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December 3, 2024

Listed company name: Shinko Shoji Co., Ltd.
Representative: Tatsuya Ogawa,
President and Representative Director
(Code number: 8141; Tokyo Stock Exchange Prime Market)
Contact: Shuji Isshiki, Director
(Telephone: +81-3-6361-8111)

Notice Concerning the Result of the Tender Offer to Purchase Treasury Shares, the Conclusion of the Purchase of Treasury Shares, and a Change in a Major Shareholder and the Major and Largest Shareholder of the Company

Shinko Shoji Co., Ltd. (the "Company") previously announced that, at a meeting of the Board of Directors held on October 31, 2024, it resolved to purchase its treasury shares and to execute a tender offer for the treasury shares as the specific method of the purchase (the "Tender Offer") in accordance with Article 156, Paragraph 1 of the Companies Act (Act No. 86 of 2005, including any subsequent amendments; the "Companies Act"), as applied pursuant to Article 165, Paragraph 3 of the said Act, and Article 7 of the Company's Articles of Incorporation and commenced the Tender Offer on November 1, 2024. The Company hereby announces that the Tender Offer was completed on December 2, 2024. The details are set out below.

Additionally, with the completion of the Tender Offer, the purchase of treasury shares pursuant to the resolution made at the meeting of the Board of Directors held on October 31, 2024 was concluded.

The Company also announces that, as a result of the Tender Offer, there will be a change in a major shareholder and the major and largest shareholder of the Company as of December 24, 2024, which is the commencement date of settlement of the Tender Offer.

I. Result of the Tender Offer

1. Overview of purchase, etc.

(1) Name and the address of the tender offeror

Shinko Shoji Co., Ltd.

(1-2-2 Osaki, Shinagawa-ku, Tokyo)

(2) Type of the listed share certificates, etc. purchased

Common shares

(3) Period of purchase, etc.

1) Period of purchase, etc. (the "Tender Offer Period")

November 1, 2024 (Fri.) to December 2, 2024 (Mon.) (21 business days)

2) Date of public notice of Tender Offer commencement

November 1, 2024 (Fri.)

(4) Price of purchase, etc.

846 yen per common share

(5) Method of settlement

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

(Tender offer agent)

Daiwa Securities Co. Ltd. 1-9-1 Marunouchi, Chiyoda-ku, Tokyo

2) Commencement date of settlement

December 24, 2024 (Tue.)

3) Method of settlement

A notice of purchase, etc. shall be mailed to the address or location of the person that accepts the offer for the purchase or makes an offer for sales of share certificates, etc. related to the Tender Offer (the "Tendering Shareholder, etc.") (or the address or location of standing proxies in the case of non-resident shareholders, etc. (including corporate shareholders; the "Foreign Shareholders, etc.")) without delay after the expiry of the Tender Offer Period.

The purchase will be made in cash. The purchase amount, after deducting therefrom any applicable withholding tax (Note), shall be, without delay after the commencement of settlement, sent by the tender offer agent to the place specified by the Tendering Shareholder, etc. (or their standing proxies in the case of Foreign Shareholders, etc.), or paid at the head office or any branch office within Japan of the tender offer agent in charge of acceptance of tendering.

(Note) Taxation of shares purchased through the Tender Offer

For any specific questions or doubts concerning tax-related matters, please consult with a certified public tax accountant or any other relevant professional. The Company is not responsible for any decisions you may or may not make.

(a) For individual shareholders

(i) For Tendering Shareholders, etc., who are residents of Japan or nonresidents with a permanent establishment in Japan

If the amount of money delivered for tendering in the Tender Offer exceeds the portion of the Company's stated capital, etc. (or the amount of consolidated individual stated capital, etc. in the case of consolidated corporations) that corresponds to the shares that were basic causes of the delivery, the excess amount shall be deemed as dividend income and taxed accordingly. Any such amount deemed

as dividend income shall, as a rule, be taxed at the source in an amount equivalent to 20.315% (15.315% in income tax and special income tax for reconstruction (the "Special Income Tax for Reconstruction") under the "Act on Special Measures to Secure Necessary Financial Resources to Execute Measures for Reconstruction from Great East Japan Earthquake (Act No. 117 of 2011; including all subsequent amendments)", and 5% in resident tax) (for nonresidents with a permanent establishment in Japan, the resident tax of 5% shall not be subject to special collection). However, if the Tendering Shareholder, etc. is a major shareholder as specified in Article 4-6-2, Paragraph 38 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No. 43 of 1957; including all subsequent amendments) ("Major Shareholders, etc."), they shall be taxed at the source in an amount equivalent to 20.42% (income tax and Special Income Tax for Reconstruction, only). The portion of the amount of money to be delivered for tendering in the Tender Offer, excluding the amount deemed as dividend income, shall be income from the transfer of shares, etc. The amount obtained by deducting the purchase cost of such shares from the transfer income is, in principle, subject to the separate taxation on declaration.

If the shares, etc., held in tax exempt accounts (the "Tax Exempt Account(s)") specified in Article 37-14 (Tax exemption on income from transfers pertaining to small amounts of listed shares held in tax exempt accounts) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957; including all subsequent revisions) are tendered in the Tender Offer, the income from the transfer of shares obtained through the Tender Offer shall, in principle, be tax exempt if the financial instruments business operator with which the said tax exempt account is opened is Daiwa Securities Co. Ltd. If the tax-exempt account is opened with a financial instruments business operator other than Daiwa Securities Co. Ltd., the above treatment may differ.

(ii) For Tendering Shareholders, etc., who are nonresidents of Japan without a permanent establishment in Japan

Any amounts deemed to be dividend income shall be taxed at source at a rate of 15.315% (income tax and Special Income Tax for Reconstruction, only). Tendering Shareholders, etc. classified as Major Shareholders, etc., shall be taxed at source at a rate of 20.42% (income tax and Special Income Tax for Reconstruction, only). Income arising from the said transfer shall not, in principle, be subject to tax.

(b) For corporate shareholders

If the tender offer price exceeds the amount of stated capital, etc. per share, the difference shall be, in principle, taxed at source at a rate of 15.315% (income tax and Special Income Tax for Reconstruction, only) as taxation on deemed dividends.

With regard to such amounts deemed to be dividends for which payment from the Company has been received by Tendering Shareholders, etc. (limited to corporations whose head office or principle place of business is located within Japan (domestic corporations)) who directly own in excess of one-third of the total number of issued shares of the Company on the record date of the payment of the dividends, neither income tax nor Special Income Tax for Reconstruction shall be applied and no tax shall be withheld at the source.

2. Result of purchase, etc.

(1) Number of the share certificates, etc. purchased

Type of share certificates etc.	Planned number to be purchased	Number in excess of planned purchase number	Number of shares tendered	Number of shares purchased
Common shares	3,773,000 shares	— shares	3,430,000 shares	3,430,000 shares

(2) Calculation if the shares were purchased by the pro rata method

Not applicable

3. Places where a copy of the tender offer report is made available for public inspection

Shinko Shoji Co., Ltd.

(1-2-2 Osaki, Shinagawa-ku, Tokyo)

Tokyo Stock Exchange, Inc.

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

II. Conclusion of the purchase of treasury shares

1. Details of the purchase

(1) Type of shares purchased

Common shares

(2) Total number of shares purchased

3,430,000 shares

(Note) Ratio to the number of shares (33,112,943 shares) obtained by deducting the number of treasury shares held by the Company as of September 30, 2024 (4,897,623 shares) from the total number of issued shares as of the same date (38,010,566 shares): 10.36% (rounded to two decimal places)

(3) Total cost of purchase

2,901,780,000 yen

(Note) The figure above does not include fees to be paid to the tender offer agent and other miscellaneous expenses.

(4) Period of purchase

November 1, 2024 (Fri.) to December 2, 2024 (Mon.)

(5) Method of purchase

Tender offer

With the completion of the Tender Offer, the purchase of treasury shares pursuant to the resolution made at the meeting of the Board of Directors held on October 31, 2024 in accordance with Article 156, Paragraph 1 of the Companies Act, as applied pursuant to Article 165, Paragraph 3 of the said Act, and Article 7 of the Company's Articles of Incorporation was concluded.

(Reference) Details of the resolution made at the meeting of the Board of Directors held on October 31, 2024 regarding the purchase of treasury shares

1) Type of shares to be purchased

Common shares

2) Total number of shares to be purchased

3,773,100 shares (upper limit)

(Note) Ratio to the total number of issued shares: 9.93% (Rounded to two decimal places)

3) Total cost of purchase

3,192,042,600 yen (upper limit)

4) Period of purchase

November 1, 2024 (Fri.) to January 31, 2025 (Fri.)

III. Change in a major shareholder and the major and largest shareholder of the Company

1. Reason for the change

As the Company executed the Tender Offer, with the Tender Offer Period from November 1, 2024 to December 2, 2024, Kitai & Co. ("Kitai & Co."), a major shareholder and the major and largest shareholder of the Company, tendered 3,430,000 shares, a part of the Company's common shares held by Kitai & Co., and the Company purchased all of the tendered shares, etc.

As a result, upon settlement of the Tender Offer, the ratio of the voting rights held by Kitai & Co. to the voting rights held by all shareholders of the Company will be 4.77% as of December 24, 2024, which is the commencement date of settlement of the Tender Offer. Consequently, Kitai & Co. will no longer be a major shareholder and the major and largest shareholder of the Company.

2. Overview of the shareholder involved in the change

1) Name	Kitai & Co.
2) Address	2-22-7 Chuocho, Meguro-ku, Tokyo
3) Name and title of the representative	Akio Kitai, Representative Director
4) Description of business	Securities investment and management, real estate leasing and management, publishing, daily goods sale, and all businesses incidental to the aforementioned items
5) Share capital	100,000,000 yen

3. Number of voting rights held by the shareholder (number of shares held) and the ratio to the number of voting rights held by all shareholders before and after the change

	Number of voting rights held (number of shares held)	Ratio to the number of voting rights held by all shareholders	Large shareholder ranking
Before the change (As of September 30, 2024)	49,000 (4,900,000 shares)	14.30%	1st
After the change	14,700 (1,470,000 shares)	4.77%	4th

(Notes)
1. The ratio to the number of voting rights held by all shareholders before the change was calculated using the number of voting rights held by all shareholders as of September 30, 2024, which totaled 342,674.
2. The ratio to the number of voting rights held by all shareholders after the change was calculated using the number of voting rights held by all shareholders, totaling 308,374, which was obtained by deducting the number of voting rights pertaining to the Company's 3,430,000 common shares to be purchased by the Company through the Tender Offer, which totals 34,300, from the number of voting rights held by all shareholders as of September 30, 2024, which totaled 342,674.
3. The ratios to the number of voting rights held by all shareholders were rounded to two decimal places.
4. The Master Trust Bank of Japan, Ltd. (Trust account) will be ranked 1st in the large shareholder ranking after the change. It will not be a major shareholder nor a major and largest shareholder.

4. Scheduled date of change

December 24, 2024 (Commencement date of settlement of the Tender Offer)

5. Future outlook

The change in a major shareholder and the major and largest shareholder will have no impact on financial results of the Company.