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December 3, 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 Determination of Issue Price and Selling
Price and Other Matters relating to Issuance of New Shares and
Secondary Offering of Shares**

DEAR LIFE CO., LTD. (“the Company”) hereby announces that it has determined the issue price and the selling price and other matters as set forth below in relation to the issuance of new shares by way of public offering and third-party allotment and a secondary offering of shares of the Company, which were resolved by the Board of Directors of the Company dated November 25, 2025.

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

(1)	Issue Price (Offer Price)	1,045 yen per share
(2)	Total Amount of the Issue Price	5,110,050,000 yen
(3)	The Amount to be Paid	1,001.88 yen per share
(4)	Total Amount to be Paid	4,899,193,200 yen
(5)	Amount of Capital and Capital Reserve to be Increased	The amount of capital to be increased 2,449,596,600 yen The amount of the capital reserve to be increased 2,449,596,600 yen
(6)	Payment Date	Wednesday, December 10, 2025

Note: The underwriters shall purchase the shares at the amount to be paid and offer them at the issue price (offer price).

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.



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

(1) The Amount to be Paid		1,045 yen per share
(2) Total Amount to be Paid		1,159,950,000 yen
(3) Amount of Capital and Capital Reserve to be Increased	The amount of capital to be increased	579,975,000 yen
	The amount of the capital reserve to be increased	579,975,000 yen
(4) Payment Date		Wednesday, December 10, 2025

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

(1) Class and Number of Shares to be Offered	730,000 shares of common stock of the Company
(2) Selling Price	1,045 yen per share
(3) Total Amount of the Selling Price	762,850,000 yen
(4) Delivery Date	Thursday, December 11, 2025

4. Issuance of New Shares by way of Third-Party Allotment to the Underwriter (the “Third-Party Allotment”)

(1) The Amount to be Paid		1,001.88 yen per share
(2) Total Amount to be Paid		(Maximum) 731,372,400 yen
(3) Amount of Capital and Capital Reserve to be Increased	The amount of capital to be increased	(Maximum) 365,686,200 yen
	The amount of the capital reserve to be increased	(Maximum) 365,686,200 yen
(4) Payment Date		Friday, December 26, 2025

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<Reference>

1. Calculation of Issue Price (Offer Price) and Selling Price

(1) Calculation Reference	Wednesday,	
Date and Price	December 3, 2025	1,078 yen
(2) Discount Rate		3.06 %

2. The Number of New Shares Offered by way of Public Offering

4,890,000 shares

Of the above shares offered, 488,000 shares will be offered to investors in overseas markets such as Europe and Asia (excluding the United States and Canada).

3. Syndicate Cover Transaction Period

From Friday, December 5, 2025, through Wednesday, December 24, 2025

4. 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 6,747,473,600 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.

See the notice entitled “Notice Regarding Issuance of New Shares by way of Public Offering and Third-Party Allotment and Secondary Offering of Shares” on November 25, 2025 for more details.

End

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