

## KOSÉ Corporation

President & CEO: Kazutoshi Kobayashi

Stock exchange listing: Tokyo Stock Exchange, Prime Market; Stock code: 4922

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## **Notice of Expected Change in Largest Shareholder and Other Major Shareholders and of Stock Accumulation Action Designated by Ordinance Equivalent to a Tender Offer**

KOSÉ Corporation is announcing the following information concerning a change in its largest shareholder and other major shareholders that is expected to occur on August 7, 2024.

In addition, as is explained in a separate release, KOSÉ is announcing that the KOSÉ Management Association, Wood Association and MYM Laboratories Association have decided to acquire KOSÉ stock.

KOSÉ is disclosing the information in this release in accordance with regulations concerning listed securities. Furthermore, as requested to KOSÉ by the KOSÉ Management Association, Wood Association and MYM Laboratories Association, this release is also a public disclosure as prescribed in Article 30-1-4 of the Enforcement Order of the Financial Instruments and Exchange Act.

### 1. Background on change

Kazutoshi Kobayashi, who is the largest shareholder of KOSÉ and the company's president and CEO, and major shareholders Takao Kobayashi, who is a senior executive director of KOSÉ, and Masanori Kobayashi, who is an executive director of KOSÉ, have submitted notices of their intention to transfer KOSÉ stock in accordance with trust contracts on August 7, 2024. These three major shareholders plan to transfer their stock to the KOSÉ Management Association, Wood Association and MYM Laboratories Association, respectively. As a result, KOSÉ confirmed today that the following changes are expected to occur involving the largest shareholder and two other major shareholders.

### 2. Overview of changes in shareholders

1)	Name	Kazutoshi Kobayashi
2)	Location	Minato-ku, Tokyo
3)	Relationship with KOSÉ	President & CEO of KOSÉ

1)	Name	Takao Kobayashi
2)	Location	Minato-ku, Tokyo
3)	Relationship with KOSÉ	Senior Executive Director of KOSÉ

1)	Name	Masanori Kobayashi
2)	Location	Chiyoda-ku, Tokyo
3)	Relationship with KOSÉ	Executive Director of KOSÉ

### 3. Number of voting rights (number of shares) held and percentage of total voting rights held

#### (1) Kazutoshi Kobayashi

	Number of voting rights (Number of shares)	Percentage of total voting rights (note1,2)	Major shareholder ranking (note3)
Before the change (As of June 30, 2024)	64,038 (6,403,842)	11.24%	First
After the change	7,238 (723,842)	1.27%	-

#### (2) Takao Kobayashi

	Number of voting rights (Number of shares)	Percentage of total voting rights (note1,2)	Major shareholder ranking (note3)
Before the change (As of June 30, 2024)	63,183 (6,318,380)	11.09%	Second
After the change	7,233 (723,380)	1.27%	-

#### (3) Masanori Kobayashi

	Number of voting rights (Number of shares)	Percentage of total voting rights (note1,2)	Major shareholder ranking (note3)
Before the change (As of June 30, 2024)	62,140 (6,214,046)	10.91%	Third
After the change	7,230 (723,046)	1.27%	-

- Notes: 1. The percentage of total voting rights is based on a total of 56,950,800 shares as of June 30, 2024, which is calculated by deducting the 3,641,741 shares without voting rights (114,241 shares of less than one unit and 3,527,500 treasury shares) from the 60,592,541 shares issued.
2. The percentage of total voting rights is rounded to the third decimal place.
3. The major shareholder rankings before the change are based on the shareholder register (excluding treasury shares) as of June 30, 2024.

### 4. Date of changes

August 7, 2024

### 5. Outlook

The KOSÉ Management Association, Wood Association and MYM Laboratories Association plan to be long-term shareholders of KOSÉ.

This change will have no impact on the KOSÉ consolidated financial results.

August 7, 2024

**KOSÉ Management Association**

Representative Director: Kazutoshi Kobayashi

**Notice of Acquisition of Shares**

KOSÉ Management Association has decided to acquire KOSÉ stock as follows in association with its role as the trustee of a trust that holds KOSÉ stock.

This information is disclosed because the acquisition of this stock is a “stock accumulation action designated by an ordinance that is equivalent to a tender offer” as prescribed in Article 167-1 of the Financial Instruments and Exchange Act and in Article 31 of the Enforcement Order of the Financial Instruments and Exchange Act.

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|--------------------------------------|--|
| 1. Trade name                        | KOSÉ Corporation<br>(Tokyo Stock Exchange, Prime Market; Stock code: 4922)   |
| 2. Number of shares to be acquired   | 5,680,000 shares   |
| 3. Acquisition date (tentative)      | August 7, 2024   |
| 4. Percentage of total voting rights | 9.97%  |
| 5. Note                              | The acquisition of this stock by the KOSÉ Management Association is for the purpose of acquiring part of the KOSÉ stock held by KOSÉ president and CEO Kazutoshi Kobayashi in accordance with the terms of the trust contract. This association plans to be a long-term shareholder of KOSÉ. |

August 7, 2024

**Wood Association**

Representative Director: Takao Kobayashi

**Notice of Acquisition of Shares**

Wood Association has decided to acquire KOSÉ stock as follows in association with its role as the trustee of a trust that holds KOSÉ stock.

This information is disclosed because the acquisition of this stock is a “stock accumulation action designated by an ordinance that is equivalent to a tender offer” as prescribed in Article 167-1 of the Financial Instruments and Exchange Act and in Article 31 of the Enforcement Order of the Financial Instruments and Exchange Act.

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|--------------------------------------|---|
| 1. Trade name                        | KOSÉ Corporation<br>(Tokyo Stock Exchange, Prime Market; Stock code: 4922)  |
| 2. Number of shares to be acquired   | 5,595,000 shares  |
| 3. Acquisition date (tentative)      | August 7, 2024  |
| 4. Percentage of total voting rights | 9.82%   |
| 5. Note                              | The acquisition of this stock by the Wood Association is for the purpose of acquiring part of the KOSÉ stock held by KOSÉ senior executive director Takao Kobayashi in accordance with the terms of the trust contract. This association plans to be a long-term shareholder of KOSÉ. |

August 7, 2024

**MYM Laboratories Association**

Representative Director: Masanori Kobayashi

**Notice of Acquisition of Shares**

MYM Laboratories Association has decided to acquire KOSÉ stock as follows in association with its role as the trustee of a trust that holds KOSÉ stock.

This information is disclosed because the acquisition of this stock is a “stock accumulation action designated by an ordinance that is equivalent to a tender offer” as prescribed in Article 167-1 of the Financial Instruments and Exchange Act and in Article 31 of the Enforcement Order of the Financial Instruments and Exchange Act.

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|--------------------------------------|---|
| 1. Trade name                        | KOSÉ Corporation<br>(Tokyo Stock Exchange, Prime Market; Stock code: 4922)  |
| 2. Number of shares to be acquired   | 5,491,000 shares  |
| 3. Acquisition date (tentative)      | August 7, 2024  |
| 4. Percentage of total voting rights | 9.64%   |
| 5. Note                              | The acquisition of this stock by the MYM Laboratories Association is for the purpose of acquiring part of the KOSÉ stock held by KOSÉ executive director Masanori Kobayashi in accordance with the terms of the trust contract. This association plans to be a long-term shareholder of KOSÉ. |