MARUI GROUP CO., LTD

Supplemental Materials regarding Issuance of Zero Coupon Convertible Bonds due 2031 and Acquisition of Treasury Shares

MARUI GROUP

August 24, 2026

Overview of the Issue

Overview	
Issuer	MARUI GROUP CO., LTD.
Securities Offered	Bonds with stock acquisition rights(*tenkanshasaigata shinkabu yoyakuken-tsuki shasai*)
Offering Market	Euro market (overseas markets, mainly in Europe and Asia (excluding the United States) based on Regulation S)
Governing Law	English Law
Pricing	Through bookbuilding（demand-building method)
Resolution Date/Pricing Date	August 24, 2026 (Mon)
Closing Date	September 9, 2026 (Wed)
Maturity	5 years
Maturity Date	September 30, 2031 (Tue)
Issue Amount	50 billion yen
Issue Price/Redemption Price	100.0%/100.0%
Offer Price	102.5%
Coupon	0.00%
Ancillary Terms	Contingent Conversion (150% initially, 130% from one year before maturity, lifted three months before maturity) Acquisition Option (cash settlement)
Acquisition of Treasury Shares	Approx. 15 billion yen／5.01 million shares Planned purchase through ToSTNeT-3 on the day following the Resolution Date. Intends to continue to acquire treasury shares from the day following the Resolution Date, taking into account market conditions and applicable rules and regulations.
Lock-up	Issuer/90 days

Key Features of the Convertible Bonds

① The Convertible Bonds are zero-coupon bonds, designed to minimize interest costs on a cash basis

② A highly debt-like structure designed with existing shareholders in mind, which limits share dilution by incorporating contingent conversion and a cash settlement acquisition clause at par value

③ To cover funding needs resulting from an increase in operating receivables due to the FinTech growth strategy

④ By using the funds raised to acquire treasury shares simultaneously with the issuance of the Convertible Bonds, the impact on the supply and demand for shares will be mitigated, while capital efficiency will be improved through enhanced ROE and EPS

Considering the above, determined that the issuance of the Convertible Bonds is the most appropriate method

Use of Proceeds

Net proceeds: Approximately 50 billion yen

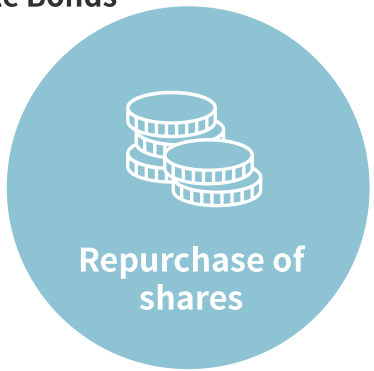
■ Expansion of FinTech business: Approx. 35 billion yen

- Growing demand for funds due to an increase in operating receivables from growth strategy
- Demand for funds for system/digital infrastructure development, etc.



■ Acquisition of Treasury Shares: Approx. 15 billion yen

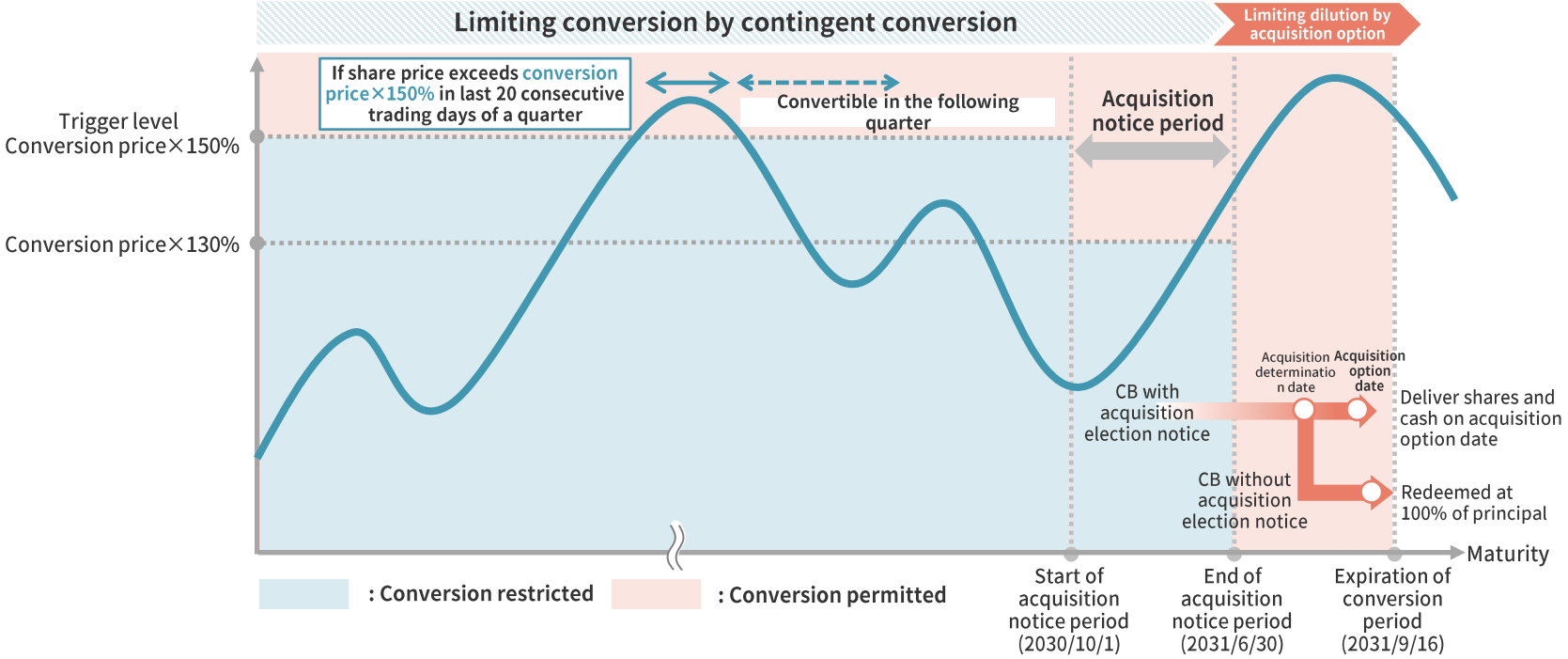
- Improvement of earnings per share through reduction in the number of shares
- Mitigation of the short-term impact on share supply and demand due to the issuance of the Convertible Bonds



* Acquisition of treasury shares of approx. 15 billion yen is part of the limit for the acquisition of treasury shares (up to 20 billion yen and 10 million shares) resolved on August 4, 2026

Terms and Conditions ① Contingent Conversion

By incorporating contingent conversion, the Company adopted a highly debt-like structure under which CB investors cannot request conversion unless, for a certain period, the share price exceeds 150% of the conversion price (up to one year before maturity), or 130% of the conversion price (from one year before maturity to three months before maturity).



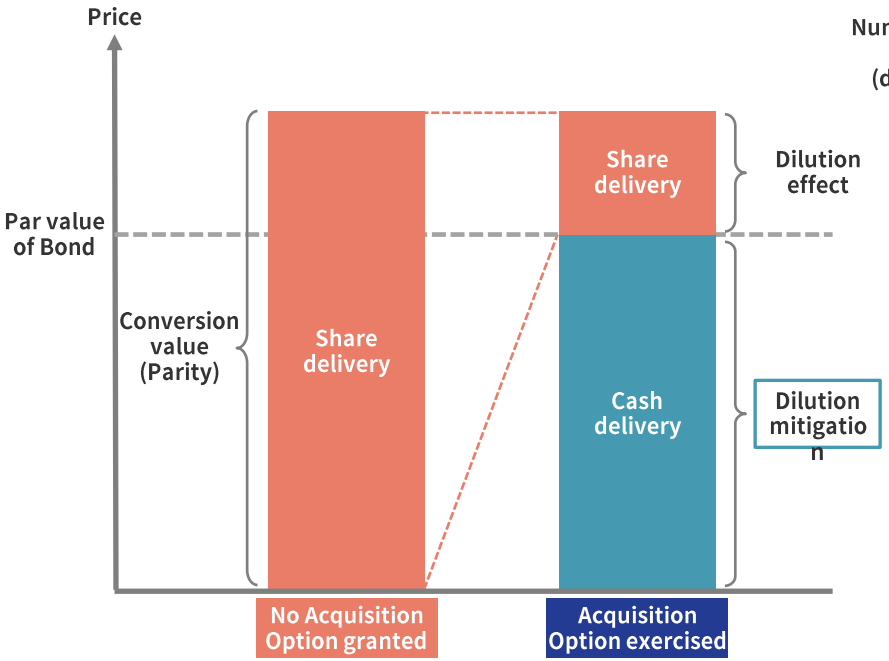
* The share price trend shown is for illustrative purposes only and is not intended to forecast or guarantee the movement of the Company's share price.

Terms and Conditions ② Acquisition Option (Cash Settlement)

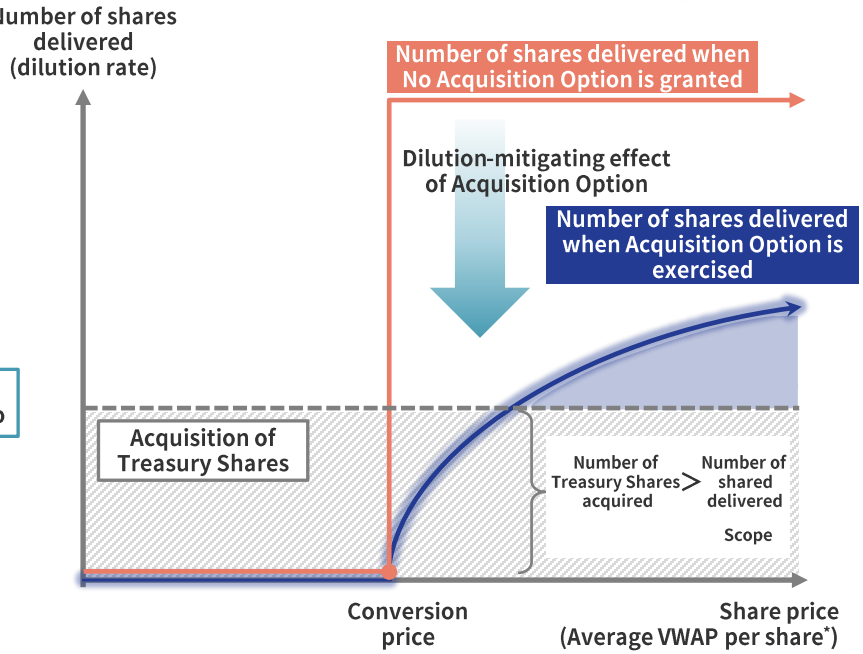
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It is possible to limit the dilution by issuing shares only for the portion exceeding the par value of the convertible bonds.

■ Image of Acquisition Option (cash settlement)



■ Image of Acquisition Option (cash settlement) + Acquisition of Treasury Shares



∗1 The image above is for illustrative purposes only and does not guarantee the number of shares to be delivered if the Acquisition Option is actually exercised.
∗2 Average VWAP per share: The average of the volume-weighted average prices of the Company's common shares, as announced by Tokyo Stock Exchange, Inc., for each trading day included in the 20 consecutive trading days beginning on the 10th trading day following June 30, 2031.

Disclaimer

This material has been prepared as a supplemental material to the press release titled "Notice Regarding Issuance of Zero Coupon Convertible Bonds Due 2031," which was announced by MARUI GROUP CO., LTD. (the "Company") on August 24, 2026. This material does not constitute an offer of securities for sale in the United States, or an offer to purchase or subscribe for, or the solicitation of an offer to purchase or subscribe for the Bonds or the shares of common stock of the Company in the United States or in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Bonds and the shares of common stock of the Company issuable upon exercise of, or upon acquisition by the Company of, the stock acquisition rights (together, the "Securities") have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any relevant securities laws of any state or other jurisdictions of the United States, and any such Securities may not be offered or sold within the United States, absent registration or an applicable exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state or local securities laws. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and such prospectus will contain detailed information about the Company and its management, as well as financial statements. No public offering of the Securities will be made in the United States.



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