



December 16, 2020

For Immediate Release

Company: Kirindo Holdings Co., Ltd.
Representative: Toyohiko Teranishi
Representative Director, Chief Executive Officer,
President
(Code: 3194 First Section, Tokyo Stock Exchange)
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Notice Regarding Approval of Resolutions for Share Consolidation, Abolishment of Provision on Share Units, and Partial Amendment of Articles of Incorporation

We hereby inform you that, as we informed you in the “Notice Regarding Share Consolidation, Abolishment of Provision on Share Units, and Partial Amendment of Articles of Incorporation” released by the Company on November 12, 2020 (“November 12, 2020 Company Press Release”), at an extraordinary general shareholders meeting of the Company held today (“Extraordinary Shareholders’ Meeting”), the Company held a vote on proposals for a share consolidation, abolishment of provision on share units, and partial amendment of the Articles of Incorporation, and all of the proposals were approved as in the original drafts.

As a result, the Company’s common shares (“Shares”) will satisfy the criteria for delisting specified in the securities listing rules of the Tokyo Stock Exchange, Inc. (“Tokyo Stock Exchange”). Through the foregoing procedures, after being designated as delisted stock between December 16, 2020 and January 5, 2021, the Shares are scheduled to be delisted on January 6, 2021. Please remember that after the delisting it will not be possible to trade Shares on the First Section of the Tokyo Stock Exchange.

1. Proposed Resolution No. 1 (Share Consolidation)

As we informed you in the November 12, 2020 Company Press Release, the Extraordinary Shareholders’ Meeting was held to obtain the necessary approval for a share consolidation as described below (“Share Consolidation”).

(i) Class of shares to be consolidated

Common shares

(ii) Consolidation ratio

Every 1,618,678 shares of the Shares will be consolidated into one share.

(iii) Reduction in total number of outstanding shares

11,330,741 shares

(iv) Total number of outstanding shares prior to effect

11,330,748 shares (Note)

(Note) The total number of outstanding shares prior to effect will be the number of issued shares of the Company as of August 31, 2020 (11,332,206 shares) set forth in the Company’s Second Quarterly Report for the 7th Business Year submitted by the Company on October 12, 2020 less the number of treasury shares that the

Company holds as of November 3, 2020 (1,458 shares), which are scheduled to be retired on January 7, 2021, in accordance with the resolution of the meeting of the Board of Directors held on November 12, 2020.

(v) Total number of outstanding shares after effect

7 shares

(vi) Total number of authorized shares as of effective date

28 shares

(vii) Method of processing fractional shares less than one share and amount of cash expected to be delivered to shareholders through such processing

It is planned that, through the Share Consolidation, the Shares held by shareholders other than K.K. BCJ-48 (the “Offeror”) and the Company’s representative director and president Mr. Toyohiko Teranishi will become fractional shares less than one share.

With respect to fractional shares less than one share arising from the Share Consolidation, shares equal to the total number (in accordance with Article 235, paragraph (1) of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same), if the total number includes a fraction of less than one share, such fraction will be discarded) will be sold in accordance with Article 235 of the Companies Act and other applicable laws and regulations, and the proceeds obtained through such sale will be delivered to shareholders in proportion to their fractional shares. With respect to such sale, it is planned that the shares will be sold to the Offeror with the permission of the court pursuant to the provisions of Article 234, paragraph (2) of the Companies Act applied *mutatis mutandis* under Article 235, paragraph (2) of the same Act, or purchased by the Company with the permission of the court pursuant to the provisions of Article 234, paragraph (4) of the Companies Act applied *mutatis mutandis* under Article 235, paragraph (2) of the same Act.

The sale price in such case, if the above permission of the court is obtained as planned, is planned to be set at a price that makes it possible to deliver to each shareholder cash in the amount obtained by multiplying the number of Shares held by the shareholder by JPY3,500, which is the same amount as the Tender Offer Price.

2. Proposed Resolution No. 2 (Partial Amendment of Articles of Incorporation)

If the Share Consolidation takes effect, in accordance with Article 182, paragraph (2) of the Companies Act, the Company’s total number of authorized shares will be reduced to 28 shares. To clarify this point, subject to the Share Consolidation taking effect, Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation will be amended.

If the Share Consolidation takes effect, the Company’s total number of outstanding shares will be 7 shares, and it will cease to be necessary to specify the number of shares in a share unit. Subject to the Share Consolidation taking effect, in order to abolish the provision that currently makes 100 shares the share unit for the Shares, the entire text of Article 8 (Number of Shares in Share Unit) and Article 11 (Rights of Shareholders of Less Than One Share Unit), will be deleted entirely, and in conjunction with these amendments the article numbers will be shifted up.

For the details of the partial amendment of the Articles of Incorporation, please refer to the November 12, 2020 Company Press Release.

Provided that the Share Consolidation takes effect, these amendments of the Articles of Incorporation will take effect on January 8, 2021, which is the effective date of the Share Consolidation.

3. Schedule of Share Consolidation

Date of Extraordinary Shareholders' Meeting	December 16, 2020 (Wednesday)
Delisted stock designation date	December 16, 2020 (Wednesday)
Final trading date for Shares	January 5, 2021 (Tuesday) (Tentative)
Date of delisting of Shares	January 6, 2021 (Wednesday) (Tentative)
Effective date of Share Consolidation	January 8, 2021 (Friday) (Tentative)

End