



February 2, 2023

To all parties concerned,

Company Name: Hitachi Transport System, Ltd.  
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Representative Executive Officer, President and COO  
(Code: 9086, Prime Market of the Tokyo Stock Exchange)  
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**Announcement of Approval for Resolutions Related to Share Consolidation, Abolition of the Provisions regarding a Share Unit, and Partial Amendment to the Articles of Incorporation**

As announced in the “Announcement of Holding an Extraordinary Shareholders Meeting Related to Share Consolidation, Abolition of the Provisions regarding a Share Unit, and Partial Amendment to the Articles of Incorporation” dated December 27, 2022 (the “Company Press Release Dated December 27, 2022”), Hitachi Transport System, Ltd. (the “Company”) hereby announces that: it submitted to the extraordinary shareholders meeting held today (the “Extraordinary Shareholders Meeting”) the proposal for share consolidation and the proposal for partial amendment to the Articles of Incorporation; and both proposals were approved in their original forms, as below.

As a result, the common shares of the Company (the “Company Shares”) will meet the delisting criteria of Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”). In doing so, it is expected that the Company Shares will be designated as securities to be delisted from today until February 23, 2023, and then be delisted as of February 24, 2023. Please note that the Company Shares will no longer be tradable on the Prime Market of the Tokyo Stock Exchange after they are delisted.

1. Proposal No. 1 (Share Consolidation)

The share consolidation as described below (the “Share Consolidation”) was approved by the Company’s shareholders at the Extraordinary Shareholders Meeting.

[1] Class of Shares to be Consolidated  
Common shares

[2] Consolidation Ratio

On February 28, 2023 (planned), the Company Shares owned by the shareholders entered or recorded in the latest shareholders registry as of February 27, 2023 will be consolidated at a ratio of 4,781,654 shares to one share.

[3] Total Number of Issued Shares to be Reduced  
83,872,350 shares

[4] Total Number of Issued Shares before the Effectuation of the Share Consolidation  
83,872,367 shares  
(Note) The Company resolved at the board of directors' meeting held on December 27, 2022 to cancel 229,347 shares of its treasury shares (equivalent to all of the treasury shares owned by the Company as of December 6, 2022) on February 27, 2023; accordingly, the total number of issued shares after the cancellation is set forth as the "Total Number of Issued Shares before the Effectuation of the Share Consolidation."

[5] Total Number of Issued Shares after the Effectuation of the Share Consolidation  
17 shares

[6] Total Number of Authorized Shares on the Effectuation Date  
68 shares

[7] The Method of the Treatment in the Case of Accrual of Fractional Shares Less Than One Share and the Amount of Money Expected to be Delivered to Shareholders upon the Treatment  
The number of Company Shares owned by the shareholders other than HTSK Co., Ltd. (the "Tender Offeror") and Hitachi, Ltd. are planned to be fractional shares of less than one share upon the Share Consolidation.

If, due to the Share Consolidation, fractions of less than one share arise in the number of shares, each shareholder of the Company holding such fractional shares will receive an amount of cash obtained by selling the Company Shares equivalent to the total number of such fractional shares (with such total number rounded down to the nearest whole number if there is any fraction less than one share) (the "Fractional Equivalent Shares") to the Company or the Tender Offeror as per the procedures specified in Article 235 of the Companies Act (Act No. 86 of 2005; as amended; the same applies hereinafter) and other relevant laws and regulations. Regarding the sale, pursuant to Article 234, Paragraph 2 of the Companies Act as applied *mutatis mutandis* pursuant to Article 235, Paragraph 2 of the same Act, the Company intends to sell to the Tender Offeror, the Fractional Equivalent Shares by obtaining the court's permission, by taking into account the following matters: as the Company Shares are planned to be delisted as of February 24, 2023 and become shares without market price, there is little prospect of any purchaser appearing by way of auction; and as the Share Consolidation is implemented as part of the Transaction, the purposes of which are making the Tender Offeror the only shareholder of the Company and delisting the Company Shares, it will be consistent, as far as the purpose is concerned, that the Tender Offeror shall be the purchaser of the Fractional Equivalent Shares.

If the court's permission above is obtained as planned, the Company intends to set the sales price in this case at a price that will result in the delivery of money to each of the shareholders in an amount equivalent to the amount obtained by multiplying the number of the Company Shares owned by the shareholders, who are entered or recorded in the latest shareholders register as of February 27, 2023, the day preceding the effective date of the Share Consolidation, by 8,913 yen, which is the same price as the purchase price per Company Share in the tender offer of the Company Shares implemented by the Tender Offeror from October 28 to November 29, 2022. However, in cases where the court's permission cannot be obtained or adjustment of fractions are required for calculation purposes, the amount actually delivered may be different from the above amount.

2. Proposal No. 2 (Partial Amendment to the Articles of Incorporation)

The partial amendment to the Articles of Incorporation of the Company as described below was approved by the Company’s shareholders at the Extraordinary Shareholders Meeting.

- [1] If the Share Consolidation takes effect, the total number of authorized shares of the Company Shares will be reduced to 68 shares pursuant to Article 182, Paragraph 2 of the Companies Act. In order to clarify such point, the Company proposes to amend Article 6 (Total number of authorized shares) of the Articles of Incorporation subject to the effectuation of the Share Consolidation.
- [2] If the Share Consolidation takes effect, the total number of issued shares of the Company will be 17 shares, and it will not be necessary to provide for a share unit. Accordingly, subject to the effectuation of the Share Consolidation, in order to abolish the provision regarding a share unit of the Company Shares, which is currently 100 shares per unit, the Company proposes to delete the entirety of Article 7 (Share unit) and Article 8 (Rights in relation to shares less than one unit) of the Articles of Incorporation and move up the article numbers due to the amendments.

For details of the partial amendment to the Articles of Incorporation, please see the Company Press Release Dated December 27, 2022. The partial amendment to the Articles of Incorporation will take effect, subject to the effectuation of the Share Consolidation, on February 28, 2023, which is the date of effectuation of the Share Consolidation.

3. Schedule of the Share Consolidation

[1]	Date of holding of the Extraordinary Shareholders Meeting	Thursday, February 2, 2023
[2]	Date of designation as securities to be delisted	Thursday, February 2, 2023
[3]	Last trading date of the Company Shares	Wednesday, February 22, 2023 (planned)
[4]	Date of delisting of the Company Shares	Friday, February 24, 2023 (planned)
[5]	Date of effectuation of the Share Consolidation	Tuesday, February 28, 2023 (planned)

End