



Note : This document has been translated from a part of Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

January 13, 2026

Company name: TOHO Co., Ltd.
(Securities code: 8142, Prime Market)
Name of representative: Kuniharu Okuno, Representative Director and President
Inquiries: Daisuke Harada, Director and Executive Officer in charge of the Finance Department (Telephone: +81-78-845-2431)

Notice Concerning Secondary Offering of Shares

TOHO Co.,Ltd. (the “Company”) hereby announces that a resolution was adopted by the Board of Directors of the Company, dated January 13, 2026 in relation to a secondary offering of shares of common stock of the Company as described below.

1. Secondary Offering of Shares

- | | |
|--------------------------------------------------------------|----------------------------------------------------|
| (1) Class and number of shares to be offered: | 1,413,400 shares of common stock of the Company |
| (2) Selling shareholders and number of shares to be offered: | THE NISHI-NIPPON CITY BANK, LTD.: 264,600 shares |
| | The Bank of Fukuoka, Ltd.: 162,100 shares |
| | KAGOME CO., Ltd.: 110,000 shares |
| | Kewpie Corporation: 110,000 shares |
| | The Nisshin OilliO Group, Ltd.: 110,000 shares |
| | NISSEI Co., Ltd.: 110,000 shares |
| | MEGMILK SNOW BRAND Co., Ltd.: 109,000 shares |
| | Maruha Nichiro Corporation: 93,400 shares |
| | Sumitomo Mitsui Banking Corporation: 64,900 shares |
| | Nissui Corporation: 43,600 shares |
| | The Chugoku Bank,Limited: 40,000 shares |

Disclaimer: This document is a press release to announce the secondary offering of shares and has not been prepared for the purpose of soliciting investments whether in or outside Japan. Additionally, this press release does not constitute an offer of securities for sale, nor a solicitation of an offer to buy, in the United States or elsewhere. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.

The Minato Bank, Ltd.:	40,000	shares
Resona Bank, Limited:	40,000	shares
THE BANK OF SAGA LTD.:	29,200	shares
The Higo Bank, Ltd.:	26,200	shares
NittoBest Corporation:	20,400	shares
OUG Holdings Inc.:	20,000	shares
HYOGO PREFECTURAL CREDIT FEDERATION OF AGRICULTURAL COOPERATIVES:	20,000	shares

- (3) Selling price: Undetermined. (The selling price will be determined in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc., of Securities of the Japan Securities Dealers Association, based on the provisional pricing terms calculated by multiplying the closing price of the common stock of the Company on the Tokyo Stock Exchange Inc. on a certain date between Wednesday, January 21, 2026 and Friday, January 23, 2026 (the “Pricing Date”) (or, if no closing price is quoted on the Pricing Date, the closing price of the immediately preceding day) by a factor between 0.90 and 1.00 (with any fraction less than one yen being rounded down to the nearest whole yen), and by taking into account market demand and other conditions.)
- (4) Method of secondary offering: The secondary offering of shares will be offered by way of Purchase and Underwriting of the aggregate number of shares by the underwriters (the “Underwriters”). As commission to the Underwriters, the aggregate amount of the difference between the selling price and the subscription price (equivalent to the purchase price per share paid to the selling shareholders by the Underwriters) shall be paid.
- (5) Share delivery date: The delivery date shall be a day during the period from Monday, January 26, 2026 to Wednesday, January 28, 2026, which is the third business day immediately following the Pricing Date.
- (6) The selling price and any other matters necessary for the Secondary Offering of Shares by the Underwriter will be approved at the discretion of, Kuniharu Okuno, Representative Director and President.

Disclaimer: This document is a press release to announce the secondary offering of shares and has not been prepared for the purpose of soliciting investments whether in or outside Japan. Additionally, this press release does not constitute an offer of securities for sale, nor a solicitation of an offer to buy, in the United States or elsewhere. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.