



September 10, 2025

To whom it may concern

Company Name	TOEI ANIMATION CO., LTD.
Name of Representative	Katsuhiro Takagi, President (Code: 4816, TSE Standard Market)
Contact	Koji Ito, Board Director (TEL. 03-5318-0639)

### **Notice Regarding Secondary Offering of Shares in Overseas Markets**

TOEI ANIMATION CO., LTD. (the “Company”) hereby announces that, at its Board of Directors meeting held on September 10, 2025, it resolved to make a secondary offering of common stock of the Company in overseas markets (the “Secondary Offering”) as follows.

This document serves as a disclosure pursuant to Article 30, Paragraph 1, Item 4 of Order for Enforcement of the Financial Instruments and Exchange Act in response to a request to the Company (a target company of buying up of shares defined in Article 167, Paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of the Order for Enforcement of the Financial Instruments and Exchange Act), as well as a disclosure by the Company pursuant the Securities Listing Regulations of Tokyo Stock Exchange.

Note: This press release does not constitute an offer of any securities for sale. This press release is the press announcement for the sole purpose of publicly announcing the secondary offering of shares, and has not been prepared for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release does not constitute or form a part of any offer for or sale of securities within the United States. The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or the requirements for an exemption from registration under the Securities Act. Any public offering of such securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company or the selling shareholder and that will contain detailed information about the Company and its management, as well as financial statements, but the Company does not plan to make the public offering within the United States with respect to the matters stated herein. As the offering in connection with the Secondary Offering of the Company referred to herein will be made outside Japan and only to non-residents of Japan, registrations or notifications under the Financial Instruments and Exchange Act of Japan will not be made, and a prospectus will not be prepared.

## Particulars

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| (1) Class and Number of Shares to be Offered | 10,575,000 shares of common stock of the Company   |
| (2) Selling Shareholder                      | Fuji Media Holdings, Inc.  |
| (3) Offer Price                              | To be decided.<br>The offer price will be determined on a certain date between September 11, 2025 (Thursday) and September 12, 2025 (Friday) (the “Offer Price Determination Date”), in accordance with the same book building method as provided for in Article 25 of the Rules Concerning Underwriting, Etc. of Securities established by the Japan Securities Dealers Association, taking into consideration demand and other conditions. |
| (4) Method of Offering                       | The underwriters will purchase and underwrite all of the shares and make the Secondary Offering in overseas markets (however, in the United States, limited to the sale to qualified institutional investors in accordance with Rule 144A under the U.S. Securities Act of 1933) through overseas affiliated securities firms of the underwriters.   |
| (5) Consideration for Underwriter            | No underwriting fees will be paid, but instead, the proceeds of the underwriters will be the total amount obtained by subtracting the underwriting price (the amount paid by the underwriters to the selling shareholder) from the offer price.  |
| (6) Delivery Date                            | September 17, 2025 (Wednesday)   |
| (7) Unit of Shares to be Offered             | 100 shares   |
| (8)  | The determination of the offer price and all other matters necessary for the Secondary Offering will be left to the discretion of Katsuhiko Takagi, President of the Company.  |

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## Reference

### 1. Purposes, Etc. of the Secondary Offering

The Company has confirmed the intention of Fuji Media Holdings, Inc. (“Fuji Media Holdings”) to sell its shares of the Company, and in order to realize the smooth sale of the shares held by the shareholder, the Company will conduct the Secondary Offering. The Company aims to improve liquidity through the Secondary Offering.

### 2. Lock-up

In connection with the Secondary Offering, Fuji Media Holdings, the selling shareholder, and TOEI COMPANY, LTD. and TV Asahi Corporation, shareholders of the Company, have agreed with the underwriters that, during the period commencing on the Offer Price Determination Date and ending on the 180th day after the delivery date for the Secondary Offering (the “Lock-up Period”), they will not sell or otherwise dispose of the Company’s common stock (except for certain reasons such as the Secondary Offering) without the prior written consent of the underwriters.

Also, the Company has agreed with the underwriters that it will not issue common stock of the Company, issue securities that can be converted into, or exchanged for common stock of the Company, issue securities that represent the right to obtain or receive common stock of the Company (except for approval of the Secondary Offering and a stock split (*kabushiki bunkatsu*), etc.), or the like during the Lock-up Period without the prior written consent of the underwriters.

### 3. Our Future Relationship with Fuji Media Holdings

The Secondary Offering will not affect our business relationship with Fuji Media Holdings. Additionally, Mr. Kenji Shimizu, the President and CEO of Fuji Media Holdings, who currently serves as an outside director of the Company, will continue to fulfill his duties as an outside director.

We have maintained a good relationship with Fuji Media Holdings and its group companies as important partners in the film production and sales business, achieving mutual business expansion through cooperation.

Although the capital relationship will change after the Secondary Offering, we will continue to maintain a good relationship in various fields both domestically and internationally, aiming to further enhance our corporate value.

End

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