



October 28, 2025

To whom it may concern:

Company name: DIGITAL HOLDINGS, INC.
Representative: Daisuke Kanazawa, President and
Representative Director
(Stock Code: 2389, TSE Prime Market)
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Notice Regarding Setting Date of Record for Voting Rights at Extraordinary General Meeting of Shareholders

DIGITAL HOLDINGS, Inc. (the “Company”) hereby announces that the Company resolved at the meeting of the Board of Directors held today to set a date of record for voting rights at an extraordinary general meeting of shareholders which may be held within three months from November 13, 2025 (the “Shareholders’ Intent Confirmation Meeting”), as follows.

1. Details of setting date of record for voting rights at the Shareholders’ Intent Confirmation Meeting

In preparation for a possible Shareholders’ Intent Confirmation Meeting, in order to fix the shareholders who are eligible to exercise voting rights at the Shareholders’ Intent Confirmation Meeting, the Company set November 13, 2025, as the date of record for voting rights, and determined that the shareholders entered or recorded in the latest shareholder registry as of the date of record will be eligible to exercise voting rights at the Shareholders’ Intent Confirmation Meeting.

- (1) Date of record: November 13, 2025
- (2) Date of public notice: October 28, 2025
- (3) Method of public notice: Public notice by electronic means
(to be posted on the following website of the Company)
https://www.digital-holdings.co.jp/ir/stocks_e_publicnotice/

2. Convening of, and Agenda for, the Shareholders’ Intent Confirmation Meeting

As announced in detail in the “Notice Concerning Introduction of Company’s Response Policies (Response Policies on Takeovers) for Purpose of Engaging in Good Faith Negotiations to Avoid Risk of Company Shareholders Remaining as Minority Shareholders (Coercive Effect) in Relation to Announcement of Planned Commencement of Tender Offer for Shares, etc. of Company by SilverCape Investments Limited” dated today (the “Press Release”), the Company believes that the ultimate decision on whether to accept the tender offer for the Company’s shares of common stock and stock acquisition rights (collectively, the “Shares, etc. of the

Company”) by SilverCape Investments Limited (“SilverCape”) (the “Tender Offer”) should be made by the shareholders. However, to ensure that a situation does not arise that would be detrimental to the Company’s corporate value or the common interests of the shareholders, it is essential to provide the shareholders with sufficient information and time to make an appropriate decision regarding the potential impact of the Tender Offer by SilverCape on the Company’s corporate value and its sources, without the coercive effects of the Tender Offer.

Nonetheless, as stated in the Press Release, in light of the coercive effects of the Tender Offer, the circumstances leading up to SilverCape’s announcement of the Tender Offer, and the insufficient explanations provided by SilverCape to the Company to date, the Company believes that there is a high possibility that *de facto* pressure (coercion) will be exerted on general shareholders to tender their shares in the Tender Offer, due to the risk of being left as minority shareholders as a result of the squeeze-out procedures not being implemented following the successful completion of the Tender Offer. Moreover, the Company believes that, currently, shareholders lack sufficient information and time to make an appropriate decision regarding the potential impact of the Tender Offer on the Company’s corporate value and its sources.

Based on these considerations, if SilverCape seeks a large-scale acquisition of the Shares, etc. of the Company through the Tender Offer, which constitutes a large scale acquisition activities, or if the Tender Offer by SilverCape prompts large scale acquisition activities by other parties (excluding a tender offer for the Shares, etc. of the Company by Hakuodo DY Holdings Inc.), then, in order to ensure that the Company’s shareholders receive the information and time necessary to make an appropriate decision regarding the potential impact of such large scale acquisition activities on the Company’s corporate value and its sources, thereby preventing any situation that would be detrimental to the Company’s corporate value and, subsequently, the common interests of shareholders, the Company’s Board of Directors has resolved to introduce response policies (the “Response Policies”) to respond to (i) the large scale acquisition activities by SilverCape for the Shares, etc. of the Company for which there is a specific concern, and (ii) other large scale acquisition activities that may be initiated under such circumstances for which there is a specific concern, from the perspective of maximizing the Company’s medium- to long-term corporate value and the shareholders’ common interests, in light of SilverCape’s announcement of its planned commencement of the Tender Offer.

If the Company’s Board of Directors opposes the implementation of a large scale acquisition activities and considers it appropriate to trigger countermeasures based on the Response Policies against it, as long as the large scale acquiror complies with the procedures established in the Response Policies, the Company will decide to hold a Shareholders’ Intent Confirmation Meeting to confirm whether to accept the implementation of the large scale acquisition activities, by asking for a vote for or against the proposal on triggering the countermeasures. In addition, the purpose of the Response Policies is to confirm the shareholders’ intent on whether a large scale acquisition activities should be accepted or not through a shareholders’ intent confirmation meeting, after requesting a large scale acquiror to provide the required information and giving the shareholders sufficient time to consider whether such large scale acquisition activities should be accepted based on such information. Therefore, if such purpose is not achieved, in other words, if a large scale acquiror does not comply with the procedures described in Section 2(3) of the Press Release and intends to implement any large scale acquisition activities before a shareholders’ intent confirmation meeting is held, the Board of Directors of

the Company, fully respecting the recommendation or opinion of the special committee, shall trigger the prescribed countermeasures.

In preparation for the case where the Shareholders' Intent Confirmation Meeting is to be held as a result of the future evaluation and consideration of the Tender Offer by SilverCape or for other reasons, the Board of Directors today resolved to set the date of record for the voting rights at the Shareholders' Intent Confirmation Meeting.

In the case that the Company convenes the Shareholders' Intent Confirmation Meeting, the details such as the date, location and proposals for the Shareholders' Intent Confirmation Meeting will be announced as soon as they are determined.

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