



MEMBERSHIP

June 4, 2024

To whom it may concern,

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Japan Lifeline Announces Results of the Tender Offer of Treasury Shares and Changes in the Largest and Principal Shareholder

At the Board of Directors' meeting held on May 1, 2024, based on the provision of Article 156, Paragraph 1 of the Companies Act (Act No. 86, 2005, including subsequent revisions, hereinafter referred to as "the Companies Act") as applied mutatis mutandis pursuant to the provision of Article 165, Paragraph 3 of the Companies Act and the Articles of Incorporation of Japan Lifeline Co., Ltd. ("the Company") decided to acquire treasury shares and to conduct a tender offer of treasury shares ("the Tender Offer") as a specific method of acquiring treasury shares. The Tender Offer was initiated on May 2, 2024 and ended on June 3, 2024. Details about the results are as follows.

With the closing of the Tender Offer, the Company has completed the acquisition of its own shares in accordance with the resolution of the Board of Directors' meeting held on May 1, 2024.

Furthermore, the Company also announces that there will be a change in the largest and principal shareholder of the Company, as of June 25, 2024, which is the commencement date of settlement of the Tender Offer.

I. Results of the Tender Offer

1. Overview of the Tender Offer

(1) Name and location of the Tender Offeror

Japan Lifeline Co., Ltd. 2-2-20, Higashishinagawa, Shinagawa-ku, Tokyo

(2) Type of listed share under the Tender Offer

Common shares

(3) Period of the Tender Offer

(i) Period of the Tender Offer ("the Tender Offer Period")

From Thursday, May 2, 2024 Through Monday, June 3, 2024 (21 business days)

(ii) Publication date for commencing the Tender Offer

Thursday, May 2, 2024

(4) Tender Offer Price

1,045 yen per share of common shares

(5) Method of settlement

(i) Name and location of the head office of financial instruments business operator/bank that will conduct settlement of the Tender Offer

Nomura Securities Co., Ltd. 1-13-1 Nihonbashi, Chuo-ku, Tokyo

(ii) Settlement start date

Tuesday, June 25, 2024

(iii) Method of settlement

Without delay after the end of the Tender Offer Period, a notice of purchase through the Tender Offer shall be sent to the person who accepts the offer to purchase shares under the Tender Offer or makes an offer to sell shares (hereinafter referred to as "Tendering Shareholders" including both individual and corporate shareholders who are residents of a foreign country and do not have an account with the Tender Offer Agent that allows them to trade in the Tender Offer ("Foreign Shareholders"). The Tender Offer Agent will mail the Tender Offer Registration Statement to the address of the Tendering Shareholder (or the "Tendering Shareholder's Standing Proxy" in the case of a shareholder who is a Foreign Shareholder).

The purchase will be made in cash. Tendering shareholders will be entitled to receive the proceeds of the Tender Offer, less any applicable withholding tax^{*1}, in the manner that they have instructed, such as by remittance, without delay after the commencement date of settlement. (A remittance fee may be charged)

(Note) *1 Regarding taxation on shares purchased through the tender offer, please consult with a tax accountant or other professional for specific tax-related questions and make your own decisions.

Individual Shareholders

(a) When the Tendering Shareholder is a resident or a non-resident who has a permanent establishment in Japan

If the amount of money to be received by applying for the Tender Offer exceeds the amount of the portion of the Company's capital that corresponds to the shares underlying the delivery (i.e., if the purchase price per share exceeds the amount of capital per share of the Company), the excess amount will be deemed to be a dividend and taxed as such. In addition, the portion of the amount of money to be received by tendering shares in the Tender Offer, excluding the amount deemed to be a dividend, will be income from the transfer of shares. If there is no amount deemed as a dividend (i.e., if the purchase price per share is less than or equal to the amount of capital per share of the Company), all of the amount of money to be delivered will be transferable income.

The amount deemed as dividends is subject to withholding equal to 20.315% (15.315% in income taxes and the Special Reconstruction Income Tax under the Act on Special Measures concerning Securing Financial Resources Necessary for Implementing Measures for Reconstruction in Response to the Great East Japan Earthquake (Law No. 117 of 2011, including subsequent revisions; referred to as the "Special Reconstruction Income Tax") and 5% in resident taxes; nonresidents with a permanent domestic establishment are specially exempt from the 5% resident tax); provided, however, that in the case where a shareholder is a large shareholder specified in Article 4-6-2, paragraph 38 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Law No. 43 of 1957, including subsequent revisions; referred to as the "Act on Special Measures Concerning Taxation") ("Large Shareholder"), 20.42% of the payment is withheld (income tax and Special Reconstruction Income Tax only).

In addition, if the ratio of the total number of shares issued by a corporation that falls under the category of family corporation under the Corporation Tax Act when the Tendering Shareholder, who receives payment of the amount deemed to be a dividend and the Tendering Shareholder, are the shareholders who are the basis for the determination, is added together, and the ratio to the total number of shares issued is 3/100 or more, then the amount deemed to be a dividend is subject to comprehensive taxation. The amount deemed as such dividend is subject to comprehensive taxation.

In principle, the amount obtained by deducting the acquisition cost of such shares from the transfer income is subject to the separate taxation on declaration.

In the case where shares in a tax-free account (“Tax-Free Account”) specified in Article 37-14 of the Act on Special Measures Concerning Taxation (tax-free status of income from transfers relating to small amounts of publicly-traded shares in Tax-Free Accounts) are tendered pursuant to the Self Tender Offer and the financial instruments broker with which the tax-free account was opened is Nomura Securities Co.,Ltd., income from the transfer of shares pursuant to the Self Tender Offer is in principle tax free. If the tax-free 13 account was opened with a financial instruments broker other than Nomura Securities Co., Ltd., the treatment described above may not apply.

(b) When the Tendering Shareholder is a non-resident who does not have a permanent establishment in Japan

An amount of 15.315% (income tax and special income tax for recovery only) will be withheld at source from the amount deemed as dividends. In the case of a principal shareholder, 20.42% (income tax and special income tax for recovery only) will be withheld at source. In principle, income arising from such transfer is not taxed.

Corporate Shareholders

If the amount of money to be delivered to a corporate shareholder upon the application for the Tender Offer exceeds the amount of the portion of the capital stock of the Company corresponding to the shares underlying the delivery, the amount of such excess portion shall be deemed to be a dividend.

As a general rule, an amount of 15.315% (income tax and special income tax for recovery only) will be withheld at source from the portion deemed to be a dividend.

In addition, the Tendering Shareholders (limited to corporations having their head office or principal office in Japan (domestic corporations)) who directly own more than one-third of the total number of issued shares of the Company as of the record date for the payment of such dividend shall be deemed to receive the dividend paid by the Company, (a corporation having its head office or principal office in Japan (limited to a domestic corporation)) will not be subject to income tax and special income tax for recovery on the amount deemed as dividends to be paid by the Company, and no withholding tax will be imposed on such amount.

Foreign shareholders who wish to receive income tax reduction or exemption on such deemed dividend amount in accordance with applicable tax treaties are requested to submit a tax treaty notification form to the Tender Offer Agent together with the Tender Offer Application Form when applying for the Tender Offer.

2. Results of the Tender Offer

(1) Number of Shares Purchased

Type of Shares Certificates,	Number of shares to be purchased	Number of planned excess	Number of applications	Number of purchases
Common shares	5,500,000 shares	0 shares	5,000,100 shares	5,000,100 shares

(2) Calculation in the case of purchase on a pro rata basis

Not applicable

3. Location where a copy of the Tender Offer Report is available for public inspection

Japan Lifeline Co., Ltd. 2-2-20, Higashishinagawa, Shinagawa-ku, Tokyo
Tokyo Stock Exchange, Inc. 2-1 Nihonbashi Kabuto Cho, Chuo-ku, Tokyo

II. Completion of acquisition of Treasury Shares

1. Acquisition details

(1) Type of shares acquired

Common shares

(2) Total number of shares acquired

5,000,100 shares

(Note) Percentage of total shares issued 6.60% (rounded the third decimal place)

(3) Total acquisition price

5,225,104,500 yen

(Note) The above amounts do not include fees or other expenses to be paid to the tender offer agent.

(4) Period of acquisition

From Thursday, May 2, 2024 Through Monday, June 3, 2024

(5) Method of acquisition

The Tender Offer

With the closing of the Tender Offer, the acquisition of treasury stock pursuant to Article 156, Paragraph 1 of the Companies Act as applied pursuant to Article 165, Paragraph 3 of the same Act and the Company's Articles of Incorporation, which was resolved by the Board of Directors on May 1, 2024, has been completed.

(Reference) Details of the Board of Directors' resolution on May 1, 2024 regarding the acquisition of treasury stock

(i) Type of shares to be acquired

Common shares

(ii) Total number of shares to be acquired

5,500,100 shares (maximum)

(Note) Percentage of total shares issued: 7.26% (rounded the third decimal place)

(iii) Total acquisition price

5,747,604,500 yen (maximum)

(iv) Period of acquisition

From Thursday, May 2, 2024 Through Friday, June 28, 2024

III. Change in the Largest and Principal Shareholder

1. Background description

The Company had been conducting the Tender Offer from May 2, 2024 through June 3, 2024, and the largest shareholder of the Company, MT Shokai Corporation ("MT Shokai"), a principal shareholder of the Company, tendered 5,000,000 shares, a part of the common shares of the Company held by MT Shokai, and the Company will acquire all such tendered shares.

As a result, the ratio of the number of voting rights held by MT Shokai to the voting rights of all shareholders of the Company will be less than 10% as of June 25, 2024, the commencement date of settlement of the Tender Offer, if settlement of the Tender Offer takes place, MT Shokai will no longer be the largest and principal shareholder of the Company, and KS Shoji Corporation will newly become the largest and principal shareholder.

2. Overview of shareholders to be transferred

(1) Overview of the shareholder who will no longer be the largest and principal shareholder

(1) Name	MT Shokai Corporation
(2) Location	Minato Ward, Tokyo
(3) Representative	Representative Director Takeshi Masumoto
(4) Business	Real estate leasing , Management of securities

(2) Overview of the shareholder who will newly become the largest and principal shareholder

(1) Name	KS Shoji Corporation
(2) Location	Shinagawa Ward, Tokyo
(3) Representative	Representative Director Keisuke Suzuki
(4) Business	Holding and management of securities

3. Number of voting rights (Number of Shares) held by relevant shareholder and its ratio to the voting rights held by all shareholders

(1) MT Shokai

	Number of voting rights (Number of shares held)	Ratio of voting rights held	Ranking among large shareholders
Before the change (As of March 31, 2024)	98,608 pieces (9,860,800 shares)	13.13%	1st
After the change	48,608 pieces (4,860,800 shares)	6.94%	4th

(2) KS Shoji Corporation

	Number of voting rights (Number of shares held)	Ratio of voting rights held	Ranking among large shareholders
Before the change (As of March 31, 2024)	88,641 pieces (8,864,100 shares)	11.81%	2nd
After the change	90,671 pieces (9,067,100 shares)	12.94%	1st

(Note) 1. The ratio of voting rights held before the change is calculated based on 750,776 voting rights as of March 31, 2024.

2. The ratio of voting rights held after the change is calculated based on 700,775 voting rights. It is calculated from 750,776 voting rights as of March 31, 2024, less the number of 50,001 voting rights associated with the 5,000,100 shares of the Company's common shares that the Company will acquire through the Tender Offer

3. Ratio of voting rights held is rounded at the third decimal place.

4. Scheduled date of change

June 25, 2024 (The commencement date of settlement of the Tender Offer)

5. Future Outlook

The Company estimates that these changes in the largest and principal shareholders will have no impact on the consolidated financial results for the fiscal year ending March 2025.