



October 29, 2025

To whom it may concern:

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Name of representative: Atsuhisa Matsumura,
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Director
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Notice Regarding Resolutions to Approve Share Consolidation, Abolition of Provision on Share Units, and
Partial Amendment of Articles of Incorporation

As announced in the “Notice of Extraordinary Shareholders’ Meeting Regarding Share Consolidation, Abolition of Provision on Share Units, and Partial Amendment of Articles of Incorporation” dated September 26, 2025 (the “Press Release dated September 26, 2025”), DD GROUP Co., Ltd. (the “Company”) hereby announces that, at the extraordinary shareholders’ meeting of the Company held today (the “Extraordinary Shareholders’ Meeting”), proposals for the share consolidation, abolition of the provision on share units, and a partial amendment to the Articles of Incorporation were submitted, and subsequently approved as originally proposed.

As a result, the common shares of the Company (the “Shares”) will fall under the delisting criteria prescribed in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the “TSE”). Consequently, the Shares will be designated as securities to be delisted (seiri meigara) from today to November 20, 2025, and then delisted on November 21, 2025. Please note that, after being delisted, the Shares will no longer be traded on the Prime Market of the TSE.

I. Proposal No. 1: Share Consolidation

The following share consolidation (the “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 September 26, 2025.

(i) Class of shares to be consolidated

Common shares

(ii) Consolidation ratio

1,488,000 Shares will be consolidated into one share.

(iii) Reduction in total number of outstanding shares

18,105,378 shares

(iv) Total number of outstanding shares prior to Share Consolidation taking effect

18,105,390 shares

(Note) Since the Company resolved at the Board of Directors meeting as of September 26, 2025 to cancel, as of November 25, 2025, (i) all of the treasury shares held by the Company (338,833 shares) and (ii) all of the Restricted Shares granted to its directors as restricted stock compensation (10,796 shares), which are scheduled to be acquired by the Company without compensation as of November 25, 2025, the “Total number of outstanding shares prior to Share Consolidation taking effect” is the total number of outstanding shares after the cancellation.

(v) Total number of outstanding shares after Share Consolidation taking effect
12 shares

(vi) Total number of authorized shares as of effective date
48 shares

(vii) Method of processing fractional shares less than one share and amount of cash expected to be delivered to shareholders through such processing

(a) Whether the Company intends to proceed pursuant to the provision of Article 235(1) of the Companies Act, or Article 234(2) as applied mutatis mutandis pursuant to Article 235(2) of the same Act, and the reason therefor

It is planned that, through the Share Consolidation, the Shares held by shareholders other than the Offeror and Matsumuraya Co., Ltd. (“Matsumuraya”), the second largest shareholder of the Company, whose representative director and president, Atsuhisa Matsumura, hold all of its voting rights, will become fractional shares less than one share.

With respect to fractional shares less than one share resulting from the Share Consolidation, if there are any fractional shares upon the Share Consolidation, the amount of cash corresponding to the amount obtained by selling the Shares equivalent to the total number of such fractional shares (if the aggregated number of entitlements to fractional shares includes a fractional number, such fractional number will be rounded down; hereinafter the same applies) will be delivered to the Company’s shareholders in accordance with the procedures under Article 235 of the Companies Act (Act No. 86 of 2005, as amended) and other relevant laws and regulations.

With respect to such sale, in view of the fact that the Share Consolidation is to be carried out as part of a series of transactions (the “Transaction”) for the purpose of making the Offeror and Matsumuraya the only shareholders of the Company and taking the Shares private, and that the Shares will be delisted as of November 21, 2025 and will become non-marketable shares, it is unlikely that a new buyer will appear through an auction process, and thus it is planned that the Shares equivalent to such fractional shares will be sold to the Offeror with the permission of the court pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis under Article 235, Paragraph 2 of the same Act.

The sale price in such case, if the above permission of the court is obtained as planned, is planned to be set at a price that makes it possible to deliver to each shareholder listed or recorded in the Company’s final shareholder register as of November 25, 2025, the day immediately preceding the effective date of the Share Consolidation, cash in the amount obtained by multiplying the number of Shares held by the shareholder by JPY 1,700, which is the same amount as the purchase price per share of the Company’s Share in the tender offer tender offer price for the tender offer (the “Tender Offer”) for the Company’s Shares by the Tender Offeror. However, the amount of cash that will be actually delivered to the shareholders may not be the same as the above amount in certain cases such as when the Company is unable to obtain the permission of the court or it is necessary to make adjustments for fractions in the calculation.

(b) The name of the person who is likely to become the purchaser of the shares pertaining to the sale
PCGVI-1 Inc. (The Offeror)

(c) The manner by which a person who is expected to purchase the shares pertaining to the sale secures funds for payment of the purchase price pertaining to the sale, and the adequacy of such method

The Offeror will cover the funds for the execution of the Transaction, including the funds required for the acquisition of the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation, by a contribution to be made by

Polaris Fund VI, Crown CG Private Equity Fund 2024, L.P., Jewel CG Private Equity Fund 2024, L.P., Tiara CG Private Equity Fund 2024, L.P. and borrowings from Sumitomo Mitsui Banking Corporation, Trust Capital Mezzanine 2022 Investment Partnership, and NEC Capital Solutions Limited. The Company has confirmed the certificate of contribution and the certificates of borrowings, which were submitted as an attachment to the Tender Offer Registration Statement regarding the Tender Offer filed by the Offeror on July 15, 2025, and an attachment to the Amendment to Tender Offer Registration Statement filed by August 8, 2025.

In addition, according to the Offeror, no event has occurred that might hinder the Offeror’s payment of the sale price for the Shares equivalent to the total number of fractional shares less than one unit resulting from

the Share Consolidation, and the Offeror is not aware of any possibility of such an event occurring in the future. Therefore, the Company has determined that the method of securing funds for the payment of the sale price for the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation is appropriate.

- (d) The timing of the sale and the prospect of the timing of the delivery of proceeds from the sale to the shareholders

The Company intends to petition the court for permission to sell the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation and have the Offeror purchase the relevant Shares by around late December 2025 pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis under Article 235, Paragraph 2 of the same Act. The timing of obtaining such permission may vary depending on the circumstances of the court, but the Company expects to sell the Shares by way of having the Offeror purchase the relevant Shares by early January 2026 with the permission of the court, and after making the necessary preparations to deliver the proceeds of the sale to the shareholders, the Company expects to deliver the proceeds to the shareholders around late February 2026.

In consideration of the period required for the series of procedures relating to the sale from the effective date of the Share Consolidation, the Company believes that at each timing as mentioned above, the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation will be sold and the proceeds will be delivered to the shareholders.

The proceeds of the sale are scheduled to be distributed to shareholders listed or recorded in the Company's final shareholder register as of November 25, 2025, the day immediately preceding the effective date of the Share Consolidation, in the same manner as the distribution of dividend assets by the Company.

II. Proposal No. 2: Partial Amendment of Articles of Incorporation

The following partial amendment of the Articles of Incorporation of the Company was approved by the shareholders at the Extraordinary Shareholders' Meeting. The details of such amendment are as described in the Press Release dated September 26, 2025.

- (1) If the proposal for the Share Consolidation is approved as originally proposed and the Share Consolidation takes effect, in accordance with Article 182, Paragraph 2 of the Companies Act, the Company's total number of authorized shares will be reduced to 48 shares. To clarify this point, subject to the Share Consolidation taking effect, Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation will be amended.
- (2) If the proposal for the Share Consolidation is approved as originally proposed and the Share Consolidation takes effect, the Company's number of outstanding shares will be 12 shares, and it will cease to be necessary to specify the number of shares in a share unit. Subject to the Share Consolidation taking effect, in order to abolish the provision that currently makes 100 shares the share unit for the Shares, the entire text of Article 7 (Number of Shares in Share Unit), Article 8 (Rights of Holders of Shares Less Than One Unit), will be deleted entirely, and in conjunction with these amendments the article numbers will be shifted up.
- (3) If the proposal for the Share Consolidation is approved as originally proposed and the Share Consolidation takes effect, because the Shares will be delisted and the Tender Offeror and Matsumuraya will be the only shareholders of the Company who hold more than one share, the provisions regarding a record date of Annual General Meeting of Shareholders and the electronic provision system of materials for the shareholders' meeting will lose their necessity. Therefore, the Company will delete the entire text of Article 11 (Record Date), Article 14 (Measures for Electronic Provision, etc.) of the Articles of Incorporation, and move up the number of articles in connection with such change, on the condition that the Share Consolidation takes effect.
- (4) On August 19, 2025, the board of directors of the Company approved the acquisition of all of the Class A preferred shares. In conjunction with this resolution, the Company acquired and canceled all of the Class A preferred shares on September 3, 2025. As a result, the provisions concerning Class A preferred shares and Class Meeting of Shareholders will be eliminated. In addition, the number of articles will be move up due to the deletion of the said regulations.

Provided that the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting as originally proposed, and the Share Consolidation takes effect, the partial amendment of the Articles of Incorporation is scheduled to take effect on November 26, 2025, which is the effective date of the Share Consolidation.

III. Schedule of Share Consolidation

(1) Date of Extraordinary Shareholders' Meeting	October 29, 2025(Wednesday)
(2) Date of designation as securities to be delisted	October 29, 2025(Wednesday)
(3) Final trading date	November 20, 2025(Thursday)(tentative)
(4) Date of delisting	November 21, 2025(Friday)(tentative)
(5) Effective date of Share Consolidation	November 26, 2025 (Wednesday)(tentative)