



DISCLAIMER: This English document is translated using a machine translation. You may use this for reference purposes only, fully understanding that it may include inaccurate translations. It is your sole responsibility if you rely not on the Japanese original but on this translation.

April 11, 2025

To whom it may concern

Company name: FUKUYAMA TRANSPORTING  
CO.,LTD.  
Name of representative: Shigehiro Komaru, President & C.E.O  
Corporate Officer  
(Code: 9075, TSE Prime Market)  
Inquiries: Hiroshi Eto, Senior Managing  
Corporate Officer  
(TEL. +81-84-924-2000)

### **Notice Concerning Results of Tender Offer for Treasury Shares and Completion of Purchase of Treasury Shares**

FUKUYAMA TRANSPORTING CO.,LTD. (the "Company") has resolved, at a meeting of the Board of Directors held on March 12, 2025, to purchase treasury shares pursuant to the provisions of Article 156, Paragraph (1) of the Companies Act (Act No. 86 of 2005, including subsequent amendments; the "Companies Act"), as applied by replacing the relevant terms pursuant to the provisions of Article 459, Paragraph (1) of the same act and the Articles of Incorporation of the Company, and to make a tender offer as the specific method for the purchase of treasury shares (the "Tender Offer"). The Tender Offer was conducted from March 13, 2025, and we hereby announce that the Tender Offer was completed on April 10, 2025, as described below.

The Company also announces that, with the closing of the Tender Offer, purchase of treasury shares based on the resolution of the Board of Directors meeting held on March 12, 2025 has been completed.

#### **I. Results of the Tender Offer**

##### **1. Overview of purchase, etc.**

##### **(1) Name and location of the Tender Offeror**

FUKUYAMA TRANSPORTING CO.,LTD., 20-1, Higashifukatsu-cho 4-chome, Fukuyama City, Hiroshima  
Prefecture

##### **(2) Class of listed share certificates, etc. to be purchased etc.**

Common stock

##### **(3) Period of purchase, etc.**

##### **(I) Period of the purchase, etc. (the "Tender Offer Period")**

From March 13, 2025(Thursday) until April 10, 2025(Thursday) (20 business days)

##### **(II) Date of public notice of commencement of the tender offer**

March 13, 2025(Thursday)

- (4) Price of purchase, etc.  
3,255 yen per common stock
- (5) Method of settlement
- (I) Name and location of the head office of the financial instruments business operator, bank, etc. in charge of settlement of the purchase, etc.  
Nomura Securities Co., Ltd. 1-13-1 Nihonbashi, Chuo-ku, Tokyo
- (II) Date of commencement of settlement  
May 7, 2025(Wednesday)
- (III) Method of settlement  
Without delay after the end of the Tender Offer Period, a notice of purchase, etc. through the tender offer shall be sent to addresses of those who have accepted the offer for the purchase etc. of stock certificates etc. under the Tender Offer or have applied for the sale, etc. (the "Tendering Shareholders, etc.") (standing proxy in case of a resident of a foreign country and who does not have an account with the tender offer agent that allows them to trade in the Tender Offer (including corporate shareholders, etc.; the "Foreign Shareholders, etc.")).  
Purchases will be made in cash. The Tendering Shareholders, etc. may receive the proceeds of the tender offer, less any applicable withholding tax (Note), by remittance or other means instructed by the Tendering Shareholders, etc. without delay after the commencement date of settlement (remittance fees may apply).

(Note) Taxation on stocks purchased through a tender offer

\* Please consult a tax accountant or other specialist for specific tax-related questions and make your own decisions.

- (i) The tax treatment for individual shareholders who tender their shares in the Tender Offer is as follows.
- (a) In cases where the Tendering Shareholder, etc. is a resident or a non-resident who has a permanent establishment in Japan

If the amount of money to be received by tendering shares in the Tender Offer exceeds the amount of the portion of the Company's share capital, etc. corresponding to the stocks underlying the delivery (i.e., if the purchase price per share exceeds the amount of share capital, etc. per share of the Company), such excess amount shall 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, less the amount deemed to be a dividend, will be income from the transfer of stocks and other securities. If there is no amount considered as a dividend (i.e., if the purchase price per share is less than or equal to the amount of share capital etc. per share of the Company), all of the amount of money to be delivered will be transfer income.

20.315% (income tax and the special income tax for reconstruction under the "Special Measures Act on Securing Financial Resources Necessary for Implementing Measures for Reconstruction from the Great East Japan Earthquake" (Act No. 117 of 2011; including subsequent amendments) (the "Special Income Tax for Reconstruction") 15.315% and resident tax 5%) of the amounts deemed as dividends will be withheld at source (a non-resident with a permanent establishment in Japan is not subject to the 5% resident tax). However, if you fall under the category of the major shareholder, etc. as defined in Article 4-6-2, Paragraph 38 of the Enforcement Order of the Special Taxation Measures Law (Cabinet Order No. 43 of 1957, including subsequent amendments) (the "Major Shareholder, etc."), amount of 20.42% (income tax and the Special Income Tax for Reconstruction only) will be withheld at source. In addition, if ratio of total of stocks held by the Tendering Shareholders, etc. who receive amount of

payment deemed to be dividend and stocks held by corporations that fall under the category of family corporation under the Corporation Tax Act when such Tendering Shareholders, etc. are considered to be shareholders as the basis for the determination to the total number of issued shares, etc. is 3/100 or more of the total of the issued stocks, etc., the amount deemed to be dividend shall be subject to comprehensive taxation.

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

In addition, if stocks, etc. held in a tax-exempt account (a "Tax-exempt Account") as provided for in Article 37-14 (tax exemption on capital gains, etc. relating to small amount of listed stocks, etc. held in Tax-exempt Accounts) of the Special Taxation Measures Act (Act No. 26 of 1957; including subsequent amendments) are tendered in response to the Tender Offer, and the financial instruments business operator, etc. with which the Tax-exempt Account has been opened is the Nomura Securities Co., Ltd., then, in principle, any capital gains, etc. arising from the Tender Offer will be exempt from tax. The above treatment may differ if the Tax-exempt Account is opened at a financial instruments firm, etc. other than the Nomura Securities Co., Ltd.

- (b) In cases where the Tendering Shareholders, etc. is a non-resident who does not have a permanent establishment in Japan

15.315% of the amount deemed as dividend (income tax and the Special Income Tax for Reconstruction only) will be withheld at source. In the case of the Major Shareholder, etc., 20.42% of the amount (income tax and the Special Income Tax for Reconstruction only) will be withheld at source. In principle, income arising from such transfer will not be taxed.

- (ii) If amount of money to be received by a corporate shareholder upon tendering shares in the Tender Offer exceeds the amount of the portion of the Company's share capital, etc. corresponding to the stocks that were the basis for the delivery, such excess amount shall be deemed to be a dividend. As a general rule, an amount of 15.315% (income tax and the Special Income Tax for Reconstruction only) is withheld at source from the portion deemed as dividends.

In addition, the amount deemed as dividends to be paid by the Company to the Tendering Shareholders, etc. (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 stocks, etc. of the Company as of the record date for the payment of such dividends, etc. shall not be subject to income tax or the Special Income Tax for Reconstruction, and will not be withheld at source.

Foreign Shareholders, etc. 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. Result of purchase, etc.

### (1) Number of shares, etc. acquired by purchase, etc.

Class of shares, etc.	Number of shares to be purchased	Expected number of excess shares	Number of tendered shares	Number of purchased shares
Common stock	3,500,000 shares	- shares	2,881,630 shares	2,881,630 shares

### (2) Calculation for purchase, etc. by method of proportional distribution

Not applicable

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

FUKUYAMA TRANSPORTING CO.,LTD. 20-1, Higashifukatsu-cho 4-chome, Fukuyama City, Hiroshima Prefecture

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

II. Completion of purchase of treasury shares

1. Details of acquisition

- (1) Class of shares acquired  
Common stock
- (2) Total number of shares acquired  
2,881,630 shares  
(Note) Ratio 7.24% (rounded to the second decimal place) to the number of stocks (39,808,024 shares) obtained by deducting the number of treasury shares held by the Company (962,339 shares) as of January 31, 2025 from the total number of outstanding stocks (40,770,363 shares) as of the same date
- (3) Total amount of acquisition costs  
9,379,705,650 yen  
(Note) The above amounts do not include processing fees and other expenses to be paid to the tender offer agent.
- (4) Period acquired  
From March 13, 2025(Thursday) until April 10, 2025(Thursday)
- (5) Method of acquisition  
By way of tender offer

With closing of the Tender Offer, the purchase of treasury shares under Article 156, Paragraph (1) of the Companies Act as applied by replacing the relevant terms pursuant to the provisions of Article 459, Paragraph (1) of the same act and the Articles of Incorporation of the Company, which was resolved by the Board of Directors meeting held on March 12, 2025, has been completed.

(Reference) Details of the resolution of the Board of Directors on March 12, 2025 regarding the purchase of treasury shares

- (1) Class of stocks to be acquired  
Common stock
- (2) Total number of stocks to be acquired  
3,500,100 shares (maximum)
- (3) Total amount of acquisition costs  
11,392,825,500 yen (maximum)
- (4) Period to acquire  
From March 13, 2025(Thursday) until May 30, 2025(Friday)