



July 23, 2025

To Whom It May Concern

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**Notice regarding Resolutions to Approve Share Consolidation, Abolishment of Provisions
regarding the Share Unit Number, and Partial Amendment to Articles of Incorporation**

As announced in the “Notice regarding Holding of an Extraordinary Shareholders’ Meeting, Share Consolidation, Abolishment of Provisions regarding the Share Unit Number, and Partial Amendment to Articles of Incorporation” disclosed on June 13, 2025 (the “June 13, 2025 Disclosure”), the Company hereby announces as follows that it has submitted at the extraordinary shareholders’ meeting held today (the “Extraordinary Shareholders’ Meeting”) proposals with respect to a share consolidation, the abolishment of provisions regarding the share unit number, and a partial amendment to the Articles of Incorporation of the Company, and that all such proposals were approved as-is.

Therefore, the common shares of the Company (the “Company Shares”) will come to fall under the delisting criteria provided for in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”). As a result, after being designated as “stocks to be delisted” during the period from July 23, 2025 to August 17, 2025, the Company Shares will be delisted as of August 18, 2025. Please note that after delisting, the Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange.

1. Proposal No.1 “Share Consolidation”

The shareholders of the Company have approved the proposal for the share consolidation for the Company Shares described below (the “Share Consolidation”) at the Extraordinary Shareholders’ Meeting. The details of the Share Consolidation are stated in the June 13, 2025 Disclosure.

- (1) Class of Shares subject to Consolidation
Common shares
- (2) Consolidation Ratio
3,904,307 shares of the Company Shares will be consolidated to one share.

- (3) Number of Shares by which the Total Number of Issued Shares will be Reduced
20,182,118 shares
(Note) Since the Company resolved at its board of directors meeting held on June 13, 2025 to cancel 2,130,903 shares of its treasury stock (representing all treasury stocks held by the Company as of May 27, 2025) on August 19, 2025, the “number of shares by which the total number of issued shares will be reduced” is based on the total number of issued shares after that cancellation.
- (4) Total Number of Issued Shares before the Consolidation Takes Effect
20,182,123 shares
(Note) The total number of issued shares before the consolidation takes effect has been obtained by deducting the number of treasury shares (2,130,903 shares) which are scheduled to be cancelled by the Company on August 19, 2025 from the total number of issued shares of the Company as of June 13, 2025 (22,313,026 shares). The Company resolved at its board of directors meeting held on June 13, 2025 to implement that cancellation.
- (5) Total Number of Issued Shares after the Consolidation Takes Effect
5 shares
- (6) Total Number of Authorized Shares as of the Effective Date
20 shares
- (7) Method of Handling of Fractions less than One Share, and Amount Expected to be Delivered to the Shareholders as a Result of the Handling of Fractions
(i) Whether the handling is planned to be conducted in accordance with the provisions of Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraph 2 of the Companies Act, as applied *mutatis mutandis* to Article 235, Paragraph 2 of the Companies Act, and the reason thereof
As stated in the June 13, 2025 Disclosure, FHL Holdings Inc. (the “Tender Offeror”) has decided to implement the tender offer (the “Tender Offer”) as part of the transactions for the purposes of (i) acquiring all of the Company Shares (excluding the Company Shares held by the Tender Offeror, the treasury shares held by the Company, and the Company Shares for which Mr. Hiroshi Kaneda, Mr. Yasuichi Kaneda, Kaneda Kosan Corporation (“Kaneda Kosan”), and BK Finance Ltd. (“BK Finance”; Kaneda Kosan, BK Finance, Mr. Hiroshi Kaneda, and Mr. Yasuichi Kaneda are collectively referred to as the “Shareholders Agreeing Not to Tender Shares”) have agreed not to tender in the Tender Offer), and (ii) privatizing the Company Shares (the “Transactions”).
In response to the fact that as a result of the Tender Offer, certain shareholders of the Company other than the Tender Offeror and the Shareholders Agreeing Not to Tender Shares have come to hold the number of Company Shares equal to or greater than the smallest number of the Company Shares held by a Shareholder Agreeing Not to Tender Shares, the Shareholders Agreeing Not to Tender Shares will, in order to actualize the series of procedures to take the Company Shares private aimed at ultimately making the Tender Offeror and the Shareholders Agreeing Not to Tender Shares the only shareholders of the Company (the “Squeeze-Out Procedures”), execute a share lending agreement with respect to the Company Shares between themselves, in which (i) Mr. Yasuichi Kaneda, Kaneda Kosan, and BK Finance will become the lenders, and each

of these lenders will lend all of the Company Shares they respectively own to Mr. Hiroshi Kaneda, and (ii) after the Share Consolidation becomes effective, Mr. Hiroshi Kaneda, as the borrower of the aforementioned Company Shares, will terminate these loan agreements and return all of the respective Company Shares he borrowed from Mr. Yasuichi Kaneda, Kaneda Kosan, and BK Finance to each of them (such transactions, the “Share Lending Transactions”). Through the Share Lending Transactions and the Share Consolidation, each of the Shareholders Agreeing Not to Tender Shares will realize the continued ownership of their respective Company Shares even after the Squeeze-Out Procedures have been implemented.

As a result of the Share Lending Transactions and the Share Consolidation, the number of Company Shares held by the shareholders other than the Tender Offeror and Mr. Hiroshi Kaneda (the “Tender Offeror, Etc.”) will be a fraction less than one share.

With respect to fractional shares less than one share resulting from the Share Consolidation, shares equal to the total number of such fractional shares will be sold in accordance with Article 235 of the Companies Act and other applicable laws and regulations (in accordance with Article 235, Paragraph 1 of the Companies Act, if the total number of such fractional shares includes a fraction of less than one share, such fraction will be discarded), and the proceeds obtained through such sale will be delivered to the shareholders in proportion to their fractional shares. With respect to such sale, in light of the fact that the Share Consolidation is to be carried out as part of the Transactions aiming to ultimately make the Tender Offeror and the Shareholders Agreeing Not to Tender Shares the only shareholders of the Company, and that the Company Shares will be delisted as of August 18, 2025 and will become non-listed shares, it is unlikely that a new buyer will appear through an auction process, and thus it is planned that the shares will be purchased by the Tender Offeror with the permission of the court pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied *mutatis mutandis* under Article 235, Paragraph 2 of the same Act.

The sale price in such case, if the above permission of the court is obtained as planned, is planned to be set at a price that makes it possible to deliver to each shareholder cash in the amount obtained by multiplying the number of Company Shares held by the shareholder by 3,580 yen, which is the same amount as the tender offer price per share of the Company Shares.

- (ii) Name or company name of the person who is expected to purchase shares for sale
FHL Holdings Inc. (Tender Offeror)
- (iii) Method of securing funds for the payment of money for the share sale by the person who is expected to purchase the shares for sale, and appropriateness of that method

The Tender Offeror intends to finance the funds required for settlement of the Tender Offer by borrowing funds from Sumitomo Mitsui Banking Corporation, and the Company has confirmed the Tender Offeror’s method of securing such funds by verifying the Tender Offer Registration Statement submitted by the Tender Offeror on March 17, 2025 and the loan certificate dated March 14, 2025 attached thereto in the implementation procedures for the Transactions. In addition, according to the Tender Offeror, the payment of money for the Company Shares equivalent to the total number of any fractions of less than one share arising as a result of the Share Consolidation is also planned to be financed through those funds, and no event has arisen that could cause the payment of the money therefor to be hindered, nor is the Tender Offeror aware of any possibility that such event could arise in the future.

Accordingly, the Company has determined that the method of securing funds for the payment for

the purchase of Company Shares equal to the total number of any fractions less than one share arising as a result of the Share Consolidation is appropriate.

- (iv) Prospective time of sale and prospective time of delivery of prospective sale proceeds obtained therefrom to the shareholders

The Company will file a petition to the court to seek permission to sell the Company Shares equal to the total number of fractions of less than one share resulting from the Share Consolidation and to have the Tender Offeror purchase such Company Shares pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis to Article 235, Paragraph 2 of the same Act in or around mid-September 2025. Although the time of obtaining such permission may vary depending on the circumstances of the court, the Company expects, with such court permission, to sell such Company Shares by way of the Tender Offeror purchasing such shares by around mid-October 2025, and after making the preparations necessary for the delivery of the proceeds from such sale to the shareholders, to deliver such sale proceeds to the shareholders from around mid-November to late-December 2025.

The Company has determined that Company Shares equal to the total number of fractions of less than one share resulting from the Share Consolidation will be sold and that such sale proceeds will be delivered to the shareholders at the respective times stated above, taking into account the period necessary for the series of procedures for the sale after the effective date of the Share Consolidation.

2. Proposal No. 2 “Partial Amendment to the Articles of Incorporation of the Company”

The shareholders of the Company have approved the proposal for the partial amendment to the Articles of Incorporation of the Company described below at the Extraordinary Shareholders’ Meeting. The details of the amendment are stated in the June 13, 2025 Disclosure.

- (1) As the proposal concerning the Share Consolidation was approved as-is and the Share Consolidation becomes effective, the total number of authorized shares of the Company Shares will be reduced to 20 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. In order to clarify this point, Article 6 (Total Number of Authorized Shares) of the Company’s Articles of Incorporation shall be amended on the condition that the Share Consolidation becomes effective.
- (2) As the proposal concerning the Share Consolidation was approved as-is and the Share Consolidation becomes effective, the total number of issued shares of the Company Shares will become 5 shares, and therefore a prescribed share unit number will no longer be necessary. Accordingly, the full text of both Article 7 (Share Unit Number) and Article 8 (Demand for Sale of Shares of a Number Less than One Unit) of the Company’s Articles of Incorporation will be deleted in order to abolish the current provisions setting the share unit number for the Company Shares at 100 shares per unit, and necessary changes such as altering the relevant Article numbering in conjunction with such deletions will be conducted, on the condition that the Share Consolidation becomes effective.
- (3) As the proposal concerning the Share Consolidation was approved as-is and the Share Consolidation becomes effective, the shares of the Company will become delisted and, in light of the Share Lending Transactions, the Tender Offeror, Etc., will become the only shareholders of the Company. Therefore, provisions in the Company’s Articles of Incorporation concerning record dates for the annual general meeting of shareholders and provisions concerning systems for providing shareholders meeting materials electronically will no longer be necessary. Accordingly, the full text of both Article 12 (Record Date for

Annual General Meeting of Shareholders) and Article 15 (Electronic Provision Measures) of the Company's Articles of Incorporation will be deleted, and necessary changes such as altering the relevant Article numbering in conjunction with such deletions will be conducted, on the condition that the Share Consolidation becomes effective.

- (4) As the proposal concerning the Share Consolidation was approved as-is and the Share Consolidation becomes effective, the Company Shares are expected to be delisted, and after said delisting the Company Shares will no longer be traded on the Tokyo Stock Exchange. Therefore, the full text of Article 33 (Acquisition of Own Shares) of the Company's Articles of Incorporation will be deleted, and necessary changes such as altering the relevant Article numbering in conjunction with such deletion will be conducted.

As the proposal concerning the Share Consolidation was approved as-is at the Extraordinary Shareholders' Meeting, the partial amendment to the Articles of Incorporation will become effective on August 20, 2025, which is the effective date of the Share Consolidation, on the condition that the Share Consolidation becomes effective.

3. Date of the Share Consolidation

(i)	Date of the Extraordinary Shareholders' Meeting	July 23, 2025, Wednesday
(ii)	Date of designation as stocks to be delisted	July 23, 2025, Wednesday
(iii)	Last day of trading of the Company Shares	August 15, 2025, Friday (scheduled)
(iv)	Date on which the Company Shares are delisted	August 18, 2025, Monday (scheduled)
(v)	Effective date of the Share Consolidation and partial amendment to the Articles of Incorporation of the Company	August 20, 2025, Wednesday (scheduled)

End