

Outline of Initial Listing Issue

* The Company revised data for the following items effective Sep. 25, 2025: Secondary Distribution and Original Share offerors. The revisions are underlined.

Company Name	OVERLAP Holdings, Inc.
Scheduled Listing Date	Oct. 3, 2025
Market Section	Growth Market
Current Listed Market	N/A
Name and Title of Representative	NAGATA Katsuharu, President
Address of Main Office	8-1-5 Nishigotanda, Shinagawa-ku, Tokyo, 141-0031 Tel. +81-3-4213-2770
(Closest Point of Contact)	(Same as above)
Home Page	https://hd.over-lap.co.jp/en/
Date of Incorporation	May 19, 2022
Description of Business	Planning, editing and producing IP contents of light-novels, comics and animations
Category of Industry / Code	Information & Communication / 414A (ISIN JP3173150008)
Authorized Total No. of Shares to be Issued	80,000,000 shares
No. of Issued Shares	20,000,000 shares (As of Aug. 28, 2025)
No. of Issued Shares (incl. treasury shares) at the Time of Listing	20,000,000 shares (Note) The number could increase as a result of the exercise of share options, etc.
Capital	JPY 10,000 thousand (As of Aug. 28, 2025)
No. of Shares per Share Unit	100 shares
Business Year	From Sep. 1 to Aug. 31 of the following year
General Shareholders Meeting	Within 3 months after the end of the business year
Record Date	Aug. 31
Record Date of Surplus Dividend	The end of Feb. and Aug. 31
Transfer Agent	Mitsubishi UFJ Trust and Banking Corporation
Auditor	BDO Sanyu & Co.
Managing Trading Participant	Mizuho Securities Co., Ltd. Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

<Overview of Public Offering and Secondary Distribution >

Public Offering / Secondary Distribution	Secondary Distribution (Placement Underwritten and Purchased by Principal Underwriting Participants)	<u>8,800,000</u> shares
	Secondary Distribution (Placement by over-allotment scheme)	1,200,000 shares
Original Share offerors	NIC Fund II Cayman, LP	<u>2,547,500</u> shares
	Cerasus Fund II Cayman, LP	<u>2,144,000</u> shares
	Wisteria Fund II Cayman, LP	<u>2,073,900</u> shares
	Others	<u>2,034,600</u> shares
Offering Price Determination Method	Book-building method	
Provisional Conditions Determination Date	Sep. 16, 2025	
Book-building Period	Sep. 17, 2025 to Sep. 24, 2025	
Offering Price Determination Date	Sep. 25, 2025	
Subscription Period	Sep. 26, 2025 to Oct. 1, 2025	
Settlement Date	Oct. 3, 2025	
Principal Underwriting Participants	Mizuho Securities Co., Ltd. Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Morgan Stanley MUFG Securities Co., Ltd. SMBC Nikko Securities Inc. SBI SECURITIES Co.,Ltd. Daiwa Securities Co. Ltd. Nomura Securities Co.,Ltd. Monex, Inc. Rakuten Securities, Inc.	

- (Note 1) Tokyo Stock Exchange, Inc. approves new listings based on the results of the examination by Japan Exchange Regulation.
- (Note 2) The “Initial Listing Application Securities Report (Part I)” (only in Japanese) of the company is available on the JPX official website. Please refer to such release for details.
- (Note 3) Buy and sell market orders for this issue are prohibited in transactions carried out up to and including the initial price determination date.