

June 14, 2022

Press Release

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## Notice Regarding the Results of Tender Offer for Repurchase of Own Shares, the Completion of Repurchase by the Company of its Own Shares and a Change in Principal Shareholder

Capcom Co., Ltd. (the Company, below) resolved at the Board of Directors meeting held on May 13, 2022, that it would repurchase its own shares and implement a tender offer (the Tender Offer, below) beginning May 16, 2022, utilizing the acquisition method specified under Article 156, Paragraph 1 of the Companies Act (Act No. 86 of 2005 and including subsequent amendments; hereinafter referred to as the Companies Act), as applied pursuant to the provisions of Article 165, Paragraph 3 of the same Act, and the provisions of the Company's Articles of Incorporation, following a written resolution in lieu of a Board of Directors meeting pursuant to Article 370 of the Companies Act and the provisions of the Company's Articles of Incorporation. The Tender Offer was completed on June 13, 2022. Details are as follows.

In addition, repurchase by the Company of its own shares, which was resolved at the Board of Directors meeting held on May 13, 2022, has been completed with the completion of the Tender Offer.

Further, due to the Tender Offer, the Company anticipates a change in a principal shareholder as of July 5, 2022, the settlement commencement date of the Tender Offer.

### 1. Results of the Tender Offer

#### 1) Summary of the purchases

- ① Name and address of the tender offeror  
Capcom Co., Ltd. 3-1-3, Uchihiranomachi, Chuo-ku, Osaka
- ② Class of listed shares repurchased  
Common shares
- ③ Tender offer period
  - I. Tender offer period (the Tender Offer Period, below)  
Monday, May 16, 2022 through Monday, June 13, 2022 (21 business days)
  - II. Date of public notice of the commencement of the Tender Offer  
Monday, May 16, 2022
- ④ Tender offer price  
3,110 yen per common share

⑤ Method of settlement

- I. Name and head office address of the financial instruments business operator, bank or other institution in charge of settlement of the Tender Offer

(Tender offer agent)

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

- II. Settlement commencement date

Tuesday, July 5, 2022

- III. Method of settlement

Notification of the purchases under the Tender Offer will be sent to the address of tendering shareholders (the Tendering Shareholders, below) (or the standing proxy for non-resident shareholders (including institutional shareholders), the Foreign Shareholders, below) after the conclusion of the Tender Offer Period without delay.

Purchases will be settled in cash. Tendering Shareholders will be able to receive the purchase amount for the Tender Offer, less applicable withholding taxes (see note), from the tender offer agent promptly after the settlement commencement date via remittance sent to the location designated by the Tendering Shareholder (or the standing proxy for Foreign Shareholders), or at the head office or the regional branch office of the tender offer agent at which the application of the Tendering Shareholders was accepted.

Note: Regarding taxes on shares purchased under the Tender Offer

\*Please make any decisions after consulting a tax advisor or other professional about specific tax questions.

i. Retail shareholders

1. For the Tendering Shareholders who are residents, or non-residents with a permanent establishment in Japan

When the amount of money received for accepting the Tender Offer exceeds the amount of the portion of the Company's capital (or for a consolidated corporation, its consolidated individual stated capital) attributable to the shares that are the basis for that payment (when the per-share purchase amount is greater than the per-share amount of capital), the amount in excess will be deemed a dividend and taxed accordingly. The amount deemed to be a dividend is subject to a withholding of 20.315%. (15.315% for income tax 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 (Law No. 117 of 2011, as amended) (hereinafter referred to as the "Special Reconstruction Income Tax") and 5% for resident tax. There will be no special withholding of the 5% resident tax for non-residents with a permanent establishment in Japan.) However, if the shareholder is considered as a principal shareholder as provided for in Article 4-6-2, Paragraph 12 of the Order for

Enforcement of the Act on Special Measures Concerning Taxation (Order No. 43 of 1957 and including subsequent amendments), the withholding will be 20.42% (income tax and special income tax for reconstruction only). Furthermore, the amount of the money received for the tendered and delivered shares pursuant to the Tender Offer less the amount deemed to be a dividend shall be income from the transfer of shares. The amount of income from the transfer of shares less acquisition expenses relating to the shares shall be, in principle, subject to separate self-assessment taxation.

In the case where shares in a tax-free account specified in Article 37-14 (Tax exemptions on income from transfers of small-sum listed shares, etc. in tax-free accounts) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957 and including subsequent amendments) (the Tax-Free Accounts, below) are tendered pursuant to the Tender Offer and the financial instruments business operator with which the Tax-Free Account was opened is Daiwa Securities Co. Ltd., income from the transfer of shares pursuant to the Tender Offer is, in principle, tax-free. If the Tax-Free Account was opened with a financial instruments business operator other than Daiwa Securities Co. Ltd., the treatment described above may not apply.

2. For the Tendering Shareholders who are non-residents without a permanent establishment in Japan

The amount deemed to be a dividend will be subject to a withholding of 15.315% (income tax and special income tax for reconstruction only). If the shareholder is considered as a principal shareholder, the withholding will be 20.42% (income tax and special income tax for reconstruction only). As a general rule, income arising from the transfer will not be subject to taxation.

ii. Institutional shareholders

When the amount of money received for accepting the Tender Offer exceeds the amount of capital per share, the amount in excess will be deemed a dividend and subject to a withholding of 15.315% (income tax and special income tax for reconstruction only).

2) Results of the Tender Offer

① Number of shares purchased

Share class	Total number of shares to be purchased	Number of excess shares to be purchased	Number of shares tendered	Number of shares repurchased
Common shares	5,000,000 shares	— shares	4,387,353 shares	4,387,353 shares

② Calculation where pro rata method is employed

Not applicable.

- 3) Locations where copies of the tender offer report are available for inspection  
Capcom Co., Ltd. 3-1-3, Uchihiranomachi, Chuo-ku, Osaka  
Tokyo Stock Exchange, Inc. 2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

2. Completion by the Company of the repurchase of its own shares

1) Details of the repurchase

- |                                      |  |
|--------------------------------------|--|
| ① Class of shares repurchased        | Common shares  |
| ② Total number of shares repurchased | 4,387,353 shares<br>Note: Ratio to the total number of shares issued: 1.62% (Rounded to the second decimal place. The same shall apply hereinafter in the calculation of ratios to the total number of shares issued.) |
| ③ Aggregate stock repurchase price   | 13,644,667,830 yen<br>Note: The above amount does not include any fees payable to the tender offer agent or various other expenses.  |
| ④ Repurchase period                  | Monday, May 16, 2022 through Monday, June 13, 2022   |
| ⑤ Method of repurchase               | Tender offer   |

The repurchase by the Company of its own shares, which was resolved at the Board of Directors meeting held on May 13, 2022, utilizing the acquisition method specified under Article 156, Paragraph 1 of the Companies Act, as applied pursuant to the provisions of Article 165, Paragraph 3 of the same Act and the provisions of the Company's Articles of Incorporation, has been completed with the completion of the Tender Offer. Further, pursuant to this resolution, the Company has also decided on a policy of cancelling the treasury stock acquired through the Tender Offer and aims to do so following the settlement commencement date of the Tender Offer in late July 2022.

(Reference)

Resolution adopted at the Board of Directors meeting held on May 13, 2022 relating to the repurchase by the Company of its own shares

- |  |   |
|--|---|
| ① Class of shares to be repurchased            | Common shares   |
| ② Aggregate number of shares to be repurchased | Up to 5,000,100 shares<br>Note 1: Total number of shares issued: 270,892,976 shares (as of May 13, 2022)<br>Note 2: Ratio to the total number of shares issued: 1.85% |
| ③ Aggregate repurchase price                   | Up to 15,550,311,000 yen  |
| ④ Repurchase period                            | Monday, May 16, 2022 through Tuesday, July 5, 2022  |

### 3. Change in Principal Shareholder

#### 1) Background

As described in the May 13, 2022 announcement “Notice Regarding Disposal of Treasury Stock through a Third-Party Allotment and a Change in Principal Shareholder,” following the disposal of treasury stock through a third-party allotment (the Disposal, below) the Company anticipates that as of June 17, 2022, the principal shareholder Crossroad Co., Ltd. will no longer be a principal shareholder.

However, the Company carried out the Tender Offer over the Tender Offer Period of May 16, 2022 until June 13, 2022, and the Tender Offer concluded on June 13, 2022. As a result of the Company implementing the Tender Offer and repurchasing its own shares, due to the total voting rights outstanding decreasing, the ratio of the number of voting rights held by Crossroad Co., Ltd. to the total outstanding voting rights will relatively increase. Accordingly, the Company anticipates that as of July 5, 2022 (the settlement commencement date of the Tender Offer), Crossroad Co., Ltd. will once again become a principal shareholder of the Company.

#### 2) Summary of Change in Shareholder

① Name	Crossroad Co., Ltd.
② Address	5-2-15, Eganosho, Habikino City, Osaka
③ Representative name and title	Yoshiyuki Tsujimoto, President
④ Principle business	Asset management company
⑤ Paid-in capital	10 million yen

#### 3) Number of voting rights (shares) held by the shareholder and its percentage of total voting rights outstanding

	Number of voting rights (Number of shares held)	Percentage of total voting rights outstanding	Shareholder ranking
Before change (June 17, 2022)	213,652 rights (21,365,200 shares)	9.83%	2nd
After change (July 5, 2022)	213,652 rights (21,365,200 shares)	10.03%	2nd

##### Notes:

1. The percentage of total voting rights outstanding before the change was calculated based on the total number of voting rights (2,174,119 rights), after adding the voting rights associated with the shares for the Disposal (40,000 rights) to the total number of voting rights (2,134,119 rights) as of March 31, 2022.
2. The percentage of total voting rights outstanding after the change was calculated based on the total number of voting rights (2,130,246 rights), after excluding the voting rights (43,873 rights) associated with the shares the Company repurchased for the Tender Offer (4,387,353 shares) from the total number of voting rights (2,174,119 rights) before the change.
3. Percentage of total voting rights outstanding has been rounded to the second decimal place.
4. Shareholder ranking before the change and after the change is based on the list of shareholders as of March 31, 2022.
5. The Company is not included as a large shareholder as its treasury stock does not have voting rights.

4) Scheduled Date of Change

July 5, 2022 (the settlement commencement date of the Tender Offer)

5) Outlook

The Company does not anticipate that this change will impact its business performance.