

September 13, 2024

FANCL Corporation
TSE Prime Market: 4921

Notice regarding Setting of Record Date for Convocation of the Extraordinary Shareholders' Meeting

Yokohama, September 13, 2024—FANCL Corporation (the “Company”) hereby announces that at the Board of Directors meeting held today, the Company resolved to set a record date for convocation of an extraordinary shareholders' meeting scheduled to be held in late November 2024 (the “Extraordinary Shareholders' Meeting”).

1. Record date, etc. of the Extraordinary Shareholders' Meeting

To determine the shareholders who are entitled to exercise voting rights at the Extraordinary Shareholders' Meeting, the Company has set September 30, 2024 (Monday) as the record date, and the shareholders stated or recorded on the last shareholder register as of the said date shall be the shareholders who are entitled to exercise their voting rights at the Extraordinary Shareholders' Meeting.

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| (1) | The date of public notice | September 14, 2024 (Saturday) |
| (2) | The record date | September 30, 2024 (Monday) |
| (3) | Method of notification | Electronic notification (the information will be posted on the Company's website)
https://www.fancl.jp/ir/public_notices/index.html |

2. Scheduled date and agenda items of the Extraordinary Shareholders' Meeting

As announced in the press release dated June 14, 2024 “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” (including the changes announced by “(Change) Notice regarding the partial changes to 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’” dated July 29, 2024, “(Change) Notice regarding the partial changes to 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’” dated August 6, 2024 and “(Change) Notice regarding the partial changes to 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’” dated August 28, 2024), if the tender offer for the Company's common stock (the “Company Shares”) and the Stock Acquisition Rights (Note 1) by Kirin Holdings Company, Limited (the “Tender Offeror”) (the “Tender Offer”) is successfully completed but the Tender Offeror cannot obtain all of the Company Shares and the Stock Acquisition Rights (excluding the Company Shares held by the Tender

Offeror and the Company), the Company plans to render only the Tender Offeror as the Company's shareholder by implementing the below method.

Specifically, the Tender Offeror plans to request, promptly after the completion of the settlement of the Tender Offer, the Company to hold an extraordinary meeting of shareholders (the "Extraordinary Shareholders' Meeting") at which the Company will present proposals (i) to approve the consolidation of the Company Shares in accordance with Article 180 of the Companies Act (the "Share Consolidation") and (ii) subject to the Share Consolidation becoming effective, to partially amend its articles of incorporation to abolish the article concerning the number of shares constituting one unit. The Tender Offeror plans to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting. This time, the Company decided to set the record date required for convocation of the Extraordinary Shareholders' Meeting in advance in preparation for holding the Extraordinary Shareholders' Meeting as the Company is expected to receive the request from the Tender Offeror to hold the Extraordinary Shareholders' Meeting.

When the Company determines to convene of the Extraordinary Shareholders' Meeting, the Company will announce again about the date, place as well as the details of the proposals to be submitted.

(Note 1) "Stock Acquisition Rights" collectively refer to the stock acquisition rights in below (i) through (xiv).

- (i) The fifth series stock acquisition rights of 2007 issued pursuant to the resolution of the Board of Directors of the Company held on November 12, 2007 (exercise period is from December 4, 2007 to December 3, 2037)
- (ii) The sixth series stock acquisition rights of 2008 issued pursuant to the resolution of the Board of Directors of the Company held on November 14, 2008 (exercise period is from December 2, 2008 to December 1, 2038)
- (iii) The seventh series stock acquisition rights of 2009 issued pursuant to the resolution of the Board of Directors of the Company held on November 12, 2009 (exercise period is from December 2, 2009 to December 1, 2039)
- (iv) The eighth series stock acquisition rights of 2010 issued pursuant to the resolution of the Board of Directors of the Company held on November 15, 2010 (exercise period is from December 2, 2010 to December 1, 2040)
- (v) The tenth series stock acquisition rights of 2011 issued pursuant to the resolution of the Board of Directors of the Company held on November 14, 2011 (exercise period is from December 2, 2011 to December 1, 2041)
- (vi) The twelfth series stock acquisition rights of 2012 issued pursuant to the resolution of the Board of Directors of the Company held on November 12, 2012 (exercise period is from December 4, 2012 to December 3, 2042)
- (vii) The thirteenth series stock acquisition rights of 2013 issued pursuant to the resolution of the Board of Directors of the Company held on November 14, 2013 (exercise period is from December 3, 2013 to December 2, 2043)

- (viii) The fifteenth series stock acquisition rights of 2014 issued pursuant to the resolution of the Board of Directors of the Company held on October 30, 2014 (exercise period is from December 2, 2014 to December 1, 2044)
- (ix) The sixteenth series stock acquisition rights of 2015 issued pursuant to the resolution of the Board of Directors of the Company held on October 29, 2015 (exercise period is from December 2, 2015 to December 1, 2045)
- (x) The seventeenth series stock acquisition rights of 2016 issued pursuant to the resolution of the Board of Directors of the Company held on October 28, 2016 (exercise period is from December 2, 2016 to December 1, 2046)
- (xi) The eighteenth series stock acquisition rights of 2017 issued pursuant to the resolution of the Board of Directors of the Company held on October 30, 2017 (exercise period is from December 2, 2017 to December 1, 2047)
- (xii) The nineteenth series stock acquisition rights of 2018 issued pursuant to the resolution of the Board of Directors of the Company held on October 30, 2018 (exercise period is from December 4, 2018 to December 3, 2048)
- (xiii) The twentieth series stock acquisition rights of 2019 issued pursuant to the resolution of the Board of Directors of the Company held on October 30, 2019 (exercise period is from December 3, 2019 to December 2, 2049)
- (xiv) The twenty-first series stock acquisition rights of 2020 issued pursuant to the resolution of the Board of Directors of the Company held on November 4, 2020 (exercise period is from December 2, 2020 to December 1, 2050)

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For further information please contact:

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