

[Translation]



July 29, 2025

To whom it may concern:

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(Securities Code:	6755, Prime Market of the Tokyo Stock Exchange)
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Notice Concerning Resolution of Share Consolidation, Abolition of Provision on Share Units, and Partial Amendments to the Articles of Incorporation

Fujitsu General Limited (the “**Company**”) hereby announces that, as announced in the press release dated June 30, 2025, titled “Notice Concerning Share Consolidation, Abolition of Provision on Share Units, and Partial Amendments to the Articles of Incorporation” (the “**Company’s Press Release Dated June 30, 2025**”), the Company submitted to the Extraordinary General Meeting of Shareholders held today (the “**Extraordinary General Meeting of Shareholders**”), proposals for a share consolidation, the abolition of the provision on share units, and partial amendments to the Articles of Incorporation, each of which proposals was approved as originally proposed.

Accordingly, the common shares of the Company (the “**Company Shares**”) will meet the delisting criteria stipulated in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”). As a result, the Company Shares are scheduled to be designated as securities to be delisted (*seiri meigara*) between July 29, 2025 and August 18, 2025, and, subsequently, to be delisted on August 19, 2025. Please note that, after delisting, the Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange.

1. First Proposal: Share Consolidation

The Company obtained the approval of its shareholders at the Extraordinary General Meeting of Shareholders for the consolidation of the Company Shares (the “**Share Consolidation**”) as described below. For details of the Share Consolidation, please refer to the Company’s Press Release Dated June 30, 2025.

- (I) Class of shares to be consolidated
Common shares
- (II) Ratio of the consolidation
11,530,250 shares of the Company Shares are to be consolidated into one share.
- (III) Reduction in the total number of issued shares
104,699,891 shares

(IV) Total number of issued shares prior to the effective date

104,699,900 shares

(Note) The total number of issued shares prior to the effective date is the number of shares calculated by deducting (x) the number of treasury shares (4,706,761 shares) held by the Company as of June 19, 2025, which the board of directors meeting held on June 30, 2025 resolved to cancel and are scheduled to be cancelled on August 20, 2025, from (y) the total number of issued shares of the Company as of March 31, 2025 (109,406,661 shares), as stated in the “**Consolidated Financial Results for FY2024 (Ending March 2025) (Based on Japanese GAAP)**” published by the Company on April 25, 2025.

(V) Total number of issued shares after the effective date

9 shares

(VI) Total number of authorized shares on the effective date

36 shares

(VII) The method of handling a fraction less than one shares in cases where such situation is expected to occur and the amount of money expected to be delivered to shareholders as a result of fractional processing

- (i) Whether the handling under the provision of Article 235, Paragraph 1 of the Companies Act or the handling under the provision of Article 234, Paragraph 2 of the said Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said Act is planned, and the reasons therefor

Due to the Share Consolidation, the number of the Company Shares held by the shareholders other than Paloma • Rheem Holdings Co, Ltd. (the “**Offeror**”) and Fujitsu Limited (“**Fujitsu**”) is scheduled to become a fraction less than one share.

With respect to a fraction less than one share occurring as a result of the Share Consolidation, the Company Shares equivalent to the total number of such fractional shares less than one share (If such total number includes fractions of less than one share, such fractions shall be rounded down. The same shall apply hereinafter.) will be sold, and each shareholder of the Company who holds such fractional shares will receive the proceeds from such sale in proportion to such fractions of the said shares. With regard to the sale in question, the Company plans to sell to the Offeror the Company Shares equivalent to the total number of such fractional shares less than one share with the permission of the court, in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said Act, in light of the fact that the Share Consolidation is carried out as part of the transactions intended to make the Offeror and Fujitsu the only shareholders of the Company, and that a purchaser is unlikely to appear through an auction as the Company Shares are scheduled to be delisted on August 19, 2025, and such fractional shares will become shares without a market price.

If the permission of the court mentioned above is obtained as scheduled, the sales amount in such case is scheduled to be set at a price that will result in the delivery of money equivalent to the amount obtained by multiplying 2,808 yen, which is the same amount as the purchase price in the tender offer for the Company Shares by the Offeror (the “**Tender Offer**”), by the number of the Company Shares held by the shareholders recorded in the Company’s latest shareholder registry as of August 20, 2025, which is the date before the effective date of the Share Consolidation. However, in the case where the court’s permission cannot be obtained or where adjustments to fractional amounts are necessary, the actual amount delivered may differ from the amount stated above.

- (ii) Name of person expected to purchase shares subject to sale

Paloma • Rheem Holdings Co, Ltd. (the Offeror)

- (iii) Method by which the person expected to purchase shares subject to sale secures funds for the sale proceeds, and the reasonableness of the method

According to the Offeror, the Offeror is scheduled to cover the funds required for the acquisition of the Company Shares equivalent to the total number of fractional shares resulting from the Share Consolidation through a loan from Sumitomo Mitsui Banking Corporation (“**SMBC**”). The Company has confirmed the method to secure funds of the Offeror by confirming the loan certificate dated April 25, 2025, issued by SMBC to the Offeror with respect to the loan, which was filed as an attachment to the Tender Offer Registration Statement for the Tender Offer. Further, according to the Offeror, there have been no events that would obstruct the payment of the sales proceeds for the Company Shares equivalent to the total number of

fractional shares of less than one share resulting from the Share Consolidation, nor the Offeror is not aware of any possibility that such events may occur in the future.

Based on the above, the Company has determined that the method of securing funds to pay for the sale of the Company Shares equivalent to the total number of fractional shares of less than one share by the Offeror is appropriate.

(iv) Expected timing of sale and payment of sales proceeds to shareholders

The Company plans to file a petition to the court for permission for the Company to sell to the Offeror, and for the Offeror to purchase from the Company, the Company Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation, in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the said Act, by around early September 2025. While the timing of obtaining such permission may change depending upon such matters as the circumstances of the court, the Company plans (i) to obtain the permission of the court and, in around late September 2025, sell such Company Shares to the Offeror by way of the Offeror's purchase thereof, and thereafter, (ii) upon making preparations required to deliver the proceeds obtained by such sale to the shareholders, to sequentially deliver such sales proceeds to the shareholders in around middle of November 2025.

Taking into consideration the time period required for the series of procedures from the effective date of the Share Consolidation to the sale, as stated above, the Company has determined that the sale of the Company Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation, and delivery of the sales proceeds to the shareholders, are expected to be made at the respective timings.

2. Second Proposal: Partial Amendments to the Articles of Incorporation

The Company obtained the approval of its shareholders at the Extraordinary General Meeting of Shareholders for the partial amendments to the Articles of Incorporation of the Company as described below. For further details of the amendments, please refer to the Company's Press Release Dated June 30, 2025.

Such amendments shall become effective on August 21, 2025, on the condition that the Share Consolidation becomes effective.

- (1) If the proposal for the Share Consolidation is approved and resolved at the Extraordinary General Meeting of Shareholders as originally proposed and the Share Consolidation becomes effective, the total number of authorized shares of the Company Shares will be reduced to 36 shares in accordance with the provision of Article 182, Paragraph 2 of the Companies Act. To clarify this point, this partial amendment will be made to Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation on the condition that the Share Consolidation becomes effective.
- (2) If the proposal for the Share Consolidation is approved and resolved at the Extraordinary General Meeting of Shareholders as originally proposed and the Share Consolidation becomes effective, the total number of issued shares of the Company Shares will be 9 shares and it will no longer be necessary to stipulate shares less than one unit. Therefore, on the condition that the Share Consolidation becomes effective, in order to abolish the provisions which currently stipulate one unit of the Company Shares as 100 shares in relation to the share unit number of the Company, the entire text of Article 8 (Share Unit), Article 9 (Rights Relating to Shares Less than One Unit), and Article 10 (Additional Purchase of Shares Less than One Unit) of the Articles of Incorporation will be deleted, and the article numbers will be renumbered accordingly.
- (3) If the proposal for the Share Consolidation is approved and resolved at the Extraordinary General Meeting of Shareholders as originally proposed, the Company Shares will be delisted upon the implementation of the Share Consolidation, and only the Offeror and Fujitsu will become the shareholders of the Company. As a result, the provisions regarding the record date of an Ordinary General Meeting of Shareholders and systems for the provision of materials for Ordinary General Meetings of Shareholders in electronic format will no longer be necessary. Therefore, on the condition that the Share Consolidation becomes effective, the entire text of Article 15 (Record Date of Ordinary General Meeting of Shareholders) and Article 17 (Measures, etc. for the Provision Information in Electronic Format) of the Articles of Incorporation will be deleted, and the article numbers will be renumbered accordingly.

3. Schedule of the Share Consolidation

(i) Date of the Extraordinary General Meeting of Shareholders	July 29, 2025 (Tuesday)
(ii) Date of designation of the Company Shares as the securities to be delisted	July 29, 2025 (Tuesday)
(iii) Last trading date of the Company Shares	August 18, 2025 (Monday) (tentative)
(iv) Date of delisting of the Company Shares	August 19, 2025 (Tuesday) (tentative)
(v) Effective date of the Share Consolidation	August 21, 2025 (Thursday) (tentative)

End