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July 23, 2025

Company name: BOOKOFF GROUP HOLDINGS LIMITED
Name of representative: Yasutaka Horiuchi
President and CEO
(Securities code: 9278; TSE Prime Market)
Inquiries: Takashi Hasegawa
Executive Officer, General Manager of Group
Strategic Planning Department
(Telephone: +81-42-750-8588)

Notice Regarding Changes in Specified Subsidiary (Capital Increase in Consolidated Subsidiary)

BOOKOFF GROUP HOLDINGS LIMITED (the “Company”) hereby announces that at a meeting of its Board of Directors held today, it resolved to conduct a capital increase in its consolidated subsidiary, Bookoff Hokkaido Co., Ltd.

As a result of this capital increase, Bookoff Hokkaido Co., Ltd. will account for 10% or more of the Company’s capital, and will therefore be classified as a “specified subsidiary” under applicable regulations.

1. Reason for the Change

The Company will strengthen its business development in the Hokkaido region by acquiring the BOOKOFF store operations from a franchisee of its subsidiary, BOOKOFF CORPORATION LIMITED, effective August 1, 2025. These operations will be conducted by the Company’s consolidated subsidiary, Bookoff Hokkaido Co., Ltd.

In connection with this, the Company will carry out a capital increase in Bookoff Hokkaido Co., Ltd., comprising ¥95 million in capital and ¥95 million in capital reserve, for a total of ¥190 million.

As a result of this capital increase, Bookoff Hokkaido Co., Ltd. will account for 10% or more of the Company’s capital, and will therefore be classified as a “specified subsidiary” under the Financial Instruments and Exchange Act.

2. Overview of the Subsidiary Subject to Change

(1) Name	Bookoff Hokkaido Co., Ltd.
(2) Location	2-14-20 Kobuchi, Minami-ku, Sagami-hara-shi, Kanagawa, Japan
(3) Title and Name of Representative	Tatsuya Noguchi, President and Representative Director
(4) Business Description	Purchase and resale of used books, software media, hobby goods, trading cards, apparel, and high-end brand goods
(5) Share Capital	¥100 million (after the capital increase described above)
(6) Date of Establishment	June 2025
(7) Major Shareholder and Shareholding Ratio	BOOKOFF GROUP HOLDINGS LIMITED (100%)
(8) Relationship with the Company	– Capital relationship: Wholly owned subsidiary – Personnel relationship: Certain officers concurrently serve as directors
(9) Consolidated Status	Consolidated subsidiary (no change before and after the transaction)

3. Schedule

(1) Date of resolution by the Board of Directors	July 23, 2025
(2) Effective date of capital increase	July 25, 2025
(3) Date of classification as specified subsidiary	July 25, 2025

4. Future Outlook

The impact of this matter on the Company's consolidated financial results is expected to be minimal. The Company will make further disclosures as necessary based on the progress of the matter.