

The following is an English version of the official Japanese announcement, which has been given to the Tokyo Stock Exchange and the media in Tokyo, Japan.



June 25, 2026

For Immediate Release

SPARX Group Co., Ltd.  
President and Group CEO Shuhei Abe  
(TSE Prime: 8739)

**Notice Regarding Extension of Tender Offer Period for METALART (TSE Standard: 5644) Common Stock**

—Gerbera holdings Inc. is wholly owned by Japan Monozukuri Mirai Investment Limited Partnership II (a.k.a. Japan Monozukuri Mirai Fund II), whose general partner is SPARX Asset Trust & Management Co., Ltd., a wholly owned subsidiary of SPARX Group Co., Ltd.—

Gerbera holdings Inc., all of whose issued and outstanding shares are owned by Japan Monozukuri Mirai Investment Limited Partnership II, whose general partner is SPARX Asset Trust & Management Co., Ltd., a wholly owned subsidiary of SPARX Group Co., Ltd., has been conducting a tender offer for the common stock of METALART CORPORATION (the "Tender Offer"). SPARX Group Co., Ltd. hereby announces that Gerbera holdings has decided to extend the tender offer period in the Tender Offer, as described in the attachment.

See the attached press release dated June 25, 2026 for more details.

(Attachment)

Notice Regarding Extension of Tender Offer Period for METALART (TSE Standard: 5644) Common Stock, dated June 25, 2026

- For inquiries related to this release, contact:  
Public Relations, SPARX Group Co., Ltd.  
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June 25, 2026

For Immediate Release

Company name Gerbera holdings Inc.  
Representative President and CEO Kota Mizutani

**Notice Regarding Extension of Tender Offer Period for  
METALART (TSE Standard: 5644) Common Stock**

Gerbera holdings Inc. (“Gerbera holdings”) decided on May 14, 2026 to acquire shares of METALART CORPORATION (“METALART”; TSE Standard: 5644) common stock (the “Shares”) through a tender offer (the “Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”), and has been conducting the Tender Offer since May 15, 2026.

After comprehensively considering the status of tenders by METALART’s shareholders and other factors, and after careful consideration, Gerbera holdings has decided to extend the tender offer period (the “Tender Offer Period”) in the Tender Offer in order to provide METALART’s shareholders with a further opportunity to consider whether to tender their shares in the Tender Offer. In addition, METALART is scheduled to file its annual securities report for the 95th fiscal year (from April 1, 2025 to March 31, 2026) with the Director-General of the Kinki Local Finance Bureau on June 26, 2026, and, in connection with that filing, it is expected that Gerbera holdings will be required to file an amendment to the Tender Offer Registration Statement. Accordingly, in order to secure in advance the tender offer period required under Article 27-8, paragraph 8 of the Act and the main text of Article 22, paragraph 3 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ministry of Finance Ordinance No. 38 of 1990, including subsequent amendments; hereinafter referred to as the “Cabinet Office Order”), Gerbera holdings has decided to extend the tender offer period in the Tender Offer until July 13, 2026, for a total of 42 business days.

Accordingly, Gerbera holdings hereby announces that the content of the “Notice Regarding Gerbera holdings’ Tender Offer for METALART (TSE Standard: 5644) Common Stock” released on May 14, 2026 will be changed as follows.

The amended portions are underlined.

1. Details of Tender Offer

(3) Outline of Tender Offer

(Before amendment)

Purpose of the Tender Offer	To make METALART a wholly owned subsidiary of Gerbera holdings
Tender offer period	Friday, May 15, 2026– <del>Thursday, June 25, 2026</del> <u>Thursday, June 25, 2026</u> ( <u>30</u> business days)
Tender offer price	JPY 7,600 per share of common stock
Number of shares for purchase	1,825,640 shares
Minimum number of shares for purchase	867,000 shares (ownership ratio (see note below): 30.29%)
Maximum number of shares for purchase	—
Opinion of the Seller	According to METALART’s press release dated May 14, 2026 (the “METALART Press Release”), METALART resolved at its board meeting held on the same day to express its opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.
Settlement start date	<u>Thursday, July 2, 2026</u>

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Tender offer agent	Nomura Securities Co., Ltd. 1-13-1 Nihonbashi, Chuo-City, Tokyo [Omitted]
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(After amendment)

Purpose of the Tender Offer	To make METALART a wholly owned subsidiary of Gerbera holdings
Tender offer period	Friday, May 15, 2026–Monday, July 13, 2026 (42 business days)
Tender offer price	JPY 7,600 per share of common stock
Number of shares for purchase	1,825,640 shares
Minimum number of shares for purchase	867,000 shares (ownership ratio (see note below): 30.29%)
Maximum number of shares for purchase	—
Opinion of the Seller	According to METALART's press release dated May 14, 2026 (the "METALART Press Release"), METALART resolved at its board meeting held on the same day to express its opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.
Settlement start date	Tuesday, July 21, 2026
Tender offer agent	Nomura Securities Co., Ltd. 1-13-1 Nihonbashi, Chuo-City, Tokyo

[Omitted]

## 2. Summary of Tender Offer

(Before amendment)

[Omitted]

Gerbera holdings announced today that it has decided to initiate the Tender Offer on May 15, 2026, as part of a series of transactions (the "Transactions") aimed at acquiring all shares of METALART listed on the TSE Standard Market (excluding the shares held by DAIHATSU MOTOR Co., Ltd. ("Daihatsu Motor"), 1,037,000 shares, the ownership ratio of 36.23% (the "Non-Tendered Shares"), and excluding METALART's treasury shares) and making METALART a wholly owned subsidiary of Gerbera holdings.

[Omitted]

(After amendment)

[Omitted]

Gerbera holdings announced today that it has decided to initiate the Tender Offer on May 15, 2026, as part of a series of transactions (the "Transactions") aimed at acquiring all shares of METALART listed on the TSE Standard Market (excluding the shares held by DAIHATSU MOTOR Co., Ltd. ("Daihatsu Motor"), 1,037,000 shares, the ownership ratio of 36.23% (the "Non-Tendered Shares"), and excluding METALART's treasury shares) and making METALART a wholly owned subsidiary of Gerbera holdings.

Thereafter, Gerbera holdings commenced the Tender Offer on May 15, 2026. After comprehensively considering the status of tenders by METALART's shareholders and other factors, and after careful consideration, Gerbera holdings has decided to extend the tender offer period in the Tender Offer (the "Tender Offer Period") in order to provide METALART's shareholders with a further opportunity to consider whether to tender their shares in the Tender Offer. In addition, METALART is scheduled to file its annual securities report for the 95th fiscal year (from April 1, 2025 to March 31, 2026) with the Director-General of the Kinki Local Finance Bureau on June 26, 2026, and, in connection with that filing, it is expected that Gerbera holdings will be required to file an amendment to the Tender Offer Registration Statement. Accordingly, in order to secure in advance the tender offer period required under Article 27-8, paragraph 8 of the Act and the main text of Article 22, paragraph 32 of the Cabinet Office Order, Gerbera holdings decided on June 25, 2026 to extend the Tender Offer Period until July 13, 2026, for a total of 42 business days. Gerbera holdings believes that the Tender Offer Price of JPY 7,600 (as defined below; the same applies

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hereinafter) fully reflects the value of METALART and provides METALART's shareholders with a reasonable opportunity to sell their shares of METALART; therefore, Gerbera holdings will not change the Tender Offer Price.

[Omitted]

#### 4. Policy Regarding Organizational Restructuring, etc. after Tender Offer

(Before amendment)

[Omitted]

Specifically, promptly after completion of the settlement of the Tender Offer, Gerbera holdings intends to request METALART to convene an extraordinary general meeting of shareholders (the "Extraordinary Shareholders' Meeting"), at which proposals will include the implementation of the Share Consolidation pursuant to Article 180 of the Companies Act and, conditional upon the effectiveness of the Share Consolidation, the amendment of METALART's articles of incorporation to abolish the unit-share system. Gerbera holdings believes it is desirable to convene the Extraordinary Shareholders' Meeting at an early stage to enhance METALART's corporate value and therefore plans to request METALART to make a public notice setting a record date close to the settlement start date of the Tender Offer (as of today, early July 2026 is contemplated) as the record date for the Extraordinary Shareholders' Meeting. According to METALART's press release, METALART plans to convene the Extraordinary Shareholders' Meeting in response to Gerbera holdings' request, and the Extraordinary Shareholders' Meeting is expected to be held in late August 2026. Gerbera holdings and Daihatsu Motor plan to vote in favor of the proposals at the Extraordinary Shareholders' Meeting.

[Omitted]

The procedures described above may change depending on amendments to applicable laws and regulations, their enforcement, or changes in regulatory interpretations. However, even in such cases, it is expected that a method will be adopted to ultimately deliver cash to shareholders who did not tender their shares in the Tender Offer (excluding Gerbera holdings, Daihatsu Motor, and METALART), and the amount of cash delivered to each such shareholder is expected to be calculated so that it will be the same as the amount obtained by multiplying the Tender Offer Price by the number of METALART shares held by such shareholder. Gerbera holdings plans to request METALART to convene the Extraordinary Shareholders' Meeting around late August 2026; however, the specific procedures and timing will be determined through discussions with METALART, and METALART will promptly announce them once determined. The Tender Offer is not intended to solicit approval from METALART's shareholders at the Extraordinary Shareholders' Meeting. Each shareholder should confirm the tax treatment of tendering shares in the Tender Offer or of the procedures described above at their own responsibility with professional advisors such as tax accountants.

(After amendment)

[Omitted]

Specifically, promptly after completion of the settlement of the Tender Offer, Gerbera holdings intends to request METALART to convene an extraordinary general meeting of shareholders (the "Extraordinary Shareholders' Meeting"), at which proposals will include the implementation of the Share Consolidation pursuant to Article 180 of the Companies Act and, conditional upon the effectiveness of the Share Consolidation, the amendment of METALART's articles of incorporation to abolish the unit-share system. Gerbera holdings believes it is desirable to convene the Extraordinary Shareholders' Meeting at an early stage to enhance METALART's corporate value and therefore plans to request METALART to make a public notice setting a record date close to the settlement start date of the Tender Offer (as of today, late July 2026 is contemplated) as the record date for the Extraordinary Shareholders' Meeting. According to METALART's press release, METALART plans to convene the Extraordinary Shareholders' Meeting in response to Gerbera holdings' request, and the Extraordinary Shareholders' Meeting is expected to be held in mid-September 2026. Gerbera holdings and Daihatsu Motor plan to vote in favor of the proposals at the Extraordinary Shareholders' Meeting.

[Omitted]

The procedures described above may change depending on amendments to applicable laws and regulations, their enforcement, or changes in regulatory interpretations. However, even in such cases, it is expected that a method will be adopted to ultimately deliver cash to shareholders who did not tender their shares in the Tender Offer (excluding Gerbera holdings, Daihatsu Motor, and METALART), and the amount of cash delivered to each such shareholder is expected to be calculated so that it will be the same

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as the amount obtained by multiplying the Tender Offer Price by the number of METALART shares held by such shareholder. Gerbera holdings plans to request METALART to convene the Extraordinary Shareholders' Meeting around mid-September 2026; however, the specific procedures and timing will be determined through discussions with METALART, and METALART will promptly announce them once determined. The Tender Offer is not intended to solicit approval from METALART's shareholders at the Extraordinary Shareholders' Meeting. Each shareholder should confirm the tax treatment of tendering shares in the Tender Offer or of the procedures described above at their own responsibility with professional advisors such as tax accountants.

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**[Solicitation Regulation]**

This press release is a press announcement intended to publicly announce the Tender Offer and was not prepared for the purpose of soliciting tenders. When tendering shares, shareholders should review the Tender Offer Explanatory Statement relating to the Tender Offer and tender based on their own judgment. This press release does not constitute, or form a part of, an offer to sell or a solicitation of an offer to buy securities, and neither this press release (or any part of it) nor the fact of its distribution shall form the basis of, or be relied upon in connection with, any contract in relation to the Tender Offer.

**[Forward-Looking Statements]**

This information may contain forward-looking statements regarding future business of Gerbera holdings and other companies, including expressions such as “expect,” “anticipate,” “intend,” “plan,” “believe,” and “assume.” Those expressions are based on Gerbera holdings’ current business outlook and may change depending on future circumstances. Gerbera holdings does not assume any obligation to update forward-looking statements in this information to reflect actual performance, various circumstances, or changes in conditions.

**[U.S. Regulations]**

The offer is not directly or indirectly tendered in or for the United States, nor is it made by the use of the US postal service or any other means or instrumentality of interstate or international commerce—including, but not limited to, telephone, telex, facsimile, e-mail, or Internet communications—nor through any securities exchange facility in the United States. The offer may not be tendered by any of the aforementioned methods or means, through any of the aforementioned facilities, or from within the United States. Moreover, neither the press releases regarding Tender Offer nor any related purchase documents are to be sent or distributed in, to, or from the United States by mail or any other means, and any such sending or distribution is prohibited. Applications for the Tender Offer that directly or indirectly violate the above restrictions will not be accepted.

No solicitation to purchase securities or other equivalents is being made to U.S. residents, and Gerbera holdings will not accept such items even if they are sent to Gerbera holdings by U.S. residents or from within the United States.

**[Other Countries]**

In certain countries or regions, there may be legal restrictions on the announcement, issuance, or distribution of this press release. In those cases, please note and comply with those restrictions. This press release is not intended to constitute an application for purchase of, or a solicitation of an application to sell, share certificates relating to the Tender Offer and is intended solely as a distribution of informational materials.