



January 16, 2025

Company name KDDI Corporation  
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Representative Director, CEO  
(Securities Code: 9433 Tokyo Stock  
Exchange; Prime Market)  
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## **Notice Regarding the Results of the Tender Offer for the Shares of LAC Co., Ltd. (Securities Code: 3857) and Change in Consolidated Subsidiary**

KDDI Corporation (hereinafter "KDDI") decided on November 26, 2024, to acquire the common shares of LAC Co., Ltd. (Securities Code: 3857, listed on the Standard Market of the Tokyo Stock Exchange; hereinafter "LAC") (hereinafter "LAC's Shares") through a tender offer (hereinafter referred to as the "Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, including subsequent amendments; hereinafter the "Act"), and commenced the Tender Offer on November 27, 2024. We announce that the Tender Offer concluded on January 15, 2025, and the results are as follows.

We also announce that as a result of the Tender Offer, LAC will become a consolidated subsidiary of KDDI as of January 22, 2025 (the commencement date of settlement of the Tender Offer).

### **I. Results of the Tender Offer**

#### **1. Summary of the Tender Offer**

##### **(1) Name and location of KDDI**

Name: KDDI Corporation

Location: 2-3-2 Nishishinjuku, Shinjuku-ku, Tokyo

##### **(2) Name of LAC**

LAC Co., Ltd.

##### **(3) Type of share certificates, etc., to be purchased**

Common shares

##### **(4) Number of share certificates to be purchased**

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
21,184,250 shares	10,659,600 shares	— shares

(Note 1) If the total number of share certificates tendered in the Tender Offer (hereinafter the "Tendered Shares") is less than the minimum number of shares to be purchased (10,659,600 shares), none of

the Tendered Shares will be purchased. If the total number of Tendered Shares exceeds the minimum number of shares to be purchased (10,659,600 shares), all of the Tendered Shares will be purchased.

(Note 2) No maximum number of shares to be purchased has been set for the Tender Offer, so the planned number of shares to be purchased is stated as 21,184,250 shares, which represents the maximum number of LAC's Shares that KDDI will acquire through the Tender Offer. This figure is derived by subtracting the number of treasury shares owned by LAC as of September 30, 2024, as stated in the 18th Interim Report (hereinafter the "LAC Interim Report") submitted by LAC on November 11, 2024, namely, 324,870 shares (which excludes 302,800 shares held as trust assets under the board benefit trust (BBT) and 485,400 shares held as trust assets under the employee stock ownership plan trust (J-ESOP), both owned by Custody Bank of Japan, Ltd. (Trust E Account)), from the total number of LAC's issued shares of the same date (31,293,120 shares) as recorded in the LAC Interim Report, resulting in 30,968,250 shares (hereinafter the "Reference Number of Shares"). The number of LAC's Shares owned by KDDI as of November 26, 2024 (9,784,000 shares) is further subtracted to result in a total of 21,184,250 shares.

(Note 3) Shares constituting less than one unit are also subject to the Tender Offer. If shareholders exercise their right to request that LAC purchase shares constituting less than one unit pursuant to the Companies Act (Act No. 86 of 2005, including amendments thereto), LAC may purchase these shares during the period of the Tender Offer (hereinafter the "Tender Offer Period") in accordance with the procedures prescribed by law.

(Note 4) There is no plan to acquire the treasury stock held by LAC through the Tender Offer.

(5) Tender offer period

(i) Tender offer period

From Wednesday, November 27, 2024 to Wednesday, January 15, 2025 (30 business days)

(ii) Possibility of extension upon request by LAC

Not applicable.

(6) Tender offer price.

1,160 yen per common share

2. The Tender Offer results.

(1) Whether the Tender Offer has been successfully completed

In the Tender Offer, it was stipulated that if the total number of Tendered Shares was less than the minimum number of shares to be purchased (10,659,600 shares), none of the Tendered Shares would be purchased; however, the total number of Tendered Shares (18,840,091 shares) exceeded the minimum number of shares to be purchased (10,659,600 shares), so all of the Tendered Shares will be purchased as specified in the public notice of the commencement of the Tender Offer and the tender offer registration statement.

(2) Date of public notice of the results of the Tender Offer and the name of the newspaper in which the public notice was published

Pursuant to the provisions of Article 27-13, paragraph (1) of the Act, and in accordance with Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended; hereinafter the "Order"), the results of the Tender Offer were publicly announced to news organizations at the Tokyo Stock Exchange on January 16, 2025.

## (3) Number of share certificates purchased

Type of share certificates	(i) Number of Tendered Shares converted into shares	(ii) Number of purchased shares converted into shares
Share certificates	18,840,091 shares	18,840,091 shares
Stock option certificates	—	—
Bonds certificates with stock options	—	—
Trust beneficiary certificates for share certificates ( )	—	—
Depository receipts for share certificates ( )	—	—
Total	18,840,091 shares	18,840,091 shares
(Total number of potential share certificates)	—	(—)

## (4) Ownership ratio of share certificates after the Tender Offer

The number of voting rights related to the share certificates owned by KDDI before the Tender Offer	97,840	(Ownership ratio of share certificates before the Tender Offer: 31.59%)
The number of voting rights related to the share certificates owned by special related parties before the Tender Offer	2,725	(Ownership ratio of share certificates before the Tender Offer: 0.88%)
The number of voting rights related to the share certificates owned by KDDI after the Tender Offer	286,240	(Ownership ratio of share certificates after the Tender Offer: 92.43%)
The number of voting rights related to the share certificates owned by special related parties after the Tender Offer	—	(Ownership ratio of share certificates after the Tender Offer:—%)
The total number of voting rights of LAC's shareholders	308,767	

(Note 1) "The number of voting rights related to the share certificates, owned by special related parties before the Tender Offer" refers to the total number of voting rights associated with share certificates, owned by each special related party, excluding those who are excluded from the calculation of the shareholding ratio of share certificates, under Article 27-2, paragraph (1) of the Act, based on Article 3, paragraph (2), item (i) of the Order.

(Note 2) "The total number of voting rights of LAC's shareholders" is the number of voting rights of all shareholders (whereby 100 shares constitute one unit) as of September 30, 2024, as stated in the LAC Interim Report. However, as shares less than one unit (excluding treasury shares less than one unit held by LAC) were also eligible for the Tender Offer, the number of voting rights (309,682) relating to the Reference Number of Shares (30,968,250 shares) was used as the denominator in the calculation of the "Ownership ratio of share certificates, before the Tender Offer" and the "Ownership ratio of share certificates, after the Tender Offer."

(Note 3) "Ownership ratio of share certificates, before the Tender Offer" and "Ownership ratio of share certificates, after the Tender Offer" are rounded to the nearest second decimal place.

(5) Calculation in the case of a tender offer, on a pro-rata method  
Not applicable.

(6) Method of settlement

(i) Name and location of the head office of the financial instruments business operator, bank, etc., handling the settlement of the Tender Offer.

Mizuho Securities Co., Ltd., 1-5-1 Otemachi, Chiyoda-ku, Tokyo

(ii) Commencement of settlement

Wednesday, January 22, 2025

(iii) Method of settlement

After the end of the Tender Offer Period, notifications regarding the purchase through the Tender Offer will be sent without delay to the address of shareholders who tendered their shares (hereinafter the "Tendering Shareholders"), or to their standing proxy in the case of foreign resident shareholders (including corporate shareholders; hereinafter "Foreign Shareholders"). The purchase will be conducted in cash. The proceeds from the sale of the purchased share certificates, will be remitted by the tender offer agent to the designated location of the Tendering Shareholders (or their standing proxy in the case of Foreign Shareholders) without delay after the commencement date, or will be credited to the account used by the Tendering Shareholders for tendering their shares.

3. Policies after the Tender Offer and future prospects

There is no change from the information in "KDDI Commences Tender Offer to Make LAC A Wholly-Owned Subsidiary" released by KDDI on November 26, 2024.

Upon receiving the results of the Tender Offer, KDDI plans to implement procedures to acquire all of LAC's Shares (excluding shares already owned by KDDI and shares held as treasury stock by LAC). LAC's Shares are currently listed on the Standard Market of the Tokyo Stock Exchange, but if such procedures are implemented, LAC's Shares will be delisted through prescribed procedures in accordance with the delisting standards of the Tokyo Stock Exchange. After the delisting, LAC's Shares may not be traded on the Standard Market of the Tokyo Stock Exchange.

The specific procedures and timing of implementation will be announced promptly by LAC as soon as they are determined upon consultation with LAC.

4. Location where a copy of the Tender Offer report is available for public inspection

KDDI Corporation

(3-10-10 Iidabashi, Chiyoda-ku, Tokyo)

Tokyo Stock Exchange, Inc.

(2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo)

II. Change in subsidiary

1. Reason for the change

As a result of the Tender Offer, LAC will become a consolidated subsidiary of KDDI as of January 22, 2025 (the commencement date of settlement of the Tender Offer).

## 2. Overview of the subsidiary subject to change (LAC)

(i)	Name	LAC Co., Ltd.		
(ii)	Address	2-16-1 Hirakawa-cho, Chiyoda-ku, Tokyo		
(iii)	Title and name of representative	Itsuro Nishimoto, President and Representative Director		
(iv)	Business	Security solution services and System integration services , Sales and servicing of information system related products		
(v)	Capital	2,648,075 thousand yen (as of September 30, 2024)		
(vi)	Date of establishment	October 1, 2007		
(vii)	Major shareholders and shareholding ratio (as of September 30, 2024) (Note 1)	KDDI Corporation	31.59%	
		Nomura Research Institute, Ltd.	10.10%	
		LAC Employees' Holding Co., Ltd.	3.53%	
		Custody Bank of Japan, Ltd. (Trust E Account)	2.54%	
		Terukazu Mishiba	2.03%	
		Benesse Holdings, Inc.	1.61%	
		Teruhiko Takanashi	0.87%	
		Shigeru Yoshida	0.86%	
		JP Morgan Securities Japan Co., Ltd.	0.86%	
		Masayoshi Yamauchi	0.71%	
(viii)	Relationship between KDDI and LAC			
	Capital relationship	KDDI currently holds 9,784,000 shares of LAC's Shares (Ownership ratio (Note 2): 31.59%).		
	Personal relationship	Two employees of KDDI concurrently serve as directors of LAC, and three employees of KDDI are seconded to LAC. In addition, one employee of LAC is seconded to KDDI.		
	Business relationship	KDDI and LAC have a partnership based on a business and capital partnership agreement. In addition, there are transactions between KDDI and LAC regarding security solutions, etc.		
	Status as related parties	LAC is an equity-method affiliate of KDDI and is a related party.		
(ix)	Consolidated business performance and consolidated financial position of LAC for the last three years			
	Fiscal year	FYE March 2022	FYE March 2023	FYE March 2024
	Consolidated net assets	15,769 million yen	14,820 million yen	15,404 million yen
	Consolidate total assets	25,306 million yen	22,572 million yen	23,770 million yen
	Consolidated net assets per share	522.65 yen	491.17 yen	510.51 yen
	Consolidated net sales	42,660 million yen	44,018 million yen	49,477 million yen
	Consolidated operating income	1,595 million yen	1,775 million yen	2,174 million yen
	Consolidated ordinary income	1,769 million yen	1,813 million yen	2,153 million yen
	Net income attributable to owners of parent	1,401 million yen	-147 million yen	1,379 million yen
	Consolidated net profit per share	53.60 yen	-4.88 yen	45.73 yen
	Dividend per share	24.00 yen	26.00 yen	26.00 yen

(Note 1) "(vii) Major shareholders and shareholding ratio (as of September 30, 2024)" is based on the "Status of

major shareholders" in the LAC Interim Report.

(Note 2) "Ownership ratio" refers to the ratio calculated against the Reference Number of Shares (30,968,250 shares), rounded to the nearest second decimal place.

### 3. Number of shares acquired, acquisition price, and status of shares held before and after acquisition

(i) Number of shares held before the change	9,784,000 shares (Number of voting rights: 97,840) (Ownership ratio of voting rights: 31.59%)
(ii) Number of shares acquired	18,840,091 shares (Number of voting rights: 188,400) (Ownership ratio of voting rights: 60.84%)
(iii) Acquisition price	21,854 million yen
(iv) Number of shares held after the change	28,624,091 shares (Number of voting rights: 286,240) (Ownership ratio of voting rights: 92.43%)

(Note 1) "Ownership ratio of voting rights" is calculated using the number of voting rights (309,682) pertaining to the Reference Number of Shares (30,968,250 shares) as the denominator and rounded to the nearest second decimal place.

(Note 2) "Acquisition price" is the number of LAC's Shares through the Tender Offer multiplied by the purchase price per share, rounded down to the nearest million yen. Advisory and other fees are not included.

### 4. Schedule of the change (tentative)

Wednesday, January 22, 2025 (commencement date of settlement of the Tender Offer)

### 5. Future prospects

The change in subsidiary as a result of the Tender Offer will have a negligible effect on KDDI's consolidated financial results going forward.