



TSI HOLDINGS

February 18, 2026

(Translation)

To Whom It May Concern

Company	TSI Holdings Co., Ltd.
Representative	Tsuyoshi Shimoji, Representative Director & President
Stock Listing	Tokyo Stock Exchange Prime Market (Code: 3608)
Inquiry	Shunsuke Hasegawa, Public & Investor Relations Office +81 (0)3 5785 6400

Notice Regarding Consideration of the Establishment of a General Incorporated Foundation

TSI Holdings Co., Ltd. (the “Company”) hereby announces that, at the meeting of its Board of Directors held on February 18, 2026, it resolved to consider the establishment of a General Incorporated Foundation (the “Foundation”), as described below.

1. Establishment of the Foundation

(1) Purpose of Establishing the Foundation

Guided by its corporate philosophy, “We create value that inspires people through fashion and share the joy of living for tomorrow with society,” the Company conducts all of its business activities with its purpose, “We create global empathy and social value through the power of fashion entertainment,” at the core.

The Company conducts its business activities with the aim of realizing a society in which more people experience happiness and joy through fashion. However, the apparel industry faces a wide range of challenges across its supply chain, including environmental impact and human rights issues. To address such adverse effects associated with its business activities, the Company is strengthening sound and ethical business practices from a medium-term perspective.

At the same time, there are social issues related to fashion, including the development of fashion culture for future generations that supports the sustainable development of the apparel industry and the preservation of the global environment that provides the raw materials essential to fashion. From a long-term perspective, the Company has decided to commence considerations toward the establishment of the Foundation in order to address these social issues through socially meaningful initiatives and contribute to the development of a society in which fashion culture can flourish.

Through the activities of the Foundation, the Company aims to realize a society in which more people can enjoy happiness and joy through fashion, while enhancing the Group’s long-term corporate value.

(2) Overview of the Foundation

Name: General Incorporated Foundation TSI Foundation for Future Fashion (tentative name)

Expected Timing of Establishment: June 2026

The Foundation is currently considering three primary areas of activity:

- (i) Scholarship and grant programs aimed at fostering creators who will shape the future of fashion
- (ii) Support for initiatives that contribute to environmental conservation and restoration, including biodiversity

(iii) Community development initiatives and humanitarian support that promote the enjoyment of fashion

The Company believes that conducting these activities for the public benefit will contribute to the creation of social value through fashion and enhance its corporate value. In addition, details such as the Representative Director and the source of funds for the Foundation's activities (operational scale) are currently under consideration.

2. Consideration of Funding for the Foundation

(1) Source of Funds and Voting Rights

- Source of Funds: Dividends, etc., derived from the allocation of treasury shares held by the Company (tentative)
- Number of Shares to be Allocated / Voting Rights: Less than 1% of the total number of issued shares and less than 1% of the total voting rights (tentative)
- The fund management scheme is currently under consideration.

(2) Reasonableness of the Disposal Terms, etc.

- **Purpose and Basis for Determining the Amount to be Paid In, and Details Thereof**

The Foundation will operate programs to foster a fashion culture that supports the Company's long-term growth. These programs are expected to include scholarships and grants for aspiring fashion creators, including young people, people with disabilities, and women facing social or economic challenges. The programs will also include support for environmental conservation and restoration related to fashion textile production, as well as community development initiatives and humanitarian support that promote the enjoyment of fashion.

In establishing the Foundation, the Company considered providing support through contributions such as donations. However, such contributions would reduce the Group's profits and could result in fluctuations in the level of support depending on business performance.

The Company is therefore considering allocating treasury shares to the Foundation to enable it to use dividends as a stable funding source. This is expected to enable the Group to conduct ongoing social contribution activities over the medium- to long-term and contribute to enhancing the Group's corporate value.

The disposal of treasury shares is intended to support the Foundation's activities, and the funds to be raised are planned for expenses necessary to establish this scheme. Accordingly, the Company considers the amount to be paid in of ¥1 per share to be reasonable.

- **Basis for Determining that the Number of Shares to be Disposed of and the Scale of Share Dilution Are Reasonable**

The Company considers the scale of the share disposal reasonable, as it is intended to provide the Foundation with the funding necessary to ensure the continuous and stable implementation of its activities. These activities are expected to include support for individuals facing social or economic challenges and limited access to education in fashion and the arts, environmental conservation and restoration in regions involved in the fashion industry, and assistance to local communities facing difficult circumstances.

In addition, under this scheme, the shares to be issued through the disposal of treasury shares are not expected to be released into the stock market for the time being, and therefore, the impact of such disposal on the secondary market is considered to be limited.

Furthermore, the scale of share dilution resulting from the disposal of treasury shares will be less than 1% of the total number of issued shares as of February 18, 2026 (63,438,793 shares), and is expected to be less than 1% of the total number of voting rights as of May 2026, when the Foundation is scheduled to be established

(both percentages rounded to the third decimal place). The impact on the stock market is therefore considered to be limited, and measures to address dilution have been taken into consideration in advance.

The Group's activities through the Foundation are expected to contribute to the enhancement of its corporate value and are considered to have an effect that outweighs the dilution resulting from the disposal of treasury shares.

Based on the foregoing, the Company considers the scale of share dilution resulting from the disposal of treasury shares to be reasonable.

The Foundation will not exercise the voting rights associated with the shares following the disposal of treasury shares, including thereafter.

The disposal price is expected to be set at ¥1 per share of the Company's common stock. As this is expected to constitute a disposal on specially favorable terms to the foundation, the disposal will be subject to approval by a special resolution at the Company's 15th Annual General Meeting of Shareholders, scheduled for May 22, 2026.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
