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June 25, 2026

Company name: SUNNY SIDE UP GROUP Inc.  
Listing: Tokyo Stock Exchange  
Securities code: 2180  
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**Notice Concerning Results of the Tender Offer for the Company's Shares, etc.  
by Akatsuki Inc. for Business Integration and Changes in Parent Company and  
the Largest Shareholder among Major Shareholders**

SUNNY SIDE UP GROUP Inc. (the "Company") hereby announces that the tender offer (the "Tender Offer") by Akatsuki Inc. (the "Tender Offeror") for the Company's common shares (the "Shares") and the share acquisition rights (Note) (collectively, the "Shares, etc."), which had been conducted since May 14, 2026, was completed on June 24, 2026.

As a result of the Tender Offer, changes are expected in the Company's parent company and the largest shareholder among major shareholders, effective July 1, 2026 (the commencement date of the settlement of the Tender Offer), as described below.

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

1. Results of the Tender Offer

Today, the Company received a report from the Tender Offeror on the results of the Tender Offer, as described in the attached "Notice Concerning the Results of the Tender Offer for the Shares of SUNNY SIDE UP GROUP Inc. (Securities Code: 2180) for Business Integration and Changes in Subsidiaries (Changes in Specified Subsidiaries)."

Since the total number of the Company's Shares, etc. tendered in the Tender Offer met or exceeded the minimum number of shares to be purchased (5,551,400 shares), the Tender Offer has been established.

## 2. Changes in Parent Company and the Largest Shareholder among Major Shareholders

### (1) Scheduled Date of the Change

July 1, 2026 (The commencement date of the settlement of the Tender Offer)

### (2) Background of the Change

Today, the Company received a report from the Tender Offeror on the results of the Tender Offer, as described in the attached "Notice Concerning the Results of the Tender Offer for the Shares of SUNNY SIDE UP GROUP Inc. (Securities Code: 2180) for Business Integration and Changes in Subsidiaries (Changes in Specified Subsidiaries)." According to the report, 9,355,136 Shares and 1,061 units of the Share Acquisition Rights were tendered. Since the total number of the Shares, etc. tendered met or exceeded the minimum number to be purchased (5,551,400 shares), the Tender Offer has been established, and the Tender Offeror will acquire all the tendered Shares, etc.

As a result of the Tender Offer, upon completion of the settlement, the Tender Offeror's voting rights ratio to the Company's total voting rights will exceed 50% effective July 1, 2026 (the commencement date of the settlement of the Tender Offer). Consequently, the Tender Offeror will newly qualify as a parent company and the largest shareholder among major shareholders of the Company.

In addition, Next Filed Inc. ("NF"), currently other affiliated company and the largest shareholder among major shareholders of the Company, tendered 1,149,120 shares (the "Tendered Shares") out of its 5,472,000 Shares. As the Tender Offeror will acquire the Tendered Shares, upon completion of the settlement, NF will no longer qualify as the largest shareholder among major shareholders of the Company, effective July 1, 2026.

### 3. Profile of the Shareholders Subject to Change

#### (i) Profile of the Shareholder Newly Qualifying as a Parent Company and the Largest Shareholder among Major Shareholders

(1) Name	Akatsuki Inc.	
(2) Location	8F oak meguro, 2-13-30 Kamiosaki, Shinagawa-ku, Tokyo	
(3) Job title and name of representative	Tetsuro Koda, President and CEO	
(4) Description of business	Games & Comics, Entertainment & Lifestyle and AI/DX Solutions	
(5) Share capital	2,782 million yen (as of March 31, 2026)	
(6) Date of establishment	June 14, 2010	
(7) Major shareholders and ownership ratios (as of March 31, 2026)	Tetsuro Koda	10.20%
	Sony Group Corporation	9.69%
	The Master Trust Bank of Japan, Ltd.	8.25%
	KOEI TECMO HOLDINGS CO., LTD.	7.82%
	Owl Age Inc.	7.61%
	Sancpia Inc.	6.73%
	STATE STREET BANK AND TRUST COMPANY 505103	5.43%
	Genki Shiota	2.32%
	Custody Bank of Japan, Ltd. Tomohiro Yoshida	1.78% 1.66%
(8) Relationship between the Company and said shareholder	Capital relationship	Not applicable
	Personnel relationship	Not applicable
	Business relationship	There is no business relationship between the Company and the Tender Offeror. However, a consolidated subsidiary of the Company has business transactions with the Tender Offeror, which include the outsourcing of product planning.
	Status as a Related Party	Not applicable

(Note) "(7) Major Shareholders and Shareholding Ratios (as of March 31, 2026)" is based on "2. Current Status of the Company (1) Status of Shares (as of March 31, 2026)" in the Notice of Convocation of the 16th Annual General Meeting of Shareholders and Informational Materials for the General Meeting of Shareholders disclosed by the Tender Offeror on June 3, 2026.

(ii) Profile of the Shareholder No Longer Qualifying as the Largest Shareholder among Major Shareholders

(1) Name	Next Filed Inc.
(2) Location	1F IW Building, 2-10-31, Kanda Jimbocho, Chiyoda-ku, Tokyo
(3) Job title and name of representative	Etsuko Tsugihara, President
(4) Description of business	Asset Management Company
(5) Share capital	10 million yen

4. Number of Voting Rights, Shares Held, and Voting Rights Ratio Before and After the Change

(i) Akatsuki Inc. (the "Tender Offeror")

	Attribute	Number of voting rights (Ratio of voting rights held (Note1) and number of shares held)			Shareholder Rank
		Voting rights directly held	Voting rights subject to aggregation	Total	
Before the change	-	-	-	-	
After the change	Parent company and the largest shareholder among major shareholders	93,551 units (63.16%, 9,355,136 shares)	-	93,551 units (63.16%, 9,355,136 shares)	First place

(Note1) " Ratio of voting rights held " refers to the percentage of 148,113 voting rights associated with the 14,811,344 shares (the "Base Shares"), which is calculated by deducting the treasury shares held by the Company as of March 31, 2026 (386,256 shares) from the total number of issued shares of the Company as of the same date (15,197,600 shares), as stated in the "Consolidated Financial Results for the Third Quarter of the Fiscal Year Ending June 30, 2026 [Japanese GAAP]" disclosed by the Company on May 13, 2026. This percentage is rounded to two decimal places. The same applies hereinafter. In addition, the Company's shares (106,100 shares) subject to the Share Acquisition Rights remaining as of May 13, 2026 (1,061 units) are not added to the Base Shares, because the commencement date of the exercise period of the Share Acquisition Rights is October 1, 2026.

(ii) Next Field Inc.

	Attribute	Number of voting rights (Ratio of voting rights held (Note1) and number of shares held)			Shareholder Rank
		Voting rights directly held	Voting rights subject to aggregation	Total (Note 2)	
Before the change	Other affiliated company and the largest shareholder among major shareholders	54,720units (36.94%, 5,472,000shares)	-	54,720units (36.94%, 5,472,000shares)	First place
After the change	Other affiliated company and major shareholder	43,228units (29.19%, 4,322,880shares)	-	43,228units (29.19%, 4,322,880shares)	Second place

(Note2) The number of shares held by NF after the change is calculated based on the 4,322,880 shares (the "Non-Tendering Shares") remaining after excluding the Tendered Shares (1,149,120 shares) from the 5,472,000 shares of the Company held by NF.

5. Change of Unlisted Parent Company, etc. to be Disclosed

Not applicable

6. Future Outlook

As the Tender Offeror was unable to acquire all of the Shares (excluding the treasury shares held by the Company and the Non-Tendering Shares) and all of the Share Acquisition Rights through the Tender Offer, the Tender Offeror plans to implement a series of procedures to make the Tender Offeror and NF the sole shareholders of the Company, as described in "3. Content of, and Grounds and Reasons for, Opinions on the Tender Offer" - "(4) Policies on Reorganization, etc. after the Tender Offer (Matters Concerning the So-Called Two-Step Acquisition)" in the "Notice Concerning Expression of Opinion in Support of and Recommendation to Tender in the Tender Offer for the Company's Shares, etc. by Akatsuki Inc. for Business Integration" disclosed by the Company on May 13, 2026.

If these procedures are implemented, the Shares will be delisted through the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange, Inc. (the "TSE"). After the delisting, the Shares will no longer be tradable on the TSE Standard Market.

The specific future procedures and their schedule will be determined in consultation with the Tender Offeror and will be announced promptly once decided.