

November 18, 2025

Company name: **Paramount Bed Holdings Co., Ltd.**
Representative: Tomohiko Kimura, President and Chief Executive Officer
(Securities code: 7817 TSE Prime)
Contact: Toshiyuki Hatta, Member of the Board
TEL: 03-3648-1100

Notice Regarding the Results of the Tender Offer for Company Shares by TMKR Co., Ltd. and Changes to Parent Company and Major Shareholder That Is the Largest Shareholder

Paramount Bed Holdings Co., Ltd. (the “Company”) hereby announces that the tender offer (the “Tender Offer”) for common shares of the Company (the “Company Shares”), implemented by TMKR Co., Ltd. (the “Offeror”) starting on September 25, 2025, ended on November 17, 2025.

The Company also gives notice that it is expected that on November 25, 2025 (Tender Offer settlement commencement date), as a result of the Tender Offer, the following changes will occur to the Company’s parent company and major shareholder that is the largest shareholder.

1. Results of the Tender Offer

Today, the Company received a report from the Offeror on the results of the Tender Offer, as set forth in the attached document, “Notice Concerning Results of the Tender Offer for the Common Shares of Paramount Bed Holdings Co., Ltd. (Securities Code: 7817)”.

Because the total number of Company Shares tendered in the Tender Offer was greater than the minimum number of shares to be purchased (20,486,500), the Tender Offer was successfully completed.

2. Changes to Parent Company and Major Shareholder That Is the Largest Shareholder

(1) Expected date of change

November 25, 2025 (Tender Offer settlement commencement date)

(2) Circumstances Leading to the Change

Today, the Company received a report from the Offeror regarding the results of the Tender Offer, to the effect that because 28,388,255 Company Shares were tendered, exceeding the minimum number of shares to be purchased (20,486,500 shares), the Tender Offer was successfully completed and all tendered shares would be purchased.

As a result, on November 25, 2025 (Tender Offer settlement commencement date), the percentage of voting rights of all shareholders of the Company represented by the number of voting rights held by the Offeror will exceed 50%, meaning that the Offeror will become the Company’s new parent company and major shareholder that is the largest shareholder. Further, CTOK Co., Ltd., the wholly-owning parent company of the Offeror, currently owns 4,266,300 Company Shares (Ownership Ratio (Note 1): 7.61%) and through the Offeror will indirectly own Company Shares; accordingly, it will become the Company’s new parent company.

(Note 1) “Ownership Ratio” refers to the percentage (rounded to the second decimal place; hereinafter the same applies in

the calculation of Ownership Ratios) that the shares owned by a shareholder represent of the number of shares (56,085,684 shares; the “Standard Number of Shares”) obtained by deducting from (x) the total number of issued shares of the Company as of September 30, 2025 (57,598,692 shares) as stated in the “Summary of Consolidated Financial Results for the Second Quarter Ended March 2026 (Based on Japanese GAAP)” submitted by the Company on October 30, 2025 (y) the number of treasury shares owned by the Company as of said date (1,513,008 shares).

(3) Overview of the Changing Shareholders

[1] Overview of the shareholder becoming the Company’s new parent company and major shareholder that is the largest shareholder.

(1) Name	TMKR Co., Ltd.	
(2) Address	14-5, Higashisuna 2-chome, Koto-ku, Tokyo	
(3) Name and title of representative	Representative Director Tomohiko Kimura	
(4) Description of business	Acquire and hold the Company’s shares, and after the Tender Offer is successfully completed, control and manage the Company’s operations	
(5) Capital	50,000 yen	
(6) Date of incorporation	August 29, 2025	
(7) Principal shareholder and shareholding ratio	CTOK Co., Ltd.	100%
(8) Relationship between the Company and the Offeror		
Capital relationship	There is no capital relationship between the Offeror and the Company that should be disclosed. Mr. Tomohiko Kimura (“Mr. Tomohiko Kimura”), the Representative Director of the Offeror, owns 1,780,701 Company Shares (Note 2) (Ownership Ratio: 3.17%).	
Personnel relationship	Mr. Tomohiko Kimura, the Representative Director of the Offeror, is also serving as the President and Chief Executive Officer of the Company.	
Transactional relationship	N/A	
Status as a related party	N/A	

(Note 2) Mr. Tomohiko Kimura owns 1,780,701 Company Shares including 31,803 restricted shares (compensation) granted to officers and employees of the Company and its subsidiaries. Mr. Tomohiko Kimura also indirectly owns 208 Company Shares (rounded down to the nearest whole number), corresponding to his interests through the Company’s officer shareholding association, but such Company Shares are not included in the shares owned by Mr. Tomohiko Kimura.

[2] Overview of the shareholder becoming the Company’s new parent company

(1) Name	CTOK Co., Ltd.
(2) Address	4-20-6 Nishi-Azabu, Minato-ku, Tokyo
(3) Name and title of representative	Mr. Tomohiko Kimura, the Representative Director
(4) Description of business	1.The holding, investment, and management of securities; 2.The leasing and management of real estate; and 3.Any and all businesses incidental or related to each of the foregoing.
(5) Capital	3,000,000yen
(6) Date of incorporation	August 9, 2011

(7)	Principal shareholder and shareholding ratio	Mr. Tomohiko Kimura	100%
(8)	Relationship between the Company and such company		
	Capital relationship	There is no capital relationship to be disclosed between CTOK Co., Ltd. and the Company. In addition, Mr. Tomohiko Kimura, the Representative Director of CTOK Co., Ltd., owns 1,780,701 Company shares(Note 2)(Ownership Ratio: 7.61%).	
	Personnel relationship	Mr. Tomohiko Kimura, the Representative Director of CTOK Co., Ltd., is also serving as the President and Chief Executive Officer of the Company.	
	Transactional relationship	Capital relationship	
	Status as a related party	Personnel relationship	

(4) Number of Voting Rights Attached to Company Shares Owned Before and After Change; Voting Rights Ownership Ratio

[1] TMKR Co., Ltd. (Offeror)

	Attribute	Number of Voting Rights (Voting Rights Ownership Ratio) (Note 3)			Major Shareholder Ranking
		Directly Owned	Indirectly Owned	Total	
Before Change	—	—	—	—	—
After Change	Parent company and major shareholder that is the largest shareholder	283,882 (50.62%)	—	283,882 (50.62%)	1 st

(Note 3) “Voting Rights Ownership Ratio” is calculated using the number of voting rights (560,856) attached to the Standard Number of Shares (56,085,684) as the denominator and rounding to the second decimal place. The same applies below with respect to the calculation of Voting Rights Ownership Ratios.

[2] CTOK Co., Ltd.

	Attribute	Number of Voting Rights (Voting Rights Ownership Ratio)		
		Directly Owned	Indirectly Owned	Total
Before Change	—	42,663 (7.61%)	—	42,663 (7.61%)
After Change	Parent company	42,663 (7.61%)	283,882 (50.62%)	326,545 (58.22%)

(5) Whether There Has Been Change to Unlisted Parent Company etc. Subject to Disclosure

As a result of the Tender Offer, the Offeror and CTOK Co., Ltd. will each become a new parent company of the Company; however, the Offeror is a wholly owned subsidiary of CTOK Co., Ltd., and the parent company that will have the most impact on the Company is CTOK Co., Ltd. Accordingly, the Offeror does not fall under the category of an unlisted parent company etc. subject to disclosure.

(6) Prospects

Because the Offeror was not able to acquire all Company Shares in the Tender Offer (including the Restricted Shares (Note 4) and excluding treasury shares held by the Company and the Non-Tendered Shares (Note 5), as the Company announced in its September 24, 2025 press release, “Notice Regarding the Implementation of MBO and Recommendation

to Tender” (“Opinion Expression Press Release”), going forward, it is planned that the series of procedures described in “(5) Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning “two-step acquisition”) under “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Thereof” of the Opinion Expression Press Release will be used to make Mr. Tomohiko Kimura, CTOK Co., Ltd., WISE LIGHT Co., Ltd., LAPIS LAZULI Co., Ltd. and Mr. Kenji Kimura the only shareholders of the Company. Through the implementation of these procedures, Company Shares will be delisted, in accordance with the delisting standards of the Tokyo Stock Exchange, Inc. (“TSE”), following the undertaking of certain procedures. After the delisting, it will no longer be possible to trade Company Shares on the TSE Prime Market.

Regarding the specific procedures to be undertaken and the timing of their implementation, the Company will hold discussions with the Offeror and make announcement as soon as they are decided.

(Note 4) “Restricted Shares” means the Company restricted shares issued to officers and employees of the Company and its subsidiaries as restricted shares (compensation) and the Company restricted shares issued as the Company’s restricted share incentives to the Company’s employee shareholding association.

(Note 5) “Non-Tendered Shares” means the total of 16,869,065 Company Shares (Ownership Ratio: 30.08%) collectively owned by Mr. Tomohiko Kimura, CTOK Co., Ltd., WISE LIGHT Co., Ltd., LAPIS LAZULI Co., Ltd., Mr. Kenji Kimura, LLAGGE WOOD Co., SION Co., Ltd., Mr. Michihide Kimura, and RAMOON Co., Ltd.

End

Attached Materials

“Notice Concerning Results of the Tender Offer for the Common Shares of Paramount Bed Holdings Co., Ltd. (Securities Code: 7817)”, dated November 18, 2025

November 18, 2025

To whom it may concern:

Company Name: TMKR Co., Ltd.
Representative: Tomohiko Kimura,
Representative Director

**Notice Concerning Results of the Tender Offer for the Common Shares of
Paramount Bed Holdings Co., Ltd. (Securities Code: 7817)**

TMKR Co., Ltd. (the “Offeror”) has decided on September 24, 2025 to acquire the common shares (the “Company Shares”) of Paramount Bed Holdings Co., Ltd. (Prime Market of the Tokyo Stock Exchange, Inc. (the “TSE”), Securities Code: 7817; the “Company”), through a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) and has commenced the Tender Offer from September 25, 2025. Since the Tender Offer has been concluded on November 17, 2025, the Offeror hereby announces as described below.

1. Outline of the Tender Offer

(1) Name and address of the Offeror

TMKR Co., Ltd.
14-5, Higashisuna 2-chome, Koto-ku, Tokyo

(2) Name of the Company

Paramount Bed Holdings Co., Ltd.

(3) Class of shares, etc. pertaining to the purchase

Common shares

(4) Number of shares, etc. to be purchased

Class of shares, etc.	Number of tendered shares to be purchased	Minimum number of tendered shares to be purchased	Maximum number of tendered shares to be purchased
Common shares	39,219,847 shares	20,486,500 shares	- shares
Total	39,219,847 shares	20,486,500 shares	- shares

(Note 1) If the total number of the shares, etc. tendered in the Tender Offer (the “Tendered Shares”) is less than the minimum number of tendered shares to be purchased in the Tender Offer (20,486,500 shares), the Offeror will purchase etc. none of the Tendered Shares. If the total number of the Tendered Shares is no less than the minimum number of tendered shares to be purchased in the Tender Offer (20,486,500 shares), the Offeror will purchase etc. all of the Tendered Shares.

(Note 2) Since the Offeror has not set the maximum number of tendered shares to be purchased in the Tender Offer, the number of tendered shares to be purchased (39,219,847 shares) is the maximum number of the shares, etc. of the Company that the Offeror may possibly purchase in the Tender Offer. This number (39,219,847 shares) is obtained by deducting the number of treasury shares held by the Company as of June 30, 2025 (1,533,017 shares) from the total number of issued and outstanding shares as of June 30, 2025 (57,598,692 shares), both as stated in the “Summary of Consolidated Financial Results for the First

Quarter Ended March 2026 (Based on Japanese GAAP)” published by the Company on July 30, 2025, resulting in 56,065,675 shares, and adding the number of the restricted shares (consideration) (23,237 shares) related to the disposal of treasury shares conducted by the Company on July 25, 2025, resulting in 56,088,912 shares, and deducting the total number of the Company Shares held by Mr. Tomohiko Kimura, CTOK Co., LTD., WISE LIGHT Co., Ltd., LAPIS LAZULI Co., Ltd., Mr. Kenji Kimura, LLAGE WOOD Co., SION Co., Ltd., Mr. Michihide Kimura, and RAMOON Co., Ltd., who have agreed not to tender in this Tender Offer (16,869,065 shares).

(Note 3) Shares less than one unit are also subject to the Tender Offer. If a shareholder exercises the right to demand purchase of shares amounting to less than one unit pursuant to the Companies Act (Act No. 86 of 2005, as amended), the Company may purchase its shares during the period for the purchase, etc., in the Tender Offer (the “Tender Offer Period”) in accordance with statutory procedures.

(Note 4) The treasury shares held by the Company are not scheduled to be acquired through the Tender Offer.

(5) Period for the purchase, etc.

(I) Period for the purchase, etc.

From Thursday, September 25, 2025 to Monday, November 17, 2025 (36 business days)

(II) Possibility of extension upon request by the Company

N/A

(6) Price for the purchase, etc.

3,530 yen per share of common share

2. Results of purchase, etc.

(1) Outcome of tender offer

In the Tender Offer, the Offeror set conditions that if the total number of the Tendered Shares is less than the minimum number of tendered shares to be purchased in the Tender Offer (20,486,500 shares), the Offeror will purchase none of the Tendered Shares. However, since the total number of the Tendered Shares (28,388,255 shares) exceeded the minimum number of tendered shares to be purchased in the Tender Offer (20,486,500 shares), the Offeror will purchase all of the Tendered Shares as described in the public notice of the commencement of the Tender Offer and the tender offer statement.

(2) Date of public notice of the results of the tender offer and the name of the newspaper publishing such notice

Pursuant to the provisions of Article 27-13, Paragraph 1 of the Act, the results of the Tender Offer were announced to the press at the TSE on November 18, 2025 in accordance with the procedures prescribed in Article 9-4 of the Enforcement Order of the Act (Government Ordinance No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure of Tender Offer for Shares, Etc. by Non-Issuers (Ministry of Finance Order No. 38 of 1990, as amended; the “TOB Order”).

(3) Number of purchased the shares, etc.

Class of the shares, etc.	Number of subscriptions converted into shares	Number of purchases converted into shares
Share Certificate	28,388,255 shares	28,388,255 shares
Certificate of stock acquisition rights	-	-

Certificate of corporate bonds with stock acquisition rights	-	-
Beneficiary certificate of trust of shares ()	-	-
Depository receipt for shares ()	-	-
Total	28,388,255 shares	28,388,255 shares
(Total of potential Shares, Etc.)	-	-

(4) Percentage of ownership ratio of the shares, etc. after the Tender Offer

Number of voting rights pertaining to the shares, etc. held by the Offeror prior to the tender offer	- units	(Ownership ratio of the shares, etc. prior to the tender offer: - %)
Number of voting rights pertaining to the shares, etc. held by special related parties prior to the tender offer	177,735 units	(Ownership ratio of the shares, etc. prior to the tender offer: 31.69 %)
Number of voting rights pertaining to the shares, etc. held by the Offeror after the tender offer	283,882 units	(Ownership ratio of the shares, etc. after the tender offer: 50.62 %)
Number of voting rights pertaining to the shares, etc. held by special related parties after the tender offer	168,688 units	(Ownership ratio of the shares, etc. after the tender offer: 30.08 %)
Total number of voting rights of all shareholders, etc. of the Company	558,770 units	

(Note 1) Each of “Number of voting rights pertaining to the shares, etc. held by special related parties prior to the tender offer” and “Number of voting rights pertaining to the shares, etc. held by special related parties after the tender offer” is the total number of voting rights pertaining to the shares, etc. held by special related parties (excluding those who are excluded from special related parties pursuant to Article 3, Paragraph 2, Item 1 of the TOB Order for the purpose of calculating the ownership ratio of the shares, etc. under each item of Article 27-2, Paragraph 1 of the Act).

(Note 2) “Total number of voting rights of all shareholders, etc. of the Company” is the number of the voting rights of all shareholders as of September 30, 2025 as described in the Semi-annual Report for the 44th Fiscal Period submitted by the Company on November 14, 2025 (the number of shares in one unit is stated as 100 shares). However, because in this Tender Offer, shares less than one unit were also subject to the Tender Offer (excluding treasury shares of less than one unit held by the Company), “Ownership ratio of the shares, etc. prior to the tender offer” and “ownership ratio of the shares, etc. after the tender offer” were calculated based on the denominator of the number of voting rights (560,856 units) pertaining to the number of shares (56,085,684 shares) obtained by deducting the number of treasury shares held by the Company (1,513,008 shares) from the total number of issued and outstanding Company Shares as of September 30, 2025 (57,598,692 shares), both as stated in the “Summary of Consolidated Financial Results for the Second Quarter Ended March 2026 (Based on Japanese GAAP)” published by the Company on October 30, 2025.

(Note 3) “Ownership ratio of the shares, etc. prior to the tender offer” and “Ownership ratio of the shares, etc. after the tender offer” are indicated by rounding off to the second decimal place.

(5) Calculation when tender offer is conducted by the pro rata method

Not applicable.

(6) Method of settlement

(I) Name and address of the head office of financial instruments business operators or banks etc. in charge of the settlement of purchase

Daiwa Securities Co., Ltd.

9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

(II) Commencement date of settlement

Tuesday, November 25, 2025

(III) Method of settlement

A notice of purchase, etc. through the Tender Offer shall be mailed to the addresses or locations of the shareholders who tendered in the Tender Offer (the “Tendering Shareholders”) (or to the addresses of their standing proxies in the case of shareholders that reside outside Japan (including corporate shareholders), the “Non-Resident Shareholders”) without delay after the expiry of the Tender Offer Period.

Purchases, etc. for the shares will be made in cash. The tender offer agent will, without delay after the commencement date of settlement and in accordance with the instructions of the Tendering Shareholders (or their standing proxies in the case of Non-Resident Shareholders), remit the proceeds of the Shares, Etc. purchased to the place designated by the Tendering Shareholders (or their standing proxies in the case of Non-Resident Shareholders) (remittance fees may be charged) or transfer the proceeds to the account of the Tendering Shareholders with the tender offer agent that has accepted the tender.

3. Policies after the tender offer and future prospects

Regarding the policies after the Tender Offer, there is no change to the matters described in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement.

The Offeror plans to make the Offeror, Mr. Tomohiko Kimura, CTOK Co., LTD., WISE LIGHT Co., Ltd., LAPIS LAZULI Co., Ltd., and Mr. Kenji Kimura the only shareholders of the Company and conduct a series of procedures to privatize the Company Shares (the “Squeeze-Out Procedures”). The Company Shares are listed on the Prime Market of the TSE as of today. However, if the Squeeze-Out Procedures are implemented, the Company Shares will be delisted through the prescribed procedures in accordance with the TSE’s delisting criteria. After the delisting of the Company Shares, the Company Shares may no longer be traded on the Prime Market of the TSE. Specific procedures regarding the above and the timing thereof will be announced by the Company as soon as they are determined by consultations with the Company.

4. Places where copy of the tender offer report is to be made available for public inspection

TMKR Co., Ltd.

(14-5, Higashisuna 2-chome, Koto-ku, Tokyo)

Tokyo Stock Exchange, Inc.

(2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo)

END

U.S. Regulations

The Tender Offer will be conducted in accordance with the procedures and disclosure standards set forth under the Act, which are not necessarily the same as the procedures and standards applied in the U.S. In particular, the provisions of Section 13(e) or Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; hereinafter the same) and the related rules stipulated thereunder do not apply to the Tender Offer, and the Tender Offer is not carried out in compliance with these procedures and standards. All financial information included in this press release and documents it incorporates by reference thereto are created based on accounting principles in Japan, and the contents thereof are not necessarily the same as the financial statements of U.S. companies. In addition, since the Offeror and the Company are corporations incorporated outside the U.S. and all or some of their directors and officers are not U.S. residents, it may be difficult to exercise rights or make claims which may be asserted under U.S. securities related laws. Further, it may not be possible to commence legal proceedings against a non-U.S. entity or its directors and officers in a court outside of the U.S. for violation of U.S. securities related laws. Furthermore, non-U.S. entities and their affiliates, directors or officers may not be subject to U.S. jurisdiction.

The Offeror and the Company's financial advisors, tender offer agents, and their affiliates may, in their normal course of business, to the extent permitted by the Act and other applicable laws and regulations, and in accordance with the requirements of Rule 14e-5(b) under the Securities Exchange Act of 1934, purchase, or otherwise take steps towards the purchase of, the Company Shares outside of the Tender Offer on their own account or on behalf of their clients during the period for the purchase, etc., in the Tender Offer. Such purchases may be conducted at market prices through market transactions, or at prices determined through negotiations off-market. If information pertaining to such purchases are disclosed in Japan, disclosures will be made in the same method in the U.S.

Unless otherwise specified, procedures relating to the Tender Offer are to be conducted entirely in Japanese. While some or all of the documents related to the Tender Offer are prepared in the English language, if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation shall prevail.

This press release and documents it incorporates by reference thereto include "forward-looking statements" as defined under Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the Securities Exchange Act of 1934. The results may significantly differ from those explicitly or implicitly indicated as "forward-looking statements" due to known or unknown risks, or uncertainties, or other causes. Neither the Offeror, the Company, nor any of their affiliates can provide assurance that such results explicitly or implicitly indicated as "forward-looking statements" will be realized. The "forward-looking statements" in this press release and documents it incorporates by reference thereto were prepared based on the information held by the Offeror as of the day of submission of this press release, and unless required by laws and regulations, the Offeror, the Company or their affiliates are not obliged to change and/or modify such statements in order to reflect any event or condition in the future.

Other Countries

In some countries or regions, the announcement, issuance, or distribution of this press release may be subject to legal restrictions. In such cases, please be aware of and comply with such restrictions. The announcement, issuance, or distribution of this press release shall not constitute a solicitation of an offer to purchase or a solicitation of an offer to sell share certificates, etc. relating to the Tender Offer, and shall be regarded solely as the distribution of information for informational purposes.