

September 6, 2023
Toshiba Corporation

FOR IMMEDIATE RELEASE

Notice Regarding Results of Tender Offer for Treasury Shares and Completion of Acquisition by Toshiba Tec Corporation

TOKYO—Toshiba Corporation (TOKYO: 6502) hereby announces the results and completion of the tender offer and the acquisition of treasury shares by its consolidated subsidiary, Toshiba Tec Corporation (TOKYO: 6588). The details are as attached.

< Outline of Toshiba Tec Corporation >

Name	Toshiba Tec Corporation
Address	1-11-1, Osaki, Shinagawa-ku, Tokyo Japan
Name and Title of Representative	Hironobu Nishikori, President and CEO
Principal Business	Development, manufacturing, sales and support and services of POS system, MFPs, Auto ID system, Inkjet heads, and those related products
Capital Stock	39,970 million yen (as of March 31, 2023)



September 6, 2023

Company name: Toshiba Tec Corporation
Representative: Hironobu Nishikori
Representative Director
President and Chief Executive Officer
(Securities code: 6588,
Tokyo Stock Exchange Prime Market)
Contact: Akira Abe
General Manager of Corporate
Communications Division
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Notice Regarding Results of Tender Offer for Treasury Shares and Completion of Purchase of Treasury Shares

The Company resolved at the board of directors meeting held on August 7, 2023 to conduct a purchase of treasury shares by a tender offer for treasury shares (the “**Tender Offer**”), pursuant to the articles of incorporation of the Company, under Article 459, paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the “**Companies Act**”). The Tender Offer was commenced on August 8, 2023 and was completed on September 5, 2023.

The Company also hereby announces that the purchase of treasury shares pursuant to the resolution of the board of directors meeting held on August 7, 2023 was completed upon completion of the Tender Offer.

I. Results of the Tender Offer

1. Outline of the Tender Offer

(1) Name and Address of the Tender Offeror

Toshiba Tec Corporation 1-11-1, Osaki, Shinagawa-ku, Tokyo

(2) Class of Listed Share Certificates, Etc. to be Purchased

Common stock

(3) Period of the Tender Offer

(A) Period of Tender Offer: From Tuesday, August 8, 2023 to Tuesday, September 5, 2023 (20 business days)

(B) Date of Public Notice of Commencement of the Tender Offer: Tuesday, August 8, 2023

(4) Purchase Price

3,575 yen per share of common stock

(5) Method of Settlement

- (A) Name and address of head office of financial instruments business operator, bank, etc. to handle settlement of tender offer

Daiwa Securities Co. Ltd. 1-9-1, Marunouchi, Chiyoda-ku, Tokyo

- (B) Commencement date of settlement

September 28, 2023 (Thursday)

- (C) Method of settlement

A written notice of the purchase through the Tender Offer will be mailed to the address or location of every shareholder that accepts the offer for purchase of share certificates, etc. or offers share certificates, etc. for sale through the Tender Offer (“**Tendering Shareholder, Etc.**”; in the case of a shareholder, etc. that is a foreign resident (including corporate shareholders, “**Non-Resident Shareholder, Etc.**”), the shareholder’s standing proxy), without delay after the Tender Offer Period.

Purchases will be made in cash. The amount of the purchase proceeds after deducting the applicable amount of withholding tax (Note) will be remitted by the tender offer agent to the place designated by the Tendering Shareholder, Etc. (in the case of a Non-Resident Shareholder, Etc., the shareholder’s standing proxy) or paid at the head office or any domestic branch office of the tender offer agent that accepted the tender, without delay after the settlement commencement date.

Note: Taxation on the shares purchased through tender offer

Please consult with your certified public tax accountant or other experts concerning specific tax related questions and make a decision at your own discretion.

- (a) For individual shareholders:

- (i) In the case where the Tendering Shareholder, Etc. is a resident of Japan or a non-resident with a permanent establishment in Japan

If the amount of money delivered for tendering shares in the Tender Offer exceeds the amount of the portion corresponding to the shares that are the basis of the delivery included in the Tender Offeror’s stated capital (in the case of a consolidated corporation, the amount of consolidated individual stated capital), the amount of the excess portion is deemed to be dividend income and is subject to taxation. With respect to the amount that is deemed to be dividend income, is subject to withholding equivalent to 20.315% (15.315% in income taxes and the special reconstruction income tax under the Act on Special Measures concerning Securing Financial Resources Necessary to Implement Measures for Reconstruction in Response to the Great East Japan Earthquake (Act No. 117 of 2011, as amended; the “**Special Reconstruction Income Tax**”) and 5% in resident taxes) in principle (non-residents with a permanent establishment in Japan are exempt from special collection of the 5% resident tax). However, if a shareholder is a large shareholder, etc. prescribed in Article 4-6-2, paragraph 12 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No.43 of 1957, as amended) (“**Large Shareholder, Etc.**”), the equivalent of 20.42% of the payment is withheld (income tax and Special Reconstruction Income Tax only). The amount of the monies delivered for tendering shares in the Tender Offer minus the amount deemed to be dividend income is proceeds from the transfer of shares. The amount of proceeds from the transfer of shares minus acquisition expenses relating to the shares is in principle subject to separate self-

assessment taxation.

In the case where shares in a tax-exempt account (“**Tax-Exempt Account**”) prescribed in Article 37-14 (Tax-Exempt Status of Income from Transfers Relating to Small Amounts of Listed Shares in Tax-Exempt Accounts) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, as amended) are tendered in the Tender Offer and the financial instruments business operator with which the Tax-Exempt Account was opened is Daiwa Securities Co. Ltd., income from the transfer of shares through the Tender Offer is in principle tax exempt. If the Tax-Exempt Account was opened with a financial instruments business operator other than Daiwa Securities Co. Ltd., the treatment described above may not apply.

(ii) In the case where the Tendering Shareholder, Etc. is a non-resident of Japan without a permanent establishment in Japan

The amount deemed to be dividend income is subject to 15.315% withholding (income tax and Special Reconstruction Income Tax only). If the shareholder is a Large Shareholder, Etc., then the deemed dividends are subject to 20.42% withholding (income tax and Special Reconstruction Income Tax only). Further, income arising from the transfer of shares is in principle not subject to taxation.

(b) For corporate shareholders:

The equivalent of 15.315% (income tax and Special Reconstruction Income Tax only) of the amount of the Tender Offer Price in excess of the amount of capital per share is withheld in principle as tax on deemed dividends.

2. Results of Tender Offer

(1) Number of shares purchased

Class of share certificates, etc.	Number of shares to be purchased	Number of shares to be over-purchased	Number of tendered shares	Number of purchased shares
Common stock	2,444,200 shares	- shares	2,862,066 shares	2,444,293 shares

(2) Calculation in the case of Tender Offer by the pro-rata method

Because the total number of share certificates, etc., tendered in the Tender Offer (the “**Tendered Share Certificates, Etc.**”) (2,862,066 shares) exceeded the number of shares to be purchased (2,444,200 shares), as stated in the public notice of commencement of the Tender Offer and the Tender Offer Registration Statement, the Company will not purchase all or some of the excess portion and will acquire share certificates, etc. and effect other settlement procedures for their purchase, etc. using the pro rata method specified in Article 27-13, paragraph 5 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “**Act**”) and applied mutatis mutandis to Article 27-22-2, paragraph 2 of the Act and with Article 21 of the Cabinet Office Order on Disclosure Required for Tender Offer for Listed Share Certificates by Issuers (Ministry of Finance Ordinance No. 95 of 1994, as amended) (if the Tendered Share Certificates, Etc. contain a portion less than one unit (100 shares), the maximum number of shares to be purchased as calculated by the pro-rata method will be the number of Tendered Share Certificates, Etc.).

3. Place where a Copy of Tender Offer Report is Made Available to Public

Toshiba Tec Corporation

1-11-1, Osaki, Shinagawa-ku, Tokyo
Tokyo Stock Exchange, Inc.
2-1 Nihombashi Kabutocho, Chuo-ku Tokyo

II. Completion of purchase of treasury shares

1. Details of purchase

- (1) Class of shares purchased

Common stock

- (2) Total number of shares purchased

2,444,293 shares

(Note) Ratio to the number of shares (55,348,689 shares) calculated by the total number of issued shares of the Company as of June 30, 2023 (57,629,140 shares) less the number of treasury shares held by the Company as of that date (2,280,451 shares): (4.42%) (rounded to the second decimal place). The same applies hereinafter to the calculation of the ratio to the total number of issued shares (excluding treasury shares).

- (3) Total purchase price of shares

8,738,347,475 yen

(Note) The amount set out above does not include fees to be paid to the tender offer agent and other expenses.

- (4) Purchase period

From Tuesday, August 8, 2023 to Tuesday, September 5, 2023

- (5) Method of purchase

Tender Offer

The purchase of treasury shares pursuant to the articles of incorporation of the Company under the provisions of Article 459, paragraph 1 pursuant to the resolution of the board of directors meeting held on August 7, 2023 was completed upon completion of the Tender Offer.

(Reference) Details of the resolution of the board of directors meeting held on August 7, 2023 regarding purchase of treasury shares

- (A) Class of shares to be purchased

Common stock

- (B) Total number of shares to be purchased

2,444,300 shares (maximum)

Note: Ratio to the total number of issued shares (excluding treasury shares):

4.42% (rounded to the second decimal place)

(C) Total purchase price

8,738,372,500 yen (maximum)

(D) Purchase period

From Tuesday, August 8, 2023 to Tuesday, October 31, 2023

End.