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November 20, 2026

Company name:	DIGITAL HEARTS HOLDINGS Co., Ltd.
Name of representative:	President and CEO Toshiya Tsukushi (Code number: 3676, Prime, Tokyo Stock Exchange)
Contact:	Executive Officer and CFO Hideto Itami (TEL: +81-3-3373-0081)

Notice Regarding Approval of Share Consolidation, Abolition of Provisions on Number of Shares Per Unit, and Partial Amendments to the Articles of Incorporation

DIGITAL HEARTS HOLDINGS Co., Ltd. (hereinafter referred to as the "Company") hereby announces that, as announced in its press release disclosed on October 23, 2026, titled "Notice Regarding the Holding of an Extraordinary Shareholders' Meeting for Share Consolidation, Abolition of Provisions on Number of Shares Per Unit, and Partial Amendments to the Articles of Incorporation" (the "Company's Press Release dated October 23, 2026"), the proposals regarding the Share Consolidation, the abolition of provisions on the number of shares per unit, and partial amendments to the Articles of Incorporation submitted to the extraordinary shareholders' meeting held today (the "Extraordinary Shareholders' Meeting") were all approved and passed as originally proposed, as detailed below.

As a result, the Company's common shares (the "Company Shares") will fall under the delisting criteria set forth in the Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the "TSE"). Accordingly, the Company Shares are scheduled to be designated as securities to be delisted from November 20, 2026, through December 10, 2026, and subsequently delisted on December 11, 2026. After delisting, the Company Shares will no longer be available for trading on the Prime Market of the TSE. Shareholders are requested to take note of this matter.

1. Proposal 1 (Share Consolidation)

As announced in the Company's Press Release dated October 23, 2026, the Company will implement a consolidation of the Company Shares (the "Share Consolidation") as described below.

a. Class of Shares to Be Consolidated

Common shares

b. Consolidation Ratio

The Company Shares will be consolidated at a ratio of 2,975,211 shares to one share.

c. Total Number of Issued Shares to Be Reduced

22,298,795 shares

d. Total Number of Issued Shares Before the Effective Date

22,298,802 shares

Note: The Board of Directors has resolved, at its meeting held on October 23, 2026, that the Company cancel 1,591,998 treasury shares on December 14, 2026 (representing all treasury shares held by the Company as of September 30, 2026). Accordingly, the "Total Number of Issued Shares Before the Effective Date" above is the number of issued shares after that cancellation.

e. Total Number of Issued Shares After the Effective Date

7 shares

f. Total Number of Authorized Shares as of the Effective Date

25 shares

g. Method of Treatment of Fractional Shares Less Than One Share and Amount of Cash Expected to Be Delivered to Shareholders through Such Handling

(a) Whether the treatment is expected to be conducted pursuant to Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraphs 2 and 4 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the Companies Act, and the reasons therefor

As a result of the Share Consolidation, Sandbox K.K. (the "Tender Offeror") and Mr. Eiichi Miyazawa ("Mr. Miyazawa"), the Company's Representative Director and Chairman, will become the sole shareholders of the Company, and the number of Company Shares held by all other shareholders is expected to be less than one share.

With respect to fractional shares less than one share resulting from the Share Consolidation, the Company will sell a number of shares equal to the aggregate number of such fractional shares (any fractional shares less than one share included in that aggregate number will be rounded down pursuant to Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the "Companies Act")) in accordance with Article 235 of the Companies Act and other applicable laws and regulations, and will distribute the proceeds from such sale to shareholders in proportion to the fractional shares attributable to each shareholder.

In light of the fact that the sale will be conducted as part of a series of transactions for the purpose of making the Tender Offeror and Mr. Miyazawa the Company's sole shareholders and privatizing the Company Shares, the Company plans to sell the shares to the Tender Offeror with court permission pursuant to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the Companies Act.

If court permission is obtained as scheduled, the sale price will be set so that shareholders listed or recorded in the Company's final shareholders' register as of December 14, 2026, the day preceding the effective date of the Share Consolidation, will receive an amount of cash equivalent to the number of the Company Shares held by such shareholders multiplied by JPY 1,060, which is the same amount as the price per Company Share offered in the tender offer for the Company Shares (the "Tender Offer") conducted by the Tender Offeror from August 7, 2026, through September 24, 2026. However, if court permission is not obtained or fractional adjustments are required in the calculation, the actual amount of cash delivered may differ from the amount described above.

(b) Name or Designation of the Party Expected to Purchase the Shares Subject to Sale

Sandbox K.K. (the Tender Offeror)

(c) Method of Securing Funds for Payment of the Sale Price and Appropriateness of Such Method

The Tender Offeror planned to finance the funds required for a series of transactions for the purpose of privatizing

the Company Shares, including the Tender Offer, through borrowings from Mizuho Bank, Ltd. of up to JPY 14,851 million. In the process of implementing these transactions, the Company confirmed that the Tender Offeror had secured the necessary funds by reviewing the Tender Offer Statement submitted by the Tender Offeror on August 7, 2026, and the financing certificate attached thereto. According to the Tender Offeror, no event has occurred, and it is not aware of any event likely to occur, that could prevent payment of the sale price for the Company Shares corresponding to the aggregate number of fractional shares less than one share resulting from the Share Consolidation.

Accordingly, the Company has determined that the method of securing funds for payment of the sale price for the Company Shares corresponding to the aggregate number of fractional shares less than one share resulting from the Share Consolidation is appropriate.

(d) Expected Timing of the Sale and Delivery of the Sale Proceeds to Shareholders

Around late December 2026, the Company plans to file a petition with the court for permission, pursuant to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the Companies Act, to sell to the Tender Offeror the Company Shares corresponding to the aggregate number of fractional shares less than one share resulting from the Share Consolidation. The timing of obtaining such permission may vary depending on the court's circumstances and other factors. After obtaining the court's permission, the Company expects to sell the Company Shares to the Tender Offeror around mid-January 2027 and, after making the preparations necessary to deliver the proceeds from the sale to shareholders, to deliver those proceeds to the shareholders around late March 2027.

Taking into account the period required for the series of procedures relating to the sale from the effective date of the Share Consolidation, the Company has determined that the Company Shares corresponding to the aggregate number of fractional shares less than one share resulting from the Share Consolidation will be sold and the sale proceeds delivered to shareholders at the respective times described above.

2. Proposal 2 (Partial Amendments to the Articles of Incorporation)

If the Share Consolidation takes effect, the total number of authorized shares of the Company will be 25 shares pursuant to Article 182, Paragraph 2 of the Companies Act. To clarify this point, subject to the Share Consolidation taking effect, Article 5 (Total Number of Authorized Shares) of the current Articles of Incorporation will be amended.

If the Share Consolidation takes effect, the total number of issued shares of the Company will be 7 shares, and it will no longer be necessary to set the number of shares per unit. Accordingly, subject to the Share Consolidation taking effect, the entire text of Articles 6 (Number of Shares per Unit) and 7 (Rights with Respect to Shares Less Than One Unit) of the current Articles of Incorporation will be deleted and the subsequent articles will be renumbered accordingly.

If the Share Consolidation takes effect, the Company Shares will be delisted and the Tender Offeror and Mr. Miyazawa will be the sole shareholders of the Company. Therefore, the provisions regarding the record date and the electronic provision system for the shareholders' meeting materials will no longer be necessary. Accordingly, subject to the Share Consolidation taking effect, the entire text of Articles 10 (Record Date) and 13 (Electronic Provision Measures, etc.) of the current Articles of Incorporation will be deleted, and the subsequent articles will be renumbered accordingly.

The amendments to the Articles of Incorporation relating to this proposal will take effect on December 15, 2026 (the effective date of the Share Consolidation), subject to the Share Consolidation taking effect.

3. Schedule of the Share Consolidation

Date of Extraordinary Shareholders' Meeting	Friday, November 20, 2026
Date of designation as securities to be delisted	Friday, November 20, 2026
Last trading date for the Company Shares	Thursday, December 10, 2026 (scheduled)
Delisting date for the Company Shares	Friday, December 11, 2026 (scheduled)
Effective date of the Share Consolidation	Tuesday, December 15, 2026 (scheduled)