



August 20, 2025

Company name:	Fukuda Corporation
Name of representative:	Masanori Araaki President and Representative Director (Securities code: 1899; TSE Prime Market) Yusuke Fukuda
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Notice Concerning Secondary Offering of Shares

Fukuda Corporation (the “Company”) hereby announces that a resolution was adopted by the Board of Directors of the Company, dated August 20, 2025 in relation to a secondary offering of shares of common stock of the Company (the “Offering”) as described below.

The Tokyo Stock Exchange has announced revisions of the constituents of the TOPIX in order to enhance its functionality as an investable index. Recognizing the importance of meeting the selection criteria for TOPIX in the context of long-term corporate value enhancement, the Company has decided to conduct the Offering as an opportunity to improve the Company’s free float weight - one of the key factors in the index’s selection process. The Offering also aims to diversify the Company’s shareholder and enhance stock liquidity. Going forward, the Company remains committed to enhancing shareholder returns and positioning ourselves as a more attractive investment opportunity.

1. Secondary Offering of Shares (Secondary Offering by way of Purchase and Underwriting by the Underwriter)

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| (1) Class and number of shares to be offered: | 695,700 shares of common stock of the Company |
| (2) Selling shareholders and number of shares to be offered: | Naomi Fukuda: 290,000 shares
Kazuko Ozawa: 180,000 shares
FUKUDA SEKIZAI Co., Ltd.: 150,000 shares
Daishi Hokuetsu Bank, Ltd.: 75,700 shares |
| (3) Selling price: | Undetermined. (The selling price will be determined in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc., of Securities of the Japan Securities Dealers Association, based on the provisional pricing terms calculated by multiplying the closing price of the common stock of the Company on the Tokyo Stock Exchange Inc. on a certain date between Wednesday, August 27, 2025 and Monday, September 1, 2025 (the “Pricing Date”) (or, if no closing price is quoted on the Pricing Date, the closing price of the immediately preceding day) by a factor between 0.90 and 1.00 (with any fraction less than one yen being rounded down to the nearest whole yen), and by taking into account market demand and other conditions.) |

Disclaimer: This document is a press release to announce the secondary offering of shares and has not been prepared for the purpose of soliciting investments whether in or outside Japan. Additionally, this press release does not constitute an offer of securities for sale, nor a solicitation of an offer to buy, in the United States or elsewhere. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.

- (4) Method of secondary offering: The secondary offering of shares will be offered by way of Purchase and Underwriting of the aggregate number of shares by the underwriter (the “Underwriter”). As commission to the Underwriter, the aggregate amount of the difference between the selling price and the subscription price (equivalent to the purchase price per share paid to the selling shareholders by the Underwriter) shall be paid.
- (5) Share delivery date: The delivery date shall be a day during the period from Wednesday, September 3, 2025 to Monday, September 8, 2025, which is the fifth business day immediately following the Pricing Date.
- (6) The selling price and any other matters necessary for the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriter will be approved at the discretion of, Masanori Araaki, President and Representative Director of the Company.

2. Secondary Offering of Shares (Secondary Offering by way of Over-allotment)

- (1) Class and number of shares to be offered: 104,300 shares of common stock of the company
The number of shares above is the maximum number of shares to be offered and may decrease or the Secondary Offering by way of Over-allotment itself may be cancelled, depending on market demand and other conditions. The number of shares to be offered will be determined on the Pricing Date, after taking market demand and other conditions into consideration.
- (2) Seller: The Underwriter
- (3) Selling price: Undetermined. (The selling price will be determined on the Pricing Date. Further, the selling price will be the same as the selling price in the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriter.)
- (4) Method of secondary offering: After consideration of the market demand and other conditions for the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriter, the Underwriter will offer the shares of common stock of the Company, which will be borrowed from Daishi Hokuetsu Bank, Ltd., a shareholder of the Company.
- (5) Share delivery date: The share delivery date shall be the same as the share delivery date in the Secondary Offering of Shares by way of Purchase and Underwriting by the Underwriter.
- (6) The selling price and any other matters necessary for the Secondary Offering by way of Over-allotment will be approved at the discretion of, Masanori Araaki, President and Representative Director of the Company.

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