



March 17, 2022

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SJ Future Holdings Corporation
Yuji Saito, President and Representative Director

**Notice Regarding Results of Tender Offer for
Shares of JALUX Inc. (TOKYO: 2729)**

SJ Future Holdings Corporation, in which Japan Airlines Co., Ltd. (“JAL”) holds a 50.50% stake and Sojitz Corporation (“Sojitz”) holds a 49.50% stake, respectively (SJ Future Holdings corporation shall hereinafter be referred to as the “Tender Offeror” and, collectively with JAL and Sojitz, the “Tender Offerors”), decided, on January 31, 2022, to acquire the shares of common stock (the “Target Company Shares”) of JALUX Inc. (the “Target Company”; Code: 2729, First Section of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”)) through a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the “Act”) and commenced with the Tender Offer from February 1, 2022. Since the Tender Offer was completed on March 16, 2022, the Tender Offerors today announce the results thereof, as described below.

1. Outline of Tender Offer
 - (1) Name and address of the Tender Offeror
SJ Future Holdings Corporation
4-11, Higashishinagawa 2-chome, Shinagawa-ku, Tokyo, Japan
 - (2) Name of the Target Company
JALUX Inc.
 - (3) Class of shares to be purchased
Common stock

(4) Number of shares to be purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
6,090,711 (shares)	1,873,800 (shares)	— (shares)

(Note 1) If the total number of shares that are offered for sale in response to the Tender Offer (the “Tendered Shares”) is less than the minimum number of shares to be purchased (1,873,800 shares), the Tender Offeror will not purchase any of the Tendered Shares. If the total number of the Tendered Shares is no less than the minimum number of shares to be purchased (1,873,800 shares), the Tender Offeror will purchase all of the Tendered Shares.

(Note 2) Since no maximum number of shares to be purchased has been set in the Tender Offer, the number of shares to be purchased is stated as 6,090,711 shares, being the maximum number of shares of the Target Company that can be acquired by the Tender Offeror through the Tender Offer. This figure (6,090,711 shares) represents (i) the total number of issued shares of the Target Company (12,775,000 shares) as of December 31, 2021, as stated in the Third Quarterly Report for the 61st Fiscal Year filed by the Target Company on February 14, 2022 (the “Target Company’s Third Quarterly Report”), minus (ii) the total sum of (x) the number of treasury shares held by the Target Company (124,289 shares) as of December 31, 2021 and (y) the number of the Target Company Shares held by JAL (2,727,500 shares) as of today, the number of the Target Company Shares held by Sojitz (2,810,500 shares) as of today, and the number of the Target Company Shares held by Japan Airport Terminal Co., Ltd. (“Japan Airport Terminal”) (1,022,000 shares) as of today.

(Note 3) Shares less than one unit are also subject to the Tender Offer. If a right to request a purchase of shares less than one unit is exercised by a shareholder of the Target Company in accordance with the Companies Act, the Target Company may purchase its own shares less than one unit during the period of the Tender Offer (the “Tender Offer Period”) in accordance with procedures required by law.

(Note 4) The Tender Offeror does not intend to acquire the treasury shares held by the Target Company through the Tender Offer.

(5) Offering period

(A) Initially registered offering period

From Tuesday, February 1, 2022 to Wednesday, March 16, 2022 (thirty (30) business days)

(B) Possibility of extension of tender offer period upon request of the Target Company

N/A

(6) Price of tender offer

2,560 yen per share of common stock

2. Results of Tender Offer

(1) Outcome of Tender Offer

In the Tender Offer, the Tender Offeror has set a condition that, if the total number of the Tendered Shares is less than the minimum number of shares to be purchased (1,873,800 shares), the Tender Offeror will not purchase any of the Tendered Shares. As the total number of the Tendered Shares (4,898,450 shares) was no less than the minimum number of shares to be purchased (1,873,800 shares), the Tender Offeror will purchase all of the Tendered Shares as described in the public notice of the commencement of the Tender Offer and the tender offer registration statement (including the matters amended by the amendment statement to the tender offer registration statement dated February 10, 2022).

(2) Date of public notice of results of tender offer, and name of newspaper for public notice

Pursuant to the provisions of Article 27-13, Paragraph 1 of the Act, on March 17, 2022, at the Tokyo Stock Exchange, the Tender Offeror announced to the press the results of the Tender Offer, by the method prescribed in 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

Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person other than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended, the “Cabinet Ordinance”).

(3) Number of purchased shares

Type of share certificates, etc.	a. Number of tendered shares	b. Number of purchased shares
Shares	4,898,450 shares	4,898,450 shares
Stock Acquisition Rights	—	—
Bonds with Stock Acquisition Rights	—	—
Trust Beneficiary Certificate for Shares ()	—	—
Depository Receipts for Shares ()	—	—
Total	4,898,450 shares	4,898,450 shares
(Total Number of Shares (diluted))	(— shares)	(— shares)

(4) Changes in ownership ratio of shares through the tender offer

Number of voting rights represented by shares held by the Tender Offeror before tender offer	—	(Ownership ratio of shares before tender offer: — %)
Number of voting rights represented by shares held by special related parties before tender offer	65,600	(Ownership ratio of shares before tender offer: 51.85%)
Number of voting rights represented by shares held by the Tender Offeror after tender offer	48,984	(Ownership ratio of shares after tender offer: 38.72%)
Number of voting rights represented by shares held by special related parties after tender offer	65,600	(Ownership ratio of shares after tender offer: 51.85%)
Total number of voting rights of all shareholders of the Target Company	126,177	

(Note 1) The “Number of voting rights represented by shares held by special related parties before tender offer” and the “Number of voting rights represented by shares held by special related parties after tender offer” are stated as the total number of the voting rights represented by the Target Company Shares held by JAL, Sojitz and Japan Airport Terminal as of today as the shares held by each of the special related parties (excluding the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Ordinance, in calculating the ownership ratio of shares pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act).

(Note 2) The “Total number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders (calculated based on the unit share system, in which 100 shares constitute one unit) as of September 30, 2021 as stated in the Target Company’s Third Quarterly Report. However, since shares less than one unit were also subject to the Tender Offer, when calculating the “Ownership ratio of shares

before tender offer” and the “Ownership ratio of shares after tender offer,” the number of voting rights (126,507) represented by 12,650,711 shares is used as the denominator. This number of shares (12,650,711 shares) represents: (i) the total number of issued shares (12,775,000 shares) as of December 31, 2021, as stated in the Target Company’s Third Quarterly Report, minus (ii) the number of treasury shares held by the Target Company (124,289 shares) as of the same day.

(Note 3) The “Ownership ratio of shares before tender offer” and the “Ownership ratio of shares after tender offer” have been rounded to two decimal places.

(5) Calculation in the case where purchase, etc. will be conducted by the proportional distribution method
N/A

(6) Method of settlement

(A) Name and location of head office of financial instruments business operator/bank etc. in charge of settlement of tender offer

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. 9-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

au Kabucom Securities Co., Ltd. (subagent) 3-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

(B) Commencement date of settlement

Thursday, March 24, 2022

(C) Method of settlement

A notice regarding the purchase under the Tender Offer will be mailed to the address or location of tendering shareholders (or the standing proxy in the case of foreign shareholders) without delay after the expiration of the Tender Offer Period. Delivery through the subagent is to be made by electromagnetic means via the screen after logging in.

The purchase will be settled in cash. The sale price pertaining to the share certificates, etc. that have been purchased is to be remitted from the tender offer agent or the subagent to the location specified by the tendering shareholders (or the standing proxy in the case of foreign shareholders) without delay after the commencement date of the settlement as instructed by the relevant tendering shareholder (or the standing proxy in the case of foreign shareholders).

3. Post-Tender Offer Policy and Future Outlook

There is no change from those described in the “Notice Regarding the Commencement of Tender Offer for Shares of JALUX Inc. (TOKYO: 2729)” released on January 31, 2022 by the Tender Offerors.

4. Location at which Copy of Tender Offer Report is Available to Public

SJ Future Holdings Corporation

(4-11, Higashishinagawa 2-chome, Shinagawa-ku, Tokyo, Japan)

Tokyo Stock Exchange

(2-1, Nihonbashi, Kabuto-cho, Chuo-ku, Tokyo)

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