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December 24, 2025

For immediate release

Company Name: DEAR LIFE CO., LTD.  
Representative: Yukihiro Abe, Representative  
Director and President  
(Securities Code: 3245, Prime  
Market)  
Contact: Seijiro Akita, Director, Head of  
Corporate Strategy Unit  
Phone: +81-3-5210-3721

**Notice Regarding Determination of the Number of New Shares to be Issued  
by way of Third-Party Allotment**

DEAR LIFE CO., LTD. (“the Company”) hereby announces that, in relation to the issuance of new shares by way of third-party allotment to the Underwriter (the “Third-Party Allotment”), which was resolved simultaneously with the issuance of new shares by way of public offering (the “Public Offering”), the issuance of new shares by way of third-party allotment to Dearness Co., Ltd. (the “Concurrent Third-Party Allotment”) and the secondary offering of shares (the “Secondary Offering by way of Over-Allotment”), by a resolution of the Board of Directors dated November 25, 2025, it has been notified by the allottee that it has elected to subscribe for all of the shares to be issued thereby as set forth below:

- |  |  |
|--|--|
| 1. Number of New Shares<br>to be Issued                        | 730,000 shares   |
|  | (Number of Shares Scheduled to be Issued: 730,000 shares)  |
| 2. Total Amount to be Paid                                     | 731,372,400 yen<br>(1,001.88 yen per share)  |
| 3. Amount of Capital<br>and Capital Reserve<br>to be Increased | The amount of capital to be<br>increased 365,686,200 yen<br>The amount of the capital<br>reserve to be increased 365,686,200 yen |
| 4. Payment Date  | Friday, December 26, 2025  |

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 announcing to the public certain matters relating to the final number of new shares to be issued through 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.



<Reference>

1. This third-party allotment was resolved by the Board of Directors of the Company dated November 25, 2025, simultaneously with the issuance of new shares by way of public offering (the “Public Offering”), the issuance of new shares by way of third-party allotment to Dearness Co., Ltd. (the “Concurrent Third-Party Allotment”) and the secondary offering of shares (the “Secondary Offering by way of Over-Allotment”).

For the details of the third-party allotment, please see “Notice Regarding Issuance of New Shares by way of Public Offering and Third-Party Allotment and Secondary Offering of Shares” announced on November 25, 2025 and “Notice Regarding Determination of Issue Price and Selling Price and Other Matters relating to Issuance of New Shares and Secondary Offering of Shares” announced on December 3, 2025.

2. Change in the Total Number of Shares Issued as a Result of Third-Party Allotment

Current total number of issued shares:	50,896,800 shares	(as of December 24, 2025)
Number of shares to be increased by the Third-Party Allotment:	730,000 shares	
Number of outstanding shares after the Third-Party Allotment:	51,626,800 shares	

3. Use of Proceeds

The total estimated net proceeds from the Public Offering, the Concurrent Third-Party Allotment, and the Third-Party Allotment capital increase, 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.

End

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