



May 9, 2025

To whom it may concern:

| | |
|----------------------------------|-------------------------------------------------------|
| Company name | IMAGICA GROUP Inc. |
| Title and Name of Representative | Shunjiro Nagase Representative Director, President |
| | (Securities code: 6879, TSE Prime) |
| Inquiries | Eiji Umeda Managing Executive Officer |
| TEL | +81-3-5777-6295 |
| Company Name | Mikaduki, Inc. |
| Title and Name of Representative | Shunjiro Nagase Representative Director |

Notice Regarding Commencement of Tender Offer for Shares of IMAGICA GROUP Inc. (Securities Code: 6879) by Mikaduki, Inc.

Mikaduki, Inc. hereby announces that it has decided as of today to acquire the common shares of IMAGICA GROUP Inc. through tender offer, as attached.

(end)

This material is published pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act at the request of Mikaduki, Inc. (the Tender Offeror) to IMAGICA GROUP Inc. (the Target Company of the Tender Offer).

(Attachment)

“Notice Regarding Commencement of Tender Offer for Shares of IMAGICA GROUP Inc. (Securities Code: 6879)”
dated May 9, 2025

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
English translation of Attachment was prepared by the Tender Offeror.

To whom it may concern

| | |
|----------------------------------|-------------------------------------------------------|
| Company name | Mikaduki, Inc. |
| Title and Name of Representative | Shunjiro Nagase Representative Director, President |

Notice Regarding Commencement of Tender Offer for Shares of IMAGICA GROUP Inc. (Securities Code: 6879)

Mikaduki, Inc. (the “Tender Offeror”) has decided to acquire the shares of IMAGICA GROUP Inc. (Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”) Prime Market, Securities Code: 6879, the “Target”) through a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) on May 9, 2025, and hereby announces as follows:

The Tender Offeror is a company established on March 28, 2025 with the primary purpose of carrying out a series of transactions (hereinafter referred to as the “Transactions”) aimed at taking the Target, which is listed on the Tokyo Stock Exchange Prime Market, private and ultimately achieving a state where the Tender Offeror and the Non-Tendering Shareholders (defined below) will be the only shareholders of the Target. As of today, Mr. Shunjiro Nagase, Representative Director and President of the Target, serves as Representative Director and President of the Tender Offeror and owns all of the Tender Offeror’s issued shares. As of today, the Tender Offeror does not own any common shares of the Target (hereinafter referred to as the “Target Shares”), but Mr. Shunjiro Nagase owns 43,418 Target Shares (Note 1) (Ownership Ratio (Note 2): 0.10%).

(Note 1) The Target has allocated restricted stocks (the “Restricted Stocks”) to its Directors, etc. as restricted stock compensation, and the 43,418 shares held by Mr. Shunjiro Nagase (ownership ratio: 0.10%) are all the 43,418 Restricted Stocks held by Mr. Shunjiro Nagase (ownership ratio: 0.10%). As of today, Mr. Shunjiro Nagase does not hold any shares through the Officers’ Stock Ownership Plan of the Target.

(Note 2) “Ownership ratio” means the ratio (rounded to two decimal places) to the number of shares (44,296,658 shares, hereinafter referred to as the “Base Number of Shares”) obtained by deducting the number of treasury shares held by the Target as of March 31, 2025 (444,809 shares), as set forth in the “Consolidated Financial Results for the Fiscal Year Ending March 2025 (Japanese GAAP)” submitted by the Target on May 9, 2025 (hereinafter referred to as the “Target Financial Results”), from the number of issued shares (44,741,467 shares) as of March 31, 2025, as set forth in the Target Financial Results. The same applies below.

The Tender Offer is being made with the approval of the Target’s board of directors in order to acquire all of the Target’s Shares (excluding the treasury shares held by the Target and the Non-Tendered Shares (defined below)) in a friendly manner. In addition, after the Transactions are completed, Mr. Fumio Nagase, Representative Director and

Chairman of the Target, and Mr. Shunjiro Nagase, Representative Director and President of the Target and Representative Director and President of the Tender Offeror, plan to continue to manage the Target after the Transactions are completed. Since the Tender Offer is being made based on the agreement between the Tender Offeror and the management of the Target, the Transaction constitutes a so-called Management Buyout (MBO) (Note 3). Mr. Fumio Nagase does not hold any Target Shares.

(Note 3) “Management buyout (MBO)” refers to a transaction in which the management of the target company acquires shares of the target company by investing all or part of the acquisition funds on the assumption that the target company’s business will continue.

The Transactions are intended to achieve a state where CREATO, CREATO HD and the Tender Offeror will ultimately be the only shareholders of the Target, thereby ultimately taking the Target private, through the Tender Offer, the share consolidation to be carried out by the Target in the event that the Tender Offer is successful and the Tender Offeror is unable to acquire all of the Target Shares (excluding treasury shares and Non-Tendered Shares (defined below)) in the Tender Offer (the “Share Consolidation”), and a share lending transaction in which the wholly-owning parent company of CREATO Co., Ltd. (Note 4) (number of shares held: 20,642,247 shares, ownership ratio: 46.60%; hereinafter referred to as “CREATO”), CREATO Holdings (Note 4) (number of shares held: 400,000 shares, ownership ratio: 0.90%, hereinafter referred to as “CREATO HD”) will lend all or a portion of the Target Shares held by CREATO HD to CREATO pursuant to a stock lending agreement with CREATO to be executed prior to the effectiveness of the Share Consolidation.

In connection with the Tender Offer, the Tender Offeror has executed an agreement dated May 9, 2025 with CREATO, the Target’s largest shareholders (as of March 31, 2025), and CREATO HD (CREATO and CREATO HD are collectively referred to as the “Non-Tendering Shareholders”), stipulating that, if the Tender Offer is successful, each of them will not tender all of the Target Shares they hold in the Tender Offer, and that they will support each of the proposals related to a series of procedures to make CREATO and the Tender Offeror the only shareholders of the Target (excluding the Target) (the “Squeeze-out Procedures”), which are scheduled to be implemented after the successful completion of the Tender Offer, at an extraordinary meeting of shareholders, which will include among its agenda items the Share Consolidation of the Target Shares pursuant to Article 180 of the Companies Act and, subject to the Share Consolidation taking effect, a partial amendment to the Articles of Incorporation to abolish the provisions on unit share numbers, and that they will provide any cooperation necessary for the implementation of the Squeeze-out Procedures. The total number of Target Shares held by the Non-Tendering Shareholders (the “Non-Tendered Shares”) is 24,542,247 shares (Note 5), representing a shareholding ratio of 55.40%.

(Note 4) CREATO and CREATO HD are both asset management companies owned by the family of founders of the Target. CREATO and CREATO HD are wholly owned, directly or indirectly, by Mr. Fumio Nagase, Mr. Shunjiro Nagase and their relatives within the third degree of kinship, and Mr. Fumio Nagase, who is the Chairman and Representative Director of the Target, serves as the Representative Director of both companies.

(Note 5) CREATO has entrusted 3,500,000 of the Target Shares it owns (ownership ratio: 7.90%; hereinafter

referred to as the “Entrusted Shares”) to Custody Bank of Japan, Ltd. as the re-trustee through Sumitomo Mitsui Trust Bank, Limited. as the trustee, and the Non-Tendered Shares include the Entrusted Shares.

The overview of the Tender Offer is as follows:

(1) Name of the Target

IMAGICA GROUP Inc.

(2) Period for Purchase, Etc.

From May 12, 2025 (Monday) to June 20, 2025 (Friday) (30 business days)

(3) Price for Purchase, Etc.

JPY795 per share of the Target Shares

(4) Number of Shares, Etc., to be Purchased

| Class of Shares | Number of Shares to Be Purchased | Minimum Number of Shares to Be Purchased | Maximum Number of Shares to Be Purchased |
|-----------------|----------------------------------|------------------------------------------|------------------------------------------|
| Common Stocks | 19,606,751 (shares) | 4,841,400 (shares) | – (shares) |
| Total | 19,606,751 (shares) | 4,841,400 (shares) | – (shares) |

(5) Settlement Commencement Date

June 27, 2025 (Friday)

(6) Tender Offer Agent

Daiwa Securities Co., Ltd.

1-9-1 Marunouchi, Chiyoda-ku, Tokyo

For details of the Tender Offer, please refer to the Tender Offer Registration Statement concerning the Tender Offer to be submitted by the Tender Offeror on May 12, 2025.

End of document