



November 14, 2025

To Whom It May Concern:

Company Name: TOHO CO., LTD.
Representative: Hiro Matsuoka, President & CEO
(Securities Code: 9602, Prime Market of Tokyo Stock
Exchange, Fukuoka Stock Exchange)
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Notice Regarding Result of Tender Offer and Completion of Acquisition of Treasury Shares

The Company hereby announces that the Company passed a resolution at its meeting of board of directors (hereinafter referred to as the “**Board of Directors**”) held on October 15, 2025 to acquire its treasury shares (hereinafter referred to as the “**Treasury Shares**”) and to commence the tender offer of Treasury Shares (hereinafter referred to as the “**Tender Offer**”) which is the specific method to be used for such acquisition, pursuant to the provisions of Article 156, Paragraph 1 of the Companies Act (Act No. 86 of 2005 as amended) (hereinafter referred to as the “**Companies Act**”), which apply by reading “shareholders meeting” as “shareholders meeting or board of directors meeting” pursuant to the provisions of Article 165, Paragraph 3 of the Companies Act, and the provisions of articles of incorporation of the Company (hereinafter referred to as the “**Articles of Incorporation**”). The Tender Offer was initiated on October 16, 2025 and ended on November 13, 2025, as described below.

The Company also hereby announces that the acquisition of Treasury Shares, which was made based on the resolution of Board of Directors held on October 15, 2025, ended upon the end of Tender Offer.

I. Results of the Tender Offer

1. Tender Offer Outline

(1) Name and Address of Tender Offeror

TOHO CO., LTD.
1-2-2 Yurakucho, Chiyoda-ku, Tokyo

(2) Class of Listed Share Certificates under Tender Offer

Common Share

(3) Tender Offer Period

(A) Tender Offer Period

From October 16, 2025 (Thursday) to November 13, 2025 (Thursday) (20 business days)

(B) Date of Public Notice of Commencement of Tender Offer

October 16, 2025 (Thursday)

(4) Tender Offer Price

8,782 yen per Common Share

(5) Method of Settlement

(A) Name and Location of Head Office of Financial Instruments Business Operator or Bank, etc.

Responsible for Settlement of Purchase, etc. (Tender Offer Agent)

Daiwa Securities Co. Ltd.

1-9-1 Marunouchi, Chiyoda-ku, Tokyo

(B) Commencement Date of Settlement

December 8, 2025 (Monday)

(C) Method of Settlement

Upon the expiration of the Tender Offer Period, a notice on purchase, etc. will be promptly mailed to the addresses or locations of shareholders, who accepted the Tender Offer or who will request for sale, etc. of their shares in the Company (hereinafter referred to as the “**Tendering Shareholders**”), or in the case of foreign shareholders, etc. (including corporate shareholders) (hereinafter referred to as the “**Foreign Shareholders, etc.**”), to the addresses or locations of their standing proxies.

The purchase will be settled in cash. After deducting the applicable withholding tax amount (Note) from the purchase price, the amount will be remitted without delay after the commencement date of settlement to the location designated by the Tendering Shareholders (or in the case of Foreign Shareholders, etc., to the locations designated by their standing proxies) or will be paid at the head office or any branch office of the Tender Offer Agent where the application for tender was accepted.

(Note) Regarding the tax treatment of the shares purchased in the Tender Offer:

For specific questions regarding tax matters, please consult with a tax advisor or other professionals and make your own determination.

(a) For individual shareholders

(i) If the Tendering Shareholder is a resident of Japan or a non-resident with a permanent establishment in Japan:

If the amount of money received by the Tendering Shareholder in connection with the acceptance of Tender Offer exceeds the portion corresponding to the shares that form the basis for the payment, which is part of Company’s capital, etc., the excess portion will be treated as dividend income and taxed accordingly. The amount considered as dividend income will be subject to withholding tax at the rate of 20.315% (comprising 15.315% for income tax and the “special reconstruction income tax” pursuant to the Special Measures Law for Securing Financial Resources for Reconstruction from the Great East Japan Earthquake (Act No. 117 of 2011, including subsequent amendments) (hereinafter referred to as the “**Special Reconstruction Income Tax**”) and 5% for resident tax). However, for non-residents with a permanent establishment in Japan, the 5% resident tax will not be specially withheld. If the Tendering Shareholder falls under the category of “Large Shareholder, etc.” 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, including subsequent amendments) (hereinafter referred to as the “**Large Shareholder, etc.**”), the amount withheld will be 20.42% (comprising income tax and the Special Reconstruction Income Tax only). Moreover, the portion of the amount received from accepting the Tender Offer, excluding the portion considered as dividend income, will be treated as income from the transfer of shares, etc. The amount of income from the

transfer, after deducting the acquisition cost of the shares, will generally be subject to separate taxation.

Additionally, if the Tendering Shareholder is accepting the Tender Offer for the shares, etc. held in a tax-exempt account (hereinafter referred to as the “**Tax-Exempt Account**”) as defined in Article 37-14 of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, including subsequent amendments) regarding transfer income, etc. from small amount of listed stocks held in Tax-Exempt Account, the transfer income, etc. from the Tender Offer will generally be exempted from taxation if the Tax-Exempt Account is held with a financial instrument business operator such as Daiwa Securities Co. Ltd. However, if the Tax-Exempt Account is held with a financial instrument business operator other than Daiwa Securities Co. Ltd., different treatment may apply.

- (ii) If the Tendering Shareholder is a non-resident without a permanent establishment in Japan:

For the portion of the amount treated as dividend income, 15.315% (comprising income tax and the Special Reconstruction Income Tax only) will be withheld. If the Tendering Shareholder qualifies as Large Shareholder, etc., 20.42% (comprising income tax and the Special Reconstruction Income Tax only) will be withheld. Furthermore, income arising from the transfer of shares will generally not be subject to taxation.

- (b) For corporate shareholders

For the portion of the Tender Offer Price that exceeds the amount of capital, etc., per share, the withholding tax will generally be levied on the difference at a rate of 15.315% (comprising income tax and the Special Reconstruction Income Tax only) as deemed dividend taxation.

However, for Tendering Shareholders that directly hold more than one-third of the total outstanding shares in the Company on the record date of the dividend payment (limited to entities that have their head office or principal office in Japan (domestic entity)), the amount considered as dividend income will not be subject to income tax or Special Reconstruction Income Tax, and no withholding tax will apply.

2. Results of Tender Offer

(1) Number of Share Certificates under Tender Offer

Class of Share Certificates	Number of shares to be purchased	Expected number of excess shares	Number of Shares Tendered	Number of Shares Purchased
Common Share	2,000,000 shares	— shares	1,700,000 shares	1,700,000 shares

(2) Calculation Method When Purchased Using Pro Rata Method

Not applicable.

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

TOHO CO., LTD.

1-2-2 Yurakucho, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.
2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo

Fukuoka Stock Exchange
2-14-2 Tenjin, Chuo-ku, Fukuoka City, Fukuoka

II. Completion of Acquisition of Treasury Shares

1. Details of Acquisition

- (1) Class of Acquired Shares
Common Share

- (2) Total Number of Acquired Shares
1,700,000 shares

(Note) 1.00%: the ratio between 1,700,000 shares and the number of total outstanding shares in the Company (169,571,729 shares) resulting after deducting the number of Treasury Shares as of August 31, 2025 (6,428,271 shares) from the number of total outstanding shares in the Company as of August 31, 2025 (176,000,000 shares).

- (3) Total Amount of Acquired Shares
JPY 14,929,400,000

(Note) Fees and other expenses to be paid to the tender offer agent are not included in the above amount.

- (4) Period of Acquisition
From October 16, 2025 (Thursday) to November 13, 2025 (Thursday)

- (5) Method of Acquisition
Tender Offer

Upon the completion of Tender Offer, the acquisition of Treasury Shares, which is based on the resolution of the Board of Directors held on October 15, 2025 in accordance with the provisions of Article 156, Paragraph 1 of the Companies Act, as applied mutatis mutandis pursuant to the provisions of Article 165, Paragraph 3 of the said Act, and the Articles of Incorporation, has been completed.

(Reference)

Matters Resolved at the Board of Directors Meeting Held on October 15, 2025 for the Acquisition of Treasury Shares

- (1) Class of Shares to be Acquired
Common Share

- (2) Total Number of Shares to be Acquired
2,000,100 shares (upper limit)

(Note) 1.14%: the ratio between 2,000,100 shares and the number of total outstanding shares in the Company (rounded to the second decimal place)

(3) Total Acquisition Price

JPY 17,564,878,200 (upper limit)

(4) Period of Acquisition

From October 16, 2025 (Thursday) to December 31, 2025 (Wednesday)

End