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December 8, 2025

To whom it may concern

Company name: TOA Corporation  
Name of representative: Taniguchi Masahiro, President, CEO  
(Securities code: 6809; TSE Prime Market)  
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## **Notice Concerning Disposal of Treasury Stock, Secondary Offering of Shares and Issuance of New Shares**

We, TOA Corporation, hereby announce that we have determined the following matters relating to a disposal of treasury stock, a secondary offering of our shares and issuance of new shares by the resolution of the Board of Directors at its meeting held on December 8, 2025.

### **Purpose of the Finance**

Proceeds from the disposal of treasury stock and the third-party allotment will be allocated to: development of the “Information Delivery Platform”; experimental research to accelerate enhancement of overseas product competitiveness, reducing environmental impact, value-added improvements and product lineup integration; funds for E-Commerce systems related to online ordering and for digital tools such as CRM, automated shipping and production automation, as well as for updating our integrated core system; capital expenditures for headquarters renovations, including building designs to reduce greenhouse gas emissions and measures to review and strengthen the adjacent hall’s functions; and repayment of short-term borrowings of group subsidiaries.

#### **1. Disposal of Treasury Stock through Public Offering (Public Offering)**

- |   |   |
|---|---|
| (1) Class and number of shares to be offered        | 4,000,000 shares of our common stock  |
| (2) Method of determination of amount to be paid in | The amount to be paid in will be determined on a day in the period from December 16, 2025 (Tuesday) to December 22, 2025 (Monday) (the “Pricing Date”) in accordance with the method set forth in Article 25 of the Regulations Concerning Underwriting, etc. of Securities by the Japan Securities Dealers Association (the “JSDA”). |
| (3) Method of offering                              | The offering will be a public offering, and the underwriter (the “Underwriter”) shall underwrite and purchase all of the shares. In addition, the disposal price (offer price) in the public offering shall be determined in accordance with the method set forth in  |

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Article 25 of the Regulations Concerning Underwriting, etc. of Securities by the JSDA, based on the preliminary pricing terms calculated by multiplying the closing price in ordinary market transactions of the shares of our common stock on the Tokyo Stock Exchange, Inc. on the Pricing Date (or, if no closing price is quoted, the closing price of the immediately preceding date) by a number between 0.90 and 1.00 (with any fraction less than one yen being rounded down), taking into account market demand.

- (4) Consideration for Underwriter We will not pay any underwriting commissions to the Underwriter. However, the aggregate amount of the difference between (i) the disposal price (offer price) and (ii) the amount to be paid to us by the Underwriter in the public offering shall constitute proceeds to the Underwriter.
- (5) Payment date The payment date is a day in the period from December 23, 2025 (Tuesday) to December 26, 2025 (Friday), provided, however, that (i) the payment date is December 23, 2025 (Tuesday) if the Pricing Date is December 16, 2025 (Tuesday) or December 17, 2025 (Wednesday), (ii) the payment date is December 24, 2025 (Wednesday) if the Pricing Date is December 18, 2025 (Thursday), (iii) the payment date is December 25, 2025 (Thursday) if the Pricing Date is December 19, 2025 (Friday), and (iv) the payment date is December 26, 2025 (Friday) if the Pricing Date is December 22, 2025 (Monday).
- (6) The amount to be paid in and any other matters necessary for the disposal of treasury stock will be determined by Taniguchi Masahiro, President, CEO.
- (7) Each of the above items shall be conditioned upon the registration under the Financial Instruments and Exchange Act of Japan becoming effective.

2. Secondary Offering of Shares (Secondary Offering by way of Over-Allotment) (See 1. of <Reference> below.)

- (1) Class and number of shares to be sold 600,000 shares of our common stock  
The number of shares mentioned above is the maximum number of shares to be sold. The above number may decrease, or the secondary offering itself may be cancelled entirely, depending on market demand. Furthermore, the number of shares to be sold will be determined on the Pricing Date, taking into account market demand.
- (2) Seller The Underwriter
- (3) Selling price Undetermined (The selling price will be determined on the Pricing Date; however, such selling price will be the same as the disposal price (offer price) in the Public Offering.)
- (4) Method of secondary offering Taking into account market demand regarding the Public Offering, the Underwriter will make a secondary offering of up to 600,000 shares of our common stock that it borrows from certain shareholder(s).
- (5) Delivery date The delivery date is the business day immediately following the payment date in the Public Offering.
- (6) The selling price and any other matters necessary for the secondary offering will be determined by Taniguchi Masahiro, President, CEO.

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- (7) Each of the above items shall be conditioned upon the registration under the Financial Instruments and Exchange Act of Japan becoming effective.

3. Issuance of New Shares through Third-Party Allotment (See 1. of <Reference> below.)

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|---|---|
| (1) Class and number of shares to be offered  | 600,000 shares of our common stock.   |
| (2) Method of determination of amount to be paid in   | The amount to be paid in will be determined on the Pricing Date. The amount to be paid in is the same as the amount to be paid in in the Public Offering.   |
| (3) Amounts of capital stock and legal capital surplus to be increased  | The amount of capital stock to be increased shall be half of the maximum amount of the capital stock increase, as calculated in accordance with Article 14, Paragraph 1 of the Regulations on Corporate Accounting with any fraction less than one yen resulting from the calculation being rounded up to the nearest yen. The amount of legal capital surplus to be increased shall be the amount obtained by subtracting the amount of capital stock to be increased from the maximum amount of the capital stock increase. |
| (4) Allottee  | The Underwriter   |
| (5) Payment date  | January 21, 2026 (Wednesday)  |
| (6) Shares not subscribed for by the subscription period (on the subscription date) will not be issued.   |   |
| (7) The amount to be paid in, the amounts of capital stock and legal capital surplus to be increased and any other matters necessary for the issuance of new shares through third-party allotment will be determined by Taniguchi Masahiro, President, CEO. |   |
| (8) Each of the above items shall be conditioned upon the registration under the Financial Instruments and Exchange Act of Japan becoming effective.  |   |

<Reference>

1. Secondary Offering by way of Over-Allotment

The Secondary Offering by way of Over-Allotment described in “2. Secondary Offering of Shares (Secondary Offering by way of Over-Allotment)” above is a secondary offering of shares of our common stock to be conducted by the Underwriter in conjunction with “1. Disposal of Treasury Stock through Public Offering (Public Offering)” above, taking into account market demand, with up to 600,000 shares of our common stock to be borrowed from certain shareholder(s). The number of shares to be offered in the Secondary Offering by way of Over-Allotment is planned to be 600,000 shares; provided, however, as such planned number of shares is the maximum number of shares to be offered, such number may decrease or the Secondary Offering by way of Over-Allotment itself may be canceled entirely, depending on market demand.

In connection with the Secondary Offering by way of Over-Allotment, we have determined that we will issue 600,000 shares of our common stock to the Underwriter through third-party allotment (the “Third-Party Allotment”), with the payment date set to be January 21, 2026 (Wednesday), by the resolution of the Board of Directors at its meeting held on December 8, 2025 (Monday), in order to have the Underwriter to acquire the number of shares necessary to return the shares of our common stock (the “Borrowed Shares”) borrowed by it from certain shareholder(s), as described above.

The Underwriter may also purchase shares of our common stock (the “Syndicate Cover Transactions”) on the Tokyo Stock Exchange, Inc., up to the number of shares in the Secondary Offering by way of Over-Allotment, for the purpose of returning the Borrowed Shares during the period from (i) the day immediately following the last day of the subscription period for the Public Offering and the Secondary Offering by way of Over-Allotment to (ii) January 16, 2026

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(Friday) (the “Syndicate Cover Transaction Period”). All of the shares of our common stock to be purchased by the Underwriter through the Syndicate Cover Transactions will be used to return the Borrowed Shares. During the Syndicate Cover Transaction Period, the Underwriter may decide not to conduct any Syndicate Cover Transactions or may decide to terminate the Syndicate Cover Transactions before the number of shares purchased reaches the number of shares in the Secondary Offering by way of Over-Allotment.

Furthermore, the Underwriter may conduct stabilizing transactions in relation to the Public Offering and the Secondary Offering by way of Over-Allotment. The shares of our common stock purchased through such stabilizing transactions may be used, in part or in whole, to return the Borrowed Shares.

With respect to the number of shares (the “Planned Number of Shares”) obtained by deducting the number of shares purchased through stabilizing transactions and the Syndicate Cover Transactions that are to be used to return the Borrowed Shares from the number of shares in the Secondary Offering by way of Over-Allotment, the Underwriter will be allotted and purchase the Planned Number of Shares of our common stock through the Third-Party Allotment. As a result, all or a part of the shares of our common stock to be issued through the Third-Party Allotment may not be subscribed for, which may result in a decrease in the number of shares to be issued through the Third-Party Allotment, or in the cancellation of the entire issuance, due to forfeiture of the right to subscribe for.

In the event that the Underwriter will be allotted the Planned Number of Shares of our common stock through the Third-Party Allotment, it will make payment for such shares with the funds obtained from the Secondary Offering by way of Over-Allotment.

2. Total number of treasury stock before and after the Disposal of Treasury Stock through Public Offering

Current total number of treasury stock:	4,040,649 shares	(as of November 30, 2025)
Number of shares to be disposed by the Disposal of Treasury Stock through Public Offering:	4,000,000 shares	
Total number of treasury stock after the Disposal of Treasury Stock through Public Offering:	40,649 shares	

3. Total number of issued shares before and after the Issuance of New Shares through Third-Party Allotment

Current total number of issued shares:	34,136,635 shares	(as of December 8, 2025)
Number of shares to be increased by the Issuance of New Shares through Third-Party Allotment:	600,000 shares	(Note)
Total number of issued shares after the Issuance of New Shares through Third-Party Allotment:	34,736,635 shares	(Note)

Note: The numbers described above are based on the assumption that all of the offered shares set forth in (1) of “3. Issuance of New Shares through Third-Party Allotment” above are subscribed for and issued.

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#### 4. Use of Proceeds

(1) Use of proceeds to be raised through the offerings

With respect to the total estimated net proceeds (maximum) of JPY 7,254,230,000 from the public offering and the third-party allotment, we plan to allocate by the end of March 31, 2029, as follows: JPY 3,732,000,000 will be allocated to the development of an “Information Delivery Platform” to resolve the operational complexity of emergency broadcasting during disasters and other emergencies, and for research and development aimed at strengthening overseas product competitiveness, improving added value through measures such as reducing environmental impact—and consolidation of the product lineups. JPY 1,119,000,000 will be allocated for E-Commerce enhancements related to ordering of online products and for the introduction of digital tools such as CRM, automated shipping, and production automation, as well as for updates to the integrated core system. JPY 2,403,000,000 will be allocated to capital expenditures related to headquarters renovation, including building designs to reduce greenhouse gas emissions, improving the office environment to enhance employee engagement, and the review and strengthening of an adjacent hall in light of future business developments. Any remaining amount will be used to repay short-term borrowings of group subsidiaries through investments or loans from us.

Through this financing, we will strengthen research and development, expand into consulting businesses through the “Information Delivery Platform”, improve business continuity, and promote digital transformation.

(2) Change in use of proceeds raised previously  
Not applicable.

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