

August 6, 2026

To All Concerned

Company Name	DIGITAL HEARTS HOLDINGS Co., Ltd.	
Representative	President and CEO	Toshiya Tsukushi
	(Code: 3676, Tokyo Stock Exchange Prime Market)	
Contact	Executive Officer and CFO	Hideto Itami
	(TEL : 03-3373-0081)	

Company Name	Sandbox K.K.	
Representative	Representative Director	Eiichi Miyazawa

**Announcement Concerning Commencement of Tender Offer for
DIGITAL HEARTS HOLDINGS Co., Ltd. (Securities Code: 3676) by Sandbox K.K.**

We hereby notify you that Sandbox K.K. has decided today to acquire the common shares of DIGITAL HEARTS HOLDINGS Co., Ltd. through a tender offer, as set forth in the attached document.

This document is published by DIGITAL HEARTS HOLDINGS Co., Ltd. (the target company of the tender offer), at the request of Sandbox K.K. (the tender offeror), pursuant to Article 30, Paragraph 1, Item 4 of the Enforcement Order of the Financial Instruments and Exchange Act.

(Attachment)

“Announcement Concerning Commencement of Tender Offer for DIGITAL HEARTS HOLDINGS Co., Ltd. (Securities Code: 3676)” dated August 6, 2026.

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Company Name	Sandbox K.K.	
Representative	Representative Director	Eiichi Miyazawa

Announcement Concerning Commencement of Tender Offer for DIGITAL HEARTS HOLDINGS Co., Ltd. (Securities Code: 3676)

Sandbox K.K. (the “Tender Offeror”) hereby announces that it decided today to acquire the common shares (the “Target Company Shares”) of DIGITAL HEARTS HOLDINGS Co., Ltd. (Securities Code: 3676; Prime Market of the Tokyo Stock Exchange, Inc. (the “TSE”); the “Target Company”) through a tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No.25 of 1948, as amended; the “Act”).

The Tender Offeror is a stock company established on July 13, 2026, with the purpose of acquiring and holding the Target Company Shares through the Tender Offer. As of today, Mr. Eiichi Miyazawa (“Mr. Miyazawa”), who is the Representative Director and Chairman as well as the largest shareholder of the Target Company (number of shares held: 9,425,633 shares (the “Miyazawa Shares”); Ownership Ratio (Note 1): 42.27%) holds all of the issued shares of the Tender Offeror and serves as the representative director of the Tender Offeror. As of today, the Tender Offeror does not own any Target Company Shares.

(Note 1) “Ownership Ratio” refers to the ratio to the number of shares (22,298,804 shares) obtained by deducting from the total number of issued shares as of June 30, 2026 (23,890,800 shares) as stated in the “Financial Results for the First Quarter of the Fiscal Year Ending March 2027 Japan standard (Consolidated)” which was published by the Target Company on August 6, 2026, the number of treasury shares held by the Target Company as of the same date as stated in the Target Company’s Financial results (1,591,996 shares) (rounded to two decimal places).

Recently, the Tender Offeror has decided to conduct the Tender Offer as part of a series of transactions (the “Transactions”) aimed at acquiring all of the Target Company Shares listed on the Prime Market of the TSE (including the restricted shares held by Mr. Toshiya Tsukushi, who is the Representative Director, President and CEO of the Target Company, which cannot be tendered in the Tender Offer as transfer restrictions are imposed thereto, and excluding the Miyazawa Non-Tender Shares (as defined below) and the treasury shares held by the Target Company) and taking the Target Company Shares private. The Transactions constitute what is known as a Management Buyout (MBO) (Note [2]), and Mr. Miyazawa is expected to continue managing the Target Company after completion of the Transactions. Further, Mr. Miyazawa, who owns all of the issued shares of the Tender Offeror, of the Miyazawa Shares (9,425,633 shares), (A) intends to tender 500,000 shares (“Miyazawa Tender Shares”) and (B) does not intend to tender the remaining 8,925,633 shares (“Miyazawa Non-Tender Shares”) in the Tender Offer.

(Note 2) “Management buyout (MBO)” generally refers to a transaction in which the management of the target company invests all or part of the acquisition funds and acquires shares of the target company on the premise that the target company’s business will continue.

Upon implementing the Tender Offer, the Tender Offeror has received from Mr. Miyazawa his intention to tender the Miyazawa Tender Shares into this Tender Offer, and his intention not to tender the Miyazawa Non-Tender Shares into this Tender Offer.

In addition, the Tender Offeror has received from A-1 LLC (“A-1”), of which Mr. Miyazawa is the representative member, its intention to tender all of the Target Company Shares held by A-1 (1,324,900 shares) into this Tender Offer.

For the avoidance of doubt, the Tender Offeror has not entered into any agreement regarding tendering or non-tendering in this Tender Offer with either Mr. Miyazawa or A-1.

The outline of the Tender Offer is as follows:

- (1) Name of the Target Company
DIGITAL HEARTS HOLDINGS Co., Ltd.
- (2) Type of Share Certificates to be Purchased in the Tender Offer
Common shares
- (3) Tender Offer Period
From August 7, 2026 (Friday) through September 24, 2026 (Thursday) (31 business days)
- (4) Tender Offer Price
JPY 1,060 per common share

- (5) Number of Share Certificates to be Purchased in the Tender Offer

Type of share certificates	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common shares	13,373,171 shares	5,922,743 shares	- shares
Total	13,373,171 shares	5,922,743 shares	- shares

- (6) Commencement Date of Settlement
September 30, 2026 (Wednesday)
- (7) Tender Offer Agent
Mizuho Securities Co., Ltd. 1-5-1, Otemachi, Chiyoda-ku, Tokyo

The Tender Offer Agent has appointed the following sub-agent to re-delegate part of its administrative functions:
Rakuten Securities, Inc. (sub-agent) 2-6-21, Minami-Aoyama, Minato-ku, Tokyo

For specific details of the Tender Offer, please refer to the Tender Offer Registration Statement which will be submitted by the Tender Offeror in relation to the Tender Offer on August 7, 2026.