

**Notice regarding Revisions to the Dividend Forecast (No Dividend)
of the Fiscal Year Ending March 31, 2025
and Abolition of the Shareholders Benefit System**

Yokohama, June 14, 2024—FANCL Corporation resolved at the Board of Directors meeting held today that (i) the Company revises the dividend forecast of the fiscal year ending March 31, 2025 and dividends will not be paid at the end of the Interim period and the end of the fiscal year ending March 31, 2025, and (ii) the Company abolishes the shareholders benefit system, on the condition that the tender offer to the common stock of the Company (the “Company Shares”) and the Stock Acquisition Rights by Kirin Holdings Company, Limited (the “Tender Offeror”) as described in the “Notice of Expression of Our Affirmative Opinion regarding, and Recommendation to Tender in, the Tender Offer for the Company’s Shares etc. by Kirin Holdings Company, Limited” separately announced today (the “Tender Offer”) is completed, and therefore notifies as follows.

1. Revisions to the Dividend Forecast

(1) Contents of Revision

	dividends (JPY)		
	Interim period	Year-end	Annual
Previous forecast (announced on May 8, 2024)	17.00	17.00	34.00
This revision forecast	0.00	0.00	0.00
Last term’s performance (fiscal year ended March 31, 2024)	17.00	17.00	34.00

(2) Reasons for Revision

At the Board of Directors meeting held today, the Company resolved (i) to express its affirmative opinion regarding the Tender Offer, and (ii) to recommend the Company’s shareholders to tender in the Tender Offer, and to leave the decision up to the owners of the Stock Acquisition Rights (the “Stock Acquisition Rights Holders”) as to whether or not to tender in the Tender Offer. Such resolution of the Board of Directors was made upon the premise that the Company Shares are scheduled to be delisted due to the implementation by the Tender Offeror of the Tender Offer and the subsequent series of procedures.

For details, please refer to the Company’s press release expressing its opinion separately announced today.

Considering return of profits to shareholders as an important management issue, the Company has implemented distribution of profits depending upon performance trends and stable dividends, with the aim of consolidated dividend payout ratio of approximately 40% and DOE (dividend on equity) ratio of approximately 5%. However, since economic differences would occur between the shareholders tendering in the Tender Offer and the shareholders not tendering in the Tender Offer if distribution is made for the dividends at the end of the second quarter with the record date being September 30, 2024 and the dividends at the end of the fiscal year with the record date being March 31, 2025, which are after the settlement of the Tender Offer, from the perspectives of ensuring

fairness among the shareholders, the Company resolved to revise the dividend forecast for the fiscal year ending March 31, 2025 and not to distribute the dividends at the Interim period or at the end of the fiscal year ending March 31, 2025.

2. Abolition of the Shareholders Benefit System

At the Board of Directors meeting held today, the Company resolved to abolish the shareholders benefit system from the fiscal year ending March 31, 2025 on the condition that the Tender Offer is completed. Due to this, in the event that the Tender Offer is completed, the Company's shareholders benefit system shall be abolished with the shareholders benefit targeting the shareholders holding one (1) share unit (100 shares) or more continuously for six (6) months or more (*) who are described or recorded in the shareholders registry currently as of March 31, 2024. Even in the event that the Company's shareholders benefit system is abolished, the vouchers for "FANCL Ginza Square" with the record date being March 31, 2024 may be used within the valid term.

<Current Shareholders Benefit System>

Holding period	Number of shares held	Benefit contents	Record date
Less than 6 months	Not subject to the shareholders benefit system regardless of the number of shares held		
6 months or more	100 shares or more and less than 200 shares	Either of the following: (i) The Company's products or participation in donation equivalent to JPY <u>3,000</u> ; (ii) The Company's voucher for "FANCL Ginza Square" of JPY <u>3,000</u> .	March 31 of every year
	200 shares or more	Either of the following: (i) The Company's products or participation in donation equivalent to JPY <u>6,000</u> ; (ii) The Company's voucher for "FANCL Ginza Square" of JPY <u>6,000</u> .	March 31 of every year

*A holding period of 6 months means descriptions or records of the same shareholder number in the shareholder registry on the record date (March 31), as well as September 30 and December 31 of the preceding year, consecutively.

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