



February 20, 2025

NEWS RELEASE

Name of Listed Company:	TSUMURA & CO.
Representative:	Terukazu Kato, President, Representative Director and CEO
	Listing: TSE Prime Market Securities code: 4540
Inquiries:	Makoto Kitamura, Head of Corporate Communications Dept.
Telephone:	TEL 03-6361-7100

Notice of Decision on Matters Relating to Purchase of Treasury Shares
(Acquisition of Treasury Shares pursuant to the Provisions of the Articles of Incorporation as Stipulated in
Article 165, Paragraph 2 of the Companies Act)

TSUMURA & CO. (the “Company”) announces that at a meeting of its Board of Directors held on February 20, 2025, it resolved matters concerning the acquisition of treasury shares pursuant to the provisions of Article 156, Paragraph 1 of the Companies Act that are applied by replacing terms pursuant to the provisions of Article 165, Paragraph 3 of the Act. Details are as follows.

Details

1. Reason for the acquisition of treasury shares

At the Board of Directors’ meeting held on February 20, 2025, the Company passed a resolution to conduct a secondary offering of the Company’s shares (the “Offering”) with an aim to facilitate the sale of the Company’s shares by its shareholders, increase and diversify its shareholders, and further raise stock liquidity. The Company will purchase treasury shares to improve shareholder returns, raise capital efficiency, allow the flexible implementation of capital policies in responses to future changes in the business environment, and reduce the impact of the Offering on demand and supply of the Company’s shares.

2. Details of the acquisition

- | | | |
|-----|--|---|
| (1) | Class of shares to be acquired | Common shares |
| (2) | Total number of shares able to be acquired | 1,465,000 shares (maximum)
(1.91% of total shares outstanding [excluding treasury shares]) |
| (3) | Total value of shares acquired | 5.0 billion yen (maximum) |
| (4) | Acquisition period | From the business day following the delivery date of the Offering, which is determined according to the date on which the offer price for |

the Offering is determined (any day between Monday March 3, 2025, and Wednesday March 5, 2025 (the “Date of Determining Offer Price”)) (the sixth day from the Date of Determining Offer Price), to Friday August 29, 2025 (Note 2)

(5) Method of acquisition Purchase on the market of the Tokyo Stock Exchange

Notes

(1) Some or all of the shares may not be acquired, depending on market trends, among other factors.

2. If the Date of Determining Offer Price is Monday March 3, 2025, the acquisition period will be between Tuesday March 11, 2025, and Friday August 29, 2025.

If the Date of Determining Offer Price is Tuesday March 4, 2025, the acquisition period will be between Wednesday March 12, 2025, and Friday August 29, 2025.

If the Date of Determining Offer Price is Wednesday March 5, 2025, the acquisition period will be between Thursday March 13, 2025, and Friday August 29, 2025.

(Reference)

Treasury shares holdings as of January 31, 2025

Total number of shares outstanding (excluding treasury shares) 76,528,060 shares

Number of treasury shares 230,302 shares

(Note) The above treasury stock does not include 583,727 shares of treasury stock held as BIP trust for directors’ remuneration and ESOP trust for granting shares.

Notes:

This document is a press release to publicly announce the determination of Matters Concerning Acquisition of the Company's Own Shares and not whatsoever intended to solicit investment or similar activities whether in or outside Japan.

Please be sure to read the prospectus (and its amendments, if any) prepared by the Company before making any investment, and make decisions on the investment for yourself. The stock offering prospectus (and its amendments, if any) can be obtained from the underwriter.

In addition, this press release does not constitute the solicitation of securities in the United States. The securities mentioned in the document are not and will not be registered based on the US Securities Act of 1933 (“the US Securities Act”). The US Securities Act does not allow securities to be offered or sold in the US unless the securities are registered pursuant to the US Securities Act or meet the requirements for the exemption from the obligation to register. A public offering of the securities in the US would require disclosure of detailed information about the Company and its management and the Company’s financial statements, as well as the use of a prospectus prepared pursuant to the US Securities Act available from the Company or the seller; however, the securities will not be publicly offered in the US.