

(Notice) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

March 25, 2025

Company name: BOOKOFF GROUP HOLDINGS LIMITED
Name of representative: Yasutaka Horiuchi
President and CEO
(Securities code: 9278; TSE Prime Market)
Inquiries: Norihiro Watanabe
Director
(Telephone: +81-42-750-8588)

Notice Concerning Results of Acquisition of Own Shares through Off-Auction Own Share Repurchase Trading System (ToSTNeT-3), the Completion of the Acquisition, and the Transfer of Other Affiliated Companies

BOOKOFF GROUP HOLDINGS LIMITED (the “Company”) hereby announces that it has purchased its own shares, as announced on March 24, 2025, as follows. As a result of this acquisition, the acquisition of own shares based on the resolution of the board of directors meeting held on March 24, 2025 has been completed.

As a result, there will be a transfer of other affiliated companies of the Company as of March 25, 2025, and we would like to inform you of this.

1. Reason for the Acquisition of Own Shares

The Company received a statement of intent from Dai Nippon Printing Co., Ltd. to sell all of the Company's shares it holds, and a portion of the Company's shares held by its consolidated subsidiaries. We examined the method of selling the Company's shares held by these companies. The Company has decided to acquire its own shares, as it believes that this will help to avoid the impact on the supply and demand of the stock market caused by the temporary release of the Company's shares held by these companies into the market, and will also contribute to a flexible capital policy that responds to changes in the business environment.

2. Details of the Acquisition

(1) Class of shares to be acquired	Common shares
(2) Total number of shares to be acquired	2,229,300 shares (11.28% of total number of issued shares (excluding own shares))
(3) Total amount of acquisition cost of shares	¥3,230,255,700
(4) Date of acquisition	March 25, 2025
(5) Method of Acquisition	Purchase through off-auction own share repurchase trading system (ToSTNeT-3) of the Tokyo Stock Exchange

(For reference)

Details of the resolution regarding the acquisition of own shares (announced on March 24, 2025)

Class of shares to be acquired	Common shares
Total number of shares to be acquired	2,400,000 shares (maximum) (12.14% of total number of issued shares (excluding own shares))
Total amount of acquisition cost of shares	¥3,477,600,000 (maximum)

3. Transfer of Other Affiliated Companies

- (1) Date of change
March 25, 2025

(2) Circumstances surrounding the change

Upon the acquisition of own shares, we received notification that all of the Company's shares held by Dai Nippon Printing Co., Ltd. and a portion of the Company's shares held by its consolidated subsidiaries had been sold. As a result, we confirmed that there would be a transfer of other affiliated companies of the Company.

(3) Summary of the transferring shareholder

Shareholders who do not fall under the category of other affiliated companies

1. Company name	Dai Nippon Printing Co., Ltd.	
2. Head Office Location	1-1-1, Ichigaya-Kagacho, Shinjuku-ku, Tokyo	
3. President	Yoshinari Kitajima	
4. Business Details	A general printing company that develops a diverse range of businesses in the fields of information communication, lifestyle and industry, and electronics, based on printing technology.	
5. Capital	114,464 million yen (as of March 31, 2024)	
6. Founding	January 19, 1894 (registration)	
7. Consolidated net assets	1,248,404 million yen (as of September 30, 2024)	
8. Consolidated total assets	1,941,748 million yen (as of September 30, 2024)	
9. Major shareholders and shareholding ratios (as of September 30, 2024)	The Master Trust Bank of Japan, Ltd. (Trust Account)	16.95%
	Custody Bank of Japan, Ltd. (Trust Account)	6.04%
	The Dai-ichi Life Insurance Co., Ltd	3.22%
	Employees' Shareholding Association	2.94%
	Mizuho Bank, Ltd.	2.48%
	Nippon Life Insurance Company	2.06%
	STATE STREET BANK WEST CLIENT 505234	1.95%
	STATE STREET BANK AND TRUST COMPANY 50500	1.46%
	JP MORGAN CHASE BANK 385781	1.34%
	STATE STREET BANK AND TRUST COMPANY 505103	1.25%
10. Relationship between the listed company and the shareholder in question	Capital relationships	The relevant shareholder owns 1,283,000 shares of the Company's common stock. (As of November 30, 2024)
	Personal relationships	One of the shareholders in question has been appointed as an external director (audit and other committee member) of the Company.
	Business relationships	The relevant shareholder conducts general transactions such as the purchase of supplies and consumables with the Company's subsidiaries.

4. Number of Voting Rights and Voting Rights Ownership Ratio Held by the Shareholder Before and After the Change in Shareholding Status

● Dai Nippon Printing Co., Ltd.

	Attribute	Number of voting rights (percentage of voting rights held)*1,2		
		Directly held	Subject to aggregation	Total
Before the transfer	Other affiliated companies	12,830 voting rights (6.50%)	19,333 voting rights (9.79%)	32,163 voting rights (16.29%)
After the transfer	Not applicable	0 voting rights (0.00%)	9,870 voting rights (5.97%)	9,870 voting rights (5.97%)

*1 The “percentage of voting rights held” is calculated based on the number of voting rights, which is obtained by deducting the number of shares without voting rights (777,388 shares before the transfer and 3,006,688 shares after the transfer) from the total number of issued shares (20,547,413 shares) as of November 30, 2024.

*2 The “percentage of voting rights held” is rounded off to two decimal places.

5. Future Outlook

This change will have no impact on the Company's business performance.