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November 25, 2025

For immediate release

Company Name: DEAR LIFE CO., LTD.
Representative: Yukihiro Abe, Representative
Director and President
(Securities Code: 3245, Prime
Market)
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Notice Regarding Issuance of New Shares by way of Public Offering and Third-Party Allotment and Secondary Offering of Shares

DEAR LIFE CO., LTD. (“the Company”) hereby announces that it has resolved today that its Board of Directors passed a resolution dated November 25, 2025 on issuance of new shares by way of public offering and third-party allotment and a secondary offering of shares of the Company, as outlined below.

Purpose of the Offering

The Company has achieved growth through a dual approach: expanding the scale and number of investments in the real estate business and broadening the scope of the sales promotion business. Nevertheless, to realize our future growth strategy—which involves expanding and increasing the scale of urban residential development projects and the acquisition of income-generating real estate—we believe it is essential to secure funds for development land, income-generating real estate acquisitions, and construction costs by building a stronger financial foundation. Therefore, we have decided to conduct a public offering of new shares.

Additionally, the Company has decided to conduct a third-party allotment of new shares to Dearness Co., Ltd, the asset management company of Mr. Yukihiro Abe, the Company's Representative Director and President. Mr. Yukihiro Abe, the Company's founder and Representative Director, has been involved in the real estate industry for many years, even before the Company's founding. His property selection capabilities, based on his extensive know-how and expertise, have been a crucial factor in achieving the Company's business growth to date and are recognized as an indispensable strength for the Company's future growth. We believe that the allocation of new shares to Mr. Abe's asset management company, based on his desire to contribute to building a solid financial foundation to support the Company's continued sustainable growth, will lead to an increase in the Company's medium- to long-term corporate value. Through this public offering, concurrent third-party allotment, and issuance of new shares via third-party allotment, we aim to secure growth capital for business expansion, enhance the corporate value of our group, and maximize shareholder value.

Disclaimer: This press release does not constitute an investment solicitation for any securities for sale. This press release has been prepared for the purpose of publicly announcing that the Company has resolved matters relating to the issuance of new shares, the secondary offering of its shares and the issuance of new shares by way of third-party allotment, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Additionally, this press release does not constitute an offer of securities for sale, nor a solicitation of an offer to buy, in the United States or elsewhere. The securities referred to above 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. The securities referred to above will not be publicly offered or sold in the United States



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 | 4,890,000 shares of common stock of the Company |
| (2) The Amount to be Paid | The amount to be paid will be determined on a certain date between Wednesday, December 3, 2025 and Monday, December 8, 2025 (the “Pricing Date”) in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc., of Securities of the Japan Securities Dealers Association (the “JSDA”). |
| (3) Amount of Capital and Capital Reserve to be Increased | The amount of capital to be increased shall be half of the maximum amount of capital to be increased, in accordance with Article 14, Paragraph 1 of the Regulation on Corporate Accounting, with any fraction less than one yen resulting from such calculation being rounded up to the nearest yen. The amount of capital reserve to be increased shall be the amount obtained by subtracting the amount of capital to be increased from the maximum amount of capital to be increased. |
| (4) Method of Offering | <p>The offering will be a public offering. All of the new shares shall be purchased for sale by the underwriting syndicate led by the underwriters designated as joint lead managers (the “Underwriters”).</p> <p>The issue price of the public offering (offer price) shall be determined in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc., of Securities of the JSDA, based on the provisional pricing terms calculated by multiplying the closing price of the common stock of the Company on the Tokyo Stock Exchange Inc. on 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 one yen being rounded down to the nearest whole yen), and by taking into account market demand and other conditions.</p> <p>A part of the shares may be offered to overseas investors in overseas markets mainly in Europe and Asia (excluding the United States and Canada).</p> |
| (5) Payment Date | <p>The payment date shall be a day during the period from Wednesday, December 10, 2025 to Friday, December 12, 2025 provided, however, that;</p> <p>(i) the payment date shall be Wednesday, December 10, 2025 if the Pricing Date is Wednesday, December 3, 2025 or Thursday, December 4, 2025,</p> <p>(ii) the payment date shall be Thursday, December 11, 2025 if the Pricing Date is Friday, December 5, 2025, and</p> <p>(iii) the payment date shall be Friday, December 12, 2025 if the Pricing Date is Monday, December 8, 2025.</p> |
| (6) The amount to be paid, the amount of increase in capital stock and capital reserve, the issue price (offer price) and any other matters necessary for the issuance of new shares by way of public offering will be approved at the discretion of Yukihiro Abe, Representative Director and President. | |
| (7) The foregoing items are subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan. | |

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2. Issuance of New Shares by way of Third-Party Allotment to Dearness Co., Ltd. (the “Concurrent Third-Party Allotment”)

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| (1) Class and Number of Shares to be Offered | 1,110,000 shares of common stock of the Company |
| (2) The Amount to be Paid | The amount to be paid will be determined on the Pricing Date. Such amount to be paid shall be the same as the issue price (offer price) with respect to the public offering. |
| (3) Amount of Capital and Capital Reserve to be Increased | The amount of capital to be increased shall be half of the maximum amount of capital to be increased, in accordance with Article 14, Paragraph 1 of the Regulation on Corporate Accounting, with any fraction less than one yen resulting from such calculation being rounded up to the nearest yen. The amount of capital reserve to be increased shall be the amount obtained by subtracting the amount of capital to be increased from the maximum amount of capital to be increased. |
| (4) Allottee and Number of Shares to be Allotted | Dearness Co., Ltd. 1,110,000 shares |
| (5) Payment Date | The payment date shall be the same as the public offering. |
| (6) The amount to be paid, the amount of increase in capital stock and capital reserve, and any other matters necessary for the Concurrent Third-Party Allotment will be approved at the discretion of Yukihiro Abe, Representative Director and President. | |
| (7) The foregoing items are subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan. | |
| (8) If the public offering is cancelled, the Concurrent Third-Party Allotment shall also be cancelled. | |

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

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| (1) Class and Number of Shares to be Offered | 730,000 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 and other conditions. The number of shares to be offered will be determined on the Pricing Date, after taking market demand and other conditions into consideration. |
| (2) Seller | The 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 issue price (offer price) in the public offering.) |
| (4) Method of secondary Offering | After consideration of the market demand and other conditions for the public offering, the Underwriter will offer the shares of common stock of the Company, which will be borrowed from Dearness Co., Ltd., a shareholder of the Company. |
| (5) Delivery Date | The delivery date shall be the same as the public offering. |
| (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 Yukihiro Abe, Representative Director and President. | |
| (7) The foregoing items are subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan. | |
| (8) If the public offering is cancelled, the secondary offering by way of over-allotment shall also be cancelled. | |

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4. Issuance of New Shares by way of Third-Party Allotment to the Underwriter (the “Third-Party Allotment”)
- (1) Class and Number of Shares to be Offered 730,000 shares of common stock of the Company
 - (2) The Amount to be Paid The amount to be paid shall be the same as the amount to be paid for the public offering.
 - (3) Amount of Capital and Capital Reserve to be Increased The amount of capital to be increased shall be half of the maximum amount of capital to be increased, in accordance with Article 14, Paragraph 1 of the Regulation on Corporate Accounting, with any fraction less than one yen resulting from such calculation being rounded up to the nearest yen. The amount of capital reserve to be increased shall be the amount obtained by subtracting the amount of capital to be increased from the maximum amount of capital to be increased.
 - (4) Allottees and Number of Shares to be Allotted The Underwriter 730,000 shares
 - (5) Payment Date Friday, December 26, 2025
 - (6) The amount to be paid, the amount of increase in capital stock and capital reserve, and any other matters necessary for the Third-Party Allotment will be approved at the discretion of Yukihiro Abe, Representative Director and President.
 - (7) Shares not subscribed within the subscription period shall not be issued.
 - (8) The foregoing items are subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.
 - (9) If the public offering is cancelled, the Third-Party Allotment shall also be cancelled.

<Reference>

Use of Proceeds

The total estimated net proceeds from the public offering, the Concurrent Third-Party Allotment, and the Third-Party Allotment capital increase, up to 7,173,535,000 yen, are planned to be fully allocated by the end of September 2027 to development land, income-generating real estate acquisitions, and construction costs aimed at further profit growth in the real estate business.

End

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