August 14, 2026

To whom it may concern:

Company Name:	TOHO HOLDINGS CO., LTD.
Corporate Representative:	Hiromi Edahiro, Representative Director, President and CEO (Prime Market of Tokyo Stock Exchange Securities Code: 8129)
Contact:	Makoto Kawamura, Senior Executive Corporate Officer and General Manager, Corporate Strategy Division (TEL: 81-3-6838-2803)

Notice Regarding Petition by a Shareholder for a Provisional Injunction Prohibiting the Gratis Allotment of Stock Acquisition Rights

At the Company's 78th Annual General Meeting of Shareholders held on June 26, 2026 (the "Shareholders' Meeting"), the shareholders approved that, as the invocation of the countermeasures (the "Countermeasures") based on the response policy regarding large-scale purchases of the Company's share certificates, etc. introduced by the Company on October 31, 2025 (the "Response Policy"), if 3D Investment Partners Pte. Ltd. ("3D"), Citco Trustees (UT) Limited ("CTL"), to which 3D provides discretionary investment management services, and CITCO TRUSTEES (UT) LIMITED AS TRUSTEE OF 3D ENDEAVOR MASTER FUND – II, for which CTL acts as trustee (hereinafter collectively referred to with 3D and CTL as the "Large-Scale Purchaser"), were to carry out the Large-Scale Purchase (meaning the large-scale purchase of share certificates, etc. by the Large-Scale Purchaser described in the large-scale purchase explanation pertaining to the large-scale purchase of the Company's share certificates, etc. submitted by 3D on January 16, 2026), the Company's Board of Directors would make a resolution on a gratis allotment of stock acquisition rights (the "Gratis Allotment of Stock Acquisition Rights") at the time reasonably determined by the Company's Board of Directors, taking into account the opinion of the Independent Committee.

With respect to the Gratis Allotment of Stock Acquisition Rights, a shareholder of the Company has filed a petition for a provisional injunction prohibiting the gratis allotment of stock acquisition rights (the "Petition"), and the Company received today the written petition pertaining to the Petition (the "Written Petition"). Accordingly, the Company hereby announces the details as set forth below.

Details

1. Background to the Injunction Claim

The shareholder of the Company set forth below filed the Petition with the Tokyo District Court against the Gratis Allotment of Stock Acquisition Rights that was approved at the Shareholders' Meeting, and the Company received the Written Petition from that court today.

2. Overview of the Shareholder That Filed the Petition

(1)	Name	3D WH OPPORTUNITY MASTER OFC - 3D WH OPPORTUNITY HOLDINGS
(2)	Location	15/F, LKF 29, 29 WYNDHAM STREET, CENTRAL HONG KONG

(3)	Title and name of representative	John Knight Evans Carlyon, Director
(4)	Number of shares held (ownership ratio)	2,400,000 shares (3.67%)

(Note) The "ownership ratio" means the ratio to the number of shares (65,352,172 shares) calculated by deducting the number of treasury shares held by the Company as of June 30, 2026 (7,673,770 shares) from the total number of issued shares as of June 30, 2026 (73,025,942 shares) stated in the Summary of Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2027 [Japanese GAAP] (Consolidated) announced by the Company on August 5, 2026, and is stated with figures below the second decimal place rounded down.

3. Date on Which the Petition Was Filed

August 13, 2026

4. Details of the Petition

(1) Court with which the Petition was filed

Tokyo District Court

(2) Subject of the Petition

The Gratis Allotment of Stock Acquisition Rights

(3) Grounds for the Petition

Because the Company's implementation of the Gratis Allotment of Stock Acquisition Rights would constitute a violation of laws and regulations, namely, a violation of the principle of shareholder equality (Article 247, item (i) of the Companies Act) and be conducted by a grossly unfair method (item (ii) of the same Article).

5. Future Outlook

There is no fact that the Company's Board of Directors has made a resolution on the Gratis Allotment of Stock Acquisition Rights, and the shareholders have approved, in accordance with the Response Policy, that if the Large-Scale Purchaser were to carry out the Large-Scale Purchase, the Company's Board of Directors would make a resolution on the Gratis Allotment of Stock Acquisition Rights at the time reasonably determined by the Company's Board of Directors, taking into account the opinion of the Independent Committee. Accordingly, the Company believes that the Petition is without merit. The Company will disclose the status of matters pertaining to the Petition in a timely manner going forward.

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