

April 1, 2025

For immediate release

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Notice of Establishment of Record Date for Convening Extraordinary General Meeting of Shareholders

TONAMI HOLDINGS CO., LTD. (the “Company”) hereby announces that it resolved at the board of directors meeting held today to set a record date in anticipation of holding an extraordinary general meeting of shareholders around late May 2025 (the “Extraordinary General Meeting”), as follows.

1. Record Date for Extraordinary General Meeting

In anticipation of holding the Extraordinary General Meeting, the Company has set April 17, 2025 (Thursday), as the record date (the “Record Date”) for determining the shareholders eligible to exercise voting rights at the Extraordinary General Meeting; and the Company has also determined that the shareholders eligible to exercise their voting rights at the Extraordinary General Meeting shall be the shareholders listed or recorded in the final shareholder register on that date. Accordingly, the Company will give a public notice regarding the Record Date, as follows:

1. Record date: April 17, 2025 (Thursday)
2. Announcement date: April 2, 2025 (Wednesday)
3. Method: Electronic public notice (to be posted on the Company’s website)
<https://www.tonamiholdings.co.jp/>

2. Scheduled Date and Agenda of Extraordinary General Meeting

As the Company announced in the “Notice of MBO and Recommendation for Tender Offer” on February 26, 2025 (as amended by “(Amendment) Partial Amendment to the ‘Notice of MBO and Recommendation for Tender Offer’ announced on March 7, 2025), if JWT Co., Ltd. (the “Tender Offeror”) successfully completes the tender offer (the “Tender Offer”) for ordinary shares of the Company (the “Company Shares”) but fails to acquire all Company Shares (excluding the treasury shares owned by the Company), the Tender Offeror plans to conduct a series of procedures by the following method in order to make the Tender Offeror the sole shareholder of the Company after the completion of the Tender Offer.

More specifically, (i) if, upon completion of the Tender Offer, the total number of voting rights of the Company owned by the Tender Offeror amount to 90% or more of the voting rights of all shareholders of the Company, making the Tender Offeror a special controlling shareholder as defined in Article 179, paragraph 1 of the Companies Act, the Tender Offeror plans to request that all of the Company’s shareholders (excluding the Tender Offeror and the Company) sell all of the Company Shares that they

own pursuant to Part 2, Chapter 2, Section 4-2 of the Companies Act (the “Demand for Cash-Out”), promptly after the completion of settlement of the Tender Offer is completed.

On the other hand, (ii) if, after the completion of the Tender Offer, the total number of voting rights of the Company owned by the Tender Offeror amount to less than 90% of the voting rights of all shareholders of the Company, the Tender Offeror plans to request, promptly after the completion of settlement of the Tender Offer, that the Company hold the Extraordinary General Meeting with the agenda including a proposal for consolidation of the Company Shares pursuant to Article 180 of the Companies Act (the “Share Consolidation”), and a proposal for partial amendment to the Company’s articles of incorporation to abolish the provision regarding the record date for voting rights for the ordinary general meeting of shareholders of the Company for the fiscal year ending March 31, 2025, and the provision for the number of shares per unit, subject to the Share Consolidation becoming effective. The Tender Offeror plans to vote in favor of each of the above proposals at the Extraordinary General Meeting.

Anticipating that the Extraordinary General Meeting becomes necessary, the Company has decided to set the Record Date required to convene the Extraordinary General Meeting in advance. The date, time, and place of the Extraordinary General Meeting, if held, and details of the agenda will be announced as soon as they are determined.

On the other hand, if the Tender Offer is not completed successfully, or if, upon completion of the Tender Offer, the total number of voting rights of the Company owned by the Tender Offeror amount to 90% or more of the voting rights of all shareholders of the Company and the Tender Offeror makes a Demand for Cash-Out, the Company plans not to hold the Extraordinary General Meeting and apply the Record Date.

If the Tender Offer period is extended, the record date for the Extraordinary General Meeting will also be postponed.

End