



January 9, 2024

To All Concerned

Name of Listed Company	T&K TOKA CO., LTD.
Representative	Akihiro Takamizawa, Representative Director (Code: 4636; Prime Section of the Tokyo Stock Exchange)
Person In Charge	Hideaki Sekine Managing Director, Chief of Headquarters, Management Headquarters TEL: 03-3963-0511

**Announcement of Progress Towards Execution of Tender Offer
for the Company's Share Certificates, Etc. by K.K. BCJ-74**

T&K TOKA CO., LTD. ("Company") has announced in the "Announcement of Opinion in Support of and Recommendation to Tender in Scheduled Tender Offer for the Company's Share Certificates, Etc. by K.K. BCJ-74" released on August 17, 2023 (including revisions made in each "(Revision) Announcement of Partial Revisions to Announcement of Opinion in Support of and Recommendation to Tender in Scheduled Tender Offer for the Company's Share Certificates, Etc. by K.K. BCJ-74" released on August 18, 2023, September 21, 2023, and on October 20, 2023, and hereinafter "August 17, 2023 Company Press Release"), that according to K.K. BCJ-74 ("Tender Offeror"), a tender offer by the Tender Offeror for the Company's common shares and share options ("Tender Offer") is expected, as of such date, to be commenced by early January 2024 on the condition that the Tender Offeror satisfies or waives the conditions ("Tender Offer Conditions") set forth in the tender offer agreement ("Tender Offer Agreement") executed by and between the Company and the Tender Offeror on August 17, 2023.

According to the Tender Offeror, as of today, Tender Offeror has judged that the Tender Offer Conditions are all satisfied (for those that will be determined at the time of the commencement of the Tender Offer, they are likely to be satisfied at such time), except for acquisition of the clearance under the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended, and hereinafter "Antimonopoly Act") (including approval or expiration of waiting period; the same applies hereinafter) (Note). Furthermore, according to the Tender Offeror, the Tender Offeror filed the Prior Notification to the Fair Trade Commission on December 15, 2023, which was accepted as of the same date, and the clearance under the Antimonopoly Act is expected to be obtained in the middle of January 2024, and the Company was informed that the Tender Offeror had been in preparation for the commencement of the Tender Offer.

(Note) Under the Tender Offer Agreement, obtaining the clearance under the Competition Act in the Republic of Serbia was also included in the Tender Offer Conditions. According to the Tender Offeror, however, it examined the financial figures of the Company for the most recent fiscal year after the release of the August 17, 2023 Company Press Release, and found it unnecessary to obtain the clearance under the Competition Act in the Republic of Serbia, and thus the relevant procedures have not been taken.

As of today, the Tender Offeror aims to commence the Tender Offer by the middle of January 2024. The Tender Offeror will promptly make an announcement when it becomes ready to commence the Tender Offer and commences the Tender Offer.

The Company will make an announcement as soon as it is informed by the Tender Offeror of the commencement of the Tender Offer.

[Restrictions on Solicitation]

This press release is to announce the declaration of opinion of the Company regarding the Tender Offer and has not been prepared for the purpose of soliciting an offer to sell shares or share options. If shareholders wish to make an offer to sell their shares or share options, they should first be sure to carefully read the Tender Offer Explanatory Statement for the Tender Offer and make their own independent decision. This press release does not constitute, nor form part of, any offer to sell, solicitation of a sale of, or any solicitation of any offer to buy, any securities. In addition, neither this press release (or any part of it) nor the fact of its distribution shall form the basis of any agreement pertaining to the Tender Offer or be relied upon in the event of the execution of any such agreement.

[U.S. Regulations]

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards provided under the Financial Instruments and Exchange Act of Japan, and those procedures and standards are not always the same as those applicable in the United States. In particular, neither Section 13(e) nor Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended, the "U.S. Securities Exchange Act of 1934") or the rules under these sections apply to the Tender Offer; therefore, the Tender Offer is not conducted in accordance with those procedures or standards. All of the financial information included or referred to in this press release and reference materials of this press release do not conform to the U.S. accounting standards and may not be equivalent or comparable to the financial statements prepared pursuant to the U.S. accounting standards. In addition, because the Tender Offeror is a corporation incorporated outside the United States and some or all of its officers are non-U.S. residents, it may be difficult to exercise rights or demands against them which arise pursuant to U.S. securities laws. It also may be impossible to bring an action against a corporation that is based outside of the United States or its officers in a court outside of the United States on the grounds of a violation of U.S. securities laws. Furthermore, there is no guarantee that a corporation that is based outside of the United States or its subsidiaries or affiliates may be compelled to submit themselves to the jurisdiction of a U.S. court.

All procedures regarding the Tender Offer will be conducted in Japanese. All or part of the documents regarding the Tender Offer will be prepared in English; however, if there is any discrepancy between the documents in English and those in Japanese, the documents in Japanese shall prevail.

Before the commencement of the Tender Offer or during the purchase period of the Tender Offer, the Tender Offeror and its affiliates (including the Company), and the affiliates of the financial advisors and tender offer agents of each of the foregoing might purchase, etc. by means other than the Tender Offer or conduct an act aimed at such a purchase, etc. of the common shares of the Company on their own account or the account of their client to the extent permitted by Japanese legislation related to financial instruments transactions in the scope of their ordinary business and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934. If information regarding such a purchase, etc. is disclosed in Japan, the person that conducted that purchase, etc. will disclose such information in English on the website of such person.

[Forward-looking Statements]

This press release includes forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 (as amended, the "U.S. Securities Exchange Act of 1933") and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may be significantly different from the predictions expressly or implicitly indicated in the forward-looking statements, due to known or unknown risks, uncertainties, or other factors. The Tender Offeror or its affiliates cannot promise that the predictions expressly or implicitly indicated as the forward-looking statements will turn out to be correct. The forward-looking statements included in this press release were prepared based on the information held by the Tender Offeror as of the date of this press release, and unless obligated by laws or regulations or the rules of a financial instruments exchange, the Company or its affiliates shall not be obligated to update or revise the statements to reflect future incidents or situations.

[Other Countries]

Some countries or regions may impose legal restrictions on the announcement, issue, or distribution of this press release. In such cases, please take note of such restrictions and comply therewith. The announcement, issue, or distribution of this press release shall not constitute a solicitation of an offer to sell or an offer to buy share certificates, etc. relating to the Tender Offer and shall be deemed a distribution of materials for informative purposes only.