



September 28, 2026

Company Name: NIHON DENGHI CO., LTD.
Representative: Ryosuke Shimada
Representative Director and President
(Code: 1723; Standard Market
of the Tokyo Stock Exchange)
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Senior Executive Officer, General Manager
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Notice Regarding Secondary Offering of Shares

NIHON DENGHI CO., LTD. (the “Company”) hereby announces that it has resolved at a meeting of the Board of Directors held on September 28, 2026, in relation to a secondary offering of shares of its common stock (the “Secondary Offering”) as follows.

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

(1) Class and Number of Shares to be Offered	3,852,600 shares of common stock of the Company	
(2) Selling Shareholders and Number of Shares to be Offered	Mizuho Bank, Ltd.	2,182,200 shares
	Sumitomo Mitsui Banking Corporation	540,000 shares
	Ryosuke Shimada	500,000 shares
	Izumi Kikuno	500,000 shares
	MAEZAWA KYUSO INDUSTRIES CO., LTD.	130,400 shares

- (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 Tuesday, October 6, 2026 and Friday, October 9, 2026 (the “Pricing Date”) (or, if no closing price is quoted on the Pricing Date, the closing price on the immediately preceding day) by a factor between 0.90 and 1.00 (with any fraction less than one yen being rounded down), and by taking into account market demand and other conditions.)
- (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 shareholders shall be paid as a purchase price per share by the underwriters) shall be paid.
In addition, a part of the shares may be offered to international investors in international markets mainly in Europe and Asia (excluding the United States and Canada).
- (5) Share Delivery Date The fifth business day immediately following the Pricing Date.
- (6) The selling price and any other matters necessary for the Secondary Offering by way of Purchase and Underwriting by the Underwriters will be determined at the discretion of Ryosuke Shimada, Representative Director and 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 577,800 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 by way of Purchase and Underwriting by the Underwriters and other conditions. The number of shares to be offered will be determined on the Pricing Date, after taking the market demand and other conditions 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. The selling price will be the same as the selling price in the Secondary Offering by way of Purchase and Underwriting by the Underwriters.)
- (4) Method of Secondary Offering After consideration of the market demand for the Secondary Offering 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 577,800 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 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 determined at the discretion of Ryosuke Shimada, Representative Director and President of the Company.

Note: This document does not constitute a part of an offer of investment in any securities. This document 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 document does not constitute soliciting activities to purchase any securities in the United States. The securities referred to in this document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. No securities will be publicly offered or sold in the United States under this transaction.

- (7) If the Secondary Offering by way of Purchase and Underwriting by the Underwriters is cancelled, the Secondary Offering by way of Over-allotment shall also be cancelled.

End

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