



TSI HOLDINGS

July 14, 2025

(Translation)

To Whom It May Concern

|                |   |
|----------------|---|
| Company        | TSI Holdings Co., Ltd.  |
| Representative | Tsuyoshi Shimoji, Representative Director & President                       |
| Stock Listing  | Tokyo Stock Exchange Prime Market (Code: 3608)                              |
| Inquiry        | Shunsuke Hasegawa, Public & Investor Relations Office<br>+81 (0)3 5785 6400 |

### **Acquisition of Shares of Daytona International Co., Ltd. and Making it a Subsidiary**

TSI Holdings (“the Company”) announces that at the Board of Directors meeting held today, it has resolved to acquire shares of Daytona International Co., Ltd. (“Daytona International”) and make it a subsidiary.

#### **1. Purpose of the Acquisition**

Under the Company’s purpose, “We create global empathy and social value through the power of fashion entertainment,” and in alignment with the medium-term management plan TSI Innovation Program 2027 (“TIP27”) formulated on April 12, 2024, the Company is advancing brand portfolio strategy to meet diverse consumer needs and entering new market segments as key growth strategies.

As part of its growth strategy, the Company aims to further strengthen its sales capabilities by leveraging existing brands, launching new businesses, and pursuing M&A opportunities.

Daytona International, guided by its vision, “LIFE TO BE FREAK — Inspiring the world through the joy of living with passion,” is committed to innovative fashion design, exciting customer experiences, and community-building. Operating under an Online Merges with Offline (“OMO”) business model, it delivers immersive experiences through flagship brands such as FREAK’S STORE, its proprietary e-commerce site DAYTONA PARK, and a wide range of social media platforms.

With a product lineup spanning casual, sports, and outdoor styles, Daytona International continues to earn strong support from a broad customer base, particularly those in their 20s to 40s, through lifestyle-oriented retail and locally rooted, community-driven initiatives.

Building on its long-standing track record as a retailer, Daytona International has established an OMO platform as its core business model. Through its digital transformation subsidiary, Innovation Studio Co., Ltd., Daytona International develops and offers SaaS-based solutions to external clients, addressing a wide range of challenges in the retail industry.

It also shares a high level of affinity with the street, casual, and outdoor segments — areas where the Company has built a solid business foundation and expertise. The Company expects that this will strategically complement the Company and its subsidiaries’ brand portfolio, enabling the acquisition of new customer segments.

In addition, by leveraging Daytona International’s OMO platform, one of its key strengths, multiple growth synergies are anticipated. These include acquiring new customers through cross-traffic between Daytona International’s and the Company’s existing brands across physical stores and e-commerce, as well as expanding revenue opportunities through increased sales of related products.

Daytona International operates approximately 60 directly managed stores, generating annual sales of around ¥40 billion. By making it a wholly-owned subsidiary, the Company expects to generate synergies through economies of scale.

Taking the above into consideration, the Company has determined that the acquisition of shares in Daytona International and its conversion into a subsidiary will support the execution of the Group's growth strategy and contribute to enhancing its medium- to long-term corporate value.

## 2. Overview of the Subsidiary to Be Acquired (Daytona International)

|     |  |  |   |
|-----|--|--|---|
| (1) | Name   | Daytona International Co., Ltd.  |   |
| (2) | Location   | 3F, 3-25-15 Jingumae, Shibuya-ku, Tokyo  |   |
| (3) | Job title and name of representative   | Representative Director, Akira Sasaki  |   |
| (4) | Description of business  | Engages in lifestyle-focused operations, including the design, manufacturing, and sale of fashion items, accessories, and furniture, as well as the design, procurement, and wholesale of overseas brands.   |   |
| (5) | Share capital  | ¥10 million  |   |
| (6) | Date of establishment  | March 2021<br>Note: Daytona International was established in March 2021 as Mustang Co., Ltd. for the purpose of acquiring the former Daytona International Co., Ltd., which was originally founded in April 1990. Following a merger in which Mustang became the surviving entity, it changed its name to Daytona International Co., Ltd., which remains its name today. |   |
| (7) | Major shareholders and ownership ratios  | Unison Capital Partners V, LPS 61.4%<br>Unison Capital Partners V(J), L.P. 8.6%<br>K Asset Management 30.0%  |   |
| (8) | Relationship between the Company and said company  | Capital relationship   | None  |
|     |  | Personnel relationship   | None  |
|     |  | Business relationship  | Wholesale transactions exist in certain business units. |
| (9) | Consolidated operating results and consolidated financial positions of said company for the last three years |  |   |
|     | As of / Fiscal year ended  | Fiscal Year Ended<br>Feb 28, 2023<br>(Non-consolidated)  | Fiscal Year Ended<br>Feb 29, 2024<br>(Consolidated)     |
|     |  |  | Fiscal Year Ended<br>Feb 28, 2025<br>(Consolidated)     |
|     | Consolidated net assets  | 7,724  | 6,764   |
|     | Consolidated total assets  | 22,801   | 20,920  |
|     | Consolidated net assets per share (Yen)  | 1,825.26   | 1,589.79  |
|     | Consolidated net sales   | 32,945   | 35,692  |
|     | Consolidated operating profit  | 592  | (150)   |
|     | Consolidated ordinary profit   | 232  | (727)   |
|     | Profit attributable to owners of parent  | (259)  | (963)   |
|     | Consolidated earnings per share (Yen)  | (61.41)  | (227.64)  |
|     | Dividend per share (Yen)   | -  | -   |

(Millions of yen, unless otherwise noted)

Note:

1. Daytona International performed a reverse stock split on January 1, 2025, at a ratio of 1 share for every 2,000 shares of common stock. Figures such as net assets per share and net loss for the current period are calculated assuming the reverse stock split had been implemented at the start of the fiscal year ending February 2023, using the number of shares outstanding after the split.

2. Daytona International plans to repurchase 1,269,542 of its own shares from K Asset Management Co., Ltd. on September 2, 2025, which is the scheduled closing date of the share acquisition (the “Treasury Share Repurchase”).

### 3. Overview of the counterparty to the acquisition of shares

#### (1) Unison Capital Partners V, LPS

|     |  |   |   |
|-----|--|---|---|
| (1) | Name   | Unison Capital Partners V, LPS                                |   |
| (2) | Location                                       | 4-1 Kioi-cho, Chiyoda-ku, Tokyo                               |   |
| (3) | Basis of establishment, etc.                   | Act on Limited Partnership Agreements for Investment Business |   |
| (4) | Date of formation                              | June 30, 2020   |   |
| (5) | Overview of operating partners                 | Name  | UCGP V, L.P.  |
|     |  | Location  | c/o Walkers Corporate Limited,<br>190 Elgin Avenue, George Town, Grand Cayman<br>KY1-9008, Cayman Islands |
|     |  | Job title and name of representative                          | UCGP V, Ltd.  |
| (6) | Relationship between the Company and said fund | Relationship between the Company and said fund                | None  |
|     |  | Relationship between the Company and operating partners       | None  |

Note: Details such as the purpose of formation, total investment amount, investor identities and ownership ratios, investor profiles, and the business activities and capital of the general partner are not disclosed at the request of the counterparty.

#### (2) Unison Capital Partners V(J), L.P.

|     |                                |   |   |
|-----|--------------------------------|---|---|
| (1) | Name                           | Unison Capital Partners V(J), L.P.  |   |
| (2) | Location                       | c/o Walkers Corporate Limited,<br>190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands              |   |
| (3) | Basis of establishment, etc.   | An exempted limited partnership (LPS) established under the Exempted Limited Partnership Law of the Cayman Islands. |   |
| (4) | Date of formation              | November 20, 2020   |   |
| (5) | Overview of operating partners | Name  | UCGP V(J), L.P.   |
|     |                                | Location  | c/o Walkers Corporate Limited,<br>190 Elgin Avenue, George Town, Grand Cayman<br>KY1-9008, Cayman Islands |

|     |   |                  |
|-----|---|------------------|
|     | Job title and name of representative                    | UCGP V (J), Ltd. |
| (6) | Relationship between the Company and said fund          | None             |
|     | Relationship between the Company and operating partners | None             |

Note: Details such as the purpose of formation, total investment amount, investor identities and ownership ratios, investor profiles, and the business activities and capital of the general partner are not disclosed at the request of the counterparty.

#### 4. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

|     |   |  |
|-----|---|--|
| (1) | Number of shares held before the change | 0 shares<br>(Number of voting rights: 0 units)<br>(Ratio of voting rights held: 0.0%)                  |
| (2) | Number of shares to be acquired         | 2,962,265 shares<br>(Number of voting rights: 2,962,265 units)   |
| (3) | Acquisition costs                       | The acquisition price is not disclosed due to a confidentiality agreement between the parties.         |
| (4) | Number of shares held after the change  | 2,962,265 shares<br>(Number of voting rights: 2,962,265 units)<br>(Ratio of voting rights held: 70.0%) |

Note: If the Treasury Share Repurchase is executed on the same date as the share acquisition, the Company will hold 100% of the voting rights in Daytona International following the completion of the transaction.

#### 5. Acquisition Price

The total amount of funds required to make Daytona International a wholly owned subsidiary is ¥28.3 billion.

#### 6. Timetable

|     |   |                               |
|-----|---|-------------------------------|
| (1) | Date of resolution at the meeting of the Board of Directors | July 14, 2025                 |
| (2) | Date of conclusion of the agreement                         | July 14, 2025                 |
| (3) | Date of commencement of share transfer                      | September 2, 2025 (scheduled) |

#### 7. Outlook

The impact of this share acquisition on the Company's consolidated financial results for the current fiscal year is currently under review. Should any matter arise that requires disclosure, including events that may have a material impact on the Company's consolidated performance, a prompt announcement will be made.