



(Translation)

August 1, 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 President of Corporate Division
(TEL.053 - 484 - 1400)

Notice of Resolution to Approve Share Consolidation, Abolition of the Provision on Share Units, and Partial Amendments to the Article of Incorporation

As announced in the "Notice Concerning Share Consolidation, Abolition of the Provision on Share Units and Partial Amendment of the Articles of Incorporation" released on June 27, 2024 (the "Press Release dated on June 27, 2024"), the Company hereby announces that it submitted to the extraordinary shareholders' meeting held today (the "Extraordinary Shareholders' Meeting") proposals concerning share consolidation, abolition of the provision on share units and partial amendment of the articles of incorporation and each of the proposals was approved and adopted as originally proposed.

As a result, the common stock of the Company (the "Company's Stock") will fall under the delisting criteria as defined in the Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the "TSE"). Consequently, the Company's Stock will be designated as delisted issues from August 1 to September 2, 2024, and will subsequently be delisted on September 3, 2024. Please be noted that the Company Shares will be untradable on the TSE Prime Market after delisting.

1. Proposal 1 (Share Consolidation)

The following share consolidation (the "Share Consolidation") was approved by the shareholders at the Extraordinary Shareholders' Meeting. The details of the Share Consolidation are as described in the Press Release dated on June 27, 2024:

(I) Class of shares to be consolidated

Common stock

(II) Ratio of consolidation

6,000,000 shares of the Company's Stock are to be consolidated into one share.

(III) Total number of issued shares to decrease

12,319,023 shares

(Note) Since the Company has resolved at the board of directors meeting on June 27, 2024 to cancel 886 shares of treasury stock (which represent all the treasury shares as of June 10, 2024) on September 4, 2024, the "Total number of issued shares to decrease" is based on the total number of issued shares after such cancellation.

(IV) Total number of issued shares before effectuation

12,319,025 shares

(Note) Since the Company has resolved at the board of directors meeting on June 27, 2024 to cancel 886 shares of treasury stock (which represent all the treasury shares as of June 10, 2024) on September 4, 2024, the "Total number of issued shares before effectuation" is based on the total number of issued shares after such cancellation.

(V) Total number of issued shares after effectuation

2 shares

(VI) Total number of authorized shares on effective date

8 shares

(VII) Treatment of fractional shares less than one share and amount of money expected to be paid to shareholders as a result of such treatment

(a) Whether the treatment under Article 235, Paragraph 1 of the Companies Act or the treatment under Article 234, Paragraph 2 of the said act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said act is planned, and the reasons therefor

Upon the Share Consolidation, the number of the Company's Stock held by the shareholders other than XYZ K.K. (the "Offeror") will be fractional share of less than one share.

With respect to fractional shares of less than one share resulting from the Share Consolidation, the Company will sell the number of shares equivalent to the total number of such fractional shares (when the total number includes fractional shares of less than one share, such fractions will be rounded down pursuant to Article 235, Paragraph 1 of the Companies Act) pursuant to the provisions of Article 235 of the Companies Act and other relevant laws and regulations, and pay the proceeds from the sale to the shareholders in proportion to their fractional shares.

The Company plans to sell the Company's Stock in the number equivalent to the total number of such fractional shares to the Offeror with permission of a court in accordance with Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said act, considering that it is unlikely that any purchaser can be found through public sale due to the facts that the Share Consolidation is to be conducted as part of a series of transactions for so-called management buyout (MBO) (Note 1) (the "Transactions"), for the purpose of acquiring all the Company's Stock (excluding the treasury shares held by the Company) and privatizing the Company and that the Company's Stock are to be delisted as of September 3, 2024, becoming shares with no market price.

(Note 1) "Management buyout (MBO)" refers to a transaction in which the Offeror makes a tender offer pursuant to an agreement with the Company's management team with common interests with the Company's management team.

In such case, if the court permission above is obtained as planned, the sales price is expected to be set so as to pay money equivalent to the amount obtained by multiplying the number of the Company's Stock held by each of the shareholders by 5,370 yen which is the same as price of the tender offer for the Company's Stock (the "Tender Offer").

(b) Name of person expected to purchase shares subject to sale

XYZ K.K. (the Offeror)

(c) Method by which the person expected to purchase shares subject to sale secures funds to pay the sale price, and the reasonableness of the method

If the Tender Offer is successfully completed, the Offeror plans to finance the settlement of the Tender Offer by borrowing up to 44,282 million yen from Resona Bank (the "Bank Loan") no later than one

business day prior to the commencement date of the settlement and by receiving a contribution from the Taiyo XYZ Group, L.P. (the "Fund"), which is operated and managed by Taiyo Pacific Partners, no later than two business days prior to the commencement date of the settlement. The Company has confirmed the method by which the Offeror secures the funds by confirming the Tender Offer Registration Statement dated February 13, 2024 (including the amendment thereof) filed by the Offeror as well as its attachments including loan certificate pertaining to the Bank Loan and the contribution certificate pertaining to the contribution from the Fund.

According to the Offeror, the details of the financing terms for the Bank Loan will be set forth in the agreement for the Bank Loan after separate consultation with Resona Bank. Under the agreement for the Bank Loan, the Company's Stock to be acquired by the Offeror through the Transaction will be pledged as collateral and after the completion of a series of procedures to make the Offeror the sole shareholder of the Company, certain assets of the Company are expected to be pledged as collateral.

In addition, according to the Offeror, the Offeror plans to pay the sales price of the Company's Stock that equals to the total number of fractional shares less than one share resulting from the Share Consolidation and no event has occurred that may hinder such payment, and the Offeror is not aware of any likelihood of occurrence of such event in the future.

Therefore, the Company has determined that the method is reasonable by which the Offeror secures funds for the payment of the sales price of the Company's Stock that equals to the total number of fractional shares less than one share.

(d) Expected timing of sale and expected timing of payment of sales proceeds to shareholders

After the effectuation of the Share Consolidation, the Company plans to file a petition with a court in late September 2024 in accordance with Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same act, seeking permission for sale of the Company's Stock that equals to the total number of fractional shares less than one share resulting from the Share Consolidation. The timing of obtaining such permission may vary depending on the circumstances in the court and other factors. The Company expects to sell such Company's Stock with the court permission in mid-October 2024, and then to make necessary preparations for payment of the proceeds from the sale to the shareholders, and to pay such sales proceeds to the shareholders in late October to late November 2024.

As described above, the Company has determined that the Company's Stock that equals to the total number of fractional shares less than one share resulting from the Share Consolidation will be sold and the sales proceeds will be paid to the shareholders at the respective timing mentioned above, considering the period of time required from the effective date of the Share Consolidation to a series of procedures for the sale.

2. Proposal 2 (Partial Amendment of Articles of Incorporation)

The following partial amendments to the articles of incorporation were approved by the shareholders at the Extraordinary Shareholders' Meeting: The details of such amendments are as described in the Press Release dated on July 27, 2024.

The partial amendments to the articles of incorporation are scheduled to take effect on September 5, 2024 subject to the Share Consolidation taking effect.

- (1) If Proposal No.1 "Share Consolidation" is approved and adopted as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation takes effect, the total number of authorized shares of the Company's Stock will be reduced to 8 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. Therefore, in order to clarify this point, we would like to amend Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation subject to the Share Consolidation becoming effective.
- (2) If Proposal No. 1 "Share Consolidation" is approved and adopted as originally proposed at the Extraordinary

Shareholders' Meeting and the Share Consolidation takes effect, the total number of authorized shares of the Company will be 2 shares, and there will be no need to prescribe the number of shares constituting one unit of shares. Therefore, we would like to delete Article 8 (Number of Shares Constituting One Unit) and Article 9 (Rights Concerning Shares Less Than One Unit) of the Articles of Incorporation in their entirety and move up the numbering of the subsequent articles accordingly, subject to the Share Consolidation becoming effective, in order to abolish the provision on the number of shares constituting one unit, which is currently 100 shares.

- (3) If Proposal No. 1 "Share Consolidation" is approved and adopted as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation takes effect, the Company's Stock will be delisted and the Offeror will be the only shareholder of the Company upon the implementation of the Share Consolidation, and the provision on the record date for the ordinary shareholders' meeting and the provision on the system for electronic provision of materials for the ordinary shareholders' meeting will cease to be necessary. Therefore, subject to the Share Consolidation becoming effective, we would like to delete Article 13 (Record Date for Ordinary Shareholders' Meeting) and Article (Measures for Electronic Provision, etc.) of the Articles of Incorporation in their entirety and move up the numbering of the subsequent articles accordingly, subject to the Share Consolidation becoming effective.

3. Schedule of share consolidation

(1)	Date of Extraordinary Shareholders' Meeting	August 1, 2024 (Thursday)
(2)	Date of designation as a stock to be delisted	August 1, 2024 (Thursday)
(3)	Last trading date of the Company Stock	September 2, 2024 (Monday) (Scheduled)
(4)	Date of delisting of Company Shares	September 3, 2024 (Tuesday) (Scheduled)
(5)	Effective date of Share Consolidation	September 5, 2024 (Thursday) (Scheduled)

End