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August 28, 2026

Company name:	SUNNY SIDE UP GROUP Inc.
Listing:	Tokyo Stock Exchange
Securities code:	2180
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Notice Concerning Resolutions Approved at the Extraordinary General Meeting of Shareholders Regarding Share Consolidation, Abolition of Provision on Share Unit Number, and Partial Amendments to Articles of Incorporation

SUNNY SIDE UP GROUP Inc. (the “Company”) hereby announces that, as described in the "Notice Concerning Holding of Extraordinary General Meeting of Shareholders for Share Consolidation, Abolition of Provision on Share Unit Number, and Partial Amendments to Articles of Incorporation" disclosed on July 17, 2026 (the "Company’s Press Release Dated July 17, 2026"), and the "Notice Concerning Partial Correction to Notice Concerning Holding of Extraordinary General Meeting of Shareholders for Share Consolidation, Abolition of Provision on Share Unit Number, and Partial Amendments to Articles of Incorporation '" disclosed on July 22, 2026 (the "Company’s Correction Press Release Dated July 22, 2026"), proposals regarding a share consolidation, the abolition of the provision on the share unit number, and partial amendments to the Articles of Incorporation were submitted to the Extraordinary General Meeting of Shareholders held today (the "EGM"), and all proposals were duly approved and resolved as originally proposed, as described below.

As a result, the common shares of the Company (the "Shares") will meet the delisting criteria stipulated in the Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the "TSE"). Consequently, the Shares will be designated as securities to be delisted from today through September 15, 2026, and are scheduled to be delisted on September 16, 2026. Please note that after the delisting, the Shares will no longer be tradable on the TSE Standard Market.

1. Proposal No.1 Share Consolidation

The proposal regarding share consolidation with the following details (the "Share Consolidation") was approved by the shareholders at the EGM. For details of the Share Consolidation, please refer to the Company’s Press Release Dated July 17, 2026, and the Company’s Correction Press Release Dated July 22, 2026.

(1) Class of shares to be consolidated: Common Sharese

(2) Consolidation ratio：1 share for every 1,440,960 shares

(3) Decrease in the total number of shares issued: 14,811,334 shares

(Note) Since the Company resolved, at its Board of Directors meeting held on July 17, 2026, to cancel 386,256 treasury shares (representing all of the treasury shares held by the Company as of July 10, 2026) effective September 17, 2026, the "Decrease in the total number of issued shares" is described on the assumption of the total number of issued shares after the said cancellation.

(4) Total number of issued shares before the effective date: 14,811,344 shares

(Note) Since the Company resolved, at its Board of Directors meeting held on July 17, 2026, to cancel 386,256 treasury shares (representing all of the treasury shares held by the Company as of July 10, 2026) effective September 17, 2026, the "Total number of issued shares before the effective date" represents the total number of issued shares after the said cancellation.

(5) Total number of issued shares after the effective date: 10 shares

(6) Total number of authorized shares on the effective date: 40 shares

(7) Method of Treatment of Fractions of Less Than One Share and Estimated Amount of Cash Expected to be Delivered to Shareholders as a Result of Such Treatment

(i) Whether the Treatment is Scheduled to be Performed Pursuant to Article 235, Paragraph 1 or Article 234, Paragraph 2 Applied Mutatis Mutandis under Article 235, Paragraph 2 of the Companies Act, and the Reasons Therefor

As a result of the Share Consolidation, the number of common shares of the Company held by shareholders other than the Tender Offeror and Next Field Inc. (the "NF"), which is an asset management company whose voting rights are wholly owned by Ms. Etsuko Tsugihara, Representative Director of the Company, is expected to be reduced to fractions of less than one share.

With respect to fractions of less than one share resulting from the Share Consolidation, the Company plans to sell common shares of the Company equivalent to the sum of such fractional shares (if the sum of such fractional shares includes any fraction of less than one share, such fraction shall be discarded in accordance with Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the "Companies Act")) pursuant to Article 235 of the Companies Act and other applicable laws and regulations, and to deliver the cash proceeds from the sale to the shareholders of the Company who hold such fractional shares in proportion to their respective fractions.

The Company intends to sell these aggregated fractional shares the Tender Offeror, with the permission of the court, pursuant to Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis under Article 235, Paragraph 2 of the Companies Act, taking into consideration that: (a) the Share Consolidation is to be implemented as part of the Transaction which aims to make the Tender Offeror and NF the sole shareholders of the Company; and (b) since the common shares of the Company are scheduled to be delisted on September 16, 2026 and will become illiquid shares with no market price, it is considered highly unlikely that a buyer would appear through a public auction.

In this case, if the aforementioned permission of the court is obtained as scheduled, the sale price will be set at a price that ensures the cash amount delivered to each shareholder will be equal to the number of common shares of the Company owned by the shareholders registered or recorded in the final shareholder registry of the Company as of September 17, 2026 (which is the business day immediately preceding the effective date of the Share Consolidation), multiplied by JPY 1,320, which is the same amount as the purchase price per share of common shares in the tender offer for the common shares of the Company and the Share Acquisition Rights (Note) conducted by the Tender Offeror from May 14, 2026, to June 24, 2026 (the "Tender Offer"). However, if the permission of the court cannot be obtained, or if calculations require fraction adjustments, the amount delivered may differ from the calculated amount.

(Note) "Share Acquisition Rights" refers to the 8th series of share acquisition rights (exercise period: October 1, 2026, to September 30, 2029) issued pursuant to the resolution of the Board of Directors meeting held on June 16, 2023.

(ii) Name of the Person Expected to Purchase the Shares to be Sold

Akatsuki Inc. (the Tender Offeror)

(iii) Method of Securing Funds for Payment by the Purchaser of the Shares to be Sold, and its Appropriateness

According to the Tender Offeror, it plans to secure the funds necessary to acquire the common shares of the Company equivalent to the sum of fractional shares of less than one share resulting from the Share Consolidation through its own funds and loans from Mizuho Bank, Ltd. ("Mizuho Bank").

The Company has confirmed the Tender Offeror's funding method by reviewing the Certificate of Loan Commitment dated May 13, 2026, regarding loans from Mizuho Bank, which was submitted as an attachment to the Tender Offer Registration Statement filed for the Tender Offer. Additionally, according to the Tender Offeror, no events have occurred that could hinder the payment of the purchase price for the sum of fractional shares of less than one share resulting from the Share Consolidation, and it is not aware of any possibility of such events occurring in the future.

Therefore, the Company has determined that the method used by the Tender Offeror to secure funds for the payment of the purchase price for the common shares of the Company equivalent to the sum of fractional shares of less than one share is appropriate.

(iv) Expected Timing of the Sale and Delivery of the Proceeds to Shareholders

Promptly after the Share Consolidation takes effect, around late September 2026, the Company plans to file a petition with the court for permission to sell the common shares of the Company equivalent to the sum of fractional shares of less than one share resulting from the Share Consolidation to the Tender Offeror, pursuant to Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis under Article 235, Paragraph 2 of the Companies Act.

Although the timing of obtaining the said permission may vary depending on the circumstances of the court, the Company expects to sell the said common shares around late October to early November 2026 after obtaining the court's permission. Subsequently, after making the necessary preparations to deliver the proceeds of the sale, the Company plans to deliver the sale proceeds to the shareholders around late December 2026.

Taking into account the period required for the series of procedures regarding the sale from the effective date of the Share Consolidation, the Company has determined that the sale of the common shares of the Company equivalent to the sum of fractional shares of less than one share, and the delivery of the sale proceeds to the shareholders, will be performed at the respective times described above.

2. Proposal No.2 Partial Amendments to Articles of Incorporation

The proposal regarding partial amendments to the Articles of Incorporation with the following details was approved by the shareholders at the EGM. For details of the amendments, please refer to the Company’s Press Release Dated July 17, 2026, and the Company’s Correction Press Release Dated July 22, 2026.

(1) If the Share Consolidation takes effect, the total number of authorized shares of the Company will decrease to 40 shares pursuant to Article 182, Paragraph 2 of the Companies Act. To clarify this point, subject to the Share Consolidation taking effect, Article 6 (Total Number of Authorized Shares) of the current Articles of Incorporation will be amended.

(2) If the Share Consolidation takes effect, the total number of issued shares of the Company will be 10 shares, eliminating the need to maintain a share unit system. Therefore, subject to the Share Consolidation taking effect, Article 7 (Share Unit Number) and Article 8 (Rights Concerning Fractional Units) of the current Articles of Incorporation will be deleted in their entirety in order to abolish the provision on the share unit number (currently set at 100 shares per unit), and the subsequent article numbers will be renumbered accordingly.

(3) If the Share Consolidation takes effect, the Tender Offeror and NF will become the sole shareholders of the Company, and the Shares will be delisted as a result of the Share Consolidation. Consequently, provisions regarding the acquisition of treasury shares through market transactions, etc., the record date for annual general meetings of shareholders, and electronic provision measures for general meeting materials will no longer be necessary. Therefore, subject to the Share Consolidation taking effect, Article 9 (Acquisition of Treasury Shares), Article 10 (Record Date), and Article 15 (Electronic Provision Measures, Etc.) of the current Articles of Incorporation will be deleted in their entirety, and the subsequent article numbers will be renumbered accordingly. If these amendments take effect, for the Annual General Meeting of Shareholders scheduled to be held in late September 2026, shareholders registered as of the meeting date are scheduled to be treated as the shareholders entitled to exercise their voting rights.

Note that these partial amendments to the Articles of Incorporation are scheduled to take effect on September 18, 2026, the effective date of the Share Consolidation, subject to the Share Consolidation taking effect.

3. Schedule of Share Consolidation

Date of holding the EGM	August 28, 2026 (Friday)
Date of designation as securities to be delisted	August 28, 2026 (Friday)
Last trading day of the Company's Shares	September 15, 2026 (Tuesday) ＜Scheduled＞
Delisting date of the Company's Shares	September 16, 2026 (Wednesday) ＜Scheduled＞
Effective date of the Share Consolidation	September 18, 2026 (Friday) ＜Scheduled＞