

Company name: SG Holdings Co., Ltd.
 Representative: Eiichi Kuriwada, Chairperson, CEO and President
 (Code number: 9143, TSE Prime Market)
 Inquiries: Katsuhiko Kawanago, Director
 (Corporate Planning)

(TEL +81 75-693-8850)

Notice Regarding Determination of Offer Price and Other Matters

SG Holdings Co., Ltd. (the "Company") hereby announces, in connection with the secondary offering of shares of common stock of the Company which was resolved at a meeting of its Board of Directors held on September 6, 2022, that the offer price and other matters have been determined as follows.

1. Offering by way of purchase and underwriting by the underwriters

(1) Offer price	JPY 2,136 per share
(2) Total Offer price	JPY 21,534,511,200
(3) Underwriting value	JPY 2,047.88 per share
(4) Total underwriting value	JPY 20,646,111,796
(5) Subscription period	From Thursday, September 15, 2022 to Friday, September 16, 2022
(6) Settlement date	Thursday, September 22, 2022

(Note) The underwriters will purchase and underwrite the shares at the underwriting value and conduct a secondary offering at the offer price.

2. Offering by way of over-allotment

(1) Number of shares to be offered	1,500,000 shares
(2) Offer price	JPY 2,136 per share
(3) Total offer price	JPY 3,204,000,000
(4) Subscription period	From Thursday, September 15, 2022 to Friday, September 16, 2022
(5) Settlement date	Thursday, September 22, 2022

<Reference>

1. Basis of calculation of offer price
 - (1) Calculation base date and price generated JPY 2,203 as of Wednesday, September 14, 2022
 - (2) Discount rate 3.04 %

2. Number of shares to be offered through offering by way of purchase and underwriting by the underwriters
10,081,700 shares
Of the above number of shares to be offered, 3,595,500 shares will be sold to foreign investors in international markets primarily in Europe and Asia (but excluding the United States and Canada).

3. Exercise period of green shoe option
From Thursday, September 22, 2022 to Tuesday, September 27, 2022

4. Syndicate covering transaction period
From Saturday, September 17, 2022 to Tuesday, September 27, 2022

Note:

This document is a press release to publicly announce the secondary offering of the shares of common stock of the Company, 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.

When making an investment, 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.