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TRANSACTION

July 22, 2025

FOR IMMEDIATE RELEASE

Company name: TRANSACTION Co., Ltd.
Listing: Tokyo Stock Exchange Prime Market
Securities code: 7818
Representative: Satoshi Ishikawa, Chairman and Representative Director
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Notice Concerning Secondary Offering of Shares

TRANSACTION CO., LTD. (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held on July 22, 2025, to approve a secondary offering of shares of common stock of the Company as described below.

1. Secondary Offering of Shares (Secondary Offering by way of Purchase and Subscription by the Underwriters)

(1) Class and number of shares to be sold: 2,100,000 shares of common stock of the Company

(2) Seller and number of shares to be sold:

Name	Number of shares to be sold
Satoshi Ishikawa	1,550,000 shares
Development Bank of Japan Inc.	500,000 shares
Chikako Ishikawa	50,000 shares

(3) Selling price: Undetermined (The selling price will be determined on a day in the period from Tuesday, July 29, 2025 to Monday, August 4, 2025 (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, based on the preliminary pricing terms calculated by multiplying the closing price in ordinary market transactions of the shares of common stock of the Company 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) Method of secondary offering: The offering will be a secondary offering by way of purchase and subscription of the aggregate number of shares by the underwriters.
The aggregate amount of the difference between (i) the selling price and (ii) the amount to be paid to the sellers by the underwriters in the secondary offering shall constitute proceeds to the underwriters.

Note: This press release does not constitute a part of an offer of investment in any securities. This press release has been prepared for the purpose of announcing to the public certain matters relating to the secondary offering of shares, and not for the purpose of soliciting investment or other activities within or outside Japan. Investors, when investing in the shares of common stock of the Company, should carefully review the prospectus for the secondary offering of shares, and any amendments thereto (if any) prepared by the Company prior to making any investment decisions. This press release does not constitute soliciting activities to purchase any securities in the United States. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act of 1933. No securities will be publicly offered or sold in the United States under this transaction.

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(5)	Delivery date	The fifth business day immediately following the Pricing Date.

(6) The selling price and all other necessary matters related to the secondary offering will be determined by Chairman and Representative Director of the Company.

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	315,000 shares of common stock of the Company. 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 lead manager of the Secondary Offering by way of Purchase and Subscription by the Underwriters (the "Lead Manager")
(3)	Selling price	Undetermined (The selling price will be determined on the Pricing Date; however, such selling price will be the same as the selling price of the Secondary Offering by way of Purchase and Subscription by the Underwriters.)
(4)	Method of secondary offering	Taking into account market demand regarding the Secondary Offering by way of Purchase and Subscription by the Underwriters, the Lead Manager will make a secondary offering of up to 315,000 shares of common stock of the Company that it borrows from certain shareholder(s).
(5)	Delivery date	The delivery date is the same as the delivery date of the Secondary Offering by way of Purchase and Subscription by the Underwriters.

(6) The selling price and all other necessary matters related to the secondary offering will be determined by Chairman and Representative Director of the Company.

<Reference>

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 common stock of the Company to be conducted by the Lead Manager in conjunction with "1. Secondary Offering of Shares (Secondary Offering by way of Purchase and Subscription by the Underwriters)" above, taking into account market demand, with up to 315,000 shares of common stock of the Company to be borrowed from certain shareholder. The number of shares to be offered in the Secondary Offering by way of Over-Allotment is planned to be 315,000 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.

When conducting the Secondary Offering by way of Over-Allotment, the Lead Manager will be granted the right (the "Greenshoe Option") to obtain shares of common stock of the Company up to the number of shares to be sold in the Secondary Offering by way of Over-Allotment in addition to the shares for the Secondary Offering by way of Purchase and Subscription by the Underwriters, with the exercise period being from the delivery date of the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-Allotment to Wednesday, August 27, 2025.

The Lead Manager may also purchase shares of common stock of the Company (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 shares of common stock of the Company (the "Borrowed Shares") borrowed by it from certain shareholder

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during the period from (i) the day immediately following the last day of the subscription period for the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-Allotment to (ii) Wednesday, August 27, 2025 (the "Syndicate Cover Transaction Period"). All of the shares of common stock of the Company to be purchased by the Lead Manager through the Syndicate Cover Transactions will be used to return the Borrowed Shares. During the Syndicate Cover Transaction Period, the Lead Manager 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 Lead Manager may conduct stabilizing transactions in relation to the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-Allotment. The shares of common stock of the Company purchased through such stabilizing transactions may be used, in part or in whole, to return the Borrowed Shares.

The remaining Borrowed Shares after being acquired through the Syndicate Cover Transactions and stabilization transactions and allocated for the return will be returned by the Lead Manager by exercising the Greenshoe Option.

End

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