



June 2, 2026

Company name: DENSO CORPORATION
Name of representative: Shinnosuke Hayashi, President and CEO
(Securities code: 6902: Tokyo and Nagoya
Stock Exchanges)
Inquiries: Tadashi Arai, Director, Finance and
Accounting Div.
(Telephone: +81-566-25-5511)

Notice Regarding Results of Tender Offer for Own Shares and Completion of Share Repurchase

DENSO CORPORATION (“**Company**”) has resolved at the board of directors held on April 28, 2026 to repurchase its own shares and, as the specific methods for such repurchase, to conduct a tender offer for its own shares (“**Tender Offer**”) pursuant to Article 156, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended) applied by replacing terms pursuant to Article 165, Paragraph 3 of the said act, and the articles of incorporation, and conducted the Tender Offer from April 30, 2026. The Company hereby announces that the Tender Offer has been completed as of June 1, 2026 as described below.

The Company also announces that, with the completion of the Tender Offer, the repurchase of its own shares pursuant to the resolution of the board of directors held on April 28, 2026 has been completed.

1. Outline of the tender offer

(1) Name and address of the tender offeror

DENSO CORPORATION 1-1, Showa-cho, Kariya, Aichi

(2) Class of listed share certificates, etc., to be purchased

Common stock

(3) Tender offer period

(i) Tender offer period (“**Tender Offer Period**”)

From Thursday, April 30, 2026 to Monday, June 1, 2026 (20 business days)

(ii) Public notice of commencement of tender offer

Thursday, April 30, 2026

(4) Price of tender offer

1,696 yen per common share

(5) Total repurchase price
313,586,443,232 yen

(6) Method of settlement

(i) Name and address of the head office of financial instruments business operator or bank, etc., in charge of settlement of purchase
Nomura Securities Co., Ltd. 1-13-1, Nihonbashi, Chuo-ku, Tokyo

(ii) Commencement date of settlement
Tuesday, June 23, 2026

(iii) Method of settlement

A notice regarding the purchase under the Tender Offer will be mailed to the address of the shareholders who have tendered their shares in response to the Tender Offer (“**Tendering Shareholders, etc.**”) or to the address of the standing proxies for shareholders, etc. (including corporate shareholders, etc.) residing outside Japan who do not have an account with the Tender Offer Agent with which they can trade (“**Non-Resident Shareholders, etc.**”) without delay after the expiration of the Tender Offer Period.

Purchases will be made in cash. Tendering Shareholders, etc. may receive the proceeds of the Tender Offer, less any applicable withholding tax (Note), by remittance or other means instructed by the Tendering Shareholders, etc. without delay after the commencement date of settlement (remittance fees may apply.)

(Note) Tax treatment on shares purchased under the Tender Offer

* For specific questions regarding taxation, please consult a tax accountant or other specialist and make your own decision.

(i) The tax treatment for individual shareholders who tender their shares in the Tender Offer is as follows.

a) When the Tendering Shareholders, etc. are residents of Japan or non-residents who have a permanent establishment

If the amount of money received for tendering shares in the Tender Offer exceeds the amount of the Company’s capital stock, etc. corresponding to the shares that are the basis of the receipt (i.e., if the purchase price per share exceeds the amount of capital stock, etc. per share of the Company), the excess portion (“**Deemed Dividend Amount**”) will be deemed to be a dividend and taxed as such. In addition, the remainder of the money to be received from tendering shares in the Tender Offer after deduction of the amount deemed to be a dividend will be classed as income from the transfer of shares and other securities. If there is no amount deemed to be a dividend (i.e., if the purchase price per share is less than or equal to the amount of capital stock per share of the Company), the full amount of the money to be received will be classed as income from transfer.

With regard to the Deemed Dividend Amount, the amount equivalent to 20.315% (income tax and special reconstruction income tax (“**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): 15.315%, resident tax: 5%)

is withheld (non-residents who have permanent establishments in Japan are not subject to the special levy of the 5% resident tax). However, if the individual shareholder falls under large shareholders etc. (“**Large Shareholders, etc.**”) prescribed in Article 4-6-2, Paragraph 38 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Ordinance No.43 of 1957, as amended), the amount equivalent to 20.42% (income tax and Special Income Tax for Reconstruction only) will be withheld. In addition, if the combined shareholding ratio of a Tendering Shareholder, etc. that will receive payment of an amount deemed to be a dividend and a corporation that falls under the category of a family company under the Corporation Tax Act when such Tendering Shareholder, etc. is the shareholder on which the judgment is based is 3% or more of the total number of shares, etc. issued and outstanding, then such amount deemed to be a dividend is subject to aggregate taxation.

As a general rule, the amount after deduction of the acquisition expenses for the shares from income from transfer is subject to separate self-assessment taxation.

In addition, in the case where shares, etc. held in a tax-exempt account (“**tax-exempt account**”) as defined in Article 37-14 (Non-Taxation of Transfer Income, etc. on Listed Shares with Small Amounts of Dividend Income Held in Tax-Exempt Accounts) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, as amended) are tendered in the Tender Offer, if the financial instruments business operator, etc. with which such tax-exempt account is opened is Nomura Securities Co., Ltd., transfer income, etc. arising from the Tender Offer will be exempt from tax, as a general rule. The above treatment may differ if the tax-exempt account is opened at a financial instruments business operator, etc. other than Nomura Securities Co., Ltd.

- b) When the Tendering Shareholder, etc. is a non-resident who does not have a permanent establishment in Japan

An amount of 15.315% (income tax and Special Income Tax for Reconstruction only) will be withheld at source on the amount deemed to be a dividend. In the case of a Large Shareholder, etc., an amount of 20.42% (income tax and Special Income Tax for Reconstruction only) will be withheld at source. As a general rule, income arising from such transfer will not be taxed.

- (ii) If the amount of money to be received by a corporate shareholder from tendering shares in the Tender Offer exceeds the amount of the Company’s capital stock, etc. corresponding to the shares underlying the delivery, such excess amount shall be deemed to be a dividend. In principle an amount of 15.315% (income tax and Special Income Tax for Reconstruction only) will be withheld at source on the portion deemed to be a dividend.

Any amount deemed to be a dividend to be paid by the Company to Tendering Shareholders, etc. (limited to corporations having their head office or principal office in Japan (domestic corporations)) who directly own more than one-third of the total number of issued shares, etc. of the Company as of the record date for the payment of such dividend, etc. will be exempt from income tax and Special Income Tax for Reconstruction and will not be taxed at source.

Non-Resident Shareholders, etc. who wish to receive income tax reduction or exemption on such deemed dividend amount in accordance with applicable tax treaties are requested to submit a tax treaty notification form to the Tender Offer Agent together with the Tender Offer Application Form when applying for the Tender Offer.

2. Results of the tender offer

(1) Number of share certificates, etc. purchased

Class of share certificates, etc.	Number of shares to be purchased	Number of shares to be in excess	Number of shares tendered	Number of shares purchased
Common stock	184,897,656 shares	- shares	184,907,824 shares	184,897,667 shares

(2) Calculation in the event of the tender offer using the method of proportional distribution

Since the total number of the share certificates, etc. tendered in the Tender Offer (“**Tendered Share Certificates, Etc.**”) exceeded the number of shares to be purchased (184,897,656 shares), the Company will not purchase all or part of such excess shares and conduct transfer of share certificates, etc. and other settlement procedures in relation to the purchase of shares by using the method of proportional distribution as provided in Article 27-13, Paragraph 5 of the Financial Instruments and Exchange Act (Act No.25 of 1948, as amended) as applied mutatis mutandis pursuant to Article 27-22-2, Paragraph 2 of the such act and Article 21 of the Cabinet Office Ordinance Concerning the Disclosure of a Tender Offer for Listed Shares by the Issuer (Ministry of Finance Ordinance No.95 of 1994, as amended), as described in the public notice of commencement of tender offer and the tender offer statement (If each number of the Tendered Share Certificates, Etc. includes shares less than one unit (100 shares), the number of shares purchased as calculated using the method of proportional distribution shall be up to each number of the Tendered Share Certificates, Etc.).

3. Place where copy of the tender offer report is available for public inspection

DENSO CORPORATION 1-1 Showa-Cho, Kariya, Aichi

Tokyo Stock Exchange, Inc. 2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo

Nagoya Stock Exchange, Inc. 3-8-20 Sakae, Naka-ku, Nagoya

(Reference) Repurchase of shares resolved at the board of directors meeting held on April 28, 2026

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| (1) Type of shares to be repurchased: | Common stock |
| (2) Total number of shares to be repurchased: | Up to 184,897,756 shares
(6.35% (rounded to the two decimal places) of the total number of issued shares as of April 30, 2026 (2,910,979,691 shares)) |
| (3) Total repurchase price: | Up to 313,586,594,176 yen |
| (4) Repurchase period: | From April 30, 2026 to July 31, 2026 |

End