



Notice Concerning Determination of Issue Price and Selling Price and Other Matters relating to Issuance of New Shares and Secondary Offering of Shares

December 5, 2023

Company name ZENSHO HOLDINGS CO., LTD.
Listings Tokyo Stock Exchange Prime Market
Securities code 7550
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 Division
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ZENSHO HOLDINGS CO., LTD (the “Company”) has determined the issue price, the selling price and other matters relating to the issuance of new shares and the secondary offering of shares of the Company, which were resolved at the meeting of the Board of Directors held on November 24, 2023, as set forth below:

1. Issuance of New Shares by way of Public Offering

(1) Issue Price		<u>¥7,285 per share</u>
(2) Total Amount of the Issue Price		<u>¥38,013,130,000</u>
(3) Amount to be Paid		<u>¥6,984.56 per share</u>
(4) Total Amount to be Paid		<u>¥36,445,434,080</u>
(5) Amount of Stated Capital and Additional Paid-in Capital to be Increased	<u>The amount of stated capital to be increased</u>	<u>¥18,222,717,040</u>
	<u>The amount of the additional paid-in capital to be increased</u>	<u>¥18,222,717,040</u>
(6) Payment Date		<u>Monday, December 11, 2023</u>

Note: The Underwriters shall purchase for sale the shares at the amount to be paid and offer them at the issue price.

Note: This press release does not constitute an investment solicitation for any securities for sale. This press release has been prepared for the purpose of publicly announcing that the Company has resolved matters relating to the issuance of new shares, the secondary offering of its shares and the issuance of new shares by way of third-party allotment, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan.
This press release does not constitute an offer of investment in nor solicitation for purchase of securities within the United States or elsewhere. The securities referred to in this press release have not been, and will not, registered under the U.S. Securities Act of 1933 or any relevant securities law of any state. The securities may not be offered or sold in the United States absent registration or an exemption from registration requirements under the U.S. Securities Act of 1933. No offer of securities for sale in the United States will be made in connection with the above-mentioned transactions.

2. Secondary Offering of Shares of the Company by way of Over Allotment

(1) Number of Shares to be Sold	<u>782,000 shares</u>
(2) Selling Price	<u>¥7,285 per share</u>
(3) Total Amount of the Selling Price	<u>¥5,696,870,000</u>
(4) Delivery Date	<u>Tuesday, December 12, 2023</u>

3. Issuance of New Shares by way of Third-Party Allotment

(1) Amount to be Paid		<u>¥6,984.56 per share</u>
(2) Total Amount to be Paid		(Maximum) <u>¥5,461,925,920</u>
(3) Amount of Stated Capital and Additional Paid-in Capital to be Increased	<u>The amount of stated capital to be increased</u>	(Maximum) <u>¥2,730,962,960</u>
	<u>The amount of the additional paid-in capital to be increased</u>	(Maximum) <u>¥2,730,962,960</u>
(4) Payment Date		<u>Wednesday, January 10, 2024</u>

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<References>

1. Calculation of Issue Price and Selling Price

(1) Calculation Reference Date and Price	<u>Tuesday, December 5, 2023</u>	<u>¥7,511</u>
(2) Discount Rate		<u>3.01%</u>

2. Use of proceeds

With respect to the total approximate amount of the proceeds of up to 41,660,360,000 yen obtained by the Primary Offering and the issuance of new shares by way of third-party allotment, the Company intends to use all the proceeds for potential M&A transaction by the end of March 2026 to further promote the multi-brand strategy in Japan and overseas, and to strengthen the procurement, manufacturing, and logistics functions that support the promotion of the strategy.

At this point, no specific details and amounts of M&A transaction have been determined. To the extent any amount remains from the M&A funds by the end of March 2026, the remainder of the amount that was not applied to M&A is scheduled to be used to repay borrowings by end of March 2026 and March 2027.

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