

**【Cover page】**

<b>【Document to be submitted】</b>	Extraordinary Report
<b>【Authority to which this document is to be submitted】</b>	Director-General of the Kanto Local Finance Bureau
<b>【Submission date】</b>	December 3, 2024
<b>【Company name】</b>	FANCL CORPORATION
<b>【English name】</b>	FANCL CORPORATION
<b>【Title and name of representative person】</b>	President & CEO, Representative Director Kazuyuki Shimada
<b>【Location of head office】</b>	89-1 Yamashita-cho, Naka-ku, Yokohama
<b>【Telephone number】</b>	045-226-1200 (representative number)
<b>【Name of contact person】</b>	Executive Officer, In Charge of Group Finance & Accounting , General Manager, Corporate Planning Division
	Yuhei Komine
<b>【Contract address】</b>	89-1 Yamashita-cho, Naka-ku, Yokohama
<b>【Telephone number】</b>	045-226-1200 (representative number)
<b>【Name of contact person】</b>	Executive Officer, In Charge of Group Finance & Accounting , General Manager, Corporate Planning Division
	Yuhei Komine
<b>【Place for public inspection】</b>	Tokyo Stock Exchange, Inc.  (2-1, Nihonbashi-kabutocho, Chuo-ku, Tokyo)

1. Reason for submission

As the Company resolved the resolution matters at the extraordinary general shareholders meeting held on November 29, 2024 (the "Extraordinary General Shareholders Meeting"), the Company hereby submits the extraordinary report in accordance with Paragraph 4 of Article 24-5 of the Financial Instruments and Exchange Act and Item 9-2 of Paragraph 2 of Article 19 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

2. Contents of report

- (1) The date on which the Extraordinary General Shareholders Meeting was held  
November 29, 2024

- (2) The details of the resolution matters

Proposal 1: Share Consolidation

The following share consolidation (the "Share Consolidation") is implemented with regard to the common shares of the Company (the "Company Shares").

- (i) Ratio of consolidation  
40,000,000 shares are to be consolidated into one (1) share
- (ii) The date on which the Share Consolidation becomes effective  
December 20, 2024
- (iii) Total number of authorized shares on effective date  
11 shares

Proposal 2: Partial Amendment to the Articles of Incorporation

- (i) In the event that the agenda related to the Share Consolidation is approved and passed as per the original proposal and the Share Consolidation is effectuated, the total number of authorized shares of the Company Shares shall decrease to 11 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. In order to clarify such point, on the condition that the Share Consolidation is effectuated, Article 6 (Total Number of Authorized Shares) of the current Articles of Incorporation shall be amended.
- (ii) In the event that the agenda related to the Share Consolidation is approved and passed as per the original proposal and the Share Consolidation is effectuated, the total number of authorized shares of the Company shall become 3 shares, and there would be no need to provide for the number of share units. Accordingly, on the condition that the Share Consolidation is effectuated, in order to abolish the provisions of the number of share units of the Company Shares which are currently 100 shares per one (1) share unit, Article 7 (Number of Share Units) and Article 8 (Additional Purchase of Shares

Less Than One Share Unit) of the current Articles of Incorporation shall be deleted, and the provision numbers shall be moved up accompanying such amendment.

- (iii) In the event that the agenda related to the Share Consolidation is approved and passed as per the original proposal and the Share Consolidation is effectuated, the Company Shares shall be delisted and only the Tender Offeror shall own one (1) or more shares of the Company Shares, and also due to the treatment of fractional shares after the Share Consolidation, only the Tender Offeror shall become the Company's shareholder; therefore, the provisions related to the record date of the annual general shareholders meeting and the provisions related to the electronic provision system of the materials of the general shareholders meeting shall lose their necessity. Accordingly, on the condition that the Share Consolidation is effectuated, the entire texts of Article 12 (Record Date of the Annual General Shareholders Meeting) and Article 14 (Electronic Provision Measures, etc.) of the current Articles of Incorporation shall be deleted, and the provision numbers shall be moved up accompanying such amendment.

The partial amendment to the Articles of Incorporation shall take effect on December 20, 2024, on the condition that the Share Consolidation is effectuated.

- (3) Number of affirmative votes, opposition votes and manifestation of intent of abstention towards the resolution matters, requirements for the passage of such resolution matters, and the results of such resolution

Resolution Matters	Number of Affirmative Votes	Number of Opposition Votes	Number of Abstentions	Passage Requirements	Results of Resolution and Percentage of Affirmation
Proposal 1: Share Consolidation	1,008,924	127,463	0	(Note) 1	Pass (88.38)
Proposal 2: Partial Amendment to the Articles of Incorporation	1,008,962	127,425	0	(Note) 1	Pass (88.38)

(Note) 1. Attendance of the shareholders holding one-thirds or more of the voting rights of the shareholders entitled to exercise their votes, and the affirmative votes of two-thirds or more of the voting rights of such shareholders in attendance.

(4) Reason why a part of the number of votes of the shareholders attending the general shareholders meeting was not added

Since the passage or non-passage of the resolution matters became clear by totaling those for which the affirmation or opposition were able to be confirmed from among a part of the votes of the shareholders attending on that day and the votes which were exercised in advance on or before the day immediately preceding the Extraordinary General Shareholders Meeting, the number of votes for which the affirmation, opposition or abstention could not be confirmed from among the votes of the shareholders who attended on the day of the Extraordinary General Shareholders Meeting were not added.

End