



March 9, 2026

Company name: MIRARTH HOLDINGS, Inc.
Representative: Kazuichi Shimada, Representative Director,
(Code number: 8897, Tokyo Stock Exchange Prime Market)
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Notice Regarding Change in the Use of Proceeds

MIRARTH HOLDINGS, Inc. (the “Company”) resolved at the Board of Directors meeting held today to partially change the planned use of proceeds announced in the “Notice Regarding the Issuance of New Shares, Disposal of Treasury Shares, and Secondary Distribution of Shares” dated May 20, 2024, “Notice Regarding the Determination of Issue Price, Disposal Price, Offering Price, etc.” dated May 29, 2024, and “Notice Regarding the Determination of Number of New Shares to be Issued by Capital Increase through Third-party Allotment” dated June 28, 2024 as detailed below.

1. Reasons for the change

At first, the Company intended to use 9,057,575,000 yen of the initially announced funds raised from the public offerings and third-party allotment for investment in and loans to its consolidated subsidiary MIRARTH Energy Solutions Inc. scheduled by September 2026. Such funds were planned to be allocated as follows: capital investments, such as the acquisition and development of solar power facilities scheduled by March 2026; investment in a special purpose company (SPC) that acquires and owns biomass power facilities by November 2024; and investment in a SPC that acquires and owns a processing plant for cashew nuts used as fuel for biomass power facilities through the Company’s consolidated subsidiary by September 2026, respectively.

However, amid the impact of inflation and expectations of continued interest rate increases, we expect the profitability of the solar power facilities and biomass power facilities currently under consideration to decline. In addition, as a result of the review of our capital allocation by separating the cashew business from the Energy Business and redefining it as a next-generation business, we shifted our strategy to allocate the raised funds to investment in the Real Estate Business (new detached house sales and renewal and resale businesses), which has been the Group’s core business since its foundation. As such, we also decided to use the funds for investment in and loans to Leben Home Build Co., Ltd. and Leben Zestock Co., Ltd. In spite of the shift in our strategy, we have continued to allocate the funds to capital investments in the acquisition and development of solar power facilities as initially planned, and we therefore believe that this strategy shift does not detract from our efforts to achieve the key themes set out in the Medium-term Management Plan announced on May 12, 2025: (i) business portfolio optimization and (ii) further promotion of sustainability.

For all these reasons, we have decided to partially change the use of proceeds as detailed in “2. Summary of the change” based on our business management and other policies and discussions with relevant parties.

2. Summary of the change

The changes in the use of proceeds are as outlined below. (Underlines indicate changes.)

(1) Use of Proceeds before the change

Specific use of proceeds (Overview)	Specific use of proceeds (Details)	Amount (Millions of yen)	Scheduled timing of expenditure
I. Investment in and loans to MIRARTH Energy Solutions Inc.	(i) Acquisition and development of solar power facilities etc. (ii) <u>Investment in a SPC that acquires and owns biomass power facilities</u> (iii) Investment in a SPC that acquires and owns a processing plant for cashew nuts used as fuel for biomass power facilities	<u>9,057</u>	<u>By September 2026</u>
II. Investment in and loans to Takara Leben Co., Ltd.	A portion of the funds for the acquisition of hotels	2,000	<u>By April 2025</u>
Total		11,057	

(2) Use of Proceeds after the change

Specific use of proceeds (Overview)	Specific use of proceeds (Details)	Amount (Millions of yen)	Scheduled timing of expenditure
I. Investment in and loans to MIRARTH Energy Solutions Inc.	(i) Acquisition and development of solar power facilities etc. (ii) <u>Investment in a SPC that acquires and owns a processing plant for cashew nuts used as fuel for biomass power facilities</u>	* <u>12,971</u>	<u>By March 2026</u>
II. Investment in and loans to Takara Leben Co., Ltd.	A portion of the funds for the acquisition of hotels	* <u>2,000</u>	<u>By March 2028</u>
III. <u>Investment in and loans to Leben Home Build Co., Ltd. and Leben Zestock Co., Ltd.</u>	<u>Investment in the Real Estate Business (new detached house sales and renewal and resale businesses)</u>	<u>6,086</u>	<u>By March 2028</u>
Total		11,057	

*1. As of today, 2,664 million yen has been allocated to capital investments for the acquisition and development of solar power facilities and 307 million yen has been allocated to investment in a SPC that acquires and owns a processing plant for cashew nuts used as fuel for biomass power facilities. As a result, the full amount of 2,971 million yen allocated for investment in and loans to MIRARTH Energy Solutions Inc. has been utilized.

*2. As of today, 1,500 million yen has been allocated to the acquisition of hotels.

3. Impact on financial results and future outlook

The direct impact of the investment in the Real Estate Business (new detached house sales and renewal and resale businesses) due to the change in the use of proceeds on the financial results for the fiscal year ending March 31, 2026 is expected to be negligible. Meanwhile, we believe that this change will lead to the future expansion of our business and the strengthening of our financial foundation as well as improvement of equity ratio, thereby contributing to the medium- to long-term growth of the Company. We will make a prompt announcement if any material changes occur in investment performance, decision making, and other matters in the future.

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