



February 27, 2025

To All Concerned Parties

Company Name: Pressance Corporation Co., Ltd.
Representative Name: President and Representative Director:
Masanori Harada
(Code Number: 3254 Standard Market of Tokyo Stock Exchange)
Contact: Director and General Manager of Management
Division
Yutaka Doi
(TEL: +81-6-4793-1650)

Notice Concerning Results of the Tender Offer by Open House Group Co., Ltd., the Controlling Shareholder

Pressance Corporation Co., Ltd. (hereinafter the “**Company**”) hereby announces that the tender offer for the common stock of the Company that had been conducted by Open House Group Co., Ltd. (the “**Tender Offeror**”), the controlling shareholder (parent company) of the Company, since January 14, 2025 (the “**Tender Offer**”), completed on February 26, 2025, and the Company has received a report from the Tender Offeror regarding the results of the Tender Offer as described in the attachment.

End

(Attachment)

“Notice Concerning Results of Tender Offer for Shares of Pressance Corporation Co., Ltd. (Securities Code: 3254)” on February 27, 2025.



February 27, 2025

To All Concerned Parties

Company Name: Open House Group Co., Ltd.
Address: 7-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo
Representative Name: President and Representative Director:
Masaaki Arai
(Code Number: 3288 Prime Market of Tokyo Stock Exchange)
Contact: Senior Managing Director, CFO
Kotaro Wakatabi
(TEL: +81-3-6213-0776)

**Notice Concerning Results of Tender Offer for Shares of Pressance Corporation Co., Ltd.
(Securities Code: 3254)**

Open House Group Co., LTD. (the “**Tender Offeror**”) had resolved at its Board of Directors meeting held on January 10, 2025 to acquire the common stock of Pressance Corporation Co., Ltd. (as listed on the Standard Market of the Tokyo Stock Exchange (the “**Tokyo Stock Exchange**”) securities code: 3254; the “**Target Company**”) (the “**Target Company’s Stock**”) through a tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “**Act**”) (the “**Tender Offer**”), and commenced the Tender Offer on January 14, 2025. The Tender Offeror hereby announces that the Tender Offer was completed on February 26, 2025, and the results thereof are as follows.

1. Overview of the Tender Offer

- (1) Name and Location of the Tender Offeror**
Open House Group Co., Ltd.
7-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo
- (2) Name of Target Company**
Pressance Corporation Co., Ltd.
- (3) Class of Share Certificates, Etc. to Be Purchased**
Common stock
- (4) Number of Share Certificates, Etc. to Be Purchased**

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
25,388,517 (shares)	2,255,228 (shares)	— (shares)

(Note 1) If the aggregate number of the share certificates, etc. tendered in the Tender Offer (the “**Tendered Share Certificates, Etc.**”) is less than the minimum number of shares to be purchased (2,255,228 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. If the aggregate number of the Tendered Share Certificates, Etc. is equal to or greater than the minimum number of shares to be purchased (2,255,228 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc.

(Note 2) As no maximum number of shares to be purchased through the Tender Offer was set, the number of shares to be purchased described above is the maximum number of the share certificates, etc. of the Target Company that may possibly be acquired by the

Tender Offeror through the Tender Offer (25,388,517 shares). Such maximum number of the Target Company's Stock was obtained by deducting the number of treasury shares owned by the Target Company (493,107 shares), as indicated in the Target Company's Securities Report for its 28th Fiscal Year, filed by the Target Company on December 23, 2024 (the "Target Company Securities Report"), and the Target Company's Stock owned by the Tender Offeror (44,011,372 shares) as of September 30, 2024 from the total number of issued Target Company's Stock as of September 30, 2024 (69,892,996 shares), as indicated in the Target Company Securities Report.

(Note 3) Target Company's Stock constituting less than a unit will also be subject to the Tender Offer. The Target Company may purchase the Target Company's Stock in accordance with procedures stipulated in applicable laws and regulations during the period of the Tender Offer (the "**Tender Offer Period**") from any shareholders who exercise the right to require the Target Company to purchase the Target Company's Stock constituting less than a unit under the Companies Act (Act No. 86 of 2005; as amended).

(Note 4) The Tender Offeror does not intend to acquire, through the Tender Offer, any treasury shares owned by the Target Company.

(5) Purchase Period of the Tender Offer

(i) Period for Purchase as of the Time of Filing of the Tender Offer Registration Statement

From January 14, 2025 (Tuesday) through February 26, 2025 (Wednesday) (30 business days)

(ii) Possible Extension of the Tender Offer Period based on the Target Company's Request

Not applicable

(6) Price for Purchase

2,390 yen per share of common stock

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

While a condition was set for the Tender Offer to the effect that the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. if the aggregate number of the Tendered Share Certificates, Etc. is less than the minimum number of shares to be purchased (2,255,228 shares), given that the aggregate number of the Tendered Share Certificates, Etc. (21,735,212 shares) is greater than the minimum number of shares to be purchased (2,255,228 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc. as set forth in the public notice of the commencement of the Tender Offer as well as in the Tender Offer Registration Statement.

(2) Date of Public Notice of Results of the Tender Offer and Name of Newspaper for the Public Notice

Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, the results of the Tender Offer were publicly announced to the press at the Tokyo Stock Exchange on February 27, 2025 using the method stipulated in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of

1965, as amended) and Article 30-2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuer (Ministry of Finance Order No. 38 of 1990, as amended; the “TOB Order”).

(3) Number of Purchased Share Certificates, Etc.

Class of Share Certificates, Etc.	Number of Tendered Share Certificates, Etc. Represented in the Number of Shares	Number of Purchased Share Certificates, Etc. Represented in the Number of Shares
Share Certificates	21,735,212 shares	21,735,212 shares
Stock Acquisition Rights	-	-
Bonds with Stock Acquisition Rights	-	-
Trust Beneficiary Certificates of Share Certificates, Etc. ()	-	-
Depository Receipts for Share Certificates, Etc. ()	-	-
Total	21,735,212 shares	21,735,212 shares
(Total Number of Dilutive Share Certificates, Etc.)	(-)	(-)

(4) Ownership Ratio of Share Certificates, Etc. after Purchase

Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror prior to Purchase, Etc.	440,113 units	(Ownership Ratio of Share Certificates, Etc. prior to Purchase:63.42%)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties prior to Purchase, Etc.	6,045 units	(Ownership Ratio of Share Certificates, Etc. prior to Purchase:0.87%)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror after Purchase, Etc.	657,465 units	(Ownership Ratio of Share Certificates, Etc. after Purchase:94.74%)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties after Purchase, Etc.	745 units	(Ownership Ratio of Share Certificates, Etc. after Purchase:0.11%)
Total Number of Voting Rights of All Shareholders, Etc. of the Target Company	693,925 units	

(Note 1) The “Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties prior to Purchase, Etc.” and “Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties after Purchase, Etc.” are the total number of the voting rights represented by the share certificates, etc. owned by each of the special related parties (excluding the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the TOB Order in regards to the calculation of the ownership ratio of share certificates, etc. pursuant to each Item of Article 27-2, Paragraph 1 of the Act).

(Note 2) The “Total Number of Voting Rights of All Shareholders, Etc. of the Target Company” represents the total number of voting rights of all shareholders, etc. as of September 30,

2024, as indicated in the Target Company Securities Report. However, as the Target Company's Stock constituting less than a unit are also subject to purchase through the Tender Offer, in calculating the "Ownership Ratio of Share Certificates, Etc. prior to Purchase" and "Ownership Ratio of Share Certificates, Etc. after Purchase," the number of voting rights (693,998 units) represented by the number of Target Company's Stock (69,399,834 shares) obtained by deducting the number of treasury shares owned by the Target Company as of December 31, 2024 (493,162 shares), as indicated in the Consolidated Financial Results for the 1st Quarter of Fiscal Year Ending September 30, 2025 (prepared in Conformity with Generally Accepted Accounting Principles in Japan) (the "Quarterly Financial Results") announced by the Target Company on February 13, 2025, from the total number of issued shares as of December 31, 2024 (69,892,996 shares), as indicated in the Quarterly Financial Results, is used as the denominator.

(Note 3) The "Ownership Ratio of Share Certificates, Etc. prior to Purchase" and the "Ownership Ratio of Share Certificates, Etc. after Purchase" are rounded to the second decimal place.

(5) Calculation in Case of the Tender Offer Conducted Using Proportional Distribution Method

Not applicable

(6) Method of Settlement

- (i) Name and Address of Head Office of Financial Instruments Business Operators / Banks in Charge of Settlement for Purchase

SMBC Nikko Securities Inc. 3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo, Japan

- (ii) Settlement Commencement Date

March 5, 2025 (Wednesday)

- (iii) Method of Settlement

A notice of purchase by way of the Tender Offer will be mailed to the address or location of those who accept the offer to purchase, etc. of share certificates, etc. or those who make an offer to sell, etc. in the Tender Offer (the "**Tendering Shareholders, Etc.**") (or the standing proxy in the case of foreign shareholders, etc.) promptly after the end of the Tender Offer Period. In the case where application is made through online trade system (<https://trade.smbcnikko.co.jp/>), a notice of purchase by way of the Tender Offer will be delivered by electronic method.

Payment of the consideration will be made in cash. The proceeds from the sale of the purchased share certificates, etc. shall be transferred from the Tender Offer Agent to the location designated by the Tendering Shareholders, Etc. (or the standing proxy in the case of foreign shareholders, etc.) promptly after the settlement commencement date in the manner designated by the Tendering Shareholders, Etc. (or the standing proxy in the case of foreign shareholders, etc.).

3. Policies after the Tender Offer and Future Outlook

Regarding the policies after the Tender Offer, there is no change to be made to the information set forth in the "Notice Concerning Commencement of Tender Offer for shares of Pressance Corporation Co., Ltd. (Securities Code: 3254)" made by the Tender Offeror on January 10, 2025.

Given the results of the Tender Offer, the Tender Offeror will implement the procedure to acquire all of the Target Company's Stock (other than the Target Company's Stock owned by

the Tender Offeror and the treasury shares owned by the Target Company). As of today, the Target Company's Stock is listed on the Standard Market of the Tokyo Stock Exchange, but, if such procedure is implemented, the Target Company's Stock will be delisted through the prescribed procedures in accordance with the delisting criteria set out by the Tokyo Stock Exchange. The Target Company's Stock cannot be traded on the Standard Market of the Tokyo Stock Exchange after the Target Company's Stock is delisted. The Target Company plans to promptly announce the specifics of the procedures and implementation terms in the future once they are determined following consultation between and decision-making by the Tender Offeror and the Target Company.

4. Location at Which the Tender Offer Report is Available to Public

Open House Group Co., Ltd.	7-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo
Tokyo Stock Exchange, Inc.	2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

End

The Tender Offer relates to the common stock of the Target Company, a company incorporated in Japan. The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed under Japanese laws and these procedures and standards may differ from the procedures and information disclosure standards in the United States. In particular, Sections 13(e) and 14(d) of the U.S. Securities Exchange Act of 1934 (as amended), and the rules prescribed thereunder, do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards, and thus may not be comparable to the financial statements of U.S. companies. The financial information contained or referred to in this notice is prepared in accordance with accounting principles generally accepted in Japan and such accounting principles may be considerably different from accounting principles generally accepted in the U.S. or other countries. It may be difficult to enforce any right or claim arising under U.S. federal securities laws because the Tender Offeror is incorporated outside the United States and some or all of its directors are non-U.S. residents. Shareholders may not be able to sue a company outside the United States and its directors in a non-U.S. court for violations of the U.S. securities laws. Furthermore, there is no guarantee that shareholders will be able to compel a company outside the United States or its subsidiaries and affiliates to subject themselves to the jurisdiction of a U.S. court.

Unless otherwise specified, all procedures relating to the Tender Offer will be conducted entirely in Japanese. While some or all of the documentation relating to the Tender Offer will be prepared in English, if there is any inconsistency between the English documentation and the Japanese documentation, the Japanese documentation will prevail.

The information provided in this notice and the documents referenced herein contains “forward-looking statements” as defined in Section 27A of the Securities Act of 1933 (as amended) and Section 21E of the Securities Exchange Act of 1934. Actual results may differ substantially from the projections or similar statements implicitly or explicitly made in the forward-looking statements due to known or unknown risks, uncertainties or other factors. No promises are made by the Tender Offeror, the Target Company or their affiliates that the projections or similar statements implicitly or explicitly made in the “forward-looking statements” will ultimately be accurate. The forward-looking statements in this notice and the documents referenced herein have been prepared based on the information available to the Tender Offeror at the date of this notice and unless required by laws, regulations or financial instruments exchange rules, neither the Tender Offeror, the Target Company nor their affiliates are obligated to update or revise the forward-looking statements to reflect any future events and conditions.