



August 23, 2024

Name of listed company:
Bandai Namco Holdings Inc.
Name of representative:
Masaru Kawaguchi,
President and Representative Director
(Code Number: 7832 TSE Prime Market)
Contact: Yuji Asako, Director

Notice of Capital and Business Alliance with TOHO CO., LTD.(Code Number:9602)

Bandai Namco Holdings Inc. (the “Company”) hereby announces that the Company resolved today to form a capital and business alliance with TOHO CO., LTD (“TOHO”). With the synergistic effects of utilizing the strengths of both companies, the Company aims to further strengthen the Bandai Namco Group’s IP axis strategy* in the global market by way of planning and development of IP, including production of visual products related thereto, and the rollout of IP products and services, etc.

*The Bandai Namco Group’s strategy, through which the Bandai Namco Group aims to maximize IP (characters and other intellectual property) value by leveraging IP worldviews and providing the optimal products and services in the optimal regions at the optimal times.

1. Reason for and objective of the capital and business alliance

In accordance with its Purpose, “Fun for All into the Future,” and Mid-term Vision, “Connect with Fans,” the Bandai Namco Group is committed to, through dreams, fun, and inspiration created by entertainment, connecting with all stakeholders, including fans and partner companies, and creating the future together with them.

The TOHO Group created the corporate slogan, “Entertainment for YOU, inspiring customers around the world,” as stated in “TOHO VISION 2032-Toho Group Management Strategy” formulated in preparation for the 100th anniversary of the founding, is committed to providing entertainment that meets expectations by customers.

The Bandai Namco Group does not confine itself to its own operations and instead collaborates with partners outside the Group to newly create IP and roll out products and services through a variety of approaches. With the synergistic effects of utilizing both companies’ strengths, including expertise possessed by TOHO in creation of globally accepted IP and production of visual products and the Bandai Namco Group’s expertise in IP rollout in a wide range of categories of products and services, the Bandai Namco Group will newly create IP and pursue the maximization of IP value in the global market through product and marketing rollout with an IP-centered approach.

2. Details of the business alliance

Development of IP, Utilization of IP in Japan and overseas

3. Details of the capital alliance

In order to establish a new cooperative relationship between both companies and promote the business alliance more strongly, both companies will acquire each other's shares as follows:

	TOHO's shares to be acquired by the Company	The Company's shares to be acquired by TOHO
Type of shares to be acquired	Common shares	
Aggregate amount of acquisition price of shares to be acquired	Approx JPY 2,500 million	Approx JPY 2,500 million
Aggregate number of shares to be acquired	460,000 shares (0.25% of total number of issued shares)	830,000 shares (0.13% of total number of issued shares)
Method of acquisition	Off-floor trading (ToSTNeT-1) on the Tokyo Stock Exchange	
Date of completion of acquisition	August 23, 2024	

4. Overview of the counterparty to the capital and business alliance (as of the end of February 2024)

(1) Name	TOHO Co., Ltd.	
(2) Location	1-2-2, Yurakucho, Chiyoda-ku, Tokyo	
(3) Job title and name of representative	Hiroyasu Matsuoka, President	
(4) Description of business	<ul style="list-style-type: none"> - Cinema business - Theatrical business - Real estate business 	
(5) Share capital	JPY 10,355 million	
(6) Date of establishment	Established in August 1932	
(7) Number of employees	3,617 (consolidated)	
(8) Major shareholders and shareholding percentages	Hankyu Hanshin Holdings, Inc.	13.03
	The Master Trust Bank of Japan, Ltd. (Trust Account)	9.88
	Hankyu Hanshin Properties Corp.	8.66
	H2O RETAILING CORPORATION	7.03
	Custody Bank of Japan, Ltd. (Trust Account)	4.42
	FUJI MEDIA HOLDINGS, INC.	2.82
	TOKYO BROADCASTING SYSTEM TELEVISION, INC.	2.58
	TAKENAKA CORPORATION	2.16
	MARUI GROUP CO., LTD.	1.47

	STATE STREET BANK WEST CLIENT - TREATY 505234 (Standing Proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.)		1.22
(9) Relationship between the Company and TOHO	Capital relationship	The Company holds 196,140 shares of TOHO. TOHO holds 1,981,584 shares of the Company.	
	Personnel relationship	Not applicable.	
	Business relationship	TOHO has a business relationship related to the cinema business, etc., with BANDAI CO., LTD., a subsidiary of the Company.	
	Status as a related party	Not applicable.	
(10) Operating results and financial position of TOHO for the last three years (consolidated) (Millions of yen, unless otherwise noted)			
Fiscal year	Fiscal year ended February 28, 2022	Fiscal year ended February 28, 2023	Fiscal year ended February 29, 2024
Net assets	409,181	423,691	484,755
Total assets	502,532	534,097	615,826
Net assets per share (Yen)	2,241.23	2,344.59	2,637.30
Operating revenue	228,367	244,295	283,347
Operating profit	39,948	44,880	59,251
Ordinary profit	42,790	47,815	63,024
Profit attributable to owners of parent	29,568	33,430	45,283
Net profit per share (Yen)	167.24	190.37	259.51
Dividend per share (Yen)	45.00	60.00	85.00

5. Timetable

Date of resolution at the meeting of the Board of Directors: August 23, 2024

Date of conclusion of the capital and business alliance agreement: August 23, 2024

Date of acquisition of shares: August 23, 2024

6. Future outlook

The Company recognizes that the impact of the capital and business alliance on the Company's business performance is negligible at this point.

The Company will promptly disclose any matters that should be announced in the future, such as revisions

to forecasts of the Company's business performance.

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