



June 5, 2025

To whom it may concern,

LY Corporation
Takeshi Idezawa
President and Representative Director, CEO
Stock Code: 4689

Notice Regarding Results of Tender Offer of Own Shares and Completion of Share Repurchase

LY Corporation (the “**Company**”) resolved at the board of directors meeting held on May 7, 2025 to conduct a share repurchase by the specific method of a tender offer for own shares (the “**Tender Offer**”), pursuant to the provisions of Article 156, paragraph 1 of the Companies Act of Japan (Act No. 86 of 2005, as amended; the “**Companies Act**”) as applied following the deemed replacement of terms under the provisions of Article 165, paragraph 3 of the Companies Act and the provisions of the Articles of Incorporation of the Company. The Tender Offer commenced on May 8, 2025, and was completed on June 4, 2025, as follows.

The Company also hereby announces that the share repurchase pursuant to the resolution of the Board of Directors meeting held on May 7, 2025, was completed upon conclusion of the Tender Offer.

In addition, as stated in the “Notice Regarding Share Repurchase, Tender Offer of Own Shares, and Cancellation of Treasury Shares,” publicly announced on May 7, 2025, the Company plans to cancel the treasury shares, the number of which is obtained by subtracting 4,800,000 shares from the total number of own shares acquired by the Tender Offer (213,264,491 shares), on July 1, 2025.

I. Results of the Tender Offer

1. Summary of the Tender Offer

(1) Name and Address of the Tender Offeror

LY Corporation 1-3 Kioicho, Chiyoda-ku, Tokyo

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

Common shares

(3) Period of the Tender Offer

(A) Period of Tender Offer (the “Tender Offer Period**”)**

From Thursday, May 8, 2025, to Wednesday, June 4, 2025 (20 business days)

(B) Date of public notice of commencement of the Tender Offer

Thursday, May 8, 2025

(4) Purchase Price

533 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

Nomura Securities Co., Ltd. 1-13-1, Nihombashi, Chuo-ku, Tokyo

- (B) Commencement date of settlement

Monday, June 30, 2025

- (C) Method of settlement

A written notice of the purchase, etc. through the Tender Offer will be mailed to the address of every shareholder that accepts the offer for purchase, etc. 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. who is a foreign resident and does not have an account that can conduct transactions with the tender offer agent (including corporate shareholders, etc., “**Non-Resident Shareholder, Etc.**”), the shareholder’s standing proxy), without delay after the Tender Offer Period.

Purchases will be made in cash. A Tendering Shareholder, Etc. will be able to receive the amount of the sales proceeds through the Tender Offer after deducting the applicable amount of withholding tax (Note) by remittance or any other similar method as instructed by the Tendering Shareholder, Etc. without delay after the settlement commencement date (remittance fees may be charged).

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.

- (i) Tax treatment of individual shareholders who tender shares in the Tender Offer is as follows.

- (a) 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 Company’s stated capital, etc. (when the purchase price per share exceeds the amount of the Company’s stated capital, etc. per share), the amount of the excess portion is deemed as dividends and is subject to taxation. The amount of the portion remaining after deducting the amount that is deemed as dividends from the amount of money delivered for tendering shares in the Tender Offer is proceeds from transfer of shares, etc. If there is no amount that is deemed as a dividend (when the purchase price per share is the same as or less than the amount of the Company’s stated capital, etc. per share) the whole amount of the money delivered is proceeds from transfer of shares.

With respect to the amount that is deemed as dividends, 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) of the amount is collected as withholdings (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 38 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No. 43 of 1957, as amended) (“**Large Shareholder, Etc.**”), 20.42% (income tax and Special Reconstruction Income Tax only) of the amount is collected as withholdings. With respect to the ownership ratio of a Tendering Shareholder, Etc. who will receive payment of money deemed as dividends and the ownership ratio of corporations that is a family company under the Corporation Tax Act of Japan when the Tendering Shareholder, Etc. is the shareholder used as the basis for such judgment, if their aggregated ownership ratio to the total number of the Company’s issued shares, etc. is three percent or higher, the money deemed as dividends is subject to comprehensive income tax.

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, etc. 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, etc. with which the Tax-Exempt Account was opened is Nomura Securities Co., Ltd., income, etc. 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, etc. other than Nomura Securities Co., Ltd., the treatment described above may not apply.

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

With respect to the amount deemed as dividends, 15.315% (income tax and Special Reconstruction Income Tax only) of the amount is collected as withholdings. If the shareholder is a Large Shareholder, Etc., then 20.42% (income tax and Special Reconstruction Income Tax only) of the amount is collected as withholdings. Furthermore, income arising from the transfer of shares is, in principle, not subject to taxation.

(ii) If the amount of money delivered to a corporate shareholder 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 Company's stated capital, etc., the amount of the excess portion is deemed as dividends. With respect to the portion deemed as dividends, 15.315% (income tax and Special Reconstruction Income Tax only) of the portion is, in principle, collected as withholdings.

The amount deemed as dividends that a Tendering Shareholder, Etc. who directly owns more than one third of the total number of the Company's issued shares (limited to a corporation that has its head office or principal office in Japan (a domestic corporation)) receives from the Company as payment on the record date for such payment of dividends, etc. is not subject to income tax and Special Reconstruction Income Tax, and thus there is no collection of withholdings thereof.

If Shareholders who are Non-Resident Shareholder, Etc. wish to be granted a reduction or exemption of income tax imposed on the amount deemed as dividends in accordance with an applicable tax convention, please submit an application form for income tax convention together with the tender offer application form to the tender offer agent when tendering shares.

2. Results of Tender Offer

(1) Number of Share Certificates, Etc. Purchased

Type of Share Certificates, Etc.	Number of Shares to be Purchased	Expected Number of Excess Shares	Number of Tendered Shares	Number of Purchased Shares
Common shares	281,425,892 shares	- shares	218,064,491 shares	218,064,491 shares

(2) Calculation in the Case of Tender Offer by the Pro-Rata Method

Not applicable

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

LY Corporation

1-3 Kioicho, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1 Nihombashi Kabutocho, Chuo-ku Tokyo

II. Completion of Purchase of Own Shares

1. Summary of Purchase

(1) Type of Shares Purchased

Common shares

(2) Total Number of Shares Purchased

218,064,491 shares

(Note) Ratio to the total number of issued shares: (3.05%) (rounded to the second decimal place) (calculated based on the total number of issued shares as of the last day of May 2025)

(3) Total Purchase Price of Shares

116,228,373,703 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 Thursday, May 8, 2025, to Wednesday, June 4, 2025

(5) Method of Purchase

Tender Offer

The purchase of own shares pursuant to the provisions of Article 156, paragraph 1 of the Companies Act as applied following the deemed replacement of terms under the provisions of Article 165, paragraph 3 of the Companies Act and the provisions of the Articles of Incorporation of the Company pursuant to the resolution of the Board of Directors meeting held on May 7, 2025 was completed upon conclusion of the Tender Offer.

(Reference) Details of the resolution of the Board of Directors meeting held on May 7, 2025, regarding the purchase of own shares

(A) Type of shares to be purchased

Common shares

(B) Total number of shares to be purchased

281,425,992 shares (maximum)

Note: Ratio to the total number of issued shares: 3.93% (rounded to the second decimal place)

(C) Total purchase price of the shares

150,000,053,736 yen (maximum)

(D) Purchase period

From Thursday, May 8, 2025, to Monday, June 30, 2025

End

Disclaimer

This is an English translation of the release. This translation is prepared and provided for the reader's convenience. All readers are recommended to refer to the original version of the release in Japanese for complete information.