



August 23, 2024

Canon Inc.
Chairman & CEO: Fujio Mitarai
Securities code: 7751
Tokyo (Prime Market) and other Stock Exchanges

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Notice Regarding Results of Tender Offer by Subsidiary to Acquire its Own Shares and Canon Inc.’s Results of Application for Tender Offer

Canon Marketing Japan Inc. (Securities code: 8060, listed on the Prime Market of the Tokyo Securities Exchange), a subsidiary of Canon Inc. (the “Company”), resolved at a meeting of its Board of Directors held on July 24, 2024, to acquire its own shares through tender offer that commenced on July 25, 2024. As the tender offer was completed on August 22, 2024, the Company gives notice of the results of the tender offer as shown in the attached document.

Overview of Canon Marketing Japan Inc.

Company Name	Canon Marketing Japan Inc.
Location of Head Office	CANON S TOWER 16-6, Konan 2-chome, Minato-ku, Tokyo, Japan
Name and Title of Representative	Masachika Adachi, President & Representative Director
Summary of Business	Consumers, Enterprise, Area, Professional etc.
Stated Capital	73,303 million yen (As of March 31, 2024)

The results of the Company's decision to apply for the tender offer is as follows:

Overview of Application for Tender Offer

Number of shares to be tendered: Common stock of Canon Marketing Japan Inc.:
20,000,000 shares
Tender offer price: 4,091 yen per share

This notice contains forward-looking statements with respect to future results, performance and achievements that are subject to risk and uncertainties and reflect management's views and assumptions formed by available information. All statements other than statements of historical fact are statements that could be considered forward-looking statements. When used in this document, words such as "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "project" or "should" and similar expressions, as they relate to Canon, are intended to identify forward-looking statements. Many factors could cause the actual results, performance or achievements of Canon to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, changes in general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products by other companies, lack of acceptance of new products or services by Canon's targeted customers, inability to meet efficiency and cost reduction objectives, changes in business strategy and various other factors, both referenced and not referenced in this notice. Should one or more risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. Canon does not intend or assume any obligation to update these forward-looking statements.

<p>This document is an English translation of a statement written originally in Japanese. The Japanese original should be considered as the primary version.</p>
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To whom it may concern:

Company Name: Canon Marketing Japan Inc.
Representative: Masachika Adachi, President & Representative Director
TSE Code: 8060
Tokyo Stock Exchange (Prime Market)
Contact: Akihiro Shirone, General Manager, Accounting Division
(TEL: +81-3-6719-9074)

Notice Regarding Results of Tender Offer for, and Completion of Acquisition of, Own Shares

Canon Marketing Japan Inc. (the “Company”) has resolved at a meeting of the Board of Directors held on July 24, 2024, to acquire its own shares pursuant to the provisions of its Articles of Incorporation in accordance with the provisions of Article 459, Paragraph 1 of the Companies Act (Act No. 86 of 2005; as amended, the “Companies Act”), and to conduct a tender offer to acquire its own shares (the “Tender Offer”) as the specific method of such acquisition, and commenced the Tender Offer from July 25, 2024. Since the Tender Offer was completed on August 22, 2024, the Company hereby announces as follows.

The Company also hereby announces that, with the completion of the Tender Offer, the acquisition of its own shares in accordance with the resolution of the Board of Directors meeting held on July 24, 2024, was completed.

I. Results of the Tender Offer

1. Overview of the purchase, etc.

(1) Name and address of the Tender Offeror

Name: Canon Marketing Japan Inc.
Address: 16-6, Konan 2-chome, Minato-ku, Tokyo

(2) Class of listed share certificates to be purchased

Shares of common stock

(3) Period of the purchase, etc.

(i) Period of the purchase, etc. (the “Tender Offer Period”)

From Thursday, July 25, 2024, to Thursday, August 22, 2024 (20 business days)

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

Thursday, July 25, 2024

(4) Price of the purchase, etc.

4,091 yen per share of common stock

(5) Method of settlement

(i) Name and location of head office of financial instruments business operator/bank etc. in charge of settlement of purchase, etc.

Name: Mizuho Securities Co., Ltd.
Address: 5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo

(ii) Commencement date of settlement

Friday, September 13, 2024

(iii) Method of settlement

A notice regarding the purchase, etc. of the Tender Offer will be mailed to the address of those shareholders who have tendered their shares in the Tender Offer (the “Tendering Shareholders”) or to the standing proxy in the case of foreign resident shareholders (including corporate shareholders) (the “Foreign Shareholders”) without delay after the expiration of the Tender Offer Period. The purchase will be settled in cash. The purchase price less withholding tax on deemed dividend (Note) is to be remitted from the tender offer agent to the location specified by the Tendering Shareholders (or to the standing proxy in the case of the Foreign Shareholders), or to be paid to the accounts of the Tendering Shareholders at the tender offer agent which received the application, in accordance with the instructions of the Tendering Shareholders (or the standing proxy in the case of the Foreign Shareholders) without delay after the commencement date of the settlement.

(Note) The tax treatment for the shares purchased through the Tender Offer (*)

(A) Individual shareholders

If the amount of money to be delivered in return for tendering and delivering shares through the Tender Offer exceeds the portion of the amounts of the share capital, etc. of the corporation issuing shares that is the tender offeror (in the case of a consolidated entity, the amount of consolidated individual share capital, etc.) corresponding to the shares that gave rise to such delivery of money, the amount of such excess (the “Amount of Deemed Dividend”) will be the amount of income relating to dividend income. The amount of money to be delivered, less the Amount of Deemed Dividend, will be deemed to be the amount of income from the transfer of shares. If no Amount of Deemed Dividend arises, the entire amount of money to be delivered will be the amount of income from the transfer of shares.

The Amount of Deemed Dividend will be subject to 20.315% withholding tax in principle (income tax and special income tax for reconstruction under the Act on Special Measures for Securing Financial Resources Necessary to Implement Measures for Reconstruction following the Great East Japan Earthquake (Act No. 117 of 2011, as amended) (the “Special Income Tax for Reconstruction”) at 15.315% plus inhabitant tax at 5%) (in the case of non-residents, no inhabitant tax will be withheld); provided, however, that with respect to individual shareholders who fall under the category of large shareholders, etc. as provided for in the provisions of Article 4-6-2, Paragraph 38 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No. 43, 1957, as amended), such Amount of Deemed Dividend will be subject to 20.42% withholding tax (income tax and Special Income Tax for Reconstruction only). The amount of income from the transfer of shares less acquisition costs, etc. relating to such shares will, in principle, be subject to separate self-assessment taxation (Non-residents with permanent establishments in Japan are, in principle, not subject to taxation.). In the case where a shareholder tenders the shares in a tax-exempt account as provided for in the provisions of Article 37-14 (Tax exemption for capital gains, etc. from small amounts of listed shares in a tax-exempt account) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, as amended) pursuant to the Tender Offer, if the financial institution business operator at which such Tax-exempt Account is held is Mizuho Securities Co., Ltd., income from the transfer of shares pursuant to the Tender Offer will, in principle, be tax-exempt; provided, however, that if such Tax-exempt Account is held at a financial institution other than Mizuho Securities Co., Ltd., the aforementioned treatment may not apply.

(B) Corporate Shareholders

The Amount of Deemed Dividend will be the amount of dividend, etc., and, will be, in principle, subject to 15.315% withholding tax (income tax and Special Income Tax for Reconstruction) (Corporate shareholders (limited to corporations with their head office or principal office in Japan (domestic corporations)) who directly hold more than one-third of the total number of issued shares (excluding treasury stock) of the tender offeror as of the record date for the payment of the Amount of Deemed Dividend are not subject to withholding tax.). The amount of money to be delivered, other than the Amount of Deemed Dividend, will be the amount of consideration for the transfer of securities.

(*) For specific questions concerning taxation, each shareholder is kindly advised to confirm with professionals such as tax accountants and to make decisions at its own discretion.

2. Results of the Purchase, etc.

(1) Number of purchased shares

Since the total number of share certificates tendered in the Tender Offer (the “Tendered Share Certificates”) does not exceed the number of shares to be purchased (22,000,000 shares), the Company will purchase all of the Tendered Share Certificates.

Class of share certificates, etc.	Number of shares to be purchased	Expected number of excess shares	Number of tendered shares	Number of purchased shares
Common stock	22,000,000 (shares)	- (shares)	20,025,320 (shares)	20,025,320 (shares)

(2) Calculation in case of the purchase, etc. based on pro rata allocation method

Not applicable.

3. Location at which copy of Tender Offer Report is available to public

Canon Marketing Japan Inc.
(16-6, Konan 2-chome, Minato-ku, Tokyo)
Tokyo Stock Exchange, Inc.
(2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo)

II. Completion of Acquisition of Own Shares

1. Details of Acquisition

(1) Type of shares acquired

Common stock

(2) Total number of shares acquired

20,025,320 shares

(Note) Ratio of the total number of issued shares: 15.28% (rounded to the second decimal place)

(3) Total acquisition price

81,923,584,120 yen

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

(4) Period of acquisition

From Thursday, July 25, 2024, to Thursday, August 22, 2024

(5) Acquisition method

Acquisition through tender offer

With the completion of the Tender Offer, the Company's acquisition of its own shares pursuant to the provisions of its Articles of Incorporation in accordance with the provisions of Article 459, Paragraph 1 of the Companies Act, as resolved at a meeting of the Board of Directors held on July 24, 2024, was completed.

(Reference)

Resolution of the Board of Directors meeting held on July 24, 2024, on the Acquisition of Own Shares

(1) Type of shares to be acquired

Common stock

(2) Total number of shares to be acquired

22,000,100 shares (maximum)

(Note) Ratio of the total number of issued shares: 16.78% (rounded to the second decimal place)

(3) Total acquisition price

90,002,409,100 yen (maximum)

(4) Period of acquisition

From Thursday, July 25, 2024, to Monday, September 30, 2024

End