



[Translation]  
April 26, 2024

To whom it may concern:

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Name of Representative: Makoto Takahashi  
President, Representative Director, CEO  
(Securities Code: 9433 TSE Prime Market)  
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### **Notice Regarding Results of Tender Offer for Shares of Lawson, Inc. (Securities Code: 2651) and Change in Equity-Method Affiliate**

On March 27, 2024, KDDI Corporation (the “Offeror”) decided to acquire the share certificates, etc. of Lawson, Inc. (Securities Code: 2651, a company listed on the Prime Market of Tokyo Stock Exchange, Inc. (the “TSE”); the “Target”) through a tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) (the “Tender Offer”) and conducted the Tender Offer from March 28, 2024, and the Tender Offer ended on April 25, 2024. The Offeror announce the result of the Tender Offer as follows.

In addition, as a result of the Tender Offer, we hereby also announce that the Target will become an equity-method affiliate of the Offeror as of May 7, 2024 (commencement date of settlement of the Tender Offer).

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

##### **1. Summary of Tender Offer**

###### **(1) Name and Location of the Offeror**

Name: KDDI Corporation  
Location: 2-3-2 Nishishinjuku, Shinjuku-ku, Tokyo

###### **(2) Name of the Target**

Lawson, Inc.

###### **(3) Type of share certificates, etc. related to tender offer**

###### **(I) Common shares**

###### **(II) Share options**

Share options issued pursuant to the resolution of the Target’s board of directors meeting held on March 25, 2015 (the “14th Series of Share Options”) (the exercise period is from April 10, 2015 to March 24, 2035)

Share options issued pursuant to the resolution of the Target’s board of directors meeting held on April 13, 2016 (the “16th Series of Share Options”) (the exercise period is from May 2, 2016 to April 13, 2036)

Share options issued pursuant to the resolution of the Target’s board of directors meeting held on April 12, 2017 (the “17th Series of Share Options”) (the exercise period is from May 1,

2017 to April 11, 2037)

Share options issued pursuant to the resolution of the Target's board of directors meeting held on July 5, 2017 (the "18th Series of Share Options") (the exercise period is from July 21, 2017 to July 4, 2037)

Share options issued pursuant to the resolution of the Target's board of directors meeting held on May 22, 2018 (the "19th Series of Share Options") (the exercise period is from June 8, 2018 to May 21, 2038)

Share options issued pursuant to the resolution of the Target's board of directors meeting held on May 21, 2019 (the "20th Series of Share Options") (the exercise period is from June 7, 2019 to May 20, 2039)

Share options issued pursuant to the resolution of the Target's board of directors meeting held on May 27, 2020 (the "21st Series of Share Options") (the exercise period is from June 12, 2020 to May 26, 2040)

Share options issued pursuant to the resolution of the Target's board of directors meeting held on May 25, 2021 (the "22nd Series of Share Options") (the exercise period is from June 11, 2021 to May 24, 2041)

Share options issued pursuant to the resolution of the Target's board of directors meeting held on May 25, 2022 (the "23rd Series of Share Options") (the exercise period is from June 10, 2022 to May 24, 2042)

Share options issued pursuant to the resolution of the Target's board of directors meeting held on May 24, 2023 (the "24th Series of Share Options") (the exercise period is from June 9, 2023 to May 23, 2043)

(The 14th Series of Share Options, 16th Series of Share Options, 17th Series of Share Options, 18th Series of Share Options, 19th Series of Share Options, 20th Series of Share Options, 21st Series of Share Options, 22nd Series of Share Options, 23rd Series of Share Options, and 24th Series of Share Options, collectively, the "Share Options".)

### (III) Depository receipts for share certificates

American depository receipts related to common shares of the Target (the "Target Shares") issued by Citibank, N.A. and Deutsche Bank Trust Company Americas (collectively, the "Depository Banks") in the United States (the "American Depository Receipts").

(Note) According to the notification for the American Depository Receipts (Form F-6EF) submitted by Citibank, N.A. as of February 13, 2018 to the U.S. Securities and Exchange Commission (the "SEC") and the one submitted by Deutsche Bank Trust Company Americas as of April 2, 2018 to the SEC, the American Depository Receipts for the Target Shares were issued in the United States. However, according to the Target, the Target was not involved in the issuance of these American Depository Receipts. Since the Offeror aimed to acquire all of the Target Shares in the Tender Offer (excluding the Target Shares held by the Offeror and the Target's parent company, Mitsubishi Corporation (collectively, the "Offeror Related Parties") and treasury shares held by the Target), the Offeror, in accordance with Article 27-2, Paragraph (5) of the Act and Article 8, Paragraph (5), item (iii) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended; the "Order"), included the American Depository Receipts as the type of share certificates, etc., to be purchased, because it is necessary to solicit applications for sales, etc., for all the share certificates, etc. issued by the Target. On the other hand, while the American Depository Receipts are securities issued in the United States, it has been determined

that it will be difficult for the Offeror, which is a resident of Japan, to acquire the American Depositary Receipts themselves in the Tender Offer conducted outside the United States because there are no financial instruments business operators, etc., that can handle the acquisition as a tender offer agent in practice. Accordingly, in the Tender Offer, the Offeror decided to accept tenders of the Target Shares and the Share Options only, and instead of accepting tenders of the American Depositary Receipts themselves, to accept tenders of the Target Shares related to such American Depositary Shares represented by the American Depositary Receipts and deposited with the Depositary Banks (the “American Depositary Shares”).

(4) Number of share certificates to be purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
47,923,815 shares	14,458,500 shares	- shares

(Note 1) If the total number of the Target’s share certificates tendered in the Tender Offer (the “Tendered Shares”) is less than the minimum number of shares to be purchased in the Tender Offer (14,458,500 shares), the Offeror will purchase none of the Tendered Shares. If the total number of the Tendered Shares is not less than the minimum number of shares to be purchased in the Tender Offer (14,458,500 shares), the Offeror will purchase all of the Tendered Shares.

(Note 2) As the Tender Offer does not set the maximum number of shares to be purchased, 47,923,815 shares, which is the largest number of the Target Shares that the Offeror may acquire through the Tender Offer, is stated as the number of shares to be purchased. The largest number is the number obtained by adding the total number of issued shares as of January 12, 2024 (100,300,000 shares) as stated in the Target’s third quarterly report for the 49th fiscal year submitted by the Target on January 12, 2024 (the “Target’s Third Quarterly Report”) to the number of the Target Shares underlying the Share Options (106,000 shares), less the number of treasury shares held by the Target on February 29, 2024 as informed by the Target (222,085 shares) and the number of the Target Shares owned by the Offeror Related Parties (52,260,100) (47,923,815 shares).

(Note 3) Shares constituting less than one unit (*tangen-miman kabu*) are also subject to the Tender Offer. If a shareholder exercises the right to demand purchase of shares constituting less than one unit pursuant to the Companies Act (Act No. 86 of 2005, as amended), the Target may purchase these shares during the period for a tender offer in the Tender Offer (the “Tender Offer Period”) in accordance with statutory procedures.

(Note 4) The treasury shares held by the Target are not scheduled to be acquired through the Tender Offer.

(5) Tender offer period

(I) Tender offer period

From March 28, 2024 (Thursday) to April 25, 2024 (Thursday) (21 business days)

(II) Possibility of extension upon request by the Target

Not applicable.

(6) Tender offer price

(I) Common shares: 10,360 yen per common share

(II) Share Options: 1 yen per Share Option

(III) Target Shares relating to American Depositary Shares represented by American Depositary Receipts: 10,360 yen per share

2. Tender Offer Results

(1) Whether the Tender Offer has been successfully completed

In the Tender Offer, although a condition is imposed that if the total number of Tendered Shares is less than the minimum number of tendered shares to be purchased (14,458,500 shares), the Offeror will purchase none of the Tendered Shares, but since the total number of Tendered Shares (39,031,496 shares) was not less than the minimum number of tendered shares to be purchased (14,458,500 shares), the Offeror will purchase all of the Tendered Shares as provided in the public notice of the commencement of the Tender Offer and the tender offer registration statement.

(2) Date of public notice of Tender Offer results and name of newspaper in which public notice thereof is given

Pursuant to Article 27-13, Paragraph (1) of the Act, the Offeror announced the results of the Tender Offer to news media at the TSE on April 26, 2024 in the manner stipulated in Article 9-4 of the Order and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other Than Issuer (Ministry of Finance Order No. 38 of 1990, as amended (the “Cabinet Office Ordinance”)).

(3) Number of share certificates purchased

Type of share certificates	(I) Number of tenders converted into shares	(II) Number of purchases converted into shares
Share certificates	39,031,496 shares	39,031,496 shares
Share option certificates	—	—
Bond certificates with share options	—	—
Beneficiary certificates of share certificates ( )	—	—
Depository receipts for share certificates (American Depositary Receipts)	—	—
Total	39,031,496	39,031,496
(Total number of potential shares)	—	(—)

(4) Ownership ratio of share certificates after tender offer

Number of voting rights pertaining to the share certificates held by the Offeror before the tender offer	21,100	(Ownership ratio of share certificates before the tender offer 2.11%)
Number of voting rights pertaining to the share certificates held by special related parties before the tender offer	501,501	(Ownership ratio of share certificates before the tender offer 50.06%)
Number of voting rights pertaining to the share certificates held by the Offeror after the tender offer	411,414	(Ownership ratio of share certificates after the tender offer 41.07%)
Number of voting rights pertaining to the share certificates held by special	501,501	(Ownership ratio of share certificates after the tender offer 50.06%)

related parties after the tender offer		
Total number of voting rights of all shareholders	999,718	

(Note 1) “Number of voting rights pertaining to the share certificates held by special related parties before the tender offer” and “Number of voting rights pertaining to the share certificates held by special related parties after the tender offer” are the sum of the number of voting rights pertaining to Share Certificates, etc. held by each special related party (excluding those excluded from special related parties pursuant to Article 3, Paragraph 2, item (i) of the Cabinet Office Ordinance in calculating the Shareholding Ratio of Share Certificates, etc. in each item of Article 27-2, Paragraph 1 of the Act among special related parties).

(Note 2) “Total number of voting rights of all shareholders” is the number of voting rights of all shareholders (the number of shares per unit is listed as 100 shares) as of August 31, 2023 as stated in the Target’s Third Quarterly Report. However, because shares less than one unit and the Share Options were also subject to tender offers, “Ownership ratio of share certificates before the tender offer” and “Ownership ratio of share certificates after the tender offer” are calculated based on the denominator of the number of voting rights (1,001,839) related to the number of shares (100,183,915 shares) calculated by adding the total number of Target Shares to be issued upon exercise of 1,060 units of Share Options (106,000 shares) reported by the Target as remaining as of February 29, 2024 to the number of shares calculated by deducting the number of treasury shares held by the Target as of the same date, as stated in the “Consolidated Financial Results [IFRS] for the Fiscal Year Ending February 2024” announced by the Target on April 11, 2024 (the “Target’s Financial Results”) (222,085 shares) from the total number of issued shares as of February 29, 2024, as stated in the Target’s Financial Results (100,300,000 shares).

(Note 3) “Ownership ratio of share certificates before the tender offer” and “Ownership ratio of share certificates after the tender offer” are rounded to the nearest second decimal place.

(5) Calculation in cases of conducting a tender offer by a pro-rata method  
Not applicable.

(6) Method of settlement

(I) Name and location of head office of financial instruments business operator or bank handling settlement of the tender offer

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

(II) Commencement date of settlement

May 7, 2024 (Tuesday)

(III) Method of settlement

Without delay after expiration of the Tender Offer Period, a notice of purchase through the tender offer will be mailed to the addresses of persons who consented to the offer to purchase, etc., or made an offer to sell, etc., share certificates, etc. related to the Tender Offer (the “Tendering Shareholders”) (or their standing proxy in the case of foreign shareholders who do not have an account with the tender offer agent that allows transactions (including corporate shareholders, etc.)).

The purchase is made for cash. Tendering Shareholders may receive the proceeds from the Tender Offer without delay after the commencement date of the settlement by the method instructed by the Tendering Shareholders, such as remittance (there may be a remittance charge).

3. Policies after the Tender Offer and future prospects

For the policies after the Tender Offer, there have been no changes in the details stated in the “Notice Regarding Commencement of Tender Offer for Shares of Lawson, Inc. (Securities Code: 2651)”

announced by the Offeror on March 27, 2024.

In response to the results of the Tender Offer, the Offeror plans to implement a series of procedures to make the Offeror Related Parties the Target's only shareholders (the "Squeeze-out Procedure"). As of today, the Target Shares are listed on the TSE Prime Market. However, if the Squeeze-out Procedure is implemented, the Target Shares will become delisted through the prescribed procedures in accordance with the TSE's delisting criteria. After the delisting of the Target Shares, the Target Shares may no longer be traded on the Prime Market of the TSE.

For the specific procedures and time of implementation of the above, the Offeror will consult with the Target, and the Target will promptly announce the details once they have been determined.

4. Place where a copy of the Tender Offer Report is to be made available for public inspection

KDDI Corporation  
 (3-10-10 Iidabashi, Chiyoda-ku, Tokyo)  
 Tokyo Stock Exchange, Inc.  
 (2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo)

II. Change in equity-method affiliate

1. Reason for change

As a result of the Tender Offer, the Target will become an equity-method affiliate of the Offeror as of May 7, 2024 (commencement date of settlement of the Tender Offer).

2. Summary of equity-method affiliate subject to change (Target)

(I)	Name	Lawson, Inc.	
(II)	Address	Osaki 1-11-2, Shinagawa-ku, Tokyo	
(III)	Title/name of representative	President and CEO, Representative Director, Chairman of the Board Sadanobu Takemasu	
(IV)	Details of business	Development of franchise chains of "Lawson" convenience stores	
(V)	Stated capital	58,506 million yen (as of February 29, 2024)	
(VI)	Date of establishment	April 15, 1975	
(VII)	Major shareholders and shareholding ratio (as of August 31, 2023) (Note 1)	Mitsubishi Corporation	50.11%
		The Master Trust Bank of Japan, Ltd. (trust account)	8.15%
		Custody Bank of Japan, Ltd. (trust account)	2.74%
		SMBC Nikko Securities Inc.	2.31%
		KDDI Corporation	2.11%
		NTT DOCOMO, INC.	2.09%
		Japan Securities Finance Co., Ltd.	1.73%
		JPMorgan Securities Japan Co., Ltd.	1.20%
		Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	1.20%
		STATE STREET BANK AND TRUST COMPANY 505103 (standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	0.93%
(VIII)	Relationship between Offeror and Target		
	Capital relationship	As of today, the Offeror holds 2,110,000 Target Shares (Shareholding Ratio (Note 2): 2.11%)	
	Personnel relationship	Not applicable.	

	Business relationship	The Offeror has executed the Capital and Business Alliance Agreement with the Target and Mitsubishi Corporation (“MC”). In addition, the Offeror has executed the business alliance agreement with the Target, MC, and menu, Inc.	
	Applicable status of related parties	The Offeror does not fall under a related party.	
(IX) Target’s consolidated management performance and consolidated financial position for the last three years (based on international accounting standards)			
Accounting period	Fiscal year ending February 2023	Fiscal year ending February 2024	
Total assets	2,242,421 million yen	2,297,498 million yen	
Total shareholders’ equity	253,858 million yen	289,300 million yen	
Gross operating revenue	1,000,385 million yen	1,087,964 million yen	
Core operating profit	64,311 million yen	94,090 million yen	
Income attributable to owners of the parent	29,708 million yen	52,148 million yen	
Income per share	296.86 yen	521.08 yen	
Dividend per share	150 yen	117.50 yen	
Target’s consolidated management performance and consolidated financial position for the last three years (based on Japanese accounting standards)			
Accounting period	Fiscal year ending February 2022		
Consolidated net assets	278,473 million yen		
Consolidated total assets	1,337,245 million yen		
Consolidated net assets per share	2,726.97 yen		
Consolidated total operating revenue	698,371 million yen		
Consolidated operating income	47,096 million yen		
Consolidated ordinary income	47,571 million yen		
Net income attributable to owners of the parent	17,900 million yen		
Consolidated net income per share	178.87 yen		
Dividend per share	150 yen		

(Note 1) “(VII) Major shareholders and shareholding ratio (as of August 31, 2023)” is quoted from “status of major shareholders” in the second Quarterly Report for the 49th fiscal year submitted by the Target on October 13, 2023.

(Note 2) “Shareholding Ratio” refers to the ratio (rounded to the second decimal place) of the number of Target Shares to the number of shares (100,183,915 shares) calculated by adding the total number of Target Shares to be issued upon exercise of 1,060 units of Share Options (106,000 shares) reported by the Target as remaining as of February 29, 2024 to the number of shares calculated by deducting the number of treasury shares held by the Target as of the same date, as stated in the Target’s Financial Results (222,085 shares) from the total number of issued shares as of February 29, 2024, as stated in the Target’s Financial Results (100,300,000 shares).

(Note 3) The Target has prepared its consolidated financial statements in accordance with the international financial reporting standards (IFRS) from the fiscal year ending February 2023.

4. Number of acquired shares, acquisition price, and status of shares held before and after the acquisition

(I) Number of shares held before the change	2,110,000 shares (number of voting rights: 21,100) (percentage of voting rights: 2.11%)
(II) Number of shares acquired	39,031,496 shares (number of voting rights: 390,314) (percentage of voting rights: 38.96%)
(III) Acquisition price	404,366 million yen
(IV) Number of shares held after the change	41,141,496 shares (number of voting rights: 411,414) (percentage of voting rights: 41.07%)

(Note 1) “Percentage of voting rights” is calculated based on the denominator of the number of voting rights (1,001,839) related to the number of shares (100,183,915 shares) calculated by adding the total number of Target Shares to be issued upon exercise of 1,060 units of Share Options (106,000 shares) reported by the Target as remaining as of February 29, 2024 to the number of shares calculated by deducting the number of treasury shares held by the Target as of the same date, as stated in the Target’s Financial Results (222,085 shares) from the total number of issued shares as of February 29, 2024, as stated in the Target’s Financial Results (100,300,000 shares), and is rounded to the nearest second decimal place.

(Note 2) “Acquisition price” is calculated by multiplying the number of Target Shares purchased through the Tender Offer by the tender offer price per share and is rounded down to the nearest million yen. In addition, this does not include any advisory fees or similar costs.

#### 4. Schedule for the change (scheduled)

May 7, 2024 (Tuesday) (commencement date of settlement of the Tender Offer).

#### 5. Future prospects

The impact of the equity-method affiliate change through the Tender Offer on the Offeror’s future consolidated financial results is being examined. If any matter to be disclosed arises, the Offeror will promptly announce such matter.

End



**[Regulation on solicitation]**

This press release is intended to announce the Tender Offer and provide information relating to the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell securities or to make an offer to purchase securities pertaining to the Tender Offer. If shareholders and the Share Option Holders wish to make an offer to sell their securities, they should first read the Tender Offer Explanatory Statement concerning the Tender Offer and make an offer to sell their securities at their own discretion. This press release shall neither be, nor constitute a part of, an offer to sell or purchase, or a solicitation of an offer to sell or purchase, any securities, and neither this press release (or part of this press release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and neither this press release (or any part of this press release) nor its distribution may be relied upon at the time of entering into any such agreement.

**[Forward-Looking Statements]**

This press release and the documents referenced in this press release may contain expressions concerning future prospects, including “expect,” “forecast,” “anticipate,” “intend,” “plan,” “be convinced,” “project” and “estimate.” These expressions are based on the current business prospects of the Offeror Related Parties or the Target, as applicable, and they are subject to change depending on future circumstances and developments. None of the Offeror Related Parties, the Target nor any of their respective affiliates assumes any obligation to update these expressions concerning future prospects to reflect actual performance and other circumstances and developments, and changes to the conditions, or other related factors.

**[U.S. regulations]**

The Tender Offer was for shares of the Target, a company incorporated in Japan. The Tender Offer was implemented in compliance with the procedures and information disclosure standards prescribed by Japanese law, and these procedures and standards are not necessarily the same as the procedures and information disclosure standards in the United States. In particular, Section 13(e) or 14(d) of the U.S. Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”) and the rules and regulations thereunder do not apply to the Tender Offer, and the Tender Offer is not necessarily conducted consistent with these procedures and standards. The financial information contained in this press release and the documents referenced in this press release is based on Japanese accounting standards and international accounting standards, which may differ materially from generally accepted accounting principles in the United States and other countries. Since the Offeror Related Parties and the Target are corporations incorporated outside the United States and all or some of their directors and officers are not residents of the United States, it may be difficult to exercise, make or enforce any right or claim arising under the U.S. federal securities laws. It may not be possible to commence legal proceedings against a non-U.S. corporation and its directors and officers in a non-U.S. court for violations of U.S. securities laws. In addition, U.S. courts are not necessarily granted jurisdiction over non-U.S. corporations and their subsidiaries and affiliates and there is no guarantee that shareholders will be able to compel a company outside the United States or its subsidiaries and affiliates to subject themselves to the jurisdiction of a U.S. court.

Unless otherwise stated, all procedures relating to the Tender Offer was conducted in Japanese. Although all or part of the documents relating to the Tender Offer was prepared in English, if there is any discrepancy between the Japanese documents and the corresponding English documents, the Japanese documents shall prevail.

Statements in this press release and the documents referenced in this press release contain “forward-looking statements” within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act. Known and unknown risks, uncertainties, and other factors could cause actual results to differ materially from the results implied or expressly stated as “forward-looking statements.” None of the Offeror Related Parties, the Target nor their respective affiliates gives any assurance or guarantee that the results implied or expressly stated by these forward-looking statements will be achieved. The “forward-looking statements” contained in this press release and the documents referenced in this press release have been prepared based upon the information in the possession of the Offeror Related Parties as of the date of this press release, and unless otherwise required by applicable laws and regulations, none of the Offeror Related Parties, the Target nor any of their respective affiliates assumes any obligation to change or revise the “forward-looking statements” to reflect future events and circumstances.

The Offeror Related Parties, the Target, each of the financial advisors to the Offeror Related Parties and the Target, and the tender offer agent (including the related parties thereof) may have purchased or taken actions to purchase the Target Shares outside the Tender Offer prior to the commencement of the Tender Offer or during the Tender Offer Period to the extent permitted under the Financial Instruments and Exchange Related Laws and Regulations of Japan and other applicable laws and regulations and subject to the requirements of Rule 14e-5(b) under the Securities Exchange Act. Such purchase may have been conducted at a market price through a market transaction or a price determined in off-market negotiations. If the relevant information concerning such purchases is disclosed in Japan, it has also been disclosed in the United States by an equivalent method of disclosure.

**[Other countries]**

The announcement, issuance, or distribution of this press release may be legally restricted in some countries or territories. In such case, shareholders should be aware of and comply with such restriction. The announcement, issue or distribution of this press release shall not be interpreted as an offer to purchase or solicitation of an offer to sell share certificates concerning the Tender Offer, but simply as a distribution of information.