

Translation
July 3, 2024

To whom it may concern:

Company Name: Lawson, Inc.
Name of Representative: Sadanobu Takemasu
President, Representative Director
(Securities Code: 2651 TSE Prime)
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Notice of Resolutions to Approve Share Consolidation, Abolition of the Provision on Share Units and Partial Amendment of the Articles of Incorporation

As announced in the “Notice of Share Consolidation, Abolition of the Provision on Share Units and Partial Amendment of the Articles of Incorporation” released on May 21, 2024 (the “Press Release dated on May 21, 2024”), the Company hereby announces that it submitted to the extraordinary shareholders’ meeting held today (the “Extraordinary Shareholders’ Meeting”) proposals concerning share consolidation, abolition of the provision on share units and partial amendment of the articles of incorporation and each of the proposals was approved and adopted as originally proposed.

As a result, the Company’s shares (the “Company Shares”) will fall under the delisting criteria as defined in the Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the “TSE”). Consequently, the Company Shares will be designated as delisted issues from July 3 to July 23, 2024, and will subsequently be delisted on July 24, 2024. Please be noted that the Company Shares will be untradable on the TSE Prime Market after delisting.

Particulars

1. Proposal 1 (Share consolidation)

The following share consolidation (the “Share Consolidation”) was approved by the shareholders at the Extraordinary Shareholders’ Meeting. The details of the Share Consolidation are as described in the Press Release dated on May 21, 2024:

(I) Class of shares to be consolidated

Common shares

(II) Ratio of consolidation

50,038,357 Company Shares are to be consolidated into one share.

(III) Total number of issued shares to decrease

100,076,712 shares

(IV) Total number of issued shares before effectuation

100,076,714 shares

(Note) Since the Company has resolved at the board of directors meeting on May 21, 2024 to cancel 223,286 shares of the treasury stock (which represent all the treasury shares owned by the Company as of May 15, 2024) on July 25, 2024, the “Total number of issued shares before effectuation” shows the total number of issued shares after such cancellation.

(V) Total number of issued shares after effectuation

2 shares

(VI) Total number of authorized shares on effective date

8 shares

(VII) Treatment of fractional shares less than one share and amount of money expected to be paid to shareholders as a result of such treatment

(a) Whether the treatment under Article 235, Paragraph 1 of the Companies Act or the treatment under Article 234, Paragraph 2 of the said act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said act is planned, and the reasons therefor

Upon the Share Consolidation, the number of Company Shares held by the shareholders other than Mitsubishi Corporation (“MC”) will be fractional share of less than one share. With respect to fractional shares of less than one share resulting from the Share Consolidation, the Company will sell the number of shares equivalent to the total number of such fractional shares (when the total number includes fractional shares of less than one share, such fractions will be rounded down) and pay the proceeds from the sale to the shareholders in proportion to their fractional shares. The Company plans to sell such shares to the Offeror with permission of a court in accordance with Article 234, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended: the same applies hereinafter) as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said act, considering that it is unlikely that any purchaser can be found through public sale due to the facts that the Share Consolidation is to be conducted as part of the Transactions which aim at making MC and KDDI Corporation (the “Offeror”; MC and the Offeror collectively referred to as the “Offeror Related Parties”) the only shareholders of the Company and that the Company Shares are to be delisted as of July 24, 2024, becoming shares with no market price.

In such case, if the court permission above is obtained as planned, the sales price is expected to be set so as to pay money equivalent to the amount obtained by multiplying the number of Company Shares held by each of the shareholders on the final shareholder register of the Company as of July 25, 2024 which is the day preceding the effective date of the Share Consolidation, by 10,360 yen which is the same as the price per share of the Company’s common stock in the tender offer for the Company Shares, etc. by the Offeror (the “Tender Offer”). Provided, however, that the actual amount to be paid may differ from the above amount in cases where the court permission is not obtained or where adjustments of fractions are necessary in calculation.

(b) Name of person expected to purchase shares subject to sale

KDDI Corporation

(c) Method by which the person expected to purchase shares subject to sale secures funds to pay the sale price, and the reasonableness of the method

The Offeror plans to fund the acquisition of the number of Company Shares that equals to the total number

of fractional shares resulting from the Share Consolidation by means of borrowing from MUFG Bank, Ltd. (“MUFG”). The Company has confirmed the method by which the Offeror secures the funds by confirming the loan certificate dated March 27, 2024 pertaining to borrowing from MUFG which was submitted as attachments to the tender offer statement for the Tender Offer. According to the Offeror, no event has occurred that may hinder the payment of the sales price of the Company Shares that equal to the total number of fractional shares less than one share resulting from the Share Consolidation, and the Offeror is not aware of any likelihood of occurrence of such event in the future.

Based on the above, the Company has determined that the method is reasonable by which the Offeror secures funds for the payment of the sales proceeds of the Company Shares that equal to the total number of fractional shares less than one share.

(d) Expected timing of sale and expected timing of payment of sales proceeds to shareholders

The Company plans to file a petition with a court in mid-August 2024 in accordance with Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same act, seeking permission for sale of the Company Shares that equal to the total number of fractional shares less than one share resulting from the Share Consolidation and for purchase thereof by the Offeror. The timing of obtaining such permission may vary depending on the circumstances in the court and other factors. The Company expects to sell such Company Shares by way of purchase thereof by the Offeror with the court permission in early September 2024, and then to make necessary preparations for payment of the proceeds from the sale to the shareholders, and to pay such sales proceeds to the shareholders in late October to early November 2024.

As described above, the Company has determined that the Company Shares that equal to the total number of fractional shares less than one share resulting from the Share Consolidation will be sold and the sales proceeds will be paid to the shareholders at the respective timing mentioned above, considering the period of time required from the effective date of the Share Consolidation to a series of procedures for the sale.

2. Proposal 2 (Partial amendments to the articles of incorporation)

The following partial amendments to the articles of incorporation were approved by the shareholders at the Extraordinary Shareholders’ Meeting:

The details of such amendments are as described in the Press Release dated on May 21, 2024. The partial amendments to the articles of incorporation are scheduled to take effect on July 26, 2024 subject to the Share Consolidation taking effect.

- (1) If the proposal on the Share Consolidation is approved and adopted as originally proposed and the Share Consolidation takes effect, the total number of authorized shares of the Company will be decreased to 8 shares pursuant to the provisions of Article 182, Paragraph 2 of the Companies Act. Article 5 (Total number of authorized shares) of the articles of incorporation will be amended in order to clarify it, subject to the Share Consolidation taking effect.
- (2) If the proposal on the Share Consolidation is approved and adopted as originally proposed, the Company Shares are to be delisted and can no longer be traded on the TSE after delisted. Hence, Article 7 (Acquisition of own shares) of the articles of incorporation will be deleted in its entirety and certain necessary amendments are made such as adjusting the article numbers according to such amendment.
- (3) If the proposal on the Share Consolidation is approved and adopted as originally proposed and the Share Consolidation takes effect, the total number of issued shares of the Company will be 2 shares and it becomes unnecessary to set the share unit number. Thus, subject to the Share Consolidation taking effect, Article 6 (Share

unit number) and Article 8 (Purchase of additional shares for fractional shares less than one share unit) of the articles of incorporation will be deleted in their entirety to abolish the provisions of the share unit number of the Company Shares under which one share unit currently consists of 100 shares, and the article numbers will be adjusted according to such amendment.

- (4) If the proposal on the Share Consolidation is approved and adopted as originally proposed and the Share Consolidation takes effect, the Company Shares will be delisted and the MC becomes the only one who holds one or more Company Shares, and as a result of the treatment of fractional shares following the Share Consolidation, the Offeror Related Parties become the only shareholder of the Company. Thus, the provision concerning a record date for an ordinary general shareholders meeting and the provision concerning electronic provision of shareholders meeting materials will become unnecessary. Therefore, Article 12 (Record date for ordinary general shareholders meeting) and Article 14 (Measures for electronic provision, etc.) of the articles of incorporation will be deleted in their entirety subject to the Share Consolidation taking effect and the article numbers will be adjusted according to such amendments.

3. Schedule of share consolidation

(I) Date of Extraordinary Shareholders' Meeting	July 3, 2024 (Wed) (today)
(II) Date of designation as a stock to be delisted	July 3, 2024 (Wed) (scheduled)
(III) Last trading date of Company Shares	July 23, 2024 (Tue) (scheduled)
(IV) Date of delisting of Company Shares	July 24, 2024 (Wed) (scheduled)
(V) Effective date of share consolidation	July 26, 2024 (Fri) (scheduled)

End