

December 5, 2025

To all parties concerned.

Company: Fukoku Co., Ltd.
Representative: Ikuo Oshiro, President & CEO
Securities Code: 5185, TSE Prime Market
Contact: Yoshisuke Matsuoka, Director and
Corporate Officer, CFO
Tel: 048-615-4400

Notice Regarding Results of Tender Offer for Own Shares and Completion of Acquisition

At the Board of Directors meeting held on November 5, 2025, the Company resolved, based on the provisions of its Articles of Incorporation in accordance with Article 459, paragraph (1) of the Companies Act (Act No. 86 of 2005, as amended; the “Companies Act”), to acquire its own shares and to conduct a tender offer for its own shares (the “Tender Offer”) as a specific method of that acquisition, and commenced the Tender Offer on November 6, and we hereby give notice that the Tender Offer ended on December 4 as follows.

In addition, we hereby give notice that the acquisition by the Company of its own shares based on the resolution of the Board of Directors meeting held on November 5, 2025 was completed upon completion of the Tender Offer.

I. Results of the Tender Offer

1. Outline of the Tender Offer

(1) Name and Address of the Tender Offeror

Fukoku Co., Ltd., 3-105 Sugaya, Ageo-shi, Saitama

(2) Type of Listed Share Certificates to Be Purchased

Common shares

(3) Tender Offer Period

(i) Tender Offer Period

From November 6, 2025 (Thursday) to December 4, 2025 (Thursday) (20 Business Days)

(ii) Date of Public Notice of Commencement of the Tender Offer

November 6, 2025 (Thursday)

(4) Tender Offer Price

JPY 1,661 per share of common stock

(5) Method of Settlement

- (i) Name and Location of the Head Office of Financial Instruments Business Operator or Bank, etc. Responsible for Settlement of the Tender Offer

SMBC Nikko Securities Inc.
3-1 Marunouchi 3-chome, Chiyoda-ku, Tokyo

- (ii) Commencement Date of Settlement

December 26, 2025 (Friday)

- (iii) Method of Settlement

The Tender Offeror will send by mail a notice of purchase through the Tender Offer to the address or location of each person that has consented to an application to purchase share certificates in the Tender Offer or has made an offer to sell those share certificates (the “Tendering Shareholders”) (in the case of a shareholder residing outside of Japan (including corporate shareholders, “Foreign Shareholder”), to its standing proxy in Japan (“Standing Proxy”)) without delay after the expiration of the Tender Offer Period.

The purchase will be settled in cash. After deducting the applicable withholding tax amount (Note) from the purchase price, the balance will be remitted without delay after the commencement date of settlement by the Tender Offer Agent to the location designated by each Tendering Shareholder (or, in the case of a Foreign Shareholder, to its Standing Proxy).

(Note) Tax treatment of the shares purchased in the Tender Offer

* Please consult with a tax expert such as a certified tax accountant when making any decision with respect to specific tax treatment.

- i. In the case of individual shareholders who are residents of Japan or non-residents with a permanent establishment in Japan

If the amount of money received in connection with the Tender Offer exceeds the amount corresponding to the shares that form the basis for the payment, which is part of the Company’s capital, the excess amount will be treated as dividend income and taxed accordingly. The amount deemed to be dividend income will, in principle, be subject to withholding tax at a rate of 20.315% (comprising 15.315% for income tax and special reconstruction income tax, and 5% for inhabitants tax). (Non-residents with a permanent establishment in Japan are not subject to special

collection of the 5% inhabitants tax.) However, if a shareholder constitutes a “large shareholder” as defined 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, as amended) (“Large Shareholder”), the amount withheld will be 20.42% (comprising income tax and special reconstruction income tax only). In addition, if the proportion of shares held by a Tendering Shareholder, combined with the proportion held by a corporation that constitutes a family company under the Corporation Tax Act if the Tendering Shareholder is treated as the shareholder that is used as the basis for that judgment, represents 3% or more of the total number of issued shares, the amount deemed to be dividend income will be subject to comprehensive taxation as dividend income.

The portion of the amount received other than the above will be treated as income arising from the transfer of shares, and the difference between that amount and the acquisition cost, etc. will, in principle, be subject to separate self-assessment taxation.

If shares in a tax-exempt account (“Tax-Exempt Account”) as defined in Article 37-14 (Tax Exemption of Capital Gains, Etc. Pertaining to Small Listed Shares in a Tax-Exempt Account) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, as amended) are tendered in the Tender Offer, the capital gains arising from the Tender Offer will, in principle, be exempt from taxation if the financial instruments business operator etc. where the Tax-Exempt Account has been opened is SMBC Nikko Securities Inc. If that Tax-Exempt Account has been opened at a financial instruments business operator etc. other than SMBC Nikko Securities Inc., those capital gains might be subject to different treatment.

- ii. In the case of individual shareholders who are non-residents without a permanent establishment in Japan

The amount deemed to be dividend income will, in principle, be subject to withholding tax at a rate of 15.315% (comprising only income tax and special reconstruction income tax). However, if the shareholder constitutes a Large Shareholder, that will be subject to withholding tax at a rate of 20.42% (comprising income tax and special reconstruction income tax only).

- iii. In the case of corporate shareholders

If the amount of money received in connection with the Tender Offer exceeds the amount corresponding to the shares that form the basis for the payment, which is part of the Company’s capital, the excess amount will be treated as dividend income and will, in principle, be subject to withholding tax at a rate of 15.315% (comprising only income tax and special reconstruction income tax).

Furthermore, if, on the record date of the dividend payment, a Tendering Shareholder directly holds more than one-third of the total number of the Company's issued shares (limited to corporations having their head office or principal office in Japan), the amount deemed to be dividend income paid by the Company will not be subject to income tax or special reconstruction income tax, and no withholding tax will be applied.

In addition, if a Foreign Shareholder wishes to receive a reduction or exemption from income tax and special reconstruction income tax on any such deemed dividend amount under an applicable tax treaty, it should submit the necessary tax treaty-related documentation to the tender offer agent on or before the last day of the Tender Offer Period.

2. Result of the Tender Offer

(1) Number of Share Certificates Purchased in the Tender Offer

Class of Share Certificates	Number of Shares to be Purchased	Expected Number of Excess Shares	Number of Tendered Shares	Number of Purchased Shares
Common shares	2,095,060 shares	—	1,904,600 shares	1,904,600 shares

(2) Calculation if the Tender Offer is Conducted on a Pro-Rata Basis

Not applicable.

3. Place Where a Copy of the Tender Offer Report Is Made Available for Public Inspection

Fukoku Co., Ltd.
(3-105 Sugaya, Ageo-shi, Saitama)

Tokyo Stock Exchange, Inc.
(2-1 Nihonbashi Kabuto-cho, Chuo-ku, Tokyo)

II. Completion of the Acquisition of Own Shares

1. Details of the Acquisition

(1) Class of Shares Acquired

Common shares

(2) Total Number of Shares Acquired

1,904,600 shares

(Note) 10.82% of the total issued shares (17,609,130 shares) (rounded to two decimal places)

(3) Total Acquisition Value of the Shares

JPY 3,163,540,600

(Note) The above amount does not include fees to be paid to the Tender Offer Agent and other expenses.

(4) Acquisition Period

From November 6, 2025 (Thursday) to December 4, 2025 (Thursday)

(5) Acquisition Method

Acquisition through a tender offer

The acquisition by the Company of its own shares based on Article 459, paragraph (1) of the Companies Act and the provisions of the Articles of Incorporation of the Company based on the resolution of the Board of Directors meeting held on November 5, 2025 was completed upon the completion of the Tender Offer.

(Reference) Details of Resolution at the Board of Directors Meeting on November 5, 2025 Regarding the Acquisition of the Company's Own Shares

(1) Class of shares to be acquired: Common shares of the Company

(2) Total acquisition value of the shares: maximum of JPY 3,480,060,760

(3) Total number of shares to be acquired: maximum of 2,095,160 shares
(approximately 11.90% of total issued shares (17,609,130 shares))

(4) Acquisition period: November 6, 2025 to December 31, 2025

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