



[Translation]

June 15, 2023

For Immediate Release

Company Name: Relia, Inc
Name of Representative: Takashi Amino
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(Securities Code: 4708, the Prime
Market of the Tokyo Stock
Exchange)
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Announcement of Establishment of Record Date for Convocation of Extraordinary Shareholders' Meeting

The Company hereby announces that it resolved at its board of directors meeting held today as follows in regard to the establishment of a record date that will be necessary if the extraordinary shareholders' meeting planned to be held in late August 2023 (the “**Extraordinary Shareholders' Meeting**”) is convened.

1. Record Date, etc. for Extraordinary Shareholders' Meeting

In preparation for the possibility of holding the Extraordinary Shareholders' Meeting, in order to determine the shareholders who will be able to exercise their voting rights at the Extraordinary Shareholders' Meeting, the Company has established Wednesday, July 5, 2023 as the record date, and the shareholders stated or recorded in the final shareholder register of that date will be able to exercise their voting rights at the Extraordinary Shareholders' Meeting.

- (1) Public notice date: Thursday, June 15, 2023
- (2) Record date: Wednesday, July 5, 2023
- (3) Method of public notice: Electronic public notice published on the Company's website (in Japanese).

<https://www.relia-group.com/ir/notice/>

2. Planned Date and Agenda of Extraordinary Shareholders' Meeting

As announced in the press release titled “Announcement of Opinion Supporting Commencement of Tender Offer for Shares in the Company by Otemachi Holdings G.K., to Which Mitsui & Co., Ltd. Contributes, and Recommendation for Our Shareholders to Tender Their Shares in Tender Offer” dated May 29, 2023, if the tender offer (the “**Tender Offer**”) for

the common stock of the Company (the “**Company Shares**”) announced on May 29, 2023 by Otemachi Holdings G.K. (the “**Tender Offeror**”), all of whose equity is held by Mitsui & Co., Ltd. (“**Mitsui**”; collectively with the Tender Offeror, the “**Tender Offerors**”), is successfully completed, but the Tender Offeror is unable to acquire all of the Company Shares (however, excluding the Company Shares held by Mitsui and the treasury shares held by the Company), the Tender Offerors intend, after the successful completion of the Tender Offer, to carry out a series of procedures for the purpose of making the Tender Offerors the only shareholders of the Company by the following methods.

Specifically, (i) if, after the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Tender Offerors becomes 90% or more of the number of the voting rights of all shareholders of the Company, and Mitsui becomes a special controlling shareholder as provided for in Article 179, paragraph (1) of the Companies Act (Act No. 86 of 2005, as amended; the same applies below), the Tender Offerors intend to, promptly after the completion of the settlement of the Tender Offer, make a demand to all of the shareholders of the Company (excluding the Tender Offerors and the Company) who did not tender their shares in the Tender Offer to sell all of the Company Shares they own (the “**Demand for Share Cash-Out**”) under the provisions of Article 179, paragraph (1) of the Companies Act; however, (ii) if, after the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Tender Offerors does not become 90% or more of the number of voting rights of all shareholders of the Company, the Tender Offerors intend to, promptly after the completion of the settlement of the Tender Offer, make a request to the Company (the “**Request**”) to hold an extraordinary shareholders’ meeting around late August 2023 at which a consolidation of the Company Shares pursuant to Article 180 of the Companies Act (the “**Share Consolidation**”) and a partial amendment to the Company’s articles of incorporation that would abolish the share unit number provisions on the condition that the Share Consolidation becomes effective will be proposed.

At this time, in preparation for the possibility of holding the Extraordinary Shareholders’ Meeting pursuant to the Request, as stated in section 1 above, the Company has decided to establish in advance a record date that will be necessary in order to convene the Extraordinary Shareholders’ Meeting. If the Extraordinary Shareholders’ Meeting is convened and held, the Company will announce the time, location, agenda details, and other such matters regarding the Extraordinary Shareholders’ Meeting once decided.

However, if the Tender Offer is not successfully completed, or if, after the successful completion of the Tender Offer, the Tender Offerors hold 90% or more of the number of voting rights of all shareholders of the Company, and Mitsui makes the Demand for Share Cash-Out, then the Company does not plan to hold the Extraordinary Shareholders’ Meeting or use the above record date.

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