



August 28, 2025

To whom it may concern:

Company name: DD GROUP Co., Ltd.  
Name of representative: Atsuhisa Matsumura,  
President and Representative  
Director  
(Securities code: 3073, TSE  
Prime)  
Inquiries: Motoaki Saito,  
General Manager of Group's  
Corporate Management Division  
Tel: 03-6858-6080 (main phone  
number)

Notice Regarding the Results of the Tender Offer for Stock of the Company by PCGVI-1 Inc.  
and Changes in Parent Company and Largest Shareholder as a Major Shareholder

DD GROUP Co., Ltd. (the "Company") hereby announces that the tender offer for the common stock of the Company (the "Company Stock") which PCGVI-1 Inc. (the "Tender Offeror") commenced on July 15, 2025 (the "Tender Offer") ended on August 27, 2025, and that the Company received a report from the Tender Offeror on the results of the Tender Offer as detailed below.

The Company also announces that, as a result of the Tender Offer, it expects changes in its parent company and the largest shareholder as a major shareholder on September 3, 2025 (the commencement date of the settlement of the Tender Offer) as below.

1. Results of the Tender Offer

The Company has today received a report from the Tender Offeror on the results of the Tender Offer as stated in the "Notice regarding Results of Tender Offer for Common Stock of DD GROUP Co., Ltd. (Securities code: 3073)" (separately attached). Since the total number of shares of the Company Stock tendered in the Tender Offer exceeded the minimum number of shares to be purchased, the Tender Offer was successfully completed.

2. Changes in the parent company and the largest shareholder as a major shareholder

(1) Expected date of change  
September 3, 2025 (the commencement date of the settlement of the Tender Offer)

(2) Background of change

The Company has today received a report from the Tender Offeror that the Tender Offer was successfully completed, since the total of 14,320,420 shares of the Company Stock have been tendered, which exceeded

the minimum number of tendered shares to be purchased (10,813,295 shares) as stated in the “Notice regarding Results of Tender Offer for Common Stock of DD GROUP Co., Ltd. (Securities code: 3073)”(separately attached). Accordingly, the Tender Offeror will acquire all of such tendered shares of the Company Stock.

As a result, once the Tender Offer is settled, the percentage of the number of the voting rights to be owned by the Tender Offeror to the number of the voting rights owned by all shareholders in the Company will exceed 50% as of September 3, 2025 (the commencement date of the settlement of the Tender Offer), and the Tender Offeror will be a new parent company of and the largest shareholder as a major shareholder in the Company. Accordingly, Polaris Private Equity Fund VI, L.P., the parent company of the Tender Offeror, will indirectly own the Company Stock through the Tender Offeror, and will, therefore, become a new parent company of the Company as of the same date.

In addition, Mr. Atsuhisa Matsumura (“Mr. Matsumura”) who is the President and Representative Director of the Company and the largest shareholder as a major shareholder in the Company tendered 4,993,900 shares of the Company Stock out of the total shares he collectively owned: (total number of shares owned: 4,998,403 shares (Note 1)) in this Tender Offer, excluding 4,503 shares granted to the directors of the Company as restricted stock compensation (the “Restricted Stock”). All of these shares were acquired by the Tender Offeror. Therefore, when the Tender Offer is settled on September 3, 2025 (the commencement date of the settlement of the Tender Offer), Mr. Matsumura will no longer qualify as the major shareholder in the Company as of the same date.

(Note 1) The 43 shares (rounded down to the nearest whole number) of the Company Stock indirectly owned by Mr. Matsumura through cumulative stock investment are not included. The same applies to the number of shares owned by Mr. Matsumura below.

### (3) Overview of changing shareholders

#### (i) Overview of a shareholder that will become a new parent company and the largest shareholder as a major shareholder

(a)	Name	PCGVI-1 Inc.	
(b)	Location	1-9-1, Marunouchi, Chiyoda-ku, Tokyo	
(c)	Job title and name of Representative	Hideto Nishihata, Representative Director	
(d)	Description of business	Acquiring and holding the Company’s shares, and controlling and managing the Company’s business	
(e)	Share capital ( as of August 28, 2025 )	300,025,000yen	
(f)	Date of establishment	June 13, 2025	
(g)	Major shareholders and ownership ratios ( as of August 28, 2025 )	Polaris Private Equity Fund VI, L.P.	68.02%
		Crown CG Private Equity Fund 2024, L.P.	8.98%
		Jewel CG Private Equity Fund 2024, L.P.	10.15%
		Tiara CG Private Equity Fund 2024, L.P.	12.85%
(h)	Relationship between the Company and the Tender Offeror		
	Capital relationship	N/A	
	Personnel relationship	N/A	
	Business relationship	N/A	
	Related party relationship	N/A	

(ii) Overview of a shareholder that will become a new parent company (Note2)

(a)	Name	Polaris Private Equity Fund VI, L.P.
(b)	Location	1-9-1, Marunouchi, Chiyoda-ku, Tokyo
(c)	Basis of establishment, etc.	Limited Partnership Act for Investment
(d)	Overview of operating partners	
	Name	Polaris Capital Group Co., Ltd.
	Location	1-9-1, Marunouchi, Chiyoda-ku, Tokyo
	Job title and name of Representative	Yuji Kimura, Founder, President and CEO
	Description of business	Management of private equity fund
	Share capital	100,000,000 yen
(e)	Date of establishment	August 29, 2024
(f)	Relationship with the Company	
	Capital relationship	N/A
	Personnel relationship	N/A
	Business relationship	N/A
	Related party relationship	N/A

(Note 2) Upon the completion of the Tender Offer, Polaris Capital Group Co., Ltd. transferred all of the Company Stock of the Tender Offeror that it owns at that time to Polaris Private Equity Fund VI, L.P., for which Polaris Capital Group Co., Ltd. serves as the general partner, as stated in “(I) Overview of the Tender Offer” in “(2) Grounds and reasons for opinions on the Tender Offer” in “3. Details of and grounds and reasons for opinions on the Tender Offer” in the “Notice regarding Expression of Opinion in favor of the Tender Offer for the Shares of the Company by PCGVI-1 Inc. and Recommendation to Tender Shares” released by the Company on July 14, 2025.

(ii) Overview of a shareholder that will no longer qualify as the largest shareholder as a major shareholder (Note 3)

(a)	Name	Atsuhisa Matsumura
(b)	Location	Minato-ku, Tokyo
(c)	Relationship with the Company	The Representative Director of the Board of the Company

(Note 3) Mr. Matsumura plans to invest in the Tender Offeror an amount equivalent to approximately 5.00% of the total number of shares issued by the Tender Offeror through a third-party allotment in late November 2025 as stated in “(I) Overview of the Tender Offer” in “(2) Grounds and reasons for opinions on the Tender Offer” in “3. Details of and grounds and reasons for opinions on the Tender Offer” in the “Notice regarding Expression of Opinion in favor of the Tender Offer for the Shares of the Company by PCGVI-1 Inc. and Recommendation to Tender Shares” released by the Company on July 14, 2025.

(4) Number of voting rights and percentage of voting rights owned by the shareholders subject to before and after change

(i) PCGVI-1 Inc. (The Offeror)

	Status	Number of voting rights (Ownership ratio of voting rights and number of shares held) (Note 4)			Shareholder ranking
		Directly holding	To be consolidated	Total	
Before change	—	—	—	—	—
After change	Parent company and largest shareholder as a major shareholder	143,204 units (79.05%、 14,320,420 shares)	—	143,204 units (79.05%、 14,320,420 shares)	1st

(Note 4) “Ownership ratio of voting rights” before and after change is calculated using as a denominator the number of voting rights (181,161 voting rights) pertaining to the number of shares corresponding to the difference (18,116,186 shares) between (i) the total number of issued and outstanding shares of the Company as of May 31, 2025 (18,455,019 shares) as stated in the “Summary of First Quarter Consolidated Financial Results for the Fiscal Year Ending February 28, 2026 [Japanese GAAP]” announced by the Company on July 14, 2025, and (ii) the number of treasury shares held by the Company as of the same date (338,833 shares). The “Ownership ratio of voting rights” is rounded to the second decimal place. The same shall apply hereafter.

(ii) Polaris Private Equity Fund VI, L.P.

	Status	Number of voting rights (Ownership ratio of voting rights and number of shares held)			Shareholder ranking
		Directly holding	To be consolidated	Total	
Before change	—	—	—	—	—
After change	Parent company (indirect holding of the Company Stock)	—	97,407units (53.77%、 9,740,749 shares)	97,407units (53.77%、 9,740,749 shares)	—

(iii) Mr. Atsuhisa Matsumura

	Status	Number of voting rights (Ownership ratio of voting rights and number of shares held)			Shareholder ranking
		Directly holding	To be consolidated (Note 5)	Total	
Before change	The largest shareholder as a major shareholder	49,984 units (27.59%、 4,998,403 shares)	14,880 units (8.21%、 1,488,000 shares)	64,864 units (35.80%、 6,486,403 shares)	1st

After change	—	45 units (0.02%, 4,503 shares)	14,880 units (8.21%, 1,488,000 shares)	14,925 units (8.24%, 1,492,503 shares)	
-----------------	---	--------------------------------------	--	--	--

(Note 5) The number of voting rights and the ownership ratio of voting rights as stated under “To be consolidated” refer to all of the Company Stock, owned by Matsumuraya Co., Ltd.

(“Matsumuraya”), in which Atsuhisa Matsumura, President and Representative Director of the Company, holds all of the voting rights (the “Non-tendered Shares”).

Also, in late November 2025, Mr. Matsumura plans to transfer all of his common shares of Matsumuraya to the Tender Offeror. After the share transfer, an absorption merger with the Tender Offeror as the company that survives such merger and Matsumuraya as the company that is absorbed in such merger is scheduled as stated in “(I) Overview of the Tender Offer” in “(2) Grounds and reasons for opinions on the Tender Offer” in “3. Details of and grounds and reasons for opinions on the Tender Offer” in the “Notice regarding Expression of Opinion in favor of the Tender Offer for the Shares of the Company by PCGVI-1 Inc. and Recommendation to Tender Shares” released by the Company on July 14, 2025.

(5) Change in unlisted parent company, etc. subject to disclosure

As a result of the Tender Offer, the Tender Offeror and Private Equity Fund VI, L.P. will become unlisted parent companies of the Company. The Tender Offeror which will be in a position to exercise influence by directly holding the Company’s shares and thus considered to have the greatest impact on the Company’s decision-making and business activities, will be subject to disclosure as an unlisted parent company, etc. of the Company.

(6) Future prospects

As the Tender Offeror was unable to acquire all of the Company’s Stock (excluding the Restricted Stock, the treasury shares held by the Company and the Non-tendered Shares) through the Tender Offer, it intends to implement a series of procedures to make the Tender Offeror and Matsumuraya the only shareholders in the Company as described in “(4) Policies on reorganization, etc. after the Tender Offer (matters concerning “two-step acquisition”)” in “3. Details of and grounds and reasons for opinions on the Tender Offer” in the “Notice regarding Expression of Opinion in favor of the Tender Offer for the Shares of the Company by PCGVI-1 Inc. and Recommendation to Tender Shares” released by the Company on July 14, 2025.

As of today, the Company Stock is listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the “TSE”). If such procedures are implemented, the Company Stock will be delisted through the prescribed procedures in accordance with the delisting criteria of the TSE. After the delisting, the Company Stock cannot be traded on the Prime Market of the TSE.

Specific procedures, timing of implementation and other details will be announced as soon as they are determined upon discussions with the Tender Offeror.

End

Reference: “Notice regarding Results of Tender Offer for Common Stock of DD GROUP Co., Ltd. (Securities code: 3073)” dated August 28, 2025 (separately attached)

To whom it may concern:

Company name: PCGVI-1 Inc.  
 Name of Representative: Hideto Nishihata  
 representative: Director

Notice regarding Results of Tender Offer for Common Stock of DD GROUP Co., Ltd. (Securities code: 3073)

PCGVI-1 Inc. (the "Offeror") hereby announces that it decided on July 14, 2025 to acquire common stock (the "Target Company's Stock") of DD Group Co., Ltd. (listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the "TSE"); Securities code: 3073; the "Target Company") through a tender offer (the "Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended, the "Act"), and implemented the Tender Offer from July 15, 2025, which was completed as of August 27, 2025, and hereby announces as follows.

1. Outline of Purchase

- (1) Name and location of the Offeror  
 Name: PCGVI-1 Inc.  
 Location: 1-9-1 Marunouchi, Chiyoda-ku, Tokyo
- (2) Name of the Target Company  
 DD GROUP Co., Ltd.
- (3) Type of share certificates to be purchased  
 Common stock
- (4) Number of share certificates to be purchased

Type of share certificates	Number of share certificates to be purchased	Minimum number of share certificates to be purchased	Maximum number of share certificates to be purchased
Common stock	16,628,186 (shares)	10,813,295 (shares)	— (shares)
Total	16,628,186 (shares)	10,813,295 (shares)	— (shares)

(Note 1) If the total number of the share certificates tendered in the Tender Offer (the "Tendered Shares") fails to reach the minimum number of shares to be purchased (10,813,295 shares), the Offeror will not purchase any of the Tendered Shares. If the total number of the Tendered Shares equals or exceeds the minimum number of shares to be purchased (10,813,295 shares), the Offeror will purchase all the Tendered Shares.

(Note 2) Shares constituting less than one unit are also subject to the Tender Offer. If any Target Company's shareholders, pursuant to the Companies Act (Act No. 86 of 2005, as amended), exercise their statutory rights to demand purchase of shares constituting less than one unit, the Target Company may, pursuant to the juridical procedures, purchase their shares during the tender offer period of the Tender Offer (the "Tender Offer Period").

(Note 3) The Offeror does not plan to acquire the treasury shares held by the Target Company through the Tender Offer.

(Note 4) As the Offeror has set no maximum number of shares to be purchased in the Tender Offer, the number of shares to be purchased is the maximum number of the share certificates of the Target Company that the Offeror will acquire through the Tender Offer. The maximum number (16,628,186 shares) is obtained by deducting the number of treasury shares held by the Target Company as of May 31, 2025 (338,833 shares) and the Target Company's Stock held by Matsumuraya Co., Ltd. as of the same date (1,488,000 shares)

from the total number of issued shares of the Target Company as of the same date (18,455,019 shares), as stated in the "Summary of First Quarter Consolidated Financial Results for the Fiscal Year Ending February 28, 2026 [Japanese GAAP]" (the "Target Company's First Quarter Financial Results") announced by the Target Company on July 14, 2025.

- (5) Period of purchase  
 (i) Period of purchase  
 July 15 (Tuesday) 2025 to August 27 (Wednesday) 2025 (30 business days)  
 (ii) Possibility of extension of period of purchase at request of Target Company  
 Not applicable.
- (6) Price for purchase  
 1,700 yen per share of common stock

## 2. Results of Purchase

- (1) Outcome of the Tender Offer  
 In the Tender Offer, the Offeror set a condition that if the total number of the Tendered Shares fails to reach the minimum number of shares to be purchased (10,813,295 shares), the Offeror will not purchase any of the Tendered Shares. However, since the total number of the Tendered Shares (14,320,420 shares) equaled to or exceeded the minimum number of shares to be purchased (10,813,295 shares), the Offeror will purchase all the Tendered Shares as stated in the Public Notice for Commencement of Tender Offer and the Tender Offer Registration Statement (including the matters amended by the Amendment to Tender Offer Registration Statement submitted thereafter).
- (2) Date of public notice of results of the Tender Offer, and name of newspaper for public notice  
 Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, on August 28, 2025, the Offeror announced to the press the results of the Tender Offer at the TSE, by the method prescribed in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Persons Other Than Issuers (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; the "TOB Order").

- (3) Number of purchased share certificates

Type of share certificates	Number of tenders converted into shares	Number of purchases converted into shares
Shares	14,320,420 (shares)	14,320,420 (shares)
Share option certificates	—	—
Corporate bond certificates with share options	—	—
Beneficiary certificates of share certificates ( )	—	—
Depository receipt for share certificates ( )	—	—
Total	14,320,420	14,320,420
(Total share certificates including potential share certificates)	—	(—)

- (4) Shareholding ratio of share certificates after the purchase

Number of voting rights represented by share certificates held by the Offeror prior to the	— units	(Shareholding ratio of share certificates prior to the purchase:
--	---------	--

purchase		—%)
Number of voting rights represented by share certificates held by parties with special interests prior to the purchase	64,864 units	(Shareholding ratio of share certificates prior to the purchase: 35.80%)
Number of voting rights represented by share certificates held by the Offeror after the purchase	143,204 units	(Shareholding ratio of share certificates after the purchase: 79.05%)
Number of voting rights represented by share certificates held by parties with special interests after the purchase	14,880 units	(Shareholding ratio of share certificates after the purchase: 8.21%)
Number of voting rights of all shareholders, etc. of the Target Company	181,058 units	

(Note 1) The "Number of voting rights represented by share certificates held by parties with special interests prior to the purchase" and the "Number of voting rights represented by share certificates held by parties with special interests after the purchase" are the total number of voting rights represented by share certificates held by each party with special interests (excluding, however, persons excluded from parties with special interests in accordance with Article 3, Paragraph 2, Item 1 of the TOB Order in calculating the shareholding ratio of share certificates in each item of Article 27-2, Paragraph 1 of the Act).

(Note 2) The "Number of voting rights of all shareholders, etc. of the Target Company" is the number of voting rights of all shareholders, etc. stated in the Annual Securities Report for the 29th Term which the Target Company submitted on May 30, 2025. However, in the Tender Offer, since shares constituting less than one unit were also subject to the purchase, the number of voting rights (181,161 units) represented by 18,116,186 shares (which is obtained by deducting the number of treasury shares held by the Target Company as of May 31, 2025 (338,833 shares) from the total number of issued shares as of the same date, as stated in the Target Company's First Quarter Financial Results (18,455,019 shares)) is used as the denominator in the calculation of the "Shareholding ratio of share certificates prior to the purchase" and the "Shareholding ratio of share certificates after the purchase."

(Note 3) The "Shareholding ratio of share certificates prior to the purchase" and the "Shareholding ratio of share certificates after the purchase" are both rounded to the nearest hundredth.

- (5) Calculation in case of purchase by the Pro Rata Method  
Not applicable.

- (6) Method of settlement

- (i) Name and address of head office of financial instruments business operators, banks, etc. in charge of settlement of purchase

SMBC Nikko Securities Inc. 3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

- (ii) Commencement date of settlement

September 3, 2025 (Wednesday)

- (iii) Method of settlement

Without delay after the expiry of the Tender Offer Period, a notice of purchase by the Tender Offer shall be mailed to the addresses or locations of the persons who accept offers for the purchase of the share certificates in the Tender Offer or offer the sale of the share certificates in the Tender Offer ("Tendering Shareholders") (or the standing proxies residing in Japan ("Standing Proxies") in the case of shareholders, etc. residing outside Japan (including corporate shareholders, etc.; "Foreign Shareholders")). With respect to applications made through online trading (<https://trade.smbcnikko.co.jp/>), such notice will be delivered by electromagnetic means.

The purchase will be made in cash. At the instructions of the Tendering Shareholders (or the Standing Proxies



in the case of Foreign Shareholders) and without delay after the commencement date of settlement procedures, the purchase price relating to the purchased share certificates will be remitted from the tender offer agent to a place designated by the Tendering Shareholders (or the Standing Proxies in the case of Foreign Shareholders).

3. Policies after the Tender Offer and future outlook

Regarding the policies after the Tender Offer and future outlook, there is no change to be made to the information set forth in the Tender Offer Registration Statement.

4. Location at which copy of Tender Offer Report is available to public

PCGVI I Inc.	1-9-1 Marunouchi, Chiyoda-ku, Tokyo
Tokyo Stock Exchange, Inc.	2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo

[Soliciting Regulations]

This press release is a press statement to announce the Tender Offer to the public and is not prepared for the purpose of soliciting an offer to sell. When making an offer for sale, please be sure to read the Tender Offer Explanation Statement regarding the Tender Offer and make the offer at your own discretion. This press release does not constitute an offer to sell, a solicitation of an offer to sell, or a solicitation of an offer to purchase any securities, nor does it constitute a part thereof, and this press release (or any part hereof) or the fact of its distribution shall not serve as the basis for any contract related to the Tender Offer, and may not be relied upon when executing any contract.

[Future Outlook]

This press release may include forward-looking statements such as "expect," "anticipate," "intend," "plan," "believe," and "assume," including those related to the future business of the Offeror and other companies. These statements are based on the current business outlook of the Offeror and may change depending on the circumstances going forward. The Offeror does not assume any obligation to revise forward-looking statements regarding this information to reflect actual results, various circumstances, or changes in conditions.

[U.S. Regulations]

The Tender Offer shall be implemented in accordance with the procedures and information disclosure standards prescribed by the Act. However, these procedures and standards are not always the same as the procedures and information disclosure standards applicable in the United States. In particular, neither Section 13(e) nor Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; the same applies hereinafter), nor the rules promulgated under these provisions, apply to the Tender Offer, and the Tender Offer is not conducted in accordance with these procedures and standards. The financial information included in this press release, the documents referenced in this press release, and the public disclosures of the Target Company has been prepared in accordance with Japanese accounting standards and is not necessarily equivalent in content to the financial statements of U.S. companies. In addition, because both the Offeror and the Target Company are corporations incorporated outside the United States, and because some or all of their respective officers reside outside the United States, it may be difficult to exercise rights or claims that may be asserted on the basis of U.S. securities laws. It may also be impossible to initiate legal proceedings in courts outside the United States against corporations incorporated outside the United States or their officers on the grounds of a violation of U.S. securities laws. Furthermore, the jurisdiction of U.S. courts may not necessarily be recognized over corporations incorporated outside the United States, as well as their respective subsidiaries and affiliates. In addition, there is no guarantee that shareholders will be able to compel corporations incorporated outside the United States, as well as their respective subsidiaries and affiliates, to submit to the jurisdiction of U.S. courts.

Unless otherwise specifically stated, all procedures in connection with the Tender Offer shall be conducted in the Japanese language. While all or part of the documents in connection with the Tender Offer may be prepared in English, in the event of any discrepancies between the English-language documents and the Japanese-language documents, the Japanese-language documents shall prevail.

This press release or the documents referenced in this press release include forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may be significantly different from those expressly or implicitly indicated in such forward-looking statements, due to known or unknown risks, uncertainties, or other factors. The Offeror, the Target Company, or their respective affiliates do not guarantee that the results expressly or implicitly indicated in those forward-looking statements will be achieved. The "forward-looking statements" included in this press release or the documents referenced in this press release were prepared based on the information held by the Offeror and the Target Company as of the date hereof, and unless obligated by laws or regulations, the Offeror, the Target Company or their respective affiliates shall not be obligated to update or modify the statements to reflect future events or situations.

The financial advisors of the Offeror and the Target Company, as well as the tender offer agent (including their respective affiliates), may, within the ordinary course of their business and to the extent permitted under Japanese laws and regulations related to financial instruments transactions as well as other applicable laws and regulations, in accordance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934, purchase, or conduct any act in preparation for such purchase of, the Target Company's Stock for their own account or for their customers' accounts, not through the Tender Offer, prior to the commencement of the Tender Offer or during the period for purchases in the Tender Offer. Such purchases may be conducted at the market price through market transactions, or at the price determined through negotiations conducted outside the market. If any information concerning such purchases is disclosed in Japan, such information will also be disclosed in English in the United States via the English website (or by other public disclosure methods) of the person who has conducted such purchases.

[Other Countries]

Legal restrictions may be imposed on the announcement, publication, or distribution of this press release in certain countries or regions. In such cases, please be aware of and comply with such restrictions. This press release shall not constitute a solicitation of an offer to purchase or an offer to sell shares related to the Tender Offer, and shall be deemed to have been distributed for informative purposes only.