

September 2, 2025



To whom it may concern:

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Notice Regarding Resolutions to Approve Share Consolidation, Abolition of Provisions on Share Units and Partial Amendment to the Articles of Incorporation

IMAGICA GROUP Inc. (the “Company”) hereby announces that, at an extraordinary shareholders’ meeting held today (the “Extraordinary Shareholders’ Meeting”), the Company submitted proposals for share consolidation, abolition of the provisions regarding share units and partial amendment to the Company’s articles of incorporation as announced in the Company’s press release entitled “Notice Regarding Share Consolidation, Abolition of Provisions on Share Units and Partial Amendment to the Articles of Incorporation” dated July 31, 2025 (the “Company’s Press Release Dated July 31, 2025”) and each of those proposals was approved in its original form.

Accordingly, the common shares of the Company (the “Company Shares”) will meet the delisting criteria of the Tokyo Stock Exchange, Inc. (the “TSE”). Therefore, it is planned that, from September 2, 2025 to September 28, 2025, the Company Shares will be designated as securities to be delisted and then be delisted as of September 29, 2025. Please note that the Company Shares will no longer be tradable on the Prime Market of the TSE after they are delisted.

1. First Proposal: Share Consolidation

The Company obtained the approval of its shareholders at the Extraordinary Shareholders’ Meeting for the following share consolidation (the “Share Consolidation”). For the details of the Share Consolidation, please refer to the Company’s Press Release Dated July 31, 2025.

(1) Class of shares to be consolidated

Common shares

(2) Consolidation ratio

3,332,464 shares of the Company Shares will be consolidated into 1 share.

(3) Total number of issued shares to be reduced

44,332,830 shares

(Note) Since the Company resolved, at the meeting of its Board of Directors held on July 31, 2025, to cancel 408,624 treasury shares (the number of shares calculated by deducting 36,185 shares,

which were disposed of as stock compensation for the Company's directors, etc. on July 25, 2025, from the 444,809 treasury shares held by the Company as of March 31, 2025) (the "Cancellation of Treasury Shares") on the effective date of September 30, 2025, the "Total number of issued shares to be reduced" is stated based on the number of issued shares after the Cancellation of Treasury Shares. The Cancellation of Treasury Shares is conditioned on the proposal regarding the Share Consolidation being approved in its original form at the Extraordinary Shareholders' Meeting.

- (4) Total number of issued shares before the effectuation of the Share Consolidation
44,332,843 shares

(Note) Since the Company resolved, at the meeting of its Board of Directors held on July 31, 2025, to carry out the Cancellation of Treasury Shares, the "Total number of issued shares before the effectuation of the Share Consolidation" is stated based on the number of shares calculated by deducting the 408,624 treasury shares scheduled to be cancelled through the Cancellation of Treasury Shares from the number of issued shares as of March 31, 2025 (44,741,467 shares) as stated in the "Consolidated Financial Results for the Fiscal Year Ended March 31, 2025 (J-GAAP)" announced by the Company on May 9, 2025.

- (5) Total number of issued shares after the effectuation of the Share Consolidation
13 shares

- (6) Total number of authorized shares after the effectuation
52 shares

- (7) The method of the treatment in the case of accrual of fractional shares less than one share and the amount of money expected to be delivered to shareholders as a result of such treatment

- (i) Whether the Company intends to proceed pursuant to the provision of Article 235 (1) of the Companies Act, or Article 234 (2), as applied mutatis mutandis pursuant to Article 235 (2) of the Companies Act, and the reason therefor:

It is planned that the Company Shares held by shareholders other than Mikaduki, Inc. (the "Tender Offeror") and Createo Ltd. ("Createo") will become fractional shares through the Share Consolidation.

With respect to fractional shares resulting from the Share Consolidation, shares equal to the total number of the fractional shares (the "Aggregate Fractional Shares") (in accordance with Article 235 (1) of the Companies Act, if the total number includes fractional shares, such fractional shares will be discarded) will be sold in accordance with Article 235 of the Companies Act and other applicable laws and regulations, and the proceeds from such sale will be delivered to shareholders in proportion to the fractional shares held by them.

With respect to such sale, in view of the fact that the Share Consolidation is to be carried out with the aim of making the Tender Offeror and Createo the sole shareholders of the Company, and that the Company Shares will be delisted as of September 29, 2025 and will become non-marketable shares, it is unlikely that a new buyer will appear through an auction process, and thus it is planned that the Aggregate Fractional Shares will be purchased by the Company with the permission of the court pursuant to the provisions of Article 234 (2) and (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 235 (2) of the Companies Act.

The sale price in such case, if the necessary permission of the court is obtained as planned, is planned to be set at a price that makes it possible to deliver to each shareholder cash in the amount obtained by multiplying the number of Company Shares held by the shareholder, as recorded or registered in the final shareholder register of the Company as of September 30, 2025, the day immediately preceding the effective date of the Share Consolidation, by JPY 795, which is equivalent to the price per share for the Company Shares in the tender offer conducted by the Tender Offeror from May 12, 2025 to June 20, 2025. However, the amount of cash that will actually be delivered to the shareholders may not be the same as the above amount in certain cases, such as the case where the Company is unable to obtain the permission of the court or it is necessary to make adjustments for fractions in the calculation.

- (ii) The name of the expected purchaser of the Aggregate Fractional Shares
IMAGICA GROUP Inc. (the Company)

- (iii) Method by which the expected purchaser of the Aggregate Fractional Shares will secure funds for the sales proceeds and the reasonableness of the method

As of July 31, 2025, the Company holds cash and deposits equivalent to the funds required for the payment of the proceeds from the sale of the Aggregate Fractional Shares. In addition, no events have occurred that would obstruct the payment of the proceeds from the sale of the Aggregate Fractional Shares, and the Company is not aware of any possibility that such events may occur in the future.

Accordingly, the Company determined that the method of securing the funds for the payment of the proceeds from the sale of the Aggregate Fractional Shares is appropriate.

- (iv) Expected timing of sale and payment of sales proceeds to shareholders

Following the effective date of the Share Consolidation, the Company plans to file a petition with the court, from around early to mid-October 2025, for permission for the Company to sell and purchase the Aggregate Fractional Shares in accordance with the provisions of Article 234 (2) and (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 235 (2) of the Companies Act. While the timing of obtaining such permission may change depending on the circumstances of the court, the Company plans to obtain such court permission and purchase the Aggregate

Fractional Shares from around late October to early November 2025, and thereafter, upon making the necessary preparations for delivering the proceeds from such sale to the shareholders, to deliver such sales proceeds to the shareholders from around early December 2025 to mid-January 2026.

Considering the time required for the series of procedures from the effective date of the Share Consolidation to the sale of the Aggregate Fractional Shares, the Company expects that the sale of the Aggregate Fractional Shares and the delivery of the sales proceeds to the shareholders will occur at the respective timings indicated above.

2. Second Proposal: Partial Amendment to the Articles of Incorporation

The Company obtained the approval of its shareholders at the Extraordinary Shareholders' Meeting for the following partial amendment to the Company's Articles of Incorporation. For the details of the amendment, please refer to the Company's Press Release Dated July 31, 2025.

The partial amendment will take effect on October 1, 2025, the effective date of the Share Consolidation, subject to the Share Consolidation taking effect.

- (1) If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting in its original form and the Share Consolidation takes effect, the total number of authorized shares of the Company will be reduced to 52 shares pursuant to Article 182 (2) of the Companies Act. To clarify this, subject to the Share Consolidation taking effect, Article 6 (Total number of authorized shares) of the Articles of Incorporation will be changed.
- (2) If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting in its original form and the Share Consolidation takes effect, the total number of issued shares of the Company will be 13 shares and it will become unnecessary to set share units. Therefore, subject to the Share Consolidation taking effect, Article 7 (Share unit number) and Article 8 (Rights related to shares less than one unit) of the Articles of Incorporation will be deleted in their entirety in order to abolish the provisions on the share units of the Company Shares, under which 100 shares currently constitute one unit, and the article numbers will be renumbered accordingly.
- (3) If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting in its original form and the Share Consolidation takes effect, the Company Shares will be delisted, and only the Tender Offeror and Creato are expected to remain as shareholders holding one or more shares of the Company. As a result, the provisions on the system for electronic provision of materials for shareholder meetings will become unnecessary. Therefore, subject to the Share Consolidation taking effect, Article 15 (Measures for electronic provision, etc.) and Article 2 of the Supplementary Provisions of the Articles of Incorporation will be deleted in their entirety, and the article numbers will be renumbered accordingly.

3. Schedule of the Share Consolidation

(i) Date of the Extraordinary Shareholders' Meeting	September 2, 2025 (Tuesday)
(ii) Date of designation as securities to be delisted	September 2, 2025 (Tuesday)
(iii) Last trading date of the Company Shares	September 26, 2025 (Friday) (planned)
(iv) Date of delisting of the Company Shares	September 29, 2025 (Monday) (planned)

(v) Effective date of the Share Consolidation	October 1, 2025 (Wednesday) (planned)
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End

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.