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August 18, 2025

To whom it may concern:

Corporate Name: Hoosiers Holding Co., Ltd.
Representative: Eiichi Ogawa, President and Representative
Director, Executive Officer
(Stock Code: 3284 Tokyo Stock Exchange Prime Market)
Contact: Yoshiro Narukami, Corporate Planning
Section, Executive Officer
Telephone: +81-3-3287-0704

Notice Regarding Issuance of New Shares and Disposal of Treasury Stock, and Secondary Offering of Shares

Hoosiers Holding Co., Ltd. (the “Company”) hereby announces that it resolved at a meeting of the Board of Directors held on August 18, 2025 in relation to an issuance of new shares and a disposal of treasury stock, and a secondary offering of its shares as follows.

Purpose and Reason of the Offering

Since our establishment in 1994, the Company and its consolidated subsidiaries (the “Group”) have been dedicated to realizing our customers’ “desired lifestyles” by thoroughly engaging with them and pursuing the essence of housing needs. In the 2000s, while station-front condominiums were the mainstream in the industry, we introduced “suburban large-scale, high-quality condominiums” that emphasized spaciousness and a design perspective tailored to women, rather than proximity to stations. From the 2010s onward, we have continued to propose new ways of living to society by participating in urban redevelopment projects in various regional cities, launching senior-oriented condominium projects in the Tokyo metropolitan area, and developing compact condominium series for single women in urban areas. In 2024, we celebrated the 30th anniversary of our founding.. Even in an era of rapid change, we aim to achieve sustainable and long-term growth while remaining an indispensable presence for customers, communities, and society. In light of this, we aspire to become a “social developer” that addresses various social challenges and leads the way to solutions through our business activities.

The Group operates four core businesses: (1) Real Estate Development, (2) CCRC (Continuing Care Retirement Communities)*¹, (3) Real Estate Investment, and (4) Real Estate-Related Services. The characteristics of each business are as follows:

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<Business Segments>

(1) Real Estate Development Business

Focusing on regional redevelopment, we supply high-quality condominiums in prime locations within regional cities.

We consistently sell over 1,000 newly built condominiums annually. A key feature of our condominium business is that more than 80% of our supply is concentrated in regional cities, particularly leveraging redevelopment methods. As urban areas in regional core cities are expected to further embrace compact city concepts amidst nationwide population decline, we target areas with sufficient latent demand as core target regions. Our strength lies in supplying high-quality condominiums to these regions.

(2) CCRC Business

Our senior-oriented condominium series, “DUO SCENE,” was developed in response to various societal challenges arising from rapid aging, such as the increasing number of seniors requiring care, shortages in care facilities, and worsening social insurance finances. Our desire was to realize the “desired lifestyle” of our customers and contribute to solving the issues of a super-aged society by offering products and services that enable healthy seniors to live longer and healthier lives both physically and mentally.

Under the concept of “condominiums that promote health through living,” these properties are designed with a focus on extending healthy life expectancy. They feature services such as medical care, caregiving, monitoring, and dining (including external collaborations), which are not typically found in standard condominiums. Unlike rental service housing for the elderly (sa-ko-ju), our properties are ownership-based, allowing buyers to retain asset value. This characteristic suggests it could be a potential market segment with anticipated growth. Additionally, even after handing over properties to customers, the Group continues to manage operations and facilitate resale brokerage, enabling consistent service provision.

We are proud to be the leading company in the “ownership-type senior housing” segment, with the highest cumulative supply of units in Japan since 2000, positioning ourselves as an industry leader.

(3) Real Estate Investment Business

Specializing in residential properties, our real estate investment business primarily focuses on the development of newly built rental condominiums in central Tokyo.

By analyzing recent changes in housing demand in urban areas, we develop and supply products tailored to markets with high demand but limited supply in specific regions.

Our rental condominiums, characterized by innovative layouts and high-quality specifications unique to condominium developers, stand out as premium offerings.

(4) Real Estate-Related Services Business

We engage in condominium management, sports club operations, hotel operations, and PFI (Private Finance Initiative) projects.

These businesses provide software services related to the real estate we develop and supply, while also contributing to regional economic development.

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*1: The CCRC Business refers to Continuing Care Retirement Community, which is a business related to a community where seniors are guaranteed continuous care—from healthy living to caregiving—without needing to relocate.

With the inauguration of the second Trump administration in the United States from April 2025, the global economy and Japan's economy are becoming increasingly uncertain. Additionally, the ongoing Ukraine-Russia war and the prolonged conflict in the Palestinian Gaza region continue to sustain high levels of geopolitical risk worldwide. Domestically, Japan is on the verge of entering an era of significant inflation, as the Bank of Japan shifts away from its long-standing monetary easing policies toward interest rate hikes.

Under normal circumstances, these developments might pose negative impacts on real estate-related businesses. However, in the core categories of the Group's business—such as condominiums in prime regional locations catering to “real demand” and “differentiated” urban senior condominiums—the market trends do not necessarily align with broader economic conditions. These segments are structurally resistant to phenomena like “buyer hesitancy,” and given the overall scarcity of supply, they are expected to continue performing steadily. As such, we are focusing significant efforts on these areas.

Under our Medium-term Management Plan, which concludes in the fiscal year ending March 2026, we aim to strengthen profitability and achieve stable growth in our core real estate development business while maintaining and advancing our leading position in the active senior housing segment within the CCRC business.

Japan faces rapid aging and increasing nuclear family structures, leading to shifts in household composition and challenges such as elder-to-elder caregiving and the deterioration of social insurance finances. While government-led initiatives are addressing the needs of seniors requiring care, we believe there are still limited options for active, healthy seniors to live longer, healthier, and live more true to themselves. If seniors have access to safe, secure and satisfying housing, they can move while still healthy, proactively engage in preventative healthcare and caregiving, and extend their healthy life expectancy. This, in turn, could suppress medical and long-term care insurance costs, and allowing family generations to utilize high-quality housing which the seniors have moved out. Such developments are expected to create positive cycles across generations.

Through our CCRC business, we have been consistently supplying condominiums that allow seniors to live safely and securely, addressing the growing demand from this demographic. We believe this business holds significant social value.

Since launching the CCRC business in March 2014, we have successfully developed the business through precisely capturing the needs of the senior class. Moving forward, we aim to accelerate our initiatives in this field and address societal challenges through our business activities, positioning ourselves as a social developer.

Even after the delivery of properties, we continue to enhance our competitive advantage by providing comprehensive building management services for senior condominiums with well-equipped common areas, as well as services aimed at monitoring residents and extending their healthy life expectancy. Additionally, by handling resale brokerage within the Group, we ensure seamless service provision, including maintaining the unique “asset value” of our properties.

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In our management and operational activities, we collect monthly management fees and Life Support Service fees from individual unit owners. As the number of units supplied by our company increases, this allows for the development of a light-asset, recurring revenue business model, which is positioned as a highly important aspect of our future business development.

In the fiscal year ending March 2025, the Group secured new land for condominium and income property development with a total investment amount (decision-based) of approximately ¥145 billion. Despite challenging conditions in land acquisition, we have carefully selected locations with high cost absorption potential while advancing efforts to secure sufficient land for future development.

Furthermore, we have secured development sites for properties slated for sale after the fiscal year ending March 2026, with an expected sales base of approximately ¥440 billion (equivalent to three years' worth of sales). We will continue striving for steady business expansion in the future.

The funds raised through this issuance of new shares will be fully allocated to land acquisition costs and construction expenses for senior condominiums at our core subsidiary, Hoosiers Corporation.

As the population of healthy seniors grows and diversity in lifestyle options continue to expand, the market for the CCRC business is expected to grow. By strengthening the foundation of this business, we aim to establish a solid position within the industry and expand stable revenue streams.

We believe that the public offering will contribute to strengthening the profitability of the Group and further enhancing shareholder value.

I. Issuance of New Shares and Disposal of Treasury Stock, and Secondary Offering of Shares

1. Issuance of New Shares by way of Public Offering (the “Public Offering”)

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| (1) Class and Number of Shares to be Offered | 4,152,200 shares of common stock of the Company. |
| (2) Method of Determination of Amount to be Paid In | The amount to be paid in will be determined on a day (the “Pricing Date”) in the period from Tuesday, August 26, 2025 to Thursday, August 28, 2025 in accordance with the method set forth in Article 25 of the Regulations Concerning Underwriting of Securities, etc. promulgated by the Japan Securities Dealers Association (the “JSDA”). |
| (3) Amount of Capital Stock and Legal Capital Surplus to be Increased | The amount of capital stock to be increased shall be half of the maximum amount of the capital stock increase, as calculated in accordance with Article 14, Paragraph 1 of the Regulations on Corporate Accounting with any fraction less than one yen resulting from the calculation being rounded up to the nearest yen. The amount of legal capital surplus to be increased shall be the amount obtained by subtracting the amount of capital stock to be increased from the maximum amount of the capital stock increase. |

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| (4) Method of Offering | The offering of shares will be a public offering, and the underwriter (the “Underwriter”) shall underwrite and purchase all of the shares. In addition, the issue price (offer price) in the public offering shall be determined in accordance with the method set forth in Article 25 of the Regulations Concerning Underwriting of Securities, etc. promulgated by the JSDA, based on the preliminary pricing terms calculated by multiplying the closing price in regular trading of the shares of common stock of the Company on the Tokyo Stock Exchange, Inc. on the Pricing Date (or, if no closing price is quoted, the closing price of the immediately preceding date) by a number between 0.90 and 1.00 (with any fraction less than one yen being rounded down), taking into account market demand. |
| (5) Underwriting Commissions | The Company shall not pay any underwriting commissions to the Underwriter. However, the aggregate amount of the difference between (a) the issue price (offer price) and (b) the amount to be paid to the Company by the Underwriter in the public offering shall constitute the proceeds to the Underwriter. |
| (6) Payment Date | The payment date is a day in the period from Tuesday, September 2, 2025 to Thursday, September 4, 2025, provided, however, that such day is the fifth business day following the Pricing Date. |
| (7) | The amount to be paid in, the amount of capital stock and legal capital surplus to be increased and any other matters necessary for the issuance of new shares by way of public offering will be determined at the discretion of Eiichi Ogawa, President and Representative Director, Executive Officer. |
| (8) | Each of the above items is subject to the registration taking effect under the Financial Instruments and Exchange Act (the “FIEA”). |

2. Disposal of Treasury Stock by way of Public Offering (the “Public Offering”)

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| (1) Class and Number of Shares to be Offered | 500,000 shares of common stock of the Company. |
| (2) Method of Determination of the Amount to be Paid In | The amount to be paid in will be determined on the Pricing Date in accordance with the method set forth in Article 25 of the Regulations Concerning Underwriting of Securities, etc. promulgated by the JSDA. In addition, the amount to be paid in is the same as the amount to be paid in in the issuance of new shares through public offering. |

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- (3) Method of Offering The offering of shares will be a public offering, and the Underwriter shall underwrite and purchase all of the shares. In addition, the disposal price (offer price) in the public offering shall be determined in accordance with the method set forth in Article 25 of the Regulations Concerning Underwriting of Securities, etc. promulgated by the JSDA, based on the preliminary pricing terms calculated by multiplying the closing price in regular trading of the shares of common stock of the Company on the Tokyo Stock Exchange, Inc. on the Pricing Date (or, if no closing price is quoted, the closing price of the immediately preceding date) by a number between 0.90 and 1.00 (with any fraction less than one yen being rounded down), taking into account market demand. The disposal price (offer price) in the public offering is the same as the issue price (offer price) in the issuance of new shares through public offering.
- (4) Underwriting
Commissions The Company shall not pay any underwriting commissions to the Underwriter. However, the aggregate amount of the difference between (a) the disposal price (offer price) and (b) the amount to be paid to the Company by the Underwriter in the public offering shall constitute the proceeds to the Underwriter.
- (5) Payment Date The payment date is a day in the period from Tuesday, September 2, 2025 to Thursday, September 4, 2025. The payment date is the same as the payment date in the issuance of new shares through public offering.
- (6) The amount to be paid in and any other matters necessary for the disposal of treasury stock by way of public offering will be determined at the discretion of Eiichi Ogawa, President and Representative Director, Executive Officer.
- (7) Each of the above items is subject to the registration taking effect under the FIEA.

3. Secondary Offering of Shares of the Company (the “Secondary Offering by way of Over-Allotment”)

- (1) Class and Number of 697,800 shares of common stock of the Company.
Shares to be Sold The number of shares mentioned above is the maximum number of shares to be sold. The above number may decrease, or the Secondary Offering by way of Over-Allotment itself may be cancelled entirely, depending on market demand of the Public Offering. Furthermore, the number of shares to be sold will be determined on the Pricing Date, taking into account market demand.
- (2) Seller The Underwriter

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| (3) Selling Price | Undetermined. (The selling price will be determined on the Pricing Date; provided, however, that such selling price will be the same as the issue price (offer price) and the disposal price (offer price) in the Public Offering). |
| (4) Method of Secondary Offering | Taking into account market demand for the Public Offering, the Underwriter will make a secondary offering up to a maximum of the 697,800 shares of common stock of the Company that the Underwriter borrows from a certain shareholder of the Company. |
| (5) Delivery Date | The delivery date is the business day immediately following the payment date in the Public Offering. |
| (6) The selling price and any other matters necessary for the Secondary Offering by way of Over-Allotment will be determined at the discretion of Eiichi Ogawa, President and Representative Director, Executive Officer. | |
| (7) Each of the above items is subject to the registration taking effect under the FIEA. | |
| (8) If the Public Offering is cancelled, the Secondary Offering by way of Over-Allotment shall be cancelled as well. | |

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

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| (1) Class and Number of Shares to be Offered | 697,800 shares of common stock of the Company. |
| (2) Method of Determination of the Amount to be Paid In | The amount to be paid in will be determined on the Pricing Date; provided, however, that such amount to be paid in will be the same as the amount to be paid in with respect to the Public Offering. |
| (3) Amount of Capital Stock and Legal Capital Surplus to be Increased | The amount of capital stock to be increased shall be half of the maximum amount of the capital stock increase, as calculated in accordance with Article 14, Paragraph 1 of the Regulations on Corporate Accounting with any fraction less than one yen resulting from the calculation being rounded up to the nearest yen. The amount of legal capital surplus to be increased shall be the amount obtained by subtracting the amount of capital stock to be increased from the maximum amount of the capital stock increase. |
| (4) Allottee | The Underwriter |
| (5) Subscription Period (Subscription Date) | Thursday, September 25, 2025 |

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(6) Payment Date Friday, September 26, 2025

- (7) Shares not subscribed within the subscription period (on the subscription date) set forth in (5) above will not be issued.
- (8) The amount to be paid in, the amount of capital stock and legal capital surplus to be increased, and any other matters necessary for the issuance of new shares by way of third-party allotment will be determined at the discretion of Eiichi Ogawa, President and Representative Director, Executive Officer.
- (9) Each of the above items is subject to the registration taking effect under the FIEA.
- (10) If the Public Offering is cancelled, the issuance of new shares by way of third-party allotment will be cancelled as well.

<References>

Use of Proceeds

The Company intend to use all of the estimated net proceeds from the Public Offering and the issuance of new shares by way of third-party allotment for land acquisition costs and construction expenses for senior condominiums at itscore subsidiary, Hoosiers Corporation., by the end of March 2027.

End

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