

November 12, 2025

To all parties concerned.

Company name	Hakuhodo DY Holdings Inc.
Representative	Yasuo Nishiyama Representative Director & President (Code number 2433, TSE Prime Market)
Inquiries	Daisuke Hara Executive Manager, Investor Relations Division (Tel: +81-3-6441-9033)

(Amendment) Notice Regarding Partial Amendment to the ‘Notice Regarding the Commencement of the Tender Offer for Share Certificates of DIGITAL HOLDINGS, INC. (Securities Code: 2389)’ Following the Submission of the Amended Statement to the Tender Offer Registration Statement

Hakuhodo DY Holdings Inc. (the “Tender Offeror”) resolved at its Board of Directors meeting held on September 11, 2025 to acquire the share certificates of DIGITAL HOLDINGS, INC. (Prime Market of Tokyo Stock Exchange, Inc., Securities Code: 2389; the “Target Company”) through a tender offer (the “Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”), and commenced the Tender Offer on September 12, 2025. On November 12, 2025, the Tender Offeror decided to extend the tender offer period of the Tender Offer until November 27, 2025, making the total period 50 business days. This decision was made after comprehensively taking into account the status of the tendering of shares in the Tender Offer and the prospect of the Target Company’s shareholders and the Stock Acquisition Rights Holders tendering their share certificates to provide them with additional time to make an informed decision and to increase the likelihood of successfully completing the Tender Offer. Accordingly, certain matters described in the Tender Offer Registration Statement submitted on September 12, 2025 (including matters amended by the Amended Statement to the Tender Offer Registration Statement submitted on October 28, 2025; hereinafter the same), require correction. Therefore, the Tender Offeror will submit an Amended Tender Offer Registration Statement under Article 27-8, Paragraph (2) of the Financial Instruments and Exchange Act and hereby announces the following revisions to the Notice Regarding the Commencement of the Tender Offer for Share Certificates of DIGITAL HOLDINGS, INC. (Securities Code: 2389) dated September 11, 2025 (including matters amended by the “(Amendment) Notice Regarding Partial Amendment to the ‘Notice Regarding the Commencement of the Tender Offer for Share Certificates of DIGITAL HOLDINGS, INC. (Securities Code: 2389)’ Following the Submission of the Amended Statement to the Tender Offer Registration Statement” announced on October 28, 2025):

The parts that are to be revised are underlined.

1. Purpose of the Tender Offer

(2) Background, Purpose, and Decision-Making Process Leading to the Decision to Implement the Tender Offer and Management Policy Following the Tender Offer

A. Background, Purpose, and Decision-Making Process Leading to the Decision by the Tender Offeror to Implement the Tender Offer

(Before revisions)

<Omitted>

The Tender Offeror commenced the Tender Offer on September 12, 2025, but on October 28, 2025, the Tender Offeror decided to extend the tender offer period of the Tender Offer (the “Tender Offer Period”) until November 12, 2025, making the total period 40 business days. This decision was made after comprehensively taking into account the status of the tendering of shares in the Tender Offer and the prospect of the shareholders of the Target Company and the Stock Acquisition Rights Holders tendering their share certificates in the Tender Offer in order to provide them with additional time to consider whether to tender their shares certificates in the Tender Offer and to increase the likelihood of the successful completion of the Tender Offer.

(After revisions)

<Omitted>

The Tender Offeror commenced the Tender Offer on September 12, 2025, but on October 28, 2025, the Tender Offeror decided to extend the tender offer period of the Tender Offer (the “Tender Offer Period”) until November 12, 2025, making the total period 40 business days. This decision was made after comprehensively taking into account the status of the tendering of shares in the Tender Offer and the prospect of the shareholders of the Target Company and the Stock Acquisition Rights Holders tendering their share certificates in the Tender Offer in order to provide them with additional time to consider whether to tender their shares certificates in the Tender Offer and to increase the likelihood of the successful completion of the Tender Offer.

Subsequently, on November 12, 2025, the Tender Offeror decided to extend the Tender Offer Period until November 27, 2025, making the total period 50 business days. This decision was made after comprehensively taking into account the status of the tendering of shares in the Tender Offer and the prospect of the shareholders of the Target Company and the Stock Acquisition Rights Holders tendering their share certificates in the Tender Offer in order to provide them with additional time to consider whether to tender their shares certificates in the Tender Offer and to increase the likelihood of the successful completion of the Tender Offer.

- (3) Measures to Ensure the Fairness of the Tender Offer Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest

F. Measures to Secure Opportunities for Competing Tender Offers

(Before revisions)

While the shortest tender offer period specified in the applicable laws and regulations is 20 business days, the Tender Offeror has set the Tender Offer Period at 30 business days. However, on October 28, 2025, in order to provide the shareholders of the Target Company and the Stock Acquisition Rights Holders with additional time to consider whether to tender their share certificates in the Tender Offer and to increase the likelihood of the successful completion of the Tender Offer, the Tender Offeror extended the Tender Offer Period until November 12, 2025,

making the total period 40 business days. By setting the Tender Offer Period long in comparison with the shortest tender offer period specified in laws and regulations, the Tender Offeror intends to secure an opportunity for the shareholders of the Target Company to make an appropriate decision on whether to tender their shares in the Tender Offer and an opportunity for Competing Acquisition Offerors to make competing tender offers, etc. regarding the Target Company Shares, thereby ensuring the fairness of the Tender Offer.

<Omitted>

(After revisions)

While the shortest tender offer period specified in the applicable laws and regulations is 20 business days, the Tender Offeror has set the Tender Offer Period at 30 business days. However, on October 28, 2025, in order to provide the shareholders of the Target Company and the Stock Acquisition Rights Holders with additional time to consider whether to tender their share certificates in the Tender Offer and to increase the likelihood of the successful completion of the Tender Offer, the Tender Offeror extended the Tender Offer Period until November 12, 2025, making the total period 40 business days. Subsequently, on November 12, 2025, the Tender Offeror extended the Tender Offer Period until November 27, 2025, making the total period 50 business days. By setting the Tender Offer Period long in comparison with the shortest tender offer period specified in laws and regulations, the Tender Offeror intends to secure an opportunity for the shareholders of the Target Company to make an appropriate decision on whether to tender their shares in the Tender Offer and an opportunity for Competing Acquisition Offerors to make competing tender offers, etc. regarding the Target Company Shares, thereby ensuring the fairness of the Tender Offer.

<Omitted>

(4) Policy for Organizational Restructuring Following the Tender Offer (Matters Concerning the So-Called Two-Step Acquisition)

B. Share Consolidation

(Before revisions)

If the Tender Offer is completed but the total number of voting rights in the Target Company held by the Tender Offeror and the Shareholders Agreeing Not to Tender Any Shares does not amount to at least 90% of the total voting rights of all shareholders of the Target Company, the Tender Offeror intends to make a request under Article 180 of the Companies Act for the Target Company to convene an extraordinary shareholders meeting (the “Extraordinary Shareholders Meeting”) promptly after the completion of the settlement of the Tender Offer with agenda items including a share consolidation of the Target Company Shares (the “Share Consolidation”) and a partial amendment to the Articles of Incorporation of the Target Company to abolish the provisions regarding the number of shares constituting one unit, subject to the Share Consolidation becoming effective. The timing of the Extraordinary Shareholders Meeting has not yet been determined, but as of the submission date of this Statement, it is scheduled to be held in late December 2025. The Tender Offeror and the Shareholders Agreeing Not to

Tender Any Shares intend to approve each of those proposals at the Extraordinary Shareholders Meeting.

<Omitted>

(After revisions)

If the Tender Offer is completed but the total number of voting rights in the Target Company held by the Tender Offeror and the Shareholders Agreeing Not to Tender Any Shares does not amount to at least 90% of the total voting rights of all shareholders of the Target Company, the Tender Offeror intends to make a request under Article 180 of the Companies Act for the Target Company to convene an extraordinary shareholders meeting (the “Extraordinary Shareholders Meeting”) promptly after the completion of the settlement of the Tender Offer with agenda items including a share consolidation of the Target Company Shares (the “Share Consolidation”) and a partial amendment to the Articles of Incorporation of the Target Company to abolish the provisions regarding the number of shares constituting one unit, subject to the Share Consolidation becoming effective. The timing of the Extraordinary Shareholders Meeting has not yet been determined, but as of the submission date of this Statement, it is scheduled to be held in the beginning of January 2026. The Tender Offeror and the Shareholders Agreeing Not to Tender Any Shares intend to approve each of those proposals at the Extraordinary Shareholders Meeting.

<Omitted>

2. Outline of the Tender Offer

(2) Schedule

B. Tender Offer Period as Stated in the Initial Notification

(Before revisions)

From September 12, 2025 (Friday) to November 12, 2025 (Wednesday) (40 Business Days)

(After revisions)

From September 12, 2025 (Friday) to November 27, 2025 (Thursday) (50 Business Days)

(8) Method of Settlement

B. Commencement Date of Settlement

(Before revisions)

November 19, 2025 (Wednesday)

(After revisions)

December 4, 2025 (Thursday)

-End-

[Restrictions on Solicitation]

- This Press Release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares. If shareholders wish to make an offer to sell their shares, they should first read the Tender Offer Explanation Statement concerning the Tender Offer and make an offer to sell their shares at their own discretion. This Press Release does not constitute, or form a part of, an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to purchase securities, and neither this Press Release (in whole or in part) nor its distribution will form the basis of an agreement related to the Tender Offer or be relied on in connection with the execution such an agreement.

[Restrictions in the United States]

- The Tender Offer is to be conducted in accordance with the procedures and disclosure standards prescribed by the Financial Instruments and Exchange Act of Japan, which are not necessarily the same as the procedures and disclosure standards applicable in the United States. Specifically, Section 13(e) or Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended, the “U.S. Securities Exchange Act of 1934”) and the rules promulgated in those Sections do not apply to the Tender Offer, and the Tender Offer does not conform to the procedures and standards prescribed therein. The financial information contained in this Press Release has not been prepared in accordance with U.S. accounting standards and might not necessarily be comparable to the financial statements of U.S. companies. In addition, since the Tender Offeror and the Target Company are corporations established outside the United States and some or all of their officers reside outside the United States, it might be difficult to enforce rights or claims under U.S. securities laws. In addition, it might not be possible to initiate legal proceedings in courts outside the United States against a non-U.S. corporation and its officers based on violations of U.S. securities laws. Furthermore, the jurisdiction of U.S. courts might not necessarily extend to a non-U.S. corporation or its subsidiaries and affiliates. Also, there is no guarantee that shareholders can compel corporations established outside the United States or their subsidiaries and affiliates to submit to the jurisdiction of U.S. courts.
- Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted in Japanese. Although all or some of the documents relating to the Tender Offer might be prepared in English, if there is any discrepancy between the English and Japanese versions, the Japanese version will prevail.

[Future Prospects]

- This Press Release contains “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. Actual results might differ materially from the projections or other forward-looking statements, whether expressed or implied, due to known or unknown risks, uncertainties, or other factors. None of the Tender Offeror, the Target Company, or any of their affiliates guarantees that the matters expressed or implied in these “forward-looking statements” will be achieved. The “forward-looking statements” contained in this Press Release are based on the information available to the Tender Offeror and the Target Company as of today, and except as required by laws, regulations, or the rules of a financial instruments exchange, none of the Tender Offeror, the Target Company, or any of their affiliates owes an obligation to update or revise those statements to reflect future events or circumstances.
- The financial advisors of the Tender Offeror and the Target Company, and the tender offer agent (including their respective affiliates) may, in the ordinary course of their business and to the extent permitted under Japanese financial instruments exchange laws and other applicable laws and regulations, and in accordance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934, purchase or take actions to purchase common shares or stock acquisition rights of the Target Company for their own account or for the account of their clients, outside the Tender Offer, either before the commencement of the Tender Offer or during the Tender Offer Period. Those purchases may be made at market prices through market transactions or at prices determined through negotiations outside the market. If information regarding any such purchase is disclosed in Japan, it will also be disclosed in English in the United States on the English language website of the person

making that purchase (or by another means of disclosure).

[Other Countries]

- The announcement, issuance, or distribution of this Press Release might be subject to legal restrictions in certain countries or regions. In such cases, please be aware of and comply with any such restrictions. The announcement, issue, or distribution of this Press Release does not constitute a solicitation of an offer to purchase or sell Share Certificates in connection with the Tender Offer and is to be deemed solely as the distribution of materials for informational purposes.