

June 21, 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)
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**Notice Regarding Results of Tender Offer for Company Shares by Mikaduki, Inc.
and Change in Major Shareholder**

IMAGICA GROUP Inc. (the “Company”) hereby announces that the tender offer (the “Tender Offer”) commenced by Mikaduki, Inc. (the “Tender Offeror”) on May 12, 2025 for the common shares of the Company (the “Company Shares”) concluded on June 20 2025, as described below.

The Company also announces that as a result of the Tender Offer, there will be a change in a major shareholder of the Company as of June 27, 2025 (the commencement date of the settlement of the Tender Offer).

1. Results of the Tender Offer

Today, the Company received a report on the results of the Tender Offer from the Tender Offeror, as described in the Attachment “Notice Regarding Results of Tender Offer for Shares of IMAGICA GROUP Inc. (Securities Code: 6879).”

As the total number of the Company Shares tendered in the Tender Offer was not less than the minimum number of shares to be purchased (4,841,400 shares), the Tender Offer was successfully completed.

2. Change in Major Shareholder

(1) Planned date of the change

June 27, 2025 (the commencement date of the settlement of the Tender Offer)

(2) Circumstances Leading to the Change

Today, the Company received the report on the results of the Tender Offer from the Tender Offeror, stating that 16,662,324 shares of the Company Shares had been tendered, the total number of the Company Shares tendered was not less than the minimum number of shares to be purchased (4,841,400 shares), and the Tender Offer was successfully completed; thus, the Tender Offeror will acquire all of the tendered shares.

As a result, when the Tender Offer is settled, the ratio of the voting rights owned by the Tender Offeror to the voting rights of all shareholders of the Company will be not less than 10% as of June 27, 2025 (the commencement date of the settlement of the Tender Offer); therefore, the Tender Offeror will be a new major shareholder of the Company.

(3) Overview of the Shareholder to Be the New Major Shareholder

(1)	Company name	Mikaduki, Inc.
(2)	Head office	2-7-18 Higashi-Gotanda, Shinagawa-ku, Tokyo
(3)	Name of Representative	Shunjiro Nagase Representative Director, President
(4)	Business	1. Acquisition, holding, management and trading of securities 2. Any other business related to the above
(5)	Capital	JPY 5,000

(4) Number of Voting Rights and Shares held by the Shareholder and Ratio of the Voting Rights to those held by All Shareholders before and after the Changes

	Number of voting rights (number of shares)	Ratio of the voting rights to those held by all shareholders (Note)	Ranking among shareholders
Before the change (as of March 31, 2025)	—	—	—
After the change	166,623 units (16,662,324 shares)	37.62%	Second

(Note) “Ratio of the voting rights to those held by all shareholders” refers to the ratio (rounded to the second decimal place) of the number of voting rights held to the number of voting rights (442,966 voting rights) pertaining to the number of shares (44,296,658 shares) calculated by deducting the number of treasury shares owned by the Company (444,809 shares) as of March 31, 2025 from the total number of issued shares (44,741,467 shares) as of March 31, 2025, both as stated in the “Consolidated Financial Results for the Fiscal Year Ended March 31, 2025 (J-GAAP)” announced by the Company on May 9, 2025.

(5) Outlook

As described above, although 16,662,324 Company Shares were tendered in the tender offer, the Tender Offeror was unable to acquire all of the Company Shares (excluding the treasury shares held by the Company and the Company Shares held by Creado Ltd., and Creado Holdings Ltd. (the “Non-tendering Shareholders”)) through the Tender Offer. Therefore, the Tender Offeror plans to make the Tender Offeror and the Non-tendering Shareholders the sole shareholders of the Company through the series of procedures described in “(5) Policy on Organizational Restructuring and Other Matters Following the Tender Offer (Matters Related to the Two-Tier Takeover Strategy)” of “3. Details, Basis and Reasons for Opinions on the Tender Offer” of the Company’s press release entitled “Notice Regarding Implementation of MBO and Recommendation to Tender Offer” dated May 9, 2025.

As a result of such procedures, in accordance with the delisting criteria of the Tokyo Stock Exchange, Inc. (the “TSE”), the Company Shares will be delisted after the prescribed procedures are conducted. Following the delisting, the Company Shares will no longer be traded on the Prime Market of the TSE.

The Company will announce the specific procedures to be conducted and the timeline of those procedures promptly after those details are determined through discussions with the Tender Offeror.

End

(Attachment)

“Notice Regarding Results of Tender Offer for Shares of IMAGICA GROUP Inc. (Securities Code: 6879)” dated June 21, 2025

<p>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.</p> <p>The attachment is only available in Japanese. Please refer to the Japanese version for details.</p>
