

February 4, 2022

To Whom It May Concern

Company name Hinode Co.,Ltd.
Representative Director Masashi Yamaguchi

Notice Regarding Commencement of Tender Offer for Shares of AT-Group Co.,Ltd.
(Code 8293)

Hinode Co.,Ltd. (the “Tender Offeror”) hereby announces that, on February 4, 2022, it decided to acquire common shares (the “Target Company Shares”) issued by AT-Group Co.,Ltd. (Code Number: 8293, listed on the Second Section of Nagoya Stock Exchange, the “Target Company”) through a tender offer pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended), as detailed below.

The Tender Offeror is a stock company (*kabushiki kaisha*) established on December 24, 2021, having its main purpose being acquiring and holding of the Target Company Shares. As of today, all the shares issued by Tender Offeror are owned by Masashi Yamaguchi who is the representative director of the Target Company, and also serves as the representative director of the Tender Offeror. As of today, the Tender Offeror does not own the Target Company Shares.

As of today, Masashi Yamaguchi, who is the representative director of The Tender Offeror, owns 1,021,232 shares of the Target Company Shares (ownership ratio (Note1): 3.04%, the eighth largest shareholder of the Target Company). Furthermore, as of today, Nagoyayuho Co.,Ltd. (the “Nagoyayuho”) (Note2) owns 2,973,440 shares (ownership ratio: 8.85%, the largest shareholder of the Target Company) .

(Note1) The “ownership ratio” refers to the ratio to the number of shares (33,585,324 shares) obtained by subtracting the number of treasury shares owned by the Target Company as of December 31, 2021 as stated in the “Consolidated Financial Results for the Third Quarter of the Fiscal Year Ending March 2022” announced by the Target Company on February 4, 2022 (1,585,727shares) from the total number of issued shares as of December 31, 2021 as stated in the third quarterly report for the 112th fiscal year submitted by the Target Company on February 4, 2022 (35,171,051shares) (rounded to the nearest hundredth). The same applies hereinafter.

(Note2) Nagoyayuho operates real estate leasing business, and Masashi Yamaguchi and his relatives own 74.3% of the voting rights of Nagoyayuho. Masashi Yamaguchi serves as the representative director of Nagoyayuho.

The Tender Offeror has decided to implement the Tender Offer as a part of series of transactions (the “Transaction”) for the purpose of acquiring all the Target Company Shares (excluding the treasury shares owned by the Target Company, the Target Company Shares owned by Masashi Yamaguchi and the Target

Company Shares owned by Nagoyayuho) and delisting the Target Company shares.

The Transaction falls under the so-called management buyout (MBO) (Note3). Masashi Yamaguchi plans to continue to manage the Target Company after the Transaction. As of today, no agreement has been executed among the Tender Offeror and other directors or auditors of the Target Company regarding assumption of position as an officer, director or auditor of the Target Company and their conditions after the Tender Offer. The management structure including the composition of directors and auditors after the Tender Offer is planned to be determined in consultation with the Target Company and the Tender Offeror after the consummation of the Tender Offer.

(Note3) "Management Buyout (MBO)" generally means a transaction in which the management of the acquired company invests all or part of the acquisition funds to acquire shares of the acquired company on the premise of continuing the business of the acquired company.

In connection with the implementation of the Tender Offer, by February 4, 2022, the Tender Offeror has orally agreed with each of Masashi Yamaguchi (number of shares held: 1,021,232 shares, ownership ratio: 3.04%) and Nagoyayuho (number of shares held: 2,973,440 shares, ownership ratio: 8.85%) (collectively, the "Non-Tender Shareholders") that Non-Tender Shareholders will not tender in the Tender Offer for all of the Target Company Shares owned by each of the Non-Tender Shareholders (total number of shares held: 3,994,672 shares, ownership ratio: 11.89%), and if the Tender Offer successfully completes, they will exercise their voting rights in favor of each proposals related to a series of procedures for the purpose of making the Tender Offeror, Nagoyayuho and Masashi Yamaguchi (or the Tender Offeror and Nagoyayuho, or only the Tender Offeror) the sole shareholders of the Target Company, including proposal to consolidate of the Target Company Shares (the "Consolidation of Shares") in accordance with Article 180 of the Companies Act and proposal to partially amend to the Articles of Incorporation for abolishing the provisions on a share unit number subject to the Consolidation of Shares being effective, at the extraordinary general shareholders' meeting.

Overview of the Tender Offer is as follows:

(1) Name of the Target Company

AT-Group Co.,Ltd.

(2) Class of Share Certificates, Etc. to be Purchased

Common Shares

(3) Period for Purchase

From February 7, 2022 (Monday) to March 23, 2022 (Wednesday) (for 30 business days)

(4) Price for Purchase

JPY 2,800 per share of common stock

(5) Number of Share Certificates, Etc. to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
29,590,652 (shares)	18,395,528 (shares)	- (shares)

(6) Settlement Commencement Date

March 30, 2022 (Wednesday)

(7) Tender Offer Agent

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. 1-9-2, Otemachi, Chiyoda-ku, Tokyo

The Tender Offer Agent has appointed the following Sub-agent to further-entrust part of its duties.

au Kabucom Securities Co., Ltd. (Sub-agent) 1-3-2, Otemachi, Chiyoda-ku, Tokyo

With respect to details of the Tender Offer, please refer to the Tender Offer Registration Statement scheduled to be submitted on February 7, 2022.

End.

No Solicitation

This press release is intended for the announcement of the Tender Offer to the general public and is not intended to solicit sales of shares. If anyone desires to sell his or her shares, the shareholder should review the Tender Offer explanatory statement and accept the Tender Offer in his or her own discretion. This press release is not an offer or solicitation of sales of securities or a solicitation of a purchase offer, and does not constitute any such offer or solicitation. This press release (or any part thereof) or the fact of its distribution does not provide a basis of any kind of agreement pertaining to the Tender Offer, and it may not be relied upon when executing any such agreement.

U.S. Securities Regulations

Although the tender offer described in this press release will be conducted in compliance with the procedures and disclosure standards prescribed in the Financial Instruments and Exchange Act in Japan, such procedures and standards are different from those applicable in the United States. In particular, Sections 13(e) and 14(d) of the U.S. Securities Exchange Act of 1934 (as amended) (the "U.S. Securities Exchange Act of 1934"), and the rules promulgated thereunder,

do not apply to the Tender Offer, and the Tender Offer is not conducted pursuant to such provisions. All financial information contained in this press release is based on generally accepted accounting principles in Japan (“Japanese GAAP”), not the U.S. accounting standards. Therefore, the financial information contained in this press release may not be comparable to financial information prepared based on the U.S. accounting standards. In addition, the Tender Offeror and the Target Company are legal entities located outside of the United States, and some or all of their officers and directors may not be U.S. residents. It may be difficult to enforce any rights or make claims arising under the U.S. securities laws. It may not be possible to sue a non-U.S. company or its officers or directors in courts outside the United States for violations of the U.S. securities laws. It may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court’s judgments.

Except as otherwise specified, the Tender Offer and all documents and procedures in respect thereof are prepared or conducted in the Japanese language. If there are discrepancies between any Japanese documents prepared as part of the Tender Offer with any documents or portions of documents translated into or prepared in English, then the Japanese documents will prevail.

This press release includes “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. Actual results may differ substantially from future expectations or other express or implicit forward-looking statements due to known or unknown risks, uncertainties or other factors. Neither the Tender Offeror nor any of its affiliates promise that the projections and other statements expressed or implied as “forward-looking statements” will ultimately be accurate. The “forward-looking statements” included herein have been prepared based on information available to the Tender Offeror as of the date of this press release, and unless otherwise required by law or regulations or the rules of relevant securities exchanges, neither the Tender Offeror nor any of its affiliates will be responsible for updating or otherwise revising such forward-looking statements in order to reflect any future event or circumstances.

The financial advisor of the Tender Offeror and the Target Company, the tender offer agent and their respective affiliates may, within their ordinary course of business, purchase, or conduct any act toward the purchase of, the shares of the common stock of the Target Company for their own account or for their customers’ accounts outside the Tender Offer prior to the commencement of, or during, the period of the Tender Offer to the extent permissible under the laws related to financial instruments and exchanges and other applicable laws and regulations in Japan and in accordance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934. If information regarding such sale or purchase is disclosed in Japan, it will be also disclosed on the English homepage of the Tender Offeror, or the Tender Offer Agent or the financial advisor which conducted such sale or purchase.