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[Translation]

May 24, 2024

To Whom It May Concern

Tosei Corporation  
President and CEO: Seiichiro Yamaguchi  
Securities code: 8923 (Tokyo Stock Exchange, Prime Market)  
Securities code: S2D (Singapore Exchange, Mainboard)  
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**Notice Concerning Conclusion of Capital and Business Alliance Agreement with Nagoya Railroad Co., Ltd. (Securities Code: 9048), Secondary Offering of Shares and Changes in Largest and Major Shareholder, Major Shareholders and Other Affiliated Companies**

At a meeting of the Board of Directors held on May 24, 2024 (the "board of directors meeting"), the Company resolved to enter into a capital and business alliance agreement ("the Agreement," hereafter, with the capital and business alliance based on the agreement hereafter referred to as "the capital and business alliance") with Nagoya Railroad Co., Ltd. (Securities code: 9048; Head Office: Nagoya, Aichi Prefecture; President: Hiroki Takasaki; "Nagoya Railroad" hereafter). The details are as follows.

In connection with the capital and business alliance, the Company recognizes that it agreed to transfer a total of 7,500,100 shares of common stock of the Company owned by Seiichiro Yamaguchi, the largest and major shareholder of the Company, to Nagoya Railroad through an off-market negotiated trades as of May 24, 2024 (the "share transfer," hereafter). As the share transfer constitutes a secondary offering of shares, the Company provides the following notice.

In addition, the Company would like to announce that as a result of the share transfer, there will be changes to the Company's largest and major shareholder, major shareholders, and other affiliated companies as described below.

## I. The Capital and Business Alliance

### 1. Purpose and Reason for the Capital and Business Alliance

The Group's corporate philosophy is "Create new value and inspiration in all aspects of real estate as a global-minded group of seasoned professionals." We aim to contribute to society and enhance the corporate value of the Group by promoting diverse real estate-related businesses with an awareness of the integration of real estate and finance, and constant commitment to ensure craftsmanship.

Through its real estate-related businesses, which consists of six businesses, the Group has provided various solutions to manifest the potential value of real estate. By combining multiple businesses with different business characteristics, we are expanding our business domains while reducing risk, and we continue to improve our real estate investment skills as a portfolio manager capable of handling a variety of assets. In the asset management field, we provide world-class services that are trusted by real estate investors around the world. We are committed to further expanding "our real estate solutions capabilities", "portfolio management capabilities" and "global reach capabilities" as our core competencies, while growing our business and realizing our long-term vision 2032.

The Greater Tokyo area real estate investment market, the Group's main market, maintains a relatively high advantage over major overseas cities due to the yen's depreciation due to the low interest rate environment, the depth of the yield gap, and

low geopolitical risk, and is expected to continue to see an inflow of investment funds. On the other hand, in FY 2024, we recognize the need to keep a close watch on real estate investors' willingness to invest, financial institutions' lending attitudes, changes in housing demand, and the prolonged sharp rise in construction costs, as the government's economic measures to end deflation are promoted and the Bank of Japan is expected to move toward normalization of monetary policy by lifting negative interest rates and other measures.

Under these circumstances, we have been looking to form an alliance with a partner company with strong financial credibility and land acquisition capabilities. This not only to pursue our own growth strategy, but also to strengthen our capability to respond to the changes in the environment described above. We recognize that collaborating with such partners in the real estate business represents the best growth strategy, and we have been considering potential business partners.

Meanwhile Nagoya Railroad, our partner in this capital and business alliance, has positioned the period from FY2024 to FY2026 as a "period for building a foundation for growth and strengthening profitability" as described in "The Meitetsu Group's New Management Vision, The Meitetsu Group's Vision for 2040, The Meitetsu Group's Medium- to Long-term Management Strategies, The Meitetsu Group's Medium-term Management Plan(FY2024-FY2026)", formulated in March 2024. The Nagoya Railroad Group has identified five key themes to achieve sustainable growth and increase corporate value despite accelerating changes in lifestyles due to the COVID-19 pandemic and the ongoing trends of population decline and aging. It is working to further revitalize its operations through the development of areas along railway lines and local areas from the perspectives of "creating attractive areas and cities" and "strengthening earning power and promoting structural reforms." At the same time, to balance growth while maintaining financial soundness, the Nagoya Railroad Group is working to enhance profitability in the real estate sector, a field expected to see growth, by advancing the dualization of its real estate business.

The Company engaged in repeated discussions on the possibility of collaboration in the real estate business with Nagoya Railroad, verifying that it would be possible to create synergies by leveraging the "real estate solution capabilities", "portfolio management capabilities", and "global reach capabilities" that are the source of the Group's corporate value, together with the Nagoya Railroad Group's strengths, such as its customer base and its ability to make solid proposals rooted in the Chubu region. Due to the prospects for maximizing the corporate value of both companies, an agreement was reached to enter into a capital and business alliance.

After the capital and business alliance, the Company will continue to operate independently as a listed company to enhance its corporate value.

Seiichiro Yamaguchi, the representative director of the Company, did not participate in the resolution of the Board of Directors regarding the conclusion of the Agreement, as he is a party to the share transfer. The resolution of the Board of Directors was unanimously approved by all eight directors of the Company, excluding Seiichiro Yamaguchi, and all four corporate auditors of the Company expressed their opinion that they had no objection to the resolution.

## 2. Details of the Capital and Business Alliance

### (1) Details of the business alliance

The Company and Nagoya Railroad aim to maximize the corporate value of both companies by synergistically utilizing their respective expertise and strengths cultivated to date and promoting joint projects in the real estate business, which would strengthen the real estate fund business and promote joint projects for real estates in business areas where each party has strengths.

#### (a) Promotion of joint projects in the real estate tech business and private placement fund business

The Group's activities include the establishment, management, and advisory of privately placed real estate funds, management of Tosei Reit Investment Corporation, and real estate consulting for business companies. As of the end of November 2023, the Group's assets under management totaled 2.3 trillion yen, one of the largest in Japan.

By leveraging the asset management business expertise that the Tosei Group has cultivated to date and Nagoya Railroad's stable financial base and involved assets, the Company and the Nagoya Railroad Group will collaborate in private placement fund formation and the real estate tech business to promote the asset management business in the Nagoya area and the Greater Tokyo area, and to strengthen the real estate fund business of the two companies.

(b) Promotion of joint business in the Nagoya area

Both the Company and Nagoya Railroad Group have developed comprehensive real estate businesses in the Greater Tokyo area and the Tokai area, including Nagoya respectively.

On a groupwide basis Nagoya Railroad in particular has been promoting real estate development in the Nagoya area that contributes to the creation of attractive cities. The Company and Nagoya Railroad Group will jointly promote the real estate business by leveraging the Nagoya Railroad Group's presence and expertise in the area, as well as our real estate solution capabilities in the real estate revitalization and development businesses, along with our abundant experience in investing in variety of assets.

(c) Promotion of joint projects in the Greater Tokyo area

In addition to (b) above, the Company and the Nagoya Railroad Group will promote joint business to acquire more prime projects and expand our presence in the Greater Tokyo area, where we have an extensive track record of real estate investment, by utilizing Nagoya Railroad's stable financial base.

(d) Collaboration in terms of human resources and expertise

In order to realize (a) through (c) above and maximize the synergistic effects of the capital and business alliance, the two companies will promote the exchange of human resources and the integration of the two companies' expertise, including Nagoya Railroad Group's expertise in urban redevelopment that contributes to the creation of attractive areas and cities, the development of areas along railway lines, and expertise in the development of high added value in commercial, residential and tourist facilities, etc.

(e) Establishment of a Business Alliance Promotion Committee

A consultative body will be established to promote the business alliance with the purpose to proceed smooth and prompt discussions regarding the business alliance and to generate synergies.

(2) Details of the capital alliance

Through the share transfer, Nagoya Railroad will acquire a total of 7,500,100 shares of the Company's common stock held by the largest and major shareholder, Seiichiro Yamaguchi (15.40% of the total number of shares issued and outstanding as of November 30, 2023 (hereafter rounded down to two decimal places); 15.50% of the total number of voting rights as of November 30, 2023) through off-market negotiated trades. For details, refer to II. Secondary Offering of Shares. In addition, in the Agreement, the Company and Nagoya Railroad have agreed on matters regarding the capital and business alliance, including the following matters.

(a) Respect for independence, etc.

The Company and Nagoya Railroad have mutually confirmed that they will respect the Company's autonomy and independence of management as a listed company to the maximum extent possible, and Nagoya Railroad has agreed to give maximum consideration to the common interests of the Company's shareholders, including minority shareholders.

(b) Dispatching of a director

Under the Agreement, Nagoya Railroad may nominate one person and propose to the Company as a candidate for full-time director for the purpose of promoting the business alliance. After discussing the details of the proposal and the person to be selected, the Company intends to submit the proposal to the Board of Directors and to the first ordinary general meeting of shareholders to be held after May 30, 2024.

### 3. Overview of the Counterparty to the Capital and Business Alliance

(1) Name	Nagoya Railroad Co., Ltd.		
(2) Address	1-2-4 Meieki, Nakamura-ku, Nagoya-shi, Aichi		
(3) Title and name of representative	President Hiroki Takasaki		
(4) Business activities	Transportation, goods transport, real estate, leisure services, distribution, aviation-related services, and other businesses		
(5) Capital	¥101,158 million		
(6) Date of establishment	June 13, 1921		
(7) Major shareholders and shareholding ratios (Ratios of the number of shares held to the number of shares issued excluding treasury shares) (as of September 30, 2023)	The Master Trust Bank of Japan, Ltd. (Trust Account)		13.62%
	Custody Bank of Japan, Ltd. (Trust account)		4.27%
	Nippon Life Insurance Company		2.57%
	GOVERNMENT OF NORWAY (Standing proxy: Citibank N.A., Tokyo Branch)		1.51%
	JP Morgan Chase Bank 385781 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.)		1.36%
	MUFG Bank, Ltd.		1.24%
	State Street Bank West Client - Treaty 505234 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.)		1.15%
	Tokio Marine & Nichido Fire Insurance Co., Ltd.		1.02%
	State Street Bank and Trust Company 505103 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.)		0.94%
	Mitsui Sumitomo Insurance Co., Ltd.		0.94%
(8) Relationship between the parties	Capital relationship	Not applicable.	
	Personal relationship	Not applicable.	
	Business relationship	Not applicable.	
	Applicability to related parties	Not applicable.	
(9) Consolidated operating results and consolidated financial position for the past three years (¥ million, except where noted)			
Fiscal years	FY ended March 2022	FY ended March 2023	FY ended March 2024
Consolidated net assets	411,132	429,089	463,532
Consolidated total assets	1,186,897	1,231,378	1,303,205
Consolidated net assets per share (¥)	1,949.33	2,057.89	2,227.88
Consolidated operating revenue	490,919	551,504	601,121
Consolidated operating profit	2,932	22,731	34,750
Consolidated ordinary profit	13,135	26,362	37,544
Consolidated net income attributable to owners of parent	9,370	18,850	24,400
Consolidated net income per share (¥)	47.65	95.91	124.13
Dividend per share (¥)	12.50	20.00	27.50

#### 4. Schedule

(1) Date of resolution by the Board of Directors	May 24, 2024
(2) Date of conclusion of the Agreement	May 24, 2024
(3) Date of conclusion of the share transfer agreement	May 24, 2024
(4) Date of execution of the share transfer (planned)	May 30, 2024
(5) Date of book-entry of the share transfer (planned)	June 4, 2024

#### 5. Future Outlook

At this time, the specific impact of this capital and business alliance on our consolidated business performance has not yet been determined. We will promptly disclose any matters warranting notice should they arise in the future.

### II. Secondary Offering of Shares

#### 1. Offering Procedures

(1) Number of shares offered	Common shares of the Company: 7,500,100 shares
(2) Offer price	¥2,370 per share The offer price was determined upon consultation between the parties involved in the transaction.
(3) Total amount of offer price	¥17,775,237,000
(4) Holders of shares to be sold and number of shares to be sold	Seiichiro Yamaguchi 7,500,100 shares
(5) Offer method	Transfer of shares of our common stock by Seiichiro Yamaguchi to Nagoya Railroad through an off-market negotiated trade
(6) Application period	May 24, 2024
(7) Delivery date	June 4, 2024 (planned)
(8) Subscription margin	Not applicable.
(9) Units of subscribed number of shares	Not applicable.
(10) Other	A written notice of securities has been submitted regarding the above, pursuant to the Financial Instruments and Exchange Act.

#### 2. Purpose of the Offering

As described above in I. The Capital and Business Alliance, in connection with the capital and business alliance, Nagoya Railroad will enter into a share transfer agreement dated May 24, 2024 with the Company's largest and major shareholder, Seiichiro Yamaguchi. Based on this agreement, the transfer of 7,500,100 shares of the Company will be executed on May 30, 2024, and the share transfer is planned to be completed on June 4, 2024. The purpose is therefore to transfer the shares by secondary offering as a procedure stipulated in the relevant laws and regulations.

### III. Changes in Largest and Major Shareholder, Major Shareholders and Other Affiliated Companies

#### 1. Scheduled Date of Changes

June 4, 2024

#### 2. Background Leading to the Expected Changes

The share transfer described above in I. The Capital and Business Alliance is expected to be executed on May 30, 2024 in accordance with the procedures stipulated in the relevant laws and regulations, and if this transaction is completed, the largest and major shareholder, major shareholders and other affiliates of the Company are expected to change on June 4, 2024.

### 3. Overview of Shareholders Subject to the Change

#### (1) Seiichiro Yamaguchi

Seiichiro Yamaguchi, who will no longer be the largest shareholder, is summarized as follows.

Name	Seiichiro Yamaguchi
Address	Shibuya-ku, Tokyo

#### (2) Nagoya Railroad Co., Ltd.

For an overview of Nagoya Railroad, which will newly become the largest and major shareholder, a major shareholder and other affiliated company, please refer to I. 3. Overview of the Counterparty to the Capital and Business Alliance, above.

### 4. Number of Voting Rights (number of shares held) Held by the Shareholder Before and After the Change and Percentage of the Total Number of Voting Rights Held by All Shareholders

#### (1) Seiichiro Yamaguchi

	Type	Number of voting rights (Number of shares held) (Ratio to the number of voting rights of all shareholders)			Large shareholder ranking
		Voting rights directly held	Voting rights indirectly held	Total	
Before change (As of April 30, 2024)	Major shareholder and a major shareholder who is the largest shareholder	128,855 rights (12,885,500 shares) (26.64%)	0 rights (0 shares) (0%)	128,855 rights (12,885,500 shares) (26.64%)	1st
After change (scheduled for June 4, 2024)	Major Shareholder	53,854 rights (5,385,400 shares) (11.13%)	0 rights (0 shares) (0%)	53,854 rights (5,385,400 shares) (11.13%)	3rd

#### (2) Nagoya Railroad Co., Ltd

	Type	Number of voting rights (Number of shares held) (Ratio to the number of voting rights of all shareholders)			Large shareholder ranking
		Voting rights directly held	Voting rights indirectly held	Total	
Before change (As of April 30, 2024)	-	- (-) (-)	- (-) (-)	- (-) (-)	-
After change (scheduled for June 4, 2024)	Major shareholder, largest shareholder and other affiliated companies	75,001 rights (7,500,100 shares) (15.50%)	0 rights (0 shares) (0%)	75,001 rights (7,500,100 shares) (15.50%)	1st

(Note) The percentage of voting rights of all shareholders before and after the change is calculated using 48,360,000 shares (483,600 voting rights), which is the number of shares after deducting the number of shares without voting rights

described below from the total number of issued shares as of November 30, 2023 of 48,683,800 shares, as the denominator, and rounded down to the second decimal place.

Treasury shares: 306,700 shares

Shares less than one unit: 17,100 shares

(as of November 30, 2023)

#### 5. Future Outlook

This change will have no impact on the Company's consolidated financial results going forward. The impact of the capital and business alliance is described in section I. 5 Future Outlook.

# Overview and Purpose

We concluded a capital and business alliance agreement with Nagoya Railroad Co., Ltd. aiming for collaboration in the real estate business. In connection with the alliance, Seiichiro Yamaguchi, President and CEO and also the largest shareholder and major shareholder of Tosei, will transfer a portion of his shares of common stock.

We will accelerate our growth to realize our long-term vision 2032 and medium-term management plan “Further Evolution 2026” by leveraging synergies created from respective expertise such as joint real estate businesses in the Greater Tokyo area and Nagoya area.

## Overview and Purpose of the Transaction



### Capital and Business Alliance Agreement

Aim to maximize the corporate value of Tosei and Nagoya Railroad by promoting joint projects in the real estate business by synergistically leveraging the respective know-how and strengths that both companies have cultivated

Accelerate our growth to realize

Tosei Group Long-Term Vision 2032

Medium-Term Management Plan  
“Further Evolution 2026”

Shareholding ratio before transfer\*1

**Seiichiro Yamaguchi**  
26.64%  
12,885,500 shares

**Zeus Capital Limited\*2**  
12.40%  
6,000,000 shares

### Transfer

15.50%  
7,500,100 shares

**MEITETSU**  
Nagoya Railroad

\*1 The shareholding ratio is the percentage of total voting rights of all shareholders etc. The denominator is 48,360,000 shares (483,600 voting rights), which is the total number of shares issued as of November 30, 2023 (48,683,800 shares), less the number of shares with no voting rights.

\*2 Zeus Capital Limited and Seiichiro Yamaguchi are the joint holder of the Company's shares.

Date of conclusion of capital and business alliance agreement	May 24, 2024
Date of conclusion of the share transfer agreement	May 24, 2024
Date of execution of the share transfer (planned)	May 30, 2024
Date of book-entry of the share transfer (planned)	June 4, 2024
Number of shares offered	Common shares of the Company: 7,500,100 shares
Offer price	¥2,370 per share

### Shareholder composition after transfer\*1



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Tosei and Nagoya Railroad aim to maximize the corporate value of both companies by leveraging each other's expertise and strengths through the capital and business alliance.

## Details of the Capital and Business Alliance



### Promotion of joint projects in the real estate tech business and private placement fund business

By leveraging the asset management business expertise that the Tosei Group has cultivated to date and Nagoya Railroad's stable financial base and involved assets, Tosei and the Nagoya Railroad Group will collaborate in formation of private placement funds and the real estate tech business to promote the asset management business in the Nagoya area and the Greater Tokyo area, and to strengthen the real estate fund business of the two companies.



### Promotion of joint real estate business in the Nagoya area

Tosei and Nagoya Railroad Group will jointly promote the real estate business by leveraging the Nagoya Railroad Group's presence and expertise in this area, as well as our real estate solution capabilities in the real estate revitalization and development businesses, along with our abundant experience in investing in asset variations.



### Promotion of joint real estate business in the Greater Tokyo area

Tosei and Nagoya Railroad Group will promote joint business to acquire more prime projects and expand our presence in the Greater Tokyo area, where we have an extensive track record of real estate investment, by utilizing Nagoya Railroad's stable financial base.



### Respect for independence, etc.

Tosei and the Nagoya Railroad Group have mutually confirmed that they will respect Tosei's autonomy and independence of management as a listed company to the maximum extent possible. Nagoya Railroad has agreed to give maximum consideration to the common interests of the Company's shareholders, including minority shareholders.



### Dispatching of a director

Nagoya Railroad may nominate one person and propose to Tosei as a candidate for full-time director for the purpose of promoting the business alliance. After discussing the details of the proposal and the person to be selected, we intend to submit the proposal to the Board of Directors and to the ordinary general meeting of shareholders.

## Expected Business Synergies



Acquisition of asset management projects



Acquisition of co-investment projects



Acquisition of co-investment projects