



April 24, 2026

To All Concerned:

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President: Hideki Kawakubo, President and
CEO
Securities code: 3593 (Tokyo Stock Exchange,
Prime Market)
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Notice Regarding Resolutions for Share Consolidation, Abolishment of Provisions Regarding the Share Unit Number, and Partial Amendment to the Articles of Incorporation

Hogy Medical Co., Ltd. (the “Company”) hereby announces as set out below that proposals related to a share consolidation, the abolishment of provisions regarding the share unit number, and a partial amendment to the Articles of Incorporation as stated in the press release dated March 30, 2026 titled “Notice Regarding Holding of an Extraordinary Shareholders’ Meeting for Share Consolidation, Abolishment of Provisions Regarding the Share Unit Number, and Partial Amendment to the Articles of Incorporation” (the “Company’s Press Release”) have been submitted to the extraordinary shareholders’ meeting (the “Extraordinary Shareholders’ Meeting”) of the Company held today, and all of the proposals have been approved as originally proposed.

As a result, the common shares of the Company (the “Company Shares”) will fall under the delisting criteria provided for in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”). Accordingly, after the Company Shares are designated as “stock to be delisted” during the period from April 24, 2026 to May 14, 2026, they will be delisted as of May 15, 2026. Please note that after delisting, the Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange.

1. Proposal 1: Share Consolidation

The shareholders approved the following share consolidation (the “Share Consolidation”) at the Extraordinary Shareholders’ Meeting. For details of the Share Consolidation, please refer to the Company’s Press Release.

A. Class of shares subject to share consolidation

Common Shares

B. Share consolidation ratio

The Company will consolidate 7,186,355 shares of the Company Shares into 1 share.

C. Number of shares by which the total number of issued shares will be reduced

22,535,460 shares

- D. Total number of issued shares before the share consolidation takes effect
22,535,463 shares (including the treasury shares held by the Company)
- E. Total number of issued shares after the share consolidation takes effect
3 shares
- F. Total number of shares authorized to be issued as of the effective date
12 shares
- G. Method of handling of fractions less than one share, and amount expected to be delivered to the shareholders as a result of the handling of fractions
 - (i) Whether the handling is planned to be carried out pursuant to Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraph 2 of the same Act as applied mutatis mutandis pursuant to Paragraph 2 of Article 235 of the same Act, and reasons therefor

As a result of the Share Consolidation, the number of Company Shares held by each shareholder other than TCG2509 Co., Ltd. (the “Offeror”) will be a fraction of less than one share.

For the fractions of less than one share resulting from the Share Consolidation, a number of Company Shares equal to the aggregate number of fractional shares (with such aggregate sum rounded down to the nearest whole number) will be sold off, and the amount of proceeds from the sale of the shares will be delivered to the shareholders in proportion to the fractional shares attributed to them.

For this sale, in light of the fact that the Share Consolidation will be conducted as part of the transactions to ultimately make the Offeror the sole shareholder of the Company and that the Company Shares will become shares without a market price as they are intended to be delisted as of May 15, 2026, thus, are less likely to have a purchaser upon public auction, it is planned that the shares will be sold to the Offeror after obtaining permission from a court pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same), which applies mutatis mutandis to Article 235, Paragraph 2 of the same Act.

In this case, if the above court permission is obtained as planned, the selling price will be set at a price that will cause delivery of the amount of money derived by multiplying the number of the Company Shares held by each shareholder in the Company’s final shareholder register as of the day before the effective date of the Share Consolidation (May 18, 2026) by 6,700 yen, which is the amount equal to the price of purchase per Company Share in a tender offer for the common shares of the Company conducted by the Offeror (the “Tender Offer”) in which the purchase period was 45 business days from December 18, 2025 to March 2, 2026. However, if the above court permission cannot be obtained or it is necessary to adjust fractions upon calculation, the amount to be actually delivered may be different from the amount described above.

- (ii) Name or company name of the person who is expected to purchase shares subject to sale

TCG2509 Co., Ltd.

- (iii) Method to be used by the person who is expected to purchase shares subject to sale in order to secure funds for payment of the price for that sale, and appropriateness of that method

As stated in “1. Overview of the Tender Offer” in “B. Grounds and Reasons for the Opinion Regarding the Tender Offer” in “III. Details of, and Grounds, and Reasons for, the Opinion Regarding the Tender Offer” in the press release the Company published on December 17, 2025 titled “Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender” (as amended by the press release published on December 25, 2025 titled “(Amendment) Notice Regarding Amendment of ‘Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender’”, the press release published on January 6, 2026 titled “(Amendment) Notice Regarding Amendment of ‘Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender’”, the press release published on February 5, 2026 titled “(Amendment) Notice Regarding Amendment of ‘Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender’” and the press release published on February 13, 2026 titled “(Amendment) Notice Regarding Amendment of ‘Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender’”; the “Opinion Expression Press Release”), if the Tender Offer is successfully completed, then by the commencement date of settlement of the Tender Offer, the Offeror plans to receive a capital contribution from the offeror parent company, and to obtain a loan of up to 90 billion yen in total from MUFG Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Yokohama, Ltd., Sumitomo Mitsui Trust Bank, Limited and SBI Shinsei Bank, Limited. The Offeror intends to use these funds to pay for the settlement of the Tender Offer. The Company confirmed the method through which the Offeror would secure the funds by confirming the tender offer registration statement filed by the Offeror on December 18, 2025, and the loan certificate and other documents attached thereto.

In addition, according to the Offeror, the Offeror intends to use these funds to pay for the sale price for a number of the Company Shares equivalent to the aggregate number of fractions of less than one share resulting from the Share Consolidation, and no event has occurred that would possibly cause a hindrance to such payment, and the Offeror is not aware of any possibility that such event will occur in the future.

Based on the above, the Company has determined that the method of securing funds to be used by the Offeror to pay the sale price for a number of shares equivalent to the aggregate number of fractions of less than one share is appropriate.

- (iv) Time of sale and expected time of delivery of proceeds from sale to the shareholders

The Company will file a petition with a court to obtain permission to sell to the Offeror a number of the Company Shares equivalent to the aggregate number of

fractions of less than one share resulting from the Share Consolidation in or around late May 2026 in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act that apply mutatis mutandis through Article 235, Paragraph 2 of the Companies Act. The time when that permission will be obtained may vary depending on the status of the court or other factors, but the Company expects that after it sells the Company Shares by way of the Offeror purchasing the Company Shares in or after late June upon obtaining the court's permission and then makes the necessary arrangements for delivering the proceeds from that sale to the shareholders, the Company will deliver the proceeds from that sale to the shareholders in or after late August 2026.

In light of the period of time necessary for the series of procedures for the sale after the effective date of the Share Consolidation, the Company has determined that a sale of a number of the Company Shares equivalent to the aggregate number of fractions of less than one share resulting from the Share Consolidation will be made and the proceeds from that sale will be delivered to the shareholders at each of the times stated above.

2. Proposal 2: Partial Amendment to the Articles of Incorporation

At the Extraordinary Shareholders' Meeting, shareholders approved the partial amendment to the Articles of Incorporation as summarized below. For details of the amendment, please refer to the Company's Press Release.

These amendments will take effect on May 19, 2026, subject to the Share Consolidation becoming effective.

- (1) If Proposal 1 is approved as in the current draft and the Share Consolidation takes effect, then in accordance with Article 182, Paragraph 2 of the Companies Act, the Articles of Incorporation of the Company is deemed to be amended to reduce the Company's total number of authorized shares to 12 shares. To clarify this point, subject to the Share Consolidation taking effect, Article 5 (Total Number of Authorized Shares) of the current Articles of Incorporation of the Company will be amended.
- (2) Proposal 1 is approved as in the current draft and the Share Consolidation takes effect, because the total number of issued shares of the Company will be 3 shares, it will no longer be necessary to specify the share unit number. Therefore, subject to the Share Consolidation taking effect, the entire text of Article 6 (Share Unit), Article 7 (Demand for Additional Purchase of Shares Less Than One Unit) and Article 8 (Restriction on Rights in Relation to Shareholdings Less Than One Unit) of the current Articles of Incorporation of the Company will be deleted to abolish the provisions regarding the share unit number of the Company Shares specifying that one unit of shares currently consists of 100 shares, and the article numbers will be moved up. In addition, as a result of such deletion, part of the provisions regarding the share unit number in Article 9 (Share Handling Regulations) will be deleted.
- (3) If Proposal 1 is approved as in the current draft and the Share Consolidation takes effect, because the Offeror will be the only shareholder of the Company, the provisions regarding the record date and the provisions regarding the record date of the annual shareholders' meeting will no longer be necessary. Subject to the Share Consolidation taking effect, the entire text of Article 11 (Record Date) of the current Articles of Incorporation of the Company will be deleted, and the article numbers will be moved up.

- (4) If Proposal 1 is approved as in the current draft and the Share Consolidation takes effect, because the Company Shares will be delisted upon the execution of the Share Consolidation and the Offeror will be the only shareholder of the Company, the provisions regarding measures for electronic provision of materials for the shareholders' meeting will no longer be necessary. Subject to the Share Consolidation taking effect, the entire text of Article 14 (Measures for Electronic Provision, Etc.) of the current Articles of Incorporation of the Company will be deleted, and the article numbers will be moved up.

3. Schedule of the Share Consolidation

Date of the Extraordinary Shareholders' Meeting	Friday, April 24, 2026
Date of designation as stock to be delisted	Friday, April 24, 2026
Last trading day for the Company Shares	Thursday, May 14, 2026 (scheduled)
Date of delisting of the Company Shares	Friday, May 15, 2026 (scheduled)
Effective date of the Share Consolidation	Tuesday, May 19, 2026 (scheduled)

End