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August 19, 2025

For Immediate Release

(English translation of the original Japanese document)

Company Name	TOKAI Holdings Corporation
Name of Representative	Katsuo Oguri, Representative Director, President & CEO (Stock code: 3167; Tokyo Stock Exchange)
Inquiries	Hideto Suzuki, Managing Executive Officer (Phone: +81-3-5404-2893)

Notice Regarding Secondary Offering of Shares

TOKAI Holdings Corporation (the “Company”) hereby announces that a resolution was adopted by the Board of Directors on August 19, 2025 in relation to a secondary offering of shares of its common stock (the “Secondary Offering”) as follows.

1. Secondary Offering of Shares (Secondary Offering of Shares by way of Purchase and Underwriting by the underwriters)

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| (1) Class and Number of Shares to be Offered | 7,559,800 shares of common stock of the Company. |
| (2) Selling Shareholder | Aioi Nissay Dowa Insurance Company, Limited |
| (3) Selling Price | Undetermined. (The selling price will be determined in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc. of Securities of the Japan Securities Dealers Association, based on the indicative price calculated by multiplying the closing price of common stock of the Company in ordinary transaction on the Tokyo Stock Exchange Inc. on a certain date between Wednesday, August 27, 2025 and Monday, September 1, 2025 (the “Pricing Date”) (or, if no closing price is quoted on the Pricing Date, the closing price of the immediately preceding day) by a factor between 0.90 and 1.00 (with any fraction less than 1 yen being rounded down), and by taking into account market demand.) |

Note: This press release does not constitute a part of an offer of investment in any securities. This press release has been prepared for the purpose of announcing to the public certain matters relating to our secondary offering of shares, and not for the purpose of soliciting investment or other activities within or outside Japan. Investors, when investing in the shares of our common stock, should carefully review the prospectus for the secondary offering of shares, and any amendments thereto (if any) prepared by us prior to making any investment decisions. This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for any securities in the United States. Any securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act of 1933. No securities will be publicly offered or sold in the United States under this transaction.

- (4) Method of Secondary Offering The secondary offering of shares will be offered by way of purchase and underwriting of the aggregate number of shares by the underwriters.
As commission to the underwriters, the aggregate amount of the difference between the selling price and the underwriting price (at which the selling shareholder shall be paid as a purchase price per share by the underwriters) shall be paid.
- (5) Share Delivery Date A day that is the fifth business day immediately following the Pricing Date.
- (6) The selling price and any other matters necessary for the Secondary Offering of Shares by way of Purchase and Underwriting by the underwriters will be approved at the discretion of Katsuo Oguri, President of the Company.

2. Secondary Offering of Shares (Secondary Offering by way of Over-Allotment)

- (1) Class and Number of Shares to be Offered 1,133,900 shares of common stock of the Company.
The number of shares above is the maximum number of shares to be offered, and may decrease or the Secondary Offering by way of Over-allotment itself may be cancelled, depending on market demand of the Secondary Offering of Shares by way of Purchase and Underwriting by the underwriters. The number of shares to be offered will be determined on the Pricing Date, after taking the market demand into consideration.
- (2) Selling Shareholder The designated underwriter (the “Designated Underwriter”)
- (3) Selling Price Undetermined. (The selling price will be determined on the Pricing Date. Further, the selling price will be the same as the selling price in the Secondary Offering of Shares by way of Purchase and Underwriting by the underwriters.)
- (4) Method of Secondary Offering After consideration of the market demand for the Secondary Offering of Shares by way of Purchase and Underwriting by the underwriters, the Designated Underwriter will offer the shares of common stock of the Company by borrowing no more than 1,133,900 shares from a certain shareholder of the Company.
- (5) Share Delivery Date The share delivery date shall be the same as the share delivery date in the Secondary Offering of Shares by way of Purchase and Underwriting by the underwriters.
- (6) The selling price and any other matters necessary for the Secondary Offering by way of Over-allotment will be approved at the discretion of Katsuo Oguri, President of the Company.
- (7) If the Secondary Offering of Shares by way of Purchase and Underwriting by the underwriters is cancelled, the Secondary Offering by way of Over-allotment shall also be cancelled.

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