

August 17, 2021

To whom it may concern:

Company name: OBIC BUSINESS CONSULTANTS  
CO., LTD.  
Representative: Shigefumi Wada, President and  
Representative Director  
(Securities code: 4733, TSE First Section)  
Contact: Hiroko Wada, Vice President, Representative  
Director and General Manager of  
Administrative Headquarters  
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### Notification Regarding Secondary Offering of Shares

OBIC BUSINESS CONSULTANTS CO., LTD. (the “Company”) hereby announces that a secondary offering of shares of common stock of the Company has been approved by resolution of the Board of Directors on August 17, 2021.

The Company is currently listed on the First Section of the Tokyo Stock Exchange, Inc. and intends to transition to the “Prime Market” under the new market segment classification system in order to improve the Company’s social credibility and recognition and to realize further improvements in corporate value.

The secondary offering of shares will be conducted based on the approval by certain shareholders of the Company obtained upon request from the Company in order to satisfy the tradable share ratio (see Note 1 below), which is one of the criteria for maintaining a listing on the “Prime Market” and that the Company does not currently meet.

(Note 1) The tradable share ratio, which is one of the criteria for maintaining a listing on the “Prime Market,” means that the ratio of tradable shares calculated based on the new criteria which has been announced by Tokyo Stock Exchange, Inc. as of today is 35% or more. On July 9, 2021, the Company received “Primary Judgment Results Regarding Compliance with the Criteria for Maintaining a Listing for the New Market Classification” from the Tokyo Stock Exchange, Inc. and was notified that the tradable share ratio of the Company did not satisfy the criteria for maintaining a listing on the “Prime Market.”

1. Secondary offering of shares (offering by way of purchase and underwriting by the underwriters)

(1) Class and number of shares to be offered	9,714,300 shares of common stock of the Company (the combined total of (i) to (iii) below)  (i) 4,518,300 shares of common stock of the Company subject to the Japanese Offering by way of Purchase and Underwriting by the Underwriters as set forth in (4) (i) below.  (ii) 4,518,300 shares of common stock of the Company subject to the purchase and underwriting by the International Managers with regard to the International Offering as set forth in (4) (ii) below.  (iii) 677,700 shares of common stock of the Company, which is the maximum number of shares subject to rights to acquire additional shares of common stock of the Company that are granted to the International Managers in the International Offering as set forth in (4) (ii) below.  The total number of shares to be offered in the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the International Offering (the combined total of (i) to (iii) above) is 9,714,300 shares. The offerings will generally be made on the basis of the respective number of shares set forth in (i) to (iii) above; however, the final breakdown will be determined on the Offering Price Determination Date set forth in (3) below, in consideration of market demand and other conditions.
(2) Selling shareholders and	(i) Shares subject to the Japanese Offering by way of Purchase and

<p>the number of shares to be offered</p>	<p>Underwriting by the Underwriters as set forth in (1) (i) above</p> <p>Shigefumi Wada: 2,708,300 shares</p> <p>Hiroko Wada: 1,500,000 shares</p> <p>Shigekazu Kurozu: 300,000 shares</p> <p>Ikuo Takahashi: 10,000 shares</p> <p>(ii) Shares subject to purchase and underwriting by the International Managers with regard to the International Offering as set forth in (1) (ii) above</p> <p>Shigefumi Wada: 4,318,300 shares</p> <p>Shigeru Nakayama: 200,000 shares</p> <p>(iii) The maximum number of shares subject to rights to acquire additional shares of common stock of the Company that are granted to the International Managers in the International Offering as set forth in (1) (iii) above</p> <p>Shigeru Nakayama: 383,200 shares</p> <p>Shigefumi Wada: 194,500 shares</p> <p>Tomohisa Takahashi: 100,000 shares</p>
<p>(3) Offering price</p>	<p>The offering price is currently undecided (however, it will be determined on the Offering Price Determination Date in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting of Securities, etc., of the Japan Securities Dealers Association, in consideration of market demand and other conditions, based on the preliminary pricing terms calculated by multiplying the closing price of the shares of common stock of the Company in regular trading on the Tokyo Stock Exchange, Inc. on a certain date between Monday, August 30, 2021 and Wednesday, September 1, 2021 (the “Offering Price Determination Date”) (or the closing price on the day immediately preceding such date, if no closing price was recorded on such date) by a factor between 0.90 and 1.00 (and rounding down to the nearest yen)).</p>
<p>(4) Method of offering</p>	<p>The Japanese and international offerings will be made simultaneously.</p> <p>(i) Japanese Offering by Way of Purchase and Underwriting by the Underwriters</p> <p>The Japanese offering will be an offering in Japan (the “Japanese Offering by way of Purchase and Underwriting by the Underwriters”), whereby the Japanese underwriters purchase and underwrite all of the shares to be offered in the Japanese Offering by way of Purchase and Underwriting by the Underwriters in the total amount.</p> <p>(ii) International Offering</p> <p>The international offering will be an offering outside of Japan (in the United States, however, the shares are only to be sold to qualified institutional investors in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended) (the “International Offering”), whereby several international managers (collectively, the “International Managers”) severally and not jointly purchase and underwrite all of the shares to be offered in the International Offering in the total amount. Furthermore, the persons set forth in (2) (iii) above will grant to the International Managers rights to acquire additional shares of common stock of the Company.</p> <p>The global coordinator for the Japanese Offering by way of Purchase and Underwriting by the Underwriters, the International Offering, and the secondary offering by way of over-allotment as described in “2. Secondary offering of shares (offering by way of over-allotment)” below (collectively, the “Global Offering”) is a Japanese underwriter.</p>

(5) Compensation for the underwriters	The underwriters will not receive an underwriting fee, but instead, will receive as the underwriters' proceeds, the aggregate amount of the difference between the offering price and the underwriting value (the amount the selling shareholders will receive as a purchase price per share from the underwriters).
(6) Subscription period (for the Japanese Offering)	A period between the business day following the Offering Price Determination Date and the second business day following the Offering Price Determination Date.
(7) Settlement date	A certain date between Monday, September 6, 2021 and Wednesday, September 8, 2021; provided that such date will be the fifth business day following the Offering Price Determination Date.
(8) Advance on subscription	The same amount as the offering price per share
(9) Share unit for subscription	100 shares
(10) Approval for the offering price and all other matters necessary for the offering by way of purchase and underwriting by the underwriters will be entrusted solely to Shigefumi Wada, President and Representative Director of the Company.	

2. Secondary offering of shares (offering by way of over-allotment) (Please refer to <Reference> 2. below.)

(1) Class and number of shares to be offered	Shares of common stock of the Company: 677,700 shares (The aforementioned number of shares to be offered represents the maximum number of shares to be offered. The actual number of shares to be offered may decrease, or the offering by way of over-allotment may not be carried out at all, subject to market demand and other conditions for the Japanese Offering by way of Purchase and Underwriting by the Underwriters. The number of shares to be offered will be decided on the Offering Price Determination Date, in consideration of market demand and other conditions for the Japanese Offering by way of Purchase and Underwriting by the Underwriters.)
(2) Selling shareholder	A Japanese underwriter
(3) Offering price	The offering price is currently undecided (however, it will be determined on the Offering Price Determination Date. The offering price will be the same as the offering price in the Japanese Offering by way of Purchase and Underwriting by the Underwriters).
(4) Method of offering	In connection with the Japanese Offering by way of Purchase and Underwriting by the Underwriters, one of the Japanese underwriters will, in consideration of market demand and other conditions, carry out the secondary offering in Japan of shares of common stock of the Company, by borrowing no more than 677,700 shares from certain of the shareholders of the Company.
(5) Subscription period	The same subscription period as in the Japanese Offering by way of Purchase and Underwriting by the Underwriters.
(6) Settlement date	The same settlement date as in the Japanese Offering by way of Purchase and Underwriting by the Underwriters.
(7) Advance on subscription	The same amount as the offering price per share.
(8) Share unit for subscription	100 shares
(9) Approval for the offering price and all other matters necessary for the secondary offering by way of over-allotment will be entrusted solely to Shigefumi Wada, President and Representative Director of the Company.	

<Reference>

1. Purpose of the secondary offering of shares

As stated above, the purpose is to satisfy the tradable share ratio, which is one of the criteria for maintaining a listing on the “Prime Market.”

2. Secondary offering of shares by way of over-allotment, etc.

The offering of shares by way of over-allotment refers to an offering in Japan, in connection with the Japanese Offering by way of Purchase and Underwriting by the Underwriters, in which one of the Japanese underwriters will, in consideration of market demand and other conditions, carry out the secondary offering in Japan of shares of common stock of the Company, by borrowing no more than 677,700 shares from certain of the shareholders of the Company. While 677,700 shares are scheduled to be offered under the offering of shares by way of over-allotment, such number of shares represents the maximum number of shares to be offered, and the actual number of shares to be offered may decrease, or the offering by way of over-allotment may not be carried out at all, subject to market demand and other conditions.

In the event that the offering of shares by way of over-allotment is made, such Japanese underwriter will be granted by the aforementioned shareholders of the Company, rights to acquire additional shares of common stock of the Company (the “Green Shoe Options”), not exceeding the number of shares to be offered in the offering of shares by way of over-allotment in addition to the shares in the Japanese Offering by way of Purchase and Underwriting by the Underwriters, exercisable during the period beginning on the settlement date of the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the offering by way of over-allotment, and ending on Tuesday, September 28, 2021.

Furthermore, such Japanese underwriter may purchase, on the Tokyo Stock Exchange, Inc., a number of shares of common stock of the Company not exceeding the number of shares subject to the offering by way of over-allotment (a “Syndicate Covering Transaction”), for the purpose of returning the shares borrowed from the aforementioned shareholders of the Company (the “Borrowed Shares”), during the period beginning on the day following the last day of the subscription period for the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the offering by way of over-allotment, and ending on Friday, September 24, 2021 (the “Syndicate Covering Transaction Period”). All shares of common stock of the Company acquired through a Syndicate Covering Transaction by such Japanese underwriter will be used for the purpose of returning the Borrowed Shares. Meanwhile, during the Syndicate Covering Transaction Period, such Japanese underwriter may, at its own discretion, choose not to conduct any Syndicate Covering Transactions or may terminate a Syndicate Covering Transaction before the number of shares purchased reaches the number of shares subject to the offering by way of over-allotment.

Also, such Japanese underwriter may conduct stabilizing transactions in connection with the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the offering by way of over-allotment, in which case the shares of common stock of the Company acquired through such stabilizing transactions may wholly or partially be used for the purpose of returning the Borrowed Shares.

The residual portion of the Borrowed Shares after the return of shares by using the shares acquired through the Syndicate Covering Transaction and stabilizing transactions as described above will be returned by such Japanese underwriter through its exercise of the Green Shoe Options.

The decision on whether or not the offering by way of over-allotment is to be carried out, along with the number of shares to be offered in such offering if such offering is to be carried out, will be made on the Offering Price Determination Date. In the event that the offering by way of over-allotment is not to be carried out, none of the borrowing of shares of common stock of the Company by such Japanese underwriter from the aforementioned shareholders of the Company, grant of the Green Shoe Options to such Japanese underwriter by the aforementioned shareholders, and execution of the Syndicate Covering Transaction on the Tokyo Stock Exchange, Inc. will be carried out.

3. Lock-up

In connection with the Global Offering, Shigefumi Wada, Hiroko Wada, Shigeru Nakayama, Shigekazu Kurozu, Ikuo Takahashi and Tomohisa Takahashi, who are selling shareholders in the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the International Offering (including certain of the shareholders of the Company who grant the International Managers rights to acquire additional shares of common stock of the Company), as well as OBIC Co., Ltd. and Kazuhisa Sawada, who are shareholders of the Company, have agreed with the global coordinator that they will not conduct, sales, etc. of shares of the Company (excluding the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the International Offering, etc.), during the period

beginning on the Offering Price Determination Date, and ending on the 180th day from and including the settlement date of the Global Offering (the “Lock-up Period”), without the prior written consent of the global coordinator.

Furthermore, the Company has agreed with the global coordinator that it will not, without the prior written consent of the global coordinator, issue shares of the Company, issue securities convertible into or exchangeable for shares of the Company, issue securities that represent the rights to acquire or receive shares of the Company, or do anything similar thereto (excluding the issuance of new shares by way of stock splits, etc.), during the Lock-up Period.

In either of the aforementioned cases, the global coordinator has the authority to wholly or partially waive the aforementioned agreements at its own discretion, even during the Lock-up Period.

End

Note: This press release does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities referred to in this press release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.