

NEWS RELEASE

Company name: SG Holdings Co., Ltd.
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 (Code number: 9143, TSE Prime Market)
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Notice Regarding Determination of Matters Related to the Acquisition of Treasury Shares
 (Acquisition of treasury shares pursuant to the articles of incorporation in accordance with
 Article 459, Paragraph 1 of the Companies Act of Japan)

SG Holdings Co., Ltd. (the "Company") hereby announces that the Board of Directors resolved the matters related to the acquisition of its treasury shares, pursuant to the Company's articles of incorporation in accordance with Article 459, Paragraph 1 of the Companies Act of Japan on September 6, 2022, as described below.

1. Reason of the acquisition of treasury shares

The Company recognizes that returning our profits to the shareholders is one of the most important management issues, and our basic policy is to pay dividends twice a year, an interim dividend and a year-end dividend, aiming for a consolidated payout ratio of 30% or more and a dividend increase from the previous fiscal year, while securing the necessary internal reserves for future business development and enhancing the management structure. However, for the fiscal year ending March 31, 2023, we resolved to exclude the extraordinary profit from the sale of a portion of shares of Hitachi Transport System, Ltd. on July 1, 2022, from the basic policy of the dividend resources, and separately implement comprehensive shareholder returns, including the acquisition of treasury shares.

Based on such policy, the Company decided to implement the acquisition of treasury shares with aim to strengthen the shareholder returns and improve the capital efficiency. The total amount to be paid for the acquisition of treasury shares was determined based on the comprehensive consideration of such as the financial condition and the shareholder return policy of the Company.

2. Details of matters related to the acquisition

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| (1) Type of shares to be acquired | Common stock of the Company |
| (2) Total number of shares to be acquired | Up to 5,400,000 shares (0.85% of total shares outstanding (excluding treasury shares)) |
| (3) Total amount to be paid for acquisition | Up to JPY 10 billion |
| (4) Period of acquisition | From Monday, October 3, 2022 to Friday, March 31, 2023 |
| (5) Method of acquisition | Market purchases on the Tokyo Stock Exchange, Inc. |

(Note) All or a part of the acquisition may not be made depending on the market trends, etc.

(Reference) Status of treasury shares held as of August 31, 2022

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| Total number of shares outstanding (excluding treasury shares) | 635,251,888 shares |
| Number of treasury shares | 5,142,512 shares |

Note:

This document is a press release to publicly announce the determination of the matters related to the acquisition of treasury shares, and it has not been prepared for the purpose of soliciting investments or other conduct of similar nature whether in Japan, the United States, or elsewhere.

With respect to investing in the secondary offering of the shares of common stock of the Company in Japan, investors are advised to do so based on their sole judgement after reviewing "the Prospectus on the Secondary Offering of Shares" and amendments thereto, if any, prepared by the Company.

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 above have not been, and will not be, registered under the United States Securities Act of 1933, as amended (hereinafter 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.