



4 June 2024

To Whom It May Concern,

Company Name: TORIDOLL Holdings Corporation
Representative: Takaya Awata,
President, Chief Executive Officer, and Representative
Director
(Code number: 3397, Tokyo Stock Exchange Prime Market)
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Notice Regarding Issuance of Zero Coupon Convertible Bonds due 2031

TORIDOLL Holdings Corporation (the "Company") hereby announces that, at its meeting of the Board of Directors held on 4 June 2024, the Company resolved to issue Zero Coupon Convertible Bonds due 2031 (the "Bonds") (being bonds with stock acquisition rights, *tenkanshasaigata shinkabu yoyakuken-tsuki shasai*).

Background and Purpose of the Issuance of the Bonds

The Company resolved to procure funds through the issue of the Bonds with the intention of implementing a strategic capital policy and improving its financial strength and efficiency to facilitate its evolution into a "True Global Food Company" as set out in the Medium-to-Long Term Goals. The Company intends to prevent conversions of the Bonds by utilizing the condition to conversion in order to deal with dilution concerns of existing shareholders. Concurrently, the Company will secure funds for active investment in growth to maximize the Group's corporate value, and strengthen its management, which aims to achieve "Balanced Dualism", a balance between profit growth and improvement of financial strength and efficiency, while being conscious of capital cost and share price.

Use of Proceeds

The Company intends to apply the net proceeds of approximately ¥21.85 billion as follows:

- (a) approximately ¥16.0 billion towards repayment of a bridge loan borrowed from MUFG Bank, Ltd. in connection with the Company's acquisition of The Fulham Shore Plc (subsequently renamed The Fulham Shore Limited) in July 2023; and
- (b) approximately ¥5.85 billion towards growth investments, including opening new restaurant outlets overseas.

Please note that the Company will hold the proceeds in the deposit account of the Company until using the proceeds for the purposes above.

Note: This press release is a general announcement of the offering of the Bonds and does not constitute or form part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the "Securities Act"). The securities mentioned herein have not been and will not be registered under the Securities Act. No public offering of the securities will take place in the United States.

Issuance of the Bonds

1. Securities Offered	¥22,000,000,000 in aggregate principal amount of Zero Coupon Convertible Bonds due 2031 (bonds with stock acquisition rights, <i>tenkanshasaigata shinkabu yoyakuken-tsuki shasai</i>)
2. Issue Price	100.0%
3. Closing Date	20 June 2024
4. Coupon	0%
5. Redemption at Maturity	100.0%

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