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FOR IMMEDIATE RELEASE

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Notice Concerning Issuance of New Shares by way of Public Offering and Secondary Offering of Shares

Kasumigaseki Capital Co., Ltd. (“KC”) announces that it has resolved, at the Board of Directors dated October 24, 2025, to approve an issuance of new shares by way of public offering and a secondary offering of shares of KC. The details are described below.

【Purposes of the Financing and Secondary Offering of Shares】

The KC group is involved in business fields with growth potential and businesses with social significance, under its corporate philosophy “Turning Challenge into Value” and the action guideline “Be Bold, Reliable and Swift”.

It announced a new Medium-Term Management Plan (for the period from FY2025/8 to FY2029/8) in October 2024, with the basic strategy being: a) Diversify business portfolio in response to market conditions / challenges; b) Achieve multi-layered revenue portfolio including performance fees and recurring revenue following business growth; and c) Further expand AUM (assets under construction or completed) by diversifying and scaling up businesses.

This issuance of new shares is being carried out to finance investments aimed at realizing the Medium-Term Management Plan by further strengthening KC’s domestic hotel, logistics and healthcare businesses, and to pursue future business expansion through development of the logistics business in ASEAN countries, self-led development projects in Dubai, and expansion of the hotel business into the United States and other markets.

In connection with this fundraising, KC considered various financing methods, including borrowings. However, in order to carry out sustained investments in each of KC’s businesses to achieve further growth of the KC group, it is necessary to establish a stable financial foundation, and KC has concluded that raising funds through the issuance of new shares is the most appropriate option from a financial-strategic standpoint. At the same time as the above issuance of new shares, KC resolved to conduct a secondary offering of shares of KC. The secondary offering is expected to contribute to expanding the investor base and improving the liquidity of its shares.

Note: This press release does not constitute a part of an offer of investment in any securities. This press release has been prepared for the purpose of announcing to the public certain matters relating to the issuance of new shares and secondary offering of shares of the KC, and not for the purpose of soliciting investment or other activities within or outside Japan. Investors, when investing in the shares of our common stock, should carefully review the prospectus, and any amendments thereto (if any) prepared by us prior to making any investment decisions. This press release does not constitute soliciting activities to purchase any securities in the United States. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act of 1933. No securities will be publicly offered or sold in the United States under this transaction.

1. Issuance of New Shares by way of Public Offering(Public Offering)

(1)	Class and Number of Shares to be Offered	4,000,000 shares of common stock of KC
(2)	Method of Determination of the Amount to be Paid	The amount to be paid will be determined on a date falling in the period from Wednesday, November 5, 2025 to Monday, November 10, 2025 (the "Pricing Date") in accordance with the method set forth in Article 25 of the Regulations Concerning Underwriting, etc. of Securities provided by the Japan Securities Dealers Association ("JSDA").
(3)	Method of Offering	The offering will be a public offering. All of the new shares shall be purchased for sale by the underwriting syndicate (the "Underwriters") led by an underwriter designated as the lead manager. The issue price of the Public Offering (offer price) will be determined based on the provisional range calculated by multiplying the closing price of regular trading of the common stock of KC on the Tokyo Stock Exchange on the Pricing Date (or, if no closing price is quoted on that date, the closing price of the immediately preceding date) by a number between 0.90 and 1.00 (with any fraction less than one yen being rounded down), in accordance with Article 25 of the Regulations Concerning Underwriting, etc. of Securities provided by JSDA, taking into account market demand and other conditions. A portion of the publicly offered new shares may be sold to overseas investors in overseas markets, mainly in Europe and Asia (excluding the United States and Canada).
(4)	Underwriting Commissions	KC shall not pay any underwriting commissions to the Underwriters. However, the aggregate amount of the difference between (a) the issue price (offer price) and (b) the amount to be paid to KC by the Underwriters in the Public Offering shall constitute the proceeds to the Underwriters.
(5)	Payment Date	The payment date is expected to be a day between Wednesday, November 12, 2025 and Monday, November 17, 2025.
(6)	Subscription Unit	100 shares
(7)	The amount to be paid, the amount of capital stock and legal capital surplus to be increased, the issue price (offer price) and any other matters necessary for the Issuance of New Shares by way of Public Offering shall be determined at the discretion of Koshiro Komoto, President and Representative Director.	
(8)	Each item above shall be subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.	

2. Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriters

(1)	Class and Number of Shares to be Sold	610,000 shares of common stock of KC	
(2)	Selling Shareholders and Number of Shares to be Offered	Hiroyuki Ogawa	350,000 shares
		Koshiro Komoto	260,000 shares
(3)	Selling Price	The selling price shall be determined based on the provisional range calculated by multiplying the closing price in regular trading of share of common stock of KC on the Tokyo Stock Exchange on the Pricing Date (or, if no closing price is quoted, the closing price of the immediately preceding that date) by a number between 0.90 and 1.00 (with any fraction less than one yen to be rounded down), in accordance with Article 25 of the Rules Concerning Underwriting	

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		etc. of Securities provided by JSDA, taking into account market demand and other conditions. Such selling price shall be the same as the issue price in the Public Offering (offer price).
(4)	Method of Secondary Offering	The offering will be a secondary offering. All the selling shares shall be purchased for sale by the Underwriters. The aggregate amount of the difference between the selling price and the amount to be paid to the selling shareholders by the Underwriters (which shall be the same as the payment amount in the Public Offering) shall be retained by the Underwriters.
(5)	Delivery Date	The delivery date is the business day immediately following the payment date in the Public Offering.
(6)	Subscription Unit	100 shares
(7)	The selling price and any other matters necessary for the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriters shall be determined at the discretion of Koshiro Komoto, President and Representative Director.	
(8)	Each item above shall be subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.	
(9)	If the Public Offering is cancelled, the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriters shall be cancelled as well.	

3. Secondary Offering of Shares by way of Over-Allotment

(1)	Class and Number of Shares to be Sold	691,500 shares of common stock of KC The number of shares above is the maximum number of shares to be sold, and may decrease, or the Secondary Offering by way of Over-Allotment itself may be cancelled, depending on market demand and other conditions. The number of shares to be sold shall be determined on the Pricing Date after consideration of the market demand.
(2)	Selling Shareholder	The lead manager
(3)	Selling Price	Undetermined (the selling price shall be determined on the Pricing Date; provided, however, such selling price shall be the same as the selling price in the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriters)
(4)	Method of Secondary Offering	After consideration of the market demand for the Public Offering and the Secondary Offering by way of Purchase and Underwriting by the Underwriters, the lead manager will offer the shares of common stock of KC, which are borrowed from certain shareholder(s) of KC (the maximum number being 691,500 shares).
(5)	Delivery Date	The delivery date shall be the same as that of the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriters.
(6)	Subscription Unit	100 shares
(7)	The selling price and any other matters necessary for the Secondary Offering by way of Over-Allotment shall be determined at the discretion of Koshiro Komoto, President and Representative Director.	
(8)	Each item above shall be subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.	
(9)	If the Public Offering is cancelled, the Secondary Offering by way of Over-Allotment shall be cancelled as well.	

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4. Issuance of New Shares by way of Third-Party Allotment

(1)	Class and Number of Shares to be Offered	691,500 shares of common stock of KC
(2)	Method of Determination of the Amount to be Paid	The amount to be paid will be determined on the Pricing Date. The amount to be paid shall be the same as the amount to be paid for the Public Offering.
(3)	Allottee	The lead manager
(4)	Payment Date	Wednesday, December 10, 2025
(5)	Shares not subscribed within the subscription period shall not be issued.	
(6)	The amount to be paid, the amount of capital stock and legal capital surplus to be increased and any other matters necessary for the Issuance of New Shares by way of Third-Party Allotment shall be determined at the discretion of Koshiro Komoto, President and Representative Director.	
(7)	Each item above shall be subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.	
(8)	If the Public Offering is cancelled, the Issuance of New Shares by way of Third-Party Allotment will be cancelled as well.	

End

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