note) "Stock Acquisition Rights" refer to the 4th stock acquisition right issued pursuant to the resolution of the Company's board of directors meeting held on September 30, 2015 (the exercise period is from October 19, 2015 through October 18, 2025)

- (b) Name of person expected to purchase shares subject to sale

TJ1 Co., Ltd.

- (c) Method by which the person expected to purchase shares subject to sale secures funds to pay the sale price, and the reasonableness of the method

The Tender Offeror is scheduled to provide for the funds for implementation of the Transaction including the funds required for the acquisition of the Company Shares equivalent to the total number of fractional shares occurring by the Share Consolidation by financing from subscription by TJ Holding Limited (the "Offeror Parent Company") for common shares in the Tender Offeror by way of third-party allotment as well as borrowing

from MUFG Bank, Ltd. ("MUFG Bank") and from Mizuho Bank, Ltd. ("Mizuho Bank"). The Company has confirmed the Tender Offeror's fund securement method by confirming the financing certificate related to the financing from the Offeror Parent Company, the loan certificate related to the borrowing from MUFG Bank, and the loan certificate related to the borrowing from Mizuho Bank.

Also, according to the Tender Offeror, it is scheduled to use such funds for payment of the sales proceeds of the Company Shares equivalent to the total number of fractional shares less than one (1) share occurring as a result of the Share Consolidation and no event which may obstruct such payment has occurred, neither is such event perceived to have the possibility of occurring in the future.

Therefore, the Tender Offeror's method to secure funds for the sales proceeds related to the sale of the shares equivalent to fractional shares is determined to be reasonable.

(d) Expected timing of sale and expected timing of payment of sales proceeds to shareholders

After the effectuation of the Share Consolidation, the Company plans to file for permission to the court to sell to the Tender Offeror the Company Shares equivalent to the total number of fractional shares less than one (1) share occurring as a result of the Share Consolidation in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis by Article 235, Paragraph 2 of the said Act, aiming for late June or early July 2025. While the timing of obtaining such permission may change depending upon such matters as the circumstances of the court, the Company plans to obtain the permission of the court and sell the Company Shares aiming for mid or late July 2025, and thereafter, upon making preparations required to deliver the proceeds obtained by such sale to the shareholders, to deliver the sale proceeds to the shareholders aiming for late September 2025. Taking into consideration the time period required for the series of procedures from the effectuation date of the Share Consolidation till the sale, as described above, the Company has determined that the Company Shares equivalent to the total number of fractional shares less than one (1) share occurring as a result of the Share Consolidation are to be sold, and the sale proceeds are to be paid to the shareholders, at the respective timings.

2. Proposal 2 (Partial amendment to the articles of incorporation)

The following partial amendment to the articles of incorporation was approved by the shareholders at the Extraordinary Shareholders' Meeting. The details of such amendment are as described in the Press Release dated April 21, 2025.

The partial amendment to the articles of incorporation is scheduled to take effect on June 19,

2025, subject to the Share Consolidation taking effect.

- (1) In the event that the Share Consolidation is effectuated, the total number of authorized shares of the Company Shares shall decrease to eight (8) shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. In order to clarify such point, on the condition that the Share Consolidation is effectuated, Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation shall be amended.
- (2) In the event that the Share Consolidation is effectuated, the total number of authorized shares of the Company shall become two (2) shares, and there would be no need to provide for the number of share units. Accordingly, on the condition that the Share Consolidation is effectuated, in order to abolish the provisions of the number of share units of the Company Shares which are currently 100 shares per one (1) share unit, Article 7 (Number of Share Units), Article 8 (Rights Pertaining to Shares Less Than One Share Unit) and Article 9 (Additional Purchase of Shares Less Than One Share Unit) of the Articles of Incorporation shall be deleted in its entirety, and the provision numbers shall be moved up accompanying such amendment.
- (3) In the event that the agenda related to the Share Consolidation is approved and passed as per the original proposal and the Share Consolidation is effectuated, only the Tender Offeror shall become the Company's shareholder; therefore, the provisions related to the record date of the annual general shareholders meeting and the provisions related to the electronic provision system of the materials of the general shareholders meeting shall lose their necessity. Accordingly, on the condition that the Share Consolidation is effectuated, the entire texts of Article 13 (Record Date of the Annual General Shareholders Meeting) and Article 15 (Electronic Provision Measures, etc.) of the Articles of Incorporation shall be deleted, and the provision numbers shall be moved up accompanying such amendment.

3. Schedule for the Share Consolidation

(1) Date of the Extraordinary Shareholders' Meeting	May 26, 2025 (Mon)
(2) Date of designation as shares to be delisted	May 26, 2025 (Mon)
(3) Last trading date of the Company Shares	June 16, 2025 (Mon) (scheduled)
(4) Date of delisting of the Company Shares	June 17, 2025 (Tue) (scheduled)
(5) Effective date of the Share Consolidation	June 19, 2025 (Thu) (scheduled)