



(Translation)

May 16, 2024

To whom it may concern:

Company name: Roland DG Corporation  
Name of representative: Kohei Tanabe  
President, Representative Director  
(Securities code: 6789; TSE Prime Market)  
Inquiries: Kazuhiro Ogawa  
Managing Executive Officer and Division  
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**Announcement of the Results of the Tender Offer for the Company's Common Shares by XYZ K.K. and Change of the Parent Company and the Largest Shareholder Among the Major Shareholders**

Roland DG Corporation (the "Company") hereby announces that a tender offer (the "Tender Offer") commenced on February 13, 2024 by XYZ K.K. (the "Offeror") for the common stock of the Company (the "Company's Stock") ended on May 15, 2024, as described below.

The Company also announces that, as a result of the Tender Offer, it is expected that the parent company and the largest shareholder among the major shareholders of the Company will change as of May 22, 2024 (the settlement commencement date of the Tender Offer), as described below.

I. Results of the Tender Offer

The Company has today received a report on the results of the Tender Offer from the Offeror as stated in the press release "Notice Concerning Results of Tender Offer for the Shares of Roland DG Corporation (Securities Code: 6789)," which is attached hereto as Attachment.

Since the total number of shares of the Company's Stock tendered in the Tender Offer exceeded the minimum number of shares to be purchased, the Tender Offer was successfully completed.

II. Change of the Parent Company and the Largest Shareholder Among the Major Shareholders

(1) Scheduled date of change

May 22, 2024 (the settlement commencement date of the Tender Offer)

(2) Background of change

The Company received a report on the results of the Tender Offer from the Offeror to the effect that 9,247,711 shares of the Company's Stock were tendered, this reached the minimum number of shares to be purchased (8,151,100 shares), and the Tender Offer was successfully completed, and therefore, that the Offeror will acquire all of the tendered shares.

As a result, when the Tender Offer is settled, the percentage of the number of voting rights owned by the Offeror compared to the number of voting rights of all shareholders of the Company will be, as of May 22, 2024 (the settlement commencement date of the Tender Offer), more than 50%; therefore, the Offeror will become the new

parent company and the largest shareholder among the major shareholders of the Company.

In addition, Taiyo Pacific Partners L.P., the largest shareholder among the major shareholders of the Company, will cease to be the largest shareholder among the major shareholders of the Company as of May 22, 2024 (the settlement commencement date of the Tender Offer), as Taiyo Pacific Partners L.P. has tendered in the Tender Offer all of the Company's Stock (2,390,800 shares) for which Taiyo Pacific Partners L.P. has investment authority and all of them will be acquired by the Offeror.

### III. Outline of the Changing Shareholders

- (1) Outline of the shareholder to become the new parent company and the largest shareholder among the major shareholders

(1) Name	XYZ K.K.		
(2) Location	10-1, Roppongi 6-chome, Minato-ku, Tokyo		
(3) Name and title of representative	Michael King, President, Representative Director		
(4) Type of business	Acquiring and holding of shares of the Company		
(5) Amount of capital	50,000 yen		
(6) Date of incorporation	January 19, 2024		
(7) Major shareholders and shareholder ratio (as of May 16, 2024)	Taiyo XYZ Group, L.P.		100.0%
(8) Relationship between the Company and the Offeror	Capital Relationship	None	
	Personnel Relationship	None	
	Transaction Relationship	None	
	Status as a Related Party	None	

- (2) Outline of the shareholder which will cease to fall under the largest shareholder among the major shareholders

(1) Name	Taiyo Pacific Partners L.P.
(2) Location	5300 Carillon Point, Kirkland, WA 98033, USA
(3) Name and title of representative	Christine Watanabe
(4) Type of business	Investment management
(5) Amount of capital	-

### IV. Number of Voting Rights Owned by, and Ownership Ratio of Voting Rights of, the Relevant Shareholders, Before and After Change

- (1) XYZ K.K. (Offeror)

	Attributes	Number of voting rights (Ownership ratio of voting rights (Note))			Rank among major shareholders
		Directly owned voting rights	Jointly owned voting rights	Total	
Before change	-	-	-	-	-
After change	Parent company and largest shareholder	92,477 voting rights	-	92,477 voting rights	First

	among the major shareholders	(75.07%; 9,247,711 shares)		(75.07%; 9,247,711 shares)	
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(Note) "Ownership ratio of voting rights" is the ratio to the number of shares (12,319,203 shares) calculated (rounded to the second decimal place) by deducting the total number of issued and outstanding shares of the Company as of March 31, 2024 (12,319,911 shares) as stated in the Company's Consolidated Financial Results for the Fiscal Year Ended December 31, 2024 [Japanese GAAP] filed by the Company on May 10, 2024, from the number of treasury shares held by the Company as of the same date (708 shares) (the number of shares of the Company's Stock (190,400 shares) held by the Board Benefit Trust for Officers and the ESOP Trust is not included in the number of treasury shares held by the Company; the same shall apply hereinafter). The same shall apply hereinafter.

(2) Taiyo Pacific Partners L.P.

	Attributes	Number of voting rights (Ownership ratio of voting rights)			Rank among major shareholders
		Directly owned voting rights	Jointly owned voting rights	Total	
Before change	Largest shareholder among the major shareholders	23,908 voting rights (19.41%; 2,390,800 shares)	-	23,908 voting rights (19.41%; 2,390,800 shares)	First
After change	-	-	-	-	-

V. Whether there is Change of any Unlisted Parent Company, etc., Subject to Disclosure

As a result of the Tender Offer, the Offeror will be subject to disclosure as an unlisted parent company, etc. of the Company.

VI. Future Outlook

As described above, according to the Offeror, as the Offeror was unable to acquire all shares of the Company's Stock (excluding the treasury shares held by the Company) through the Tender Offer, the Offeror plans to make the Offeror the sole shareholder of the Company, through a series of procedures as set forth in "(5) Policies on reorganization, etc. after the Tender Offer (matters concerning "two-step acquisition")" under "(III) Decision-making process leading to and reasons for the Company's opinion in favor of the Tender Offer" in the Company's press release dated February 9, 2024.

As a result of implementation of the procedures, the Company's Stock will be delisted in accordance with the delisting criteria determined by the Tokyo Stock Exchange, Inc. (the "TSE") through prescribed procedures. After delisting, the Company's Stock will no longer be traded on the Prime Market of the TSE.

The Company plans to promptly announce the specific future procedures and implementation terms once they are determined following consultation between and decision-making by the Offeror and the Company.

End

(Attachment)

" Notice Concerning Results of Tender Offer for the Shares of Roland DG Corporation (Securities Code: 6789) " dated May 16, 2024

May 16, 2024

Company name: XYZ K.K.  
Representative: Michael King  
Representative Director

**Notice Concerning Results of Tender Offer for the Shares of Roland DG Corporation (Securities Code: 6789)**

On February 9, 2024, XYZ K.K. (the “Tender Offeror”) decided to acquire common shares (the “Target Company Shares”) of Roland DG Corporation (Securities code: 6789, Tokyo Stock Exchange, Inc. Prime Market, the “Target Company”) by way of tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended. Hereinafter, the “Act”), and it has commenced the Tender Offer from February 13, 2024. The Tender Offeror hereby announces that the Tender Offer has been completed as of May 15, 2024. The details are described below.

1. Overview of purchase, etc.

(1) Name of Tender Offeror

XYZ K.K.  
6-10-1 Roppongi, Minato-ku, Tokyo

(2) Name of Target Company

Roland DG Corporation

(3) Type of Shares, etc. pertaining to the Tender Offer

Common shares

(4) Number of shares, etc. to be purchased

Type of shares, etc.	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common shares	12,319,393 shares	8,151,100 shares	- shares
Total	12,319,393 shares	8,151,100 shares	- shares

(Note 1) The Tender Offeror will not purchase, etc. any of the total number of shares, etc. tendered in response to the Tender Offer (the “Tendered Share Certificates, etc.”), if the Tendered Share Certificates, etc. is less than the minimum number of shares to be purchased (8,151,100 shares). The Tender Offeror will purchase, etc. all of the Tendered Share Certificates, etc. if the total number of the Tendered Share Certificates, etc. is equal to or greater than the minimum number of shares to be purchased, etc. (8,151,100 shares).

(Note 2) For the number of shares to be purchased, the maximum number of the shares, etc. of the Target Company to be acquired by the Tender Offeror through the Tender Offer is stated. Such maximum

number is the number of shares (12,319,393 shares) derived by deducting from the total number of issued shares as of December 31, 2023 stated in the “Consolidated Financial Results for the Fiscal Year Ended December 31, 2023 (under Japanese GAAP)” (12,319,911 shares) the number of treasury shares held by the Target Company as of the same date (518 shares).

(Note 3) Shares that are less than one unit are also subject to the Tender Offer. If a shareholder exercises its right to demand purchase of shares that are less than one unit in accordance with the Companies Act (Act No. 86 of 2005; as amended), the Target Company may buy back its shares during the period of purchase, etc. in the Tender Offer (the “Tender Offer Period”) through the procedures provided for by laws and regulations.

(Note 4) The Tender Offeror does not intend to acquire the treasury shares held by the Target Company through the Tender Offer.

(5) Period of purchase, etc.

(i) Period of purchase, etc. when initially registered

From February 13, 2024 (Tuesday) until May 15, 2024 (Wednesday) (62 Business Days)

(ii) Possibility of extending the tender offer period upon request of Target Company

Not applicable.

(6) Price of purchase, etc.

¥5,370 per common share

2. Result of purchase, etc.

(1) Outcome of the Tender Offer

In the Tender Offer, the condition was that the Tender Offeror would not purchase any of the Tendered Share Certificates, etc. if the total number of the Tendered Share Certificates, etc. was less than the minimum number of shares to be purchased (8,151,100 shares). Because the total number of the Tendered Share Certificates, etc. (9,247,711 shares) was equal to or greater than the minimum number of shares to be purchased (8,151,100 shares), all of the Tendered Share Certificates, etc. will be purchased as described in the public notice of the commencement of the Tender Offer and Tender Offer Registration Statement (including the matters amended by way of the Amendment to Tender Offer Registration Statement submitted thereafter).

(2) Date of Public Notice on the Result of the Tender Offer and Name of Newspaper where it Appeared

Pursuant to Article 27-13, Paragraph 1 of the Act, on May 16, 2024, at the Tokyo Stock Exchange, the Tender Offeror announced to the press the results of the Tender Offer, by the method prescribed in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Government Ordinance No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other Than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended) (the “Ordinance”).

(3) Number of shares, etc. acquired by purchase, etc.

Class of shares, etc.	Number of tendered shares after conversion	Number of purchased shares after conversion
Shares	9,247,711 shares	9,247,711 shares
Share acquisition rights	-	-
Bonds with share acquisition rights	-	-
Beneficiary securities of shares, etc. in trust ( )	-	-
Depository receipts for shares, etc. ( )	-	-
Total	9,247,711 shares	9,247,711 shares
(Total number of potential shares, etc.)	-	(-)

(4) Holding ratio of shares, etc. after purchase, etc.

Number of voting rights represented by shares, etc. owned by Tender Offeror before purchase, etc.	- units	(Holding ratio of shares, etc. before purchase, etc.: - %)
Number of voting rights represented by shares, etc. owned by specially related parties before purchase, etc.	23,934 units	(Holding ratio of shares, etc. before purchase, etc.: 19.43%)
Number of voting rights represented by shares, etc. owned by Tender Offeror after purchase, etc.	92,477 units	(Holding ratio of shares, etc. after purchase, etc.: 75.07%)
Number of voting rights represented by shares, etc. owned by specially related parties after purchase, etc.	- units	(Holding ratio of shares, etc. after purchase, etc.: - %)
Number of voting rights of all shareholders of the Target Company	123,058 units	

(Note 1) “Number of voting rights represented by shares, etc. owned by specially related parties before purchase, etc.” and “Number of voting rights represented by shares, etc. owned by specially related parties after purchase, etc.” state the total number of voting rights pertaining to shares, etc. held by each specially related party (excluding those persons who are excluded from specially related parties pursuant to Article 3(2)(i) of the Ordinance in the calculation of the Share Certificates, etc. ownership ratio in Article 27-2(1) of the Act).

(Note 2) “Number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders, etc. as of December 31, 2023, which is the record date immediately preceding the Target Company’s 44<sup>th</sup> Fiscal Term first quarter report submitted on May 10, 2024. However, since shares that are less than one unit are also subject to purchase, etc. in the Tender Offer, the number of voting rights (123,192) pertaining to the number of shares (12,319,203

shares), which is derived by deducting from the total number of issued shares of the Target Company as of March 31, 2024 stated in the “Consolidated Financial Results for the Three Months Ended March 31, 2024” announced on May 10, 2024 (12,319,911 shares) the number of treasury shares held by the Target Company as of the same date (708 shares) (however, the number of Target Company Shares (190,400 shares) held by the director stock benefit trust and the share benefit ESOP trust is not included in treasury shares held by the Target Company), is used as the denominator to calculate “Holding ratio of shares, etc. before purchase, etc.” and “Holding ratio of shares, etc. after purchase, etc.”

(Note 3) “Holding ratio of shares, etc. before purchase, etc.” and “Holding ratio of shares, etc. after purchase, etc.” are rounded to the second decimal place.

(5) Calculation for purchase, etc. by method of proportional distribution

Not applicable.

(6) Method of settlement

- (i) Name and Head Office Location of the Financial Instruments Business Operator, Bank or Other Entity Conducting Settlement of the Purchase, etc.

SMBC Nikko Securities Inc. 3-1 Marunouchi 3-chome, Chiyoda-ku, Tokyo

- (ii) Date of commencement of settlement

May 22, 2024 (Wednesday)

- (iii) Method of settlement

A notice of purchase, etc. through the Tender Offer will be sent by post to the address or location of those accepting the offer to purchase etc. or applying to sell, etc. share certificates, etc. with respect to the Tender Offer (“Tendering Shareholders, etc.”) (or its standing proxy in the case of shareholders outside of Japan, etc.) without delay after the end of the Tender Offer Period. Deliveries will be made by electronic or magnetic means for applications made from Online Trade (<https://trade.smbenikko.co.jp/>).

The purchase will be made in cash. The purchase price of purchased shares, etc. will be remitted without delay to Tendering Shareholders, etc. (or its standing proxy in the case of shareholders from outside of Japan, etc.) by the tender offer agent after the settlement commencement date to the location instructed by Tendering Shareholders, etc. (or its standing proxy in the case of shareholders outside of Japan, etc.).

3. Policies, etc. after the Tender Offer and future outlook

With respect to the policies after the Tender Offer and the future prospects, there is no change from those described in the public notice of commencement of the Tender Offer and the Tender Offer Registration Statement.

The Target Company Shares are currently listed on the Prime Market of the Tokyo Stock Exchange. However, the Tender Offeror, through a series of transactions, plans to implement the procedures for the

purchase of all of the Target Company Shares (provided, however, treasury shares held by the Target Company shall be excluded) and take the Target Company Shares private. If the Tender Offeror implements such procedures, the Target Company Shares will be delisted pursuant to the prescribed procedures in accordance with the Tokyo Stock Exchange's criteria for delisting. The procedures to be taken will be promptly disclosed by the Target Company as soon as they are determined.

4. Places where copies of the Tender Offer Report are available for public inspection

XYZ K.K.

(6-10-1 Roppongi, Minato-ku, Tokyo)

Tokyo Stock Exchange, Inc.  
2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo



[Soliciting Regulations]

- This press release is intended to publicly announce the Tender Offer and is not prepared for the purpose of soliciting an offer to sell. When making an offer for sale, etc., please be sure to read the Tender Offer Explanation Statement regarding the Tender Offer and make the offer at your own discretion. This press release does not constitute a solicitation of an offer to sell or an offer to purchase any securities, nor does it constitute a part thereof, and this press release (or any part hereof) or the fact of its distribution shall not serve as the basis for any contract related to the Tender Offer, and may not be relied upon when executing any contract.

[Future Outlook]

- This press release includes expressions regarding the future business of the Tender Offeror or other companies, etc., and may include expressions regarding future outlooks such as “expect,” “predict,” “intend,” “plan,” “believe,” or “anticipate.” These expressions are based on the Tender Offeror’s current business outlook and may change depending on future circumstances. The Tender Offeror is not obligated to update the information regarding future outlook to reflect actual business results, various circumstances, changes in conditions, etc.

[U.S. Regulations]

- The Tender Offer is to be conducted in accordance with the procedures and information disclosure standards stipulated by the Financial Instruments and Exchange Act of Japan, and the procedures and standards therefor are not necessarily the same as those applicable in the United States. Specifically, Section 13(e) and Section 14(d) the U.S. Securities Exchange Act of 1934 (as amended) do not apply to the Tender Offer, and the Tender Offer is not necessarily in compliance with the procedures and standards thereunder. The financial information contained in this press release is not necessarily equivalent to the financial statements of U.S. companies. It may be difficult to enforce any right or claim arising under U.S. federal securities laws, because both the Tender Offeror and the Target Company are established outside the United States and none of their directors are U.S. residents. Further, it may be impossible for a shareholder to bring suit in a non-U.S. court against a non-U.S. company or its directors for violations of U.S. federal securities laws. Additionally, non-U.S. entities and their subsidiaries and affiliates may not necessarily be subject to the jurisdiction of U.S. courts.
- There is a possibility that, in the ordinary course of business, financial advisors of the Tender Offeror and the Target Company and the affiliates thereof may, to the extent permitted by the Financial Instruments and Exchange Act of Japan and other applicable laws and regulations and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, on their own or their customers’ account, purchase or take action toward purchasing shares of the Target Company which is unrelated to the Tender Offer during the period of the tender offer. If information regarding such a purchase is disclosed in Japan, it will be disclosed in the United States in a similar manner.
- The Tender Offeror and its affiliates may, in accordance with the terms of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, to the extent permitted by the Financial Instruments and Exchange Act of Japan and other applicable laws and regulations, purchase or take action toward purchasing shares of the Target Company. If information regarding such a purchase is disclosed in Japan, it will be disclosed in the United States in a similar manner.
- All procedures related to the Tender Offer will be conducted in the Japanese language. While all or part of the documents in connection with the Tender Offer may be prepared in English, the Japanese documents shall prevail in the case of any discrepancy between the Japanese documents and the corresponding English documents.
- Statements in this press release include “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as revised) and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may significantly differ from the projections implied or expressly stated in these forward-looking statements due to known or unknown risks, uncertainties, or other factors. Neither the Tender Offeror nor its affiliates guarantee that the results expressed or implied in these forward-looking statements will be achieved. The “forward-looking statements” contained in this press release have been prepared based on the information available to the Tender Offeror as of today, and unless required by laws and regulations, neither the Tender Offeror nor its affiliates are obligated to change or correct the statements made herein in order to reflect future events or circumstances.

[Other Countries]

- Restrictions may be imposed on the announcement, publication, and distribution of this press release in certain countries or regions. In such cases, please be aware of and comply with such restrictions. In countries or regions where the implementation of the Tender Offer is illegal, even after receipt of this press release, such receipt shall not constitute solicitation of an offer to sell or an offer to buy the shares related to the Tender Offer, and shall be deemed to have been distributed only for informative purposes only.