



February 20, 2026

To all parties concerned

Company: Fujitec Co., Ltd.
Representative: Masayoshi Harada
Representative Director, President and CEO
(Stock Code 6406)
Contact: Hiroyuki Yamamoto
Operating Officer,
General Manager of Finance HQ
(TEL 072-622-8151)

Announcement Regarding Resolutions for Share Consolidation, Abolition of Share Unit Number Provisions and Partial Amendments to Articles of Incorporation

We (the “**Company**”) hereby announce that proposals regarding the share consolidation, the abolition of share unit number provisions, and partial amendments to the Articles of Incorporation as set out in “Announcement Regarding Share Consolidation, Abolition of Share Unit Number Provisions and Partial Amendments to Articles of Incorporation” disclosed by the Company on January 14, 2026 (the “**Company’s January 14, 2026 Press Release**”) have been submitted to the extraordinary shareholders’ meeting of the Company held today (the “**Extraordinary Shareholders’ Meeting**”), and all of them have been approved as originally proposed.

As a result, the common shares of the Company (the “**Shares**”) will fulfill the delisting criteria stipulated in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”). Accordingly, the Shares are expected to be designated as “securities to be delisted” for the period from February 20, 2026 to March 22, 2026, and subsequently delisted on March 23, 2026. Please note that, following the delisting, the Shares will no longer be tradable on the Prime Market of the Tokyo Stock Exchange.

1. Agenda Item 1 (Share Consolidation)

The Company has obtained the approval of shareholders at the Extraordinary Shareholders’ Meeting for the share consolidation as described below (the “**Share Consolidation**”).

The details of the Share Consolidation are as described in the Company’s January 14, 2026 Press Release.

(i) Class of Shares to be Consolidated

Common shares

(ii) Consolidation Ratio

6,531,252 Shares will be consolidated into one share.

(iii) Total Number of Issued Shares to be Reduced

78,375,012 shares

(iv) Total Number of Issued Shares before Effectuation

78,375,024 shares

(v) Total Number of Issued Shares after Effectuation

12 shares

(vi) Total Number of Shares Authorized to be Issued as of the Effective Day

45 shares

(vii) Method of Handling in Cases Where There are Fractions Less Than One Share and the Amount of Money Expected to be Delivered to Shareholders as a Result of Rounding

a. Whether the Handling under the Provisions of Article 235, Paragraph 1 of the Companies Act or the Handling under the Provisions of Article 234, Paragraph 2 of the Said Act as Applied Mutatis Mutandis Pursuant to Article 235, Paragraph 2 of the Said Act is Planned, and the Reasons Therefor

As a result of the Share Consolidation, Bospolder 1 K.K. (the “**Offeror**”) and Uchiyama International Co., Ltd. (together with the Offeror, the “**Remaining Shareholders**”) will become the sole shareholders of the Company, and the number of Shares held by shareholders other than the Remaining Shareholders is expected to become fractional shares of less than one share.

Regarding these fractional shares resulting from the Share Consolidation, the total number of such shares (with any fraction less than one share in the total rounded down in accordance with the provisions of Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the same applies hereinafter)) will be sold pursuant to the provisions of Article 235 of the Companies Act and other relevant laws and regulations. The proceeds from the sale will be distributed to shareholders in proportion to their respective fractional holdings. Given that the Share Consolidation is part of the Transactions aimed at making the Remaining Shareholders the sole shareholders of the Company, and considering that the Shares are scheduled to be delisted on March 23, 2026, and will no longer have a market price, it is deemed unlikely that a buyer will emerge through auction. Therefore, the Company plans to sell the shares to the Offeror with court approval, in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis by Article 235, Paragraph 2 of the said Act.

In this case, if court approval is obtained as planned, the purchase price will be set so that each shareholder can receive an amount of money equivalent to the amount obtained by multiplying the number of Shares held by such shareholder as recorded in the Company’s last shareholder register as of March 24, 2026, which is the day immediately preceding the effective day of the Share Consolidation, by 5,700 yen, which is equivalent to the tender offer price for each Share in the Offeror’s tender offer for such Shares and the Company’s stock acquisition rights. However, if court approval is not obtained or if rounding adjustments are necessary, the actual amount to be paid may be different.

b. Name of Person Expected to Purchase Shares Subject to Sale

Bospolder 1 K.K.

c. Method by Which the Person Expected to Purchase Shares Subject to Sale Will Secure Funds for Payment of the Sale Proceeds, and Appropriateness of the Method

The Offeror intends to secure funds required for the acquisition of the Shares equivalent to the total number of fractional shares resulting from the Share Consolidation through capital contribution from Bospolder 2 K.K., the Offeror’s sole parent company, and loans from Mizuho Bank, Ltd., Resona Bank, Limited, Sumitomo Mitsui Banking

Corporation, Aozora Bank, Ltd., and BNP Paribas (acting through its Tokyo branch). The Company has confirmed the method by which the Offeror will secure funds by reviewing the Tender Offer Notification submitted by the Offeror on November 14, 2025, as well as the investment certificate and the financing certificate attached thereto.

The Offeror has stated that no events have occurred that could hinder the payment for the price of the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation, nor are any such events anticipated.

Therefore, the Company has determined that the method by which the Offeror will secure funds for the payment of proceeds from the sale of fractional shares is appropriate.

d. Expected Timing of Sale and Payment of Sales Proceeds to Shareholders

Following the effective day of the Share Consolidation, the Company plans to file a petition with the court around early to mid April 2026, seeking approval to sell the number of Shares equivalent to the total of fractional shares less than one share resulting from the Share Consolidation and to have the Offeror purchase such Shares, in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis by Article 235, Paragraph 2 of the said Act. While the timing of obtaining such court approval may vary depending on the court, the Company expects to proceed with the sale of such Shares around early May 2026 by way of a purchase by the Offeror after obtaining the court approval. After completing the necessary preparations to distribute the proceeds from the sale to shareholders, the Company expects to make such distribution to shareholders around mid July 2026.

Taking into account the time required to implement the series of procedures commencing on the effective day of the Share Consolidation and concluding upon the sale, the Company considers that the sale of the Shares equivalent to the total of fractional shares less than one share resulting from the Share Consolidation will be conducted, and the proceeds from such sale will be distributed to shareholders, at the respective timing set out above.

2. Agenda Item 2 (Partial Amendments to the Articles of Incorporation)

The Company has obtained the approval of shareholders at the Extraordinary Shareholders' Meeting for the partial amendments to the Articles of Incorporation of the Company as described below.

The details of the partial amendments to the Articles of Incorporation are as described in the Company's January 14, 2026 Press Release. The partial amendments to the Articles of Incorporation will become effective on March 25, 2026, on the condition that the Share Consolidation becomes effective.

- (1) If the proposal for the Share Consolidation is approved as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation becomes effective, the Company's total number of shares authorized to be issued will be 45 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. For the sake of clarity, the Company proposes to change the total number of shares authorized to be issued stipulated in Article 5 (Total Number of Shares to be Issued) of the Articles of Incorporation on the condition that the Share Consolidation becomes effective.
- (2) If the proposal for the Share Consolidation is approved as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation becomes effective, the total number of issued shares of the Company will be 12 shares, and there will be no need to provide for the share unit number. Therefore, on the condition that the Share Consolidation becomes effective, in order to abolish the provisions for the share unit number, which specifies that the number of shares constituting one unit of shares shall be 100 shares, the Company proposes to change the provisions of Article 7 (Number of Shares in One Trading Unit) and Article 8 (Rights of Shares Constituting Less Than One Unit) of the Articles of Incorporation.
- (3) If the proposal for the Share Consolidation is approved as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation becomes effective, the Shares will be delisted, and the only shareholders

holding one or more shares of the Shares will be the Remaining Shareholders. Consequently, the provisions for the acquisition of own shares through market trading, etc., the record date for the ordinary shareholders' meeting, and the system for providing materials for a shareholders' meeting via electronic means, will no longer be necessary. Therefore, on the condition that the Share Consolidation becomes effective, the Company proposes to change the provisions of Article 6 (Acquisition of the Company's Own Shares), Article 12 (Record Date of Ordinary General Meeting), and Article 16 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation.

3. Schedule of Share Consolidation

(i) Date of the Extraordinary Shareholders' Meeting	Friday, February 20, 2026
(ii) Date of designation as the securities to be delisted	Friday, February 20, 2026
(iii) Last trading date of the Shares	Thursday, March 19, 2026 (scheduled)
(iv) Date of delisting of the Shares	Monday, March 23, 2026 (scheduled)
(v) Effective day of the Share Consolidation of the Shares	Wednesday, March 25, 2026 (scheduled)

End