

For immediate release

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Notice regarding Share Consolidation, Abolition of Share Unit provisions, and Partial Amendments to the Articles of Incorporation

In “Notice of Establishment of Record Date for Convening Extraordinary General Meeting of Shareholders” released on April 1, 2025, TONAMI HOLDINGS CO., LTD. (the “Company”) announced that in preparation for an extraordinary general meeting of shareholders around late May 2025 (the “Extraordinary General Meeting”), the Company has set April 17, 2025 (Thursday), as the record date for determining the shareholders eligible to exercise voting rights at the Extraordinary General Meeting.

The Company hereby announces that it resolved at the board of directors meeting held today (the “Board of Directors Meeting”) to convene the Extraordinary General Meeting and to submit resolutions regarding a share consolidation as well as the abolition of the share unit provisions and partial amendments to the Articles of Incorporation, as follows.

As of today, ordinary shares of the Company (the “Company Shares”) are listed on the Prime Market of Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”). However, the Company Shares will be delisted pursuant to the prescribed procedures in accordance with the Tokyo Stock Exchange’s criteria for delisting. As a result, the Company Shares will be designated as securities to be delisted from May 30, 2025 to June 18, 2025, and will then be delisted on June 19, 2025. After the delisting, the Target Company Shares cannot be traded on the Prime Market of the Tokyo Stock Exchange.

I. Share Consolidation

1. Reasons for the Share Consolidation

As announced in the “Notice of MBO and Recommendation for Tender Offer” released by the Company on February 26, 2025 (including amendments made pursuant to “(Amendment) Partial Amendment to the ‘Notice of MBO and Recommendation for Tender Offer’ released by the Company on March 7, 2025; the ‘Opinion Expressing Press Release’”), JWT Co., Ltd. (the “Tender Offeror”), the subsidiary of Japan Post Co., Ltd. (“Japan Post”), conducted the tender offer for the Company Shares (the “Tender Offer”) with a tender offer period of 30 business days from February 27, 2025 to April 10, 2025, as part of a series of transactions (the “Transactions”) conducted for the purpose of delisting the Company Shares by acquiring all of the Company Shares (excluding Company Shares held by the Tender Offeror and treasury shares held by the Company).

In addition, as announced in the “Notice of Results of the Tender Offer for Shares of the Company by JWT Co., Ltd. and Change of Parent Company and Largest Shareholder That Is a Major Shareholder” released by the Company on April 11, 2025 (the “Results Press Release”), as a result of the Tender Offer, as of April 17,

2025 (commencement date of the settlement for the Tender Offer), the Tender Offeror has come to hold 7,916,930 Company Shares (ownership ratio (Note 1): 87.24%) as of April 17, 2025.

(Note 1): “Ownership ratio” means the percentage (rounded to the second decimal place; the same applies hereinafter to descriptions regarding ownership ratio) of shares held out of the number of shares (9,074,682 shares) calculated by subtracting the number of treasury shares held by the Company as of December 31, 2024 (686,329 shares) from the total number of issued shares of the Company as of December 31, 2024 (9,716,011 shares) as stated in the “Consolidated Financial Results for the Nine Months Ended December 31, 2024” announced by the Company on February 14, 2025.

As announced in “(iii) Process and Reasons for Decision-Making at the Company” in “(2) Grounds and Reasons for the Opinion” in “3. Details, Grounds and Reasons for the Opinion on the Tender Offer” in the Opinion Expressing Press Release, Mr. Kazuo Takata, President and Representative Director of the Company (“Mr. Kazuo Takata”), Mr. Kazuya Takata, a director of the Company (“Mr. Kazuya Takata”) and Mr. Masaaki Sato, a director of the Company (“Mr. Sato”; collectively with Mr. Kazuo Takata and Mr. Kazuya Takata, the “Company Management Team”), and Mr. Yusuke Watanuki, a director of the Company’s wholly-owned subsidiaries Tonami Transportation Co., Ltd., Hokuriku Tonami Transportation Co., Ltd., and Fukui Tonami Transportation Co., Ltd. (the “Founding Family Representative”; collectively with the Company Management Team, the “Company Management Team, etc.”), and Japan Post (collectively, “Proposing Parties”) submitted a proposal (the “Proposal”) to the Company on December 9, 2024, expressing their formal intention regarding the purpose, scheme and schedule of the Transactions, as an offer to discuss the delisting of the Company Shares through the Tender Offer. Thus, the Company began specific deliberations regarding the Transactions.

As stated in “(B) Procurement by the Company of a share valuation report from an independent financial advisor and third-party appraiser” and “(C) Procurement by the Company of advice from an independent law firm” in “(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” in “3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation” below, in order to eliminate arbitrariness in the decision-making of the Company and the Company’s board of directors with regard to the Transactions and to ensure the fairness, transparency and objectivity of the decision-making process, the Company appointed, at the Company’s board of directors meeting held on December 16, 2024, Nishimura & Asahi (Gaikokuho Kyodo Jigyo) (“Nishimura & Asahi”) as its legal advisor independent of the Tender Offeror and the Proposing Parties (collectively, the “Tender Offeror, etc.”) and the Company, and Daiwa Securities Co., Ltd. (“Daiwa Securities”) as its financial advisor and third-party appraiser. Furthermore, given that there are typical issues of structural conflict of interest and information asymmetry in respect of the Transactions as a management buyout (MBO) (Note 2), the Company resolved, at the Company’s board of directors meeting of December 16, 2024, to establish a special committee (the “Special Committee”) to eliminate arbitrariness in the decision-making of the Company with regard to the Transactions including the Tender Offer and to ensure fairness, transparency, and objectivity in the decision-making process. At the first meeting of the Special Committee held on December 16, 2024, the Special Committee approved for the Company’s appointment of Nishimura & Asahi as its legal advisor and Daiwa Securities as its financial advisor and third-party appraiser, respectively, after confirming that there were no problems with their independence and expertise.

Additionally, at the first meeting of the Special Committee held on December 16, 2024, the Special Committee appointed City-Yuwa Partners (“City-Yuwa”) as its own independent legal advisor and Plutus Consulting Co., Ltd. (“Plutus Consulting”) as its own independent financial advisor and third-party appraiser, after confirming that there were no problems with their independence and expertise.

For the composition and specific activities of the Special Committee, please refer to “(D) Establishment by the Company of an independent special committee and procurement of the Special Committee’s report” in

“(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” in “3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation” below.

(Note 2) A management buyout (MBO) is a transaction in which a tender offeror makes a tender offer pursuant to an agreement with the officers of the target company and shares common interests with the officers of the target company.

Under the above structure, the Company discussed and deliberated with the Tender Offeror, etc. on multiple occasions based on the negotiation policy confirmed in advance by the Special Committee and opinions, instructions, and requests from the Special Committee at critical points in the negotiations, as well as advice from Nishimura & Asahi and Daiwa Securities.

Specifically, on January 14, 2025, the Company interviewed the Proposing Parties through the Special Committee in which the Company received explanations regarding the purpose, significance, timing, structure, and terms of the Transactions and the management policy for the Company after the Transactions and conducted question- and-answer sessions regarding the explanations. Also, on January 31, 2025, as a result of the Proposing Parties conducting a multifaceted and comprehensive analysis of circumstances including the business environment, financial conditions, and market value movements of the Company Shares based on the due diligence conducted on the Company Group (the corporate group comprising a total of 46 companies (as of February 26, 2025) including the Target Company, 41 subsidiaries, and four equity-method affiliates; the “Target Company Group”), the Company and the Special Committee received from the Proposing Parties an initial proposal indicating a purchase price per Company Share in the Tender Offer (the “Tender Offer Price”) of 8,900 yen (incorporating a premium of 35.26% to the closing price of the Company Shares on the TSE Prime Market as of January 30, 2025, the last business day before the proposal (6,580 yen), a premium of 45.07% to the simple average closing price of 6,135 yen over the one-month period ending on that date, a premium of 51.77% on the simple average closing price of 5,864 yen over the three-month period ending on that date, and a premium of 49.73% on the simple average closing price of 5,944 yen over the six-month period ending on that date). After deliberation taking into account the advice from Daiwa Securities, Plutus Consulting, Nishimura & Asahi, and City-Yuwa and based on the results of initial estimates of the value of the Company Shares by Daiwa Securities and Plutus Consulting as third-party appraisers, the level of premiums in recent years, the price to book ratio (PBR) in recent years, and other factors, the Company and the Special Committee concluded that the second proposed price was not sufficient in terms of protecting minority shareholders of the Company and the accountability of the board of directors of the Company and the Special Committee and requested on February 5, 2025 that the Proposing Parties reconsider the Tender Offer Price. Based on that request, on February 10, 2025, as a result of the Proposing Parties conducting a multifaceted and comprehensive analysis of circumstances including the business environment, financial conditions, and market value movements of the Company Shares based on the due diligence conducted on the Company Group, the Company and the Special Committee received from the Proposing Parties a new proposal indicating a Tender Offer Price of 9,300 yen (incorporating a premium of 42.42% to the closing price of the Company Shares on the TSE Prime Market as of February 7, 2025, the last business day before the proposal (6,530 yen), a premium of 48.78% to the simple average closing price of 6,251 yen over the one-month period ending on that date, a premium of 56.78% on the simple average closing price of 5,932 yen over the three-month period ending on that date, and a premium of 55.41% on the simple average closing price of 5,984 yen over the six-month period ending on that date). After deliberation taking into account the advice from Daiwa Securities, and Plutus Consulting, Nishimura & Asahi, and City-Yuwa and based on the results of initial estimates of the value of the Company Shares by Daiwa Securities and Plutus Consulting as third-party appraisers, the level of premiums in recent years, the price to book ratio (PBR) in recent years, and other factors, the Company and the Special Committee concluded that the second

proposed price remained insufficient in terms of protecting minority shareholders of the Company and the accountability of the board of directors of the Company and the Special Committee and requested on February 12, 2025 that the Proposing Parties reconsider the Tender Offer Price. Based on that request, on February 14, 2025, as a result of the Proposing Parties conducting a multifaceted and comprehensive analysis of circumstances including the business environment, financial conditions, and market value movements of the Company Shares based on the due diligence conducted on the Company Group, the Company and the Special Committee received from the Proposing Parties a new proposal indicating a Tender Offer Price of 9,700 yen (incorporating a premium of 48.77% to the closing price of the Company Shares on the TSE Prime Market as of February 13, 2025, the last business day before the proposal (6,520 yen), a premium of 53.34% to the simple average closing price of 6,326 yen over the one-month period ending on that date, a premium of 62.64% on the simple average closing price of 5,964 yen over the three-month period ending on that date, and a premium of 61.51% on the simple average closing price of 6,006 yen over the six-month period ending on that date). The Company and the Special Committee examined the third proposed price at a meeting of the Special Committee held on February 17, 2025, and based on the results of initial estimates of the value of the Company Shares by the Special Committee's third-party appraiser and the Company's third-party appraiser, the level of premiums in recent years, the price to book ratio (PBR) in recent years, and other factors, the Special Committee concluded that the third proposed price remained insufficient in terms of protecting minority shareholders of the Company and the accountability of the board of directors of the Company and the Special Committee, and requested that the Proposing Parties reconsider the Tender Offer Price. At that time, the Company and the Special Committee confirmed with the Proposing Parties that the Company and the Special Committee, when examining the Tender Offer Price, were strongly aware of the Company's medium-term business plan, which sets a management objective of achieving a P/B ratio greater than 1.0. In response to that request, on February 19, 2025, as a result of the Proposing Parties conducting a multifaceted and comprehensive analysis of circumstances including the business environment, financial conditions, and market value movements of the Company Shares based on the due diligence conducted on the Company Group, the Company and the Special Committee received from the Proposing Parties a new proposal indicating a Tender Offer Price of 10,000 yen (incorporating a premium of 60.51% to the closing price of the Company Shares on the TSE Prime Market as of February 18, 2025, the last business day before the proposal (6,230 yen), a premium of 56.45% to the simple average closing price of 6,392 yen over the one-month period ending on that date, a premium of 67.17% on the simple average closing price of 5,982 yen over the three-month period ending on that date, and a premium of 66.31% on the simple average closing price of 6,013 yen over the six-month period ending on that date). The Company and the Special Committee examined the fourth proposed price at a meeting of the Special Committee held on February 20, 2025, and based on the results of initial estimates of the value of the Company Shares by the Special Committee's third-party appraiser and the Company's third-party appraiser, the level of premiums in recent years, the price to book ratio (PBR) in recent years, and other factors, the Special Committee concluded that the fourth proposed price remained insufficient in terms of protecting minority shareholders of the Company and the accountability of the board of directors of the Company and the Special Committee and requested on February 20, 2025 that the Proposing Parties reconsider the Tender Offer Price. At that time, the Company and the Special Committee again confirmed with the Proposing Parties that the Company and the Special Committee, when examining the Tender Offer Price, were strongly aware of the Company's medium-term business plan, which sets a management objective of achieving a P/B ratio greater than 1.0. In response to that request, on February 21, 2025, as a result of the Proposing Parties continuing to carefully deliberate the Tender Offer Price and having carefully considered factors including the reflection of synergy effects in the price, the Company and the Special Committee received from the Proposing Parties a new proposal indicating a Tender Offer Price of 10,200 yen (incorporating a premium of 70.85% to the closing price of the Company Shares on the TSE Prime Market as of February 20, 2025, the last business day before the proposal

(5,970 yen), a premium of 60.10% to the simple average closing price of 6,371 yen over the one-month period ending on that date, a premium of 70.00% on the simple average closing price of 6,000 yen over the three-month period ending on that date, and a premium of 69.55% on the simple average closing price of 6,016 yen over the six-month period ending on that date). In response to this, as a result of the careful examination of the fifth proposed price at a meeting of the Special Committee held on February 25, 2025 in light of factors including the results of initial estimates of the value of the Company Shares by the Special Committee's third-party appraiser and the Company's third-party appraiser, the level of premiums in similar transactions in recent years, and the price to book ratio (PBR) of the Company, the Company and the Special Committee decided on February 25, 2025 to accept the Tender Offer Price of 10,200 yen.

Under the circumstances described above, the Company believes that it can create the following synergies by becoming a wholly-owned subsidiary of the Tender Offeror and leveraging the abundant management resources of the Japan Post Group through collaboration with the Japan Post Group (the corporate group comprising a total of 201 companies (as of March 31, 2024) including Japan Post and its 191 consolidated subsidiaries and 9 equity-method affiliates; the same applies hereinafter), and that the synergistic combination of the Company Group's solid presence and customer network in the express delivery and logistics businesses, and the organizations and personnel that have made the development of these businesses possible, with the public nature, reliability, capital availability, and logistics network strengths of the Japan Post Group will help to maximize the corporate value of the Company and Japan Post.

(I) Enhancement of business related to Logistics

The Company believes that it can improve the efficiency of the less than truckload business in the following ways through base and transportation capabilities and the mutual and complementary use of shipper industry knowledge and expertise.

- (a) Enabling the Company and the Japan Post Group to jointly use or consolidate existing bases and efficiently develop new bases, taking into consideration the geographical layout and capacity of the bases of the less than truckload business and the operational expertise of the Company and the Japan Post Group.
- (b) Enabling the optimization of transportation by streamlining and reorganizing the transportation network based on the geographical characteristics of the Company and the Japan Post Group's bases and delivery destinations, and by integrating with the joint trunk line transportation business in development by Japan Post. In addition, by enhancing and expanding the transportation network within the group, the cargo volume per truck can be made more efficient (improvement of loading ratio), which can be expected to increase profitability; going forward, measures to further improve profitability, such as flexible use of trucks and drivers, will become plausible options. Synergy effects can also be expected; for example, the ability to deliver customer products stored in warehouses to a wide range of locations within the group network in a detailed and careful manner will increase customer satisfaction, and as customer satisfaction improves, the number of products stored in the warehouse will increase, for example by warehouse expansion, increasing the volume sent through less than truckload business.
- (c) Enabling the achievement of cost reductions through the joint purchase of vehicles, fuel, and other equipment and supplies necessary for the less than truckload business.
- (d) Enabling improvements in the efficiency of vehicle inspections, etc. through the joint use and consolidation of vehicle maintenance shops of the Company and the Japan Post Group, and through the efficient establishment of new vehicle maintenance shops.

(II) Enhancement of sales capabilities and management base

The Company believes that it can efficiently and effectively enhance and optimize the management base in the following ways by optimizing the allocation of sales and corporate personnel, etc. and joint investments in digital systems, etc.

- (a) Enabling enhancement and expansion of sales functions by combining the sales personnel of the Company and the Japan Post Group, leveraging their deep insight into diverse shipper industries, thus identifying new customer needs to leverage to win orders for high-value-added services (comprehensive logistics services, including export from overseas to Japan, import into Japan, customs clearance, storage, distribution processing, and domestic delivery) as a comprehensive logistics company.
- (b) Enabling efficient employee training that utilizes Japan Post's knowledge and expertise and mutually complementary and optimized allocation of human resources.
- (c) Enabling development of new customer services by joint investment in the implementation and development of appropriate and accurate systems to meet the needs of the expanding transportation network. In addition, joint investments in other digital systems will also enable rapid and efficient management decisions.

(III) Enhancement of global logistics business and other businesses

In addition to less than truckload business, the Company believes that it can expand operations in the global logistics business and other businesses in the following ways.

- (a) Enabling expansion of the global logistics business through joint sales activities related to the international logistics business to the customers of the Company and the Japan Post Group.
- (b) Enabling cost reductions through joint purchasing from suppliers of the Company and the Japan Post Group in transportation services (marine and air).
- (c) Through joint M&A activities, the Company and the Japan Post Group will be able to remove geographical restrictions and target a wider range of industries and business categories, and the credibility of Japan Post will enable the Company to approach large-scale projects more proactively.

Through the Transactions, the Company believes that realizing the above synergies with the Japan Post Group it will be able to reliably advance the basic policy of its 23rd Medium-Term Management Plan to "achieve the plan in the interest of future sustainable development by actively injecting management resources into profit growth businesses and investing in the creation of new businesses to follow on from the special consolidation and logistics businesses with the aim of improving the satisfaction of all stakeholders," and advance with a high degree of certainty its key strategies of "Improving management efficiency," "Expanding business and operations," "Improving productivity through technological innovation," "Recruiting and securing personnel," "Providing value to customers," "Contributing to the social environment," and "Improving management quality."

In addition, by appropriating the cash flow generated by the realization of the above synergies to M&A, new capital investment, and other means of promoting the growth of its business, the Company will gain a more prominent position in the logistics industry and become a core player in the future restructuring of the logistics industry.

Furthermore, with the aging population and declining birthrate, and the introduction of work-style laws, regulations on overtime work have come into force for drivers, and the shortage of drivers has become a

major issue for the logistics industry as a whole; in this context, the Company Group believes that the collaboration between the Company and Japan Post, to solve logistics issues would be highly significant for society, as it would lead to the construction of a strong and sustainable logistics infrastructure as encouraged by the Ministry of Land, Infrastructure, Transport and Tourism and others.

With regard to the loss of capital relationship with partners that are Tendering Shareholders (collectively referring to Meiji Yasuda Life Insurance Company, Tokio Marine & Nichido Fire Insurance Co., Ltd., Toyama Hino Motors, Ltd., Toyo Tire Corporation, and ISUZU MOTORS LIMITED, which have entered into a tender offer agreement with the Tender Offeror; the same applies hereinafter) as a result of the Transactions, no specific adverse effects on the transactions between the Company Group and the Tendering Shareholders are currently anticipated, because there is no business relationship based on a capital relationship between the Tendering Shareholders and the Company Group.

Given this severe business environment surrounding the logistics industry, the Company Management Team, etc. believe that it is necessary to take action based on a medium- to long-term perspective in order to achieve sustainable enhancement of the Company Group's corporate value, and that if the Company Group remains listed, investors who focus on short-term profit will react poorly to its large-scale investments, harming the interests of existing shareholders. Therefore, the Company Group has been considering going private and other options since late October 2023, and has decided that it would be best for its employees and business partners, in addition to the Company Group's own growth, to preserve for the future the corporate philosophy, culture, and brand that the Company Group has built up over many years, even in the course of going private. For that reason, it was determined to take the Company private through capital contributions by the management team and the founding family.

The Company thus concluded that: (1) given that the Company is a listed company, it is necessary to conduct business operations with consideration for the interests of general shareholders, and it would be difficult to timely and flexibly implement measures that could cause a decline in short-term profit levels or a deterioration in cash flow for the Company's shareholders while the Company remains listed; (2) in order to deal with these adverse effects while maintaining and passing on the accumulated corporate philosophy, culture and brand of the Company Group into the future, going private with investment from the management team and the founding family is the best option; and (3) the synergistic combination of the Company and the Japan Post Group by integrating the Company Group's delivery and logistics businesses, and the organizations and personnel that have made the development of these businesses possible, with the public nature, reliability, capital availability, and logistics network strengths of Japan Post will help to maximize the Company's corporate value.

It is noted that, if the Company were to go private, it would no longer be able to raise funds through equity financing from the capital market, and delisting may also affect the Company's ability to secure talented personnel and business partners, which had been enhanced by the social credibility and name recognition that the Company has enjoyed as a listed company.

However, considering the current financial situation of the Company and the recent low interest rate environment for indirect financing and other factors, the Company is likely to have little need for equity financing to raise large amounts of capital in the next several years. The Company also believes that it can minimize the impact of the delisting by taking advantage of the social credibility and fund-raising capabilities of the Japan Post Group. In addition, the Company's ability to secure talented personnel and business partners, etc. are partly due to social credibility and name recognition acquired through its business activities, and expected that the effect of going private on the Company's ability to secure personnel will be will not be significant, thanks to its accumulated brand power and name recognition. Furthermore, the Company believes that the disadvantages of delisting will be limited because it will

become possible to allocate to the resolution of management challenges the management resources that had formerly been used for listing maintenance costs, which have been increasing due to compliance with the Corporate Governance Code and other regulations, resources and expenses related to disclosure and auditing under the Act, and shareholder relations and other IR-related expenses.

Based on the above, the Company's board of directors determined that the benefits of delisting the Company Shares outweigh the disadvantages, and that delisting the Company Shares through the Transactions, including the Tender Offer, would contribute to enhancing the Company's corporate value.

In addition, the Company determined that the Tender Offer Price (10,200 yen) secures the interests to be enjoyed by the Company's minority shareholders and that the Tender Offer provides an opportunity for the Company's shareholders to sell their shares at a reasonable price including an appropriate premium, based on the points set out in (i) to (iv) below. The Tender Offer Price (10,200 yen) exceeds the consolidated book value net asset value per Company Share (10,167.52 yen) as of the end of the fiscal year ending March 31, 2024 as stated in the Company's annual securities report for the 104th Fiscal Year (April 1, 2023 to March 31, 2024). The Company determined that it would be appropriate to use the consolidated book value net asset value per Company Share (10,167.52 yen) as of the end of the fiscal year ending March 31, 2024 because the value is the most recent consolidated book value net asset value per Company Share published by the Company and also is the value calculated based on the audited financial statement.

- (i) Among the results of the calculation in the Share Valuation Report (Daiwa Securities) (as defined in "(B) Procurement by the Company of a share valuation report from an independent financial advisor and third-party appraiser" in "(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest" in "3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation" below), the Tender Offer Price (a) exceeds the upper limit of the calculation results under the average market share price method and the comparable company analysis and (b) is within the range of calculation results under the discounted cash flow method (the "DCF analysis").
- (ii) It is considered that when determining the Tender Offer Price, consideration has been given to the interests of the minority shareholders by means such as taking the measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest stated in "(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest" in "3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation" below.
- (iii) The Tender Offer Price has been determined following sincere and continual discussions and negotiations between the Company and the Tender Offeror after the above measures were taken.
- (iv) After the Special Committee substantially participated in the negotiation process regarding the transaction terms, including by receiving timely reports from the Company on the status of negotiations and providing opinions, instructions, requests, and the like regarding the negotiation policy of the Company, the Special Committee's Report (as defined in "(D) Establishment by the Company of an independent special committee and procurement of the Special Committee's report" in "(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest" in "3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation" below) states the Special Committee's determination that it finds the Tender Offer Price to be reasonable. For the details of the Special Committee's Report, please refer to "(D) Establishment by the Company of an

independent special committee and procurement of the Special Committee's report" in "(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest" in "3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation" below.

On this basis, the Company resolved at its board of directors meeting dated February 26, 2025 to endorse the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer. The above board of directors' resolution of the Company was adopted on the assumption that the Company Shares are to be delisted through the Tender Offer and the Squeeze-Out Procedures. For the details of the resolutions at the board of directors meeting, please refer to "(G) Approval of all disinterested directors of the Company (including audit and supervisory committee member directors)" in "(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest" in "3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation" below.

The Company introduced "Measures for Large Volume Acquisition of Company Shares (Takeover Defense Measures)" (the "Plan") at its 97th Ordinary General Meeting of Shareholders on June 28, 2017 as a measure to prevent decisions on the Company's financial and business policies from being controlled by inappropriate parties in light of the "basic policies regarding the way a person is to control the determination of financial and business policies of the stock company" provided for in Article 118, item 3 of the Regulations for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006, as amended), and it remained in effect until February 26, 2025, with some subsequent amendments. However, the Company, having determined at the board of directors meeting dated February 26, 2025 that the implementation of the Transactions would contribute to enhancing the Company's corporate value, resolved not to apply the Plan and not to trigger the countermeasures.

Subsequently, as stated above, the Tender Offer was completed; however, the Tender Offeror failed to acquire all (excluding Company Shares held by the Tender Offeror and treasury shares held by the Company) of the Company Shares through the Tender Offer, and the total number of voting rights of the Company for which the Tender Offeror has come to hold was below 90% of the voting rights of all shareholder of the Company. Accordingly, the Tender Offeror requested that the Company implement the Share Consolidation.

Based on this Tender Offeror's request, the Company passed a resolution at the Board of Directors Meeting to conduct the share consolidation to consolidate 1,500,000 Company Shares into one Company Share (the "Share Consolidation") for the purpose of making the Tender Offeror the sole shareholder of the Company, subject to the approval of the shareholders at this Extraordinary General Meeting as stated in "2. Overview of the Share Consolidation" below.

As a result of the Share Consolidation, the number of the Company Shares held by shareholders other than the Tender Offeror will be fractions less than one share.

For the details of the background of the Transaction, please refer to the Opinion Expressing Press Release and Results Press Release as well.

2. Overview of the Share Consolidation

(1) Schedule for the Share Consolidation

Announcement date of record date for the Extraordinary General Meeting	April 2, 2025 (Wednesday)
Record date for the Extraordinary General	April 17, 2025 (Thursday)

Meeting	
Date of the Board of Directors Meeting	May 1, 2025 (Thursday)
Date of the Extraordinary General Meeting	May 30, 2025 (Friday) (tentative)
Date of designation as securities to be delisted	May 30, 2025 (Friday) (tentative)
Last trading day of the Company Shares	June 18, 2025 (Wednesday) (tentative)
Date of delisting of the Company Shares	June 19, 2025 (Thursday) (tentative)
Effective date of the Share Consolidation	June 23, 2025 (Monday) (tentative)

(2) Details of the Share Consolidation

(i) Type of shares to be consolidated:

ordinary shares

(ii) Rate of the Share Consolidation:

The Share Consolidation will be conducted at the ratio by which 1,500,000 Company Shares will be consolidated into one Company Share.

(iii) Decrease in total number of issued shares:

9,073,000 Company Shares

(Note 3) The Company adopted a resolution of the Board of Directors Meeting to cancel 688,005 of its treasury shares (equivalent to all of the treasury shares owned by the Company as of April 17, 2025) as of June 20, 2025, and “Decrease in total number of issued shares” is based on the total number of issued shares after the cancellation. The cancellation of the treasury shares is subject to the approval and adoption of this proposal at this Extraordinary General Meeting as originally proposed.

(iv) Total number of issued shares before the Share Consolidation

9,073,006 Company Shares

(Note 4) The Company adopted a resolution of the Board of Directors Meeting to cancel 688,005 of its treasury shares (equivalent to all of the treasury shares owned by the Company as of April 17, 2025) as of June 20, 2025, and “Decrease in total number of issued shares” is based on the total number of issued shares after the cancellation. The cancellation of the treasury shares is subject to the approval and adoption of this proposal at this Extraordinary General Meeting as originally proposed.

(v) Total number of issued shares after the Share Consolidation

Six Company Shares

(vi) Total number of shares authorized to be issued on the effective date

24 Company Shares

(vii) Matters regarding the method of treatment in cases where fractions less than one share are

expected to be treated, matters regarding the amount of money that is expected to be delivered to shareholders as a result of the treatment

- (a) Which treatment pursuant to the provisions of Article 235, paragraph 1 of the Companies Act, or pursuant to Article 234, paragraph 2 of the same act that are applied mutatis mutandis under

Article 235, paragraph 2 of the same act, will be conducted, and the reasons therefor

As stated in “1. Reasons for the Share Consolidation” above, as a result of the Share Consolidation, the number of the Company Shares held by shareholders other than the Tender Offeror will be fractions less than one share.

Fractions less than one share arising as a result of the Share Consolidation shall be treated by the following method: shares in the number corresponding to the total sum of such fractions (if the total sum includes fractions less than one share, relevant fractions will be rounded off pursuant to Article 235, paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; the “Companies Act”)) will be sold in accordance with Article 235 of the Companies Act and other relevant laws and regulations; and the proceeds from the sale shall be delivered to shareholders to whom the fractions arose, in accordance with the number of such fractions.

Given that (i) the Share Consolidation is being conducted as part of the Transaction, which aims to make the Tender Offeror the sole shareholder of the Company, (ii) the Company Shares are scheduled to be delisted on June 19, 2025 and will have no market price, it is unlikely that a bidder will appear at auction, and (iii) there is no need for the Company to increase the number of treasury shares, in relation to the procedures for such sale, the Company intends to sell to the Tender Offeror shares corresponding to the total sum of the fractions pursuant to Article 234, paragraph 2 of the Companies Act that are applied *mutatis mutandis* to Article 235, paragraph 2 of the same act, with the court’s permission.

In that case, if the required permission of the court is obtained as planned, the Company plans to set the sales price so that the money equivalent to the amount obtained by multiplying the number of Company Shares held by shareholders stated or recorded in the Company’s final shareholder register as of June 20, 2025, the day immediately preceding the effective day of the Share Consolidation, by 10,200 yen (which is equivalent to the Tender Offer Price), will be delivered. However, if the court’s permission is not obtained or if adjustments of fractions are necessary for the purpose of calculation, the actual amount to be delivered may be different from the above amount.

- (b) Name of the party that is expected to be the purchaser of the shares for sale
JWT Co., Ltd.
- (c) The method by which the party that is expected to be the purchaser of the shares for sale ensures funds for paying the price of such shares for sale, and the appropriateness of that method.

The Offeror plans to cover the funds related to the payment of the sale price of the fractional shares by borrowing from Mizuho Bank, Ltd. (“Mizuho Bank”) and investment from Japan Post, TM G.K., an entity in which the Company Management Team hold all of the equity interests, and Founding Family Representative. The Company has confirmed the Tender Offeror’s method of securing funds by reviewing the tender offer registration statement submitted by the Tender Offeror on February 27, 2025 and the loan certificate and investment certificate attached thereto.

Also, according to the Tender Offeror, since the commencement of the Tender Offer, no events have occurred that may cause a significant change in the Tender Offeror’s financial position or that may impede the payment of the sale price for the Company Shares equivalent to the total number of fractional shares resulting from the Share Consolidation, and the Tender Offeror is

not aware of any such events occurring in the future..

Accordingly, the Company has determined that the method by which the Tender Offeror procures funds for paying for the sales price of the Company Shares corresponding to the total sum of fractions less than one share arising as a result of the Share Consolidation is appropriate.

- (d) The expected time of sale and the expected time of delivery of sales proceeds to shareholders

Pursuant to Article 234, paragraph 2 of the Companies Act applied mutatis mutandis to Article 235, paragraph 2 of the same act, the Company plans to file a petition with the court seeking permission to sell the Company Shares corresponding to the total sum of fractions less than one share arising as a result of the Share Consolidation to the Tender Offeror, in around late July 2025 after the Share Consolidation. While the time at which the permission may be obtained may change depending on the court's situation, the Company anticipates to deliver the sales proceeds to shareholders between mid-September and late September, 2025 after selling the Company Shares between mid-August and late August, 2025 with the court's permission and then carrying out necessary preparations to deliver the sale proceeds obtained from the sale to shareholders.

Taking into account the period required for a series of procedures pertaining to the sale from the Effective Day of the Share Consolidation, the Company has determined that the Company Shares corresponding to the total sum of fractions less than one share arising as a result of the Share Consolidation will be sold and that the sales proceeds will be delivered to shareholders, at respective times, as stated above.

3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation

- (1) Basis and reasons for the amount of money expected to be paid to shareholders as a result of fractional adjustments

- (i) Matters to be considered in order to avoid harming the interests of shareholders other than the parent company, etc., in cases where there is a parent company, etc.

Given that there are typical issues of structural conflict of interest and information asymmetry in respect of the Transactions as a management buyout (MBO), the Tender Offeror and Company conducted each measure described in “(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” below to ensure the fairness of the Transactions including the Tender Offer Price from the perspective of ensuring the fairness of the Tender Offer Price, eliminating arbitrariness in the decision-making process leading to the decision to conduct the Tender Offer, and avoiding conflicts of interest.

Among the measures described below, the measures implemented by the Tender Offeror are based on explanations received from the Tender Offeror.

- (ii) Method of treatment in cases where fractions less than one share arise and matters regarding the amount of money expected to be delivered to shareholders as a result of fractional treatment and

matters regarding the appropriateness of that amount

The amount of money expected to be delivered to shareholders as a result of fractional treatment will be the amount obtained by multiplying the number of Company Shares held by shareholders by 10,200 yen (which is equivalent to the Tender Offer Price), as stated in “(vii) Matters regarding the method of treatment in cases where fractions less than one share are expected to be treated, matters regarding the amount of money that is expected to be delivered to shareholders as a result of the treatment” in “(2) Details of the Share Consolidation” in “2. Overview of the Share Consolidation” above.

In addition, taking into consideration the negotiation process regarding the Tender Offer Price, the results of the share valuation of the Company’s shares by a third-party valuation institution, the submission of the Special Committee’s Report dated February 25, 2025, and the share price level of the Company’s shares, the Company determined that the Tender Offer Price (10,200 yen) secures the interests to be enjoyed by the Company’s minority shareholders and that the Tender Offer provides an opportunity for the Company’s shareholders to sell their shares at a reasonable terms and conditions based on the points set out in (a) to (d) below.

- (a) Among the results of the calculation in the Share Valuation Report (Daiwa Securities) (as Described in “(B) Procurement by the Company of a share valuation report from an independent financial advisor and third-party appraiser” in “(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” below), the Tender Offer Price (i) exceeds the upper limit of the calculation results under the average market share price method and the comparable company analysis and (ii) is within the range of calculation results under the DCF analysis.
- (b) It is considered that when determining the Tender Offer Price, consideration has been given to the interests of the minority shareholders by means such as taking the measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest stated in “(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” below.
- (c) The Tender Offer Price has been determined following sincere and continual discussions and negotiations between the Company and the Tender Offeror after the above measures were taken.
- (d) After the Special Committee substantially participated in the negotiation process regarding the transaction terms, including by receiving timely reports from the Company on the status of negotiations and providing opinions, instructions, requests, and the like regarding the negotiation policy of the Company, the Special Committee’s Report (as described in “(D) Establishment by the Company of an independent special committee and procurement of the Special Committee’s report” in “(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” below) states the Special Committee’s determination that it finds the Tender Offer Price to be reasonable.

In addition to the above, the Company has confirmed that no material change has occurred to the conditions which are the basis for the calculation of the Tender Offer Price, after it passed a resolution at the meeting of its board of directors held on February 26, 2025 to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares in the Tender Offer, up to the time of holding the Board of Directors Meeting, in which it passed a resolution to convene this Extraordinary General Meeting.

Based on the above, the Company has determined that the amount of money expected to be delivered to shareholders as a result of fractional treatment is appropriate.

- (iii) Disposal of important property, burden of major obligations, or any other event having a material impact on status of company property that occurs after the last day of the most recent fiscal year of the Company

- (a) Tender Offer

As stated in “1. Reasons for the Share Consolidation” above, the Tender Offeror conducted the Tender Offer with a tender offer period of 30 business days from February 27, 2025 to April 10, 2025. As a result of the Tender offer, as of April 17, 2025 (commencement date of the settlement for the Tender Offer), the Tender Offeror has come to hold 7,916,930 Company Shares (ownership ratio: 87.24%).

- (b) Cancellation of treasury shares

The Company adopted a resolution of the Board of Directors Meeting to cancel 688,005 shares of its treasury shares as of June 20, 2025. The cancellation of the treasury shares is subject to the approval and adoption of this proposal at this Extraordinary General Meeting as originally proposed, and the total number of issued shares of the Company after the cancellation of treasury shares will be 9,073,006 shares.

- (2) Possibility of delisting

- (i) Delisting

As described in “Reasons for the Share Consolidation” above, subject to the approval of the shareholders at this Extraordinary General Meeting as stated, the Company conducts the Share Consolidation for the purpose of making the Tender Offeror the sole shareholder of the Company. The Company Shares will be designated as securities to be delisted from May 30, 2025 to June 18, 2025, and will then be delisted on June 19, 2025. After the delisting, the Target Company Shares cannot be traded on the Prime Market of the Tokyo Stock Exchange.

- (ii) Reasons for delisting

As described in “1. Reasons for the Share Consolidation” above, the Company has determined that taking its shares private through the Transactions will contribute to increasing its corporate value.

- (iii) Impact on minority shareholders and approach to this

As described in “(D) Establishment by the Company of an independent special committee and procurement of the Special Committee’s report” in “(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” below, the Company received the Special Committee’s Report dated February 25, 2025, stating that the Transactions are not disadvantageous to the Company’s minority shareholders.

- (3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest

In light of the typical issues of structural conflict of interest and information asymmetry that exist due to the Tender Offer being part of the Transactions, which constitute a management buyout (MBO), the Tender Offeror and the Company have taken the following measures to ensure the fairness of the Transactions including the Tender Offer Price from the perspective of ensuring the fairness of the Tender Offer Price, eliminating arbitrariness in the decision-making process leading to the decision to conduct the Tender Offer, and avoiding conflicts of interest.

The statements below that relate to measures taken by the Tender Offeror are based on explanations received from the Tender Offeror.

- (A) Procurement by the Tender Offeror of a share valuation report from an independent third-party appraiser

In determining the Tender Offer Price, the Tender Offeror requested its financial advisor Mizuho Securities Co., Ltd. (“Mizuho Securities”), which is a third-party appraiser independent from the Tender Offeror, etc. and the Company, to calculate the share value of the Company, and obtained a share valuation report (the “Share Valuation Report (Mizuho Securities)”) on February 25, 2025. The Tender Offeror has not obtained an opinion on the fairness of the Tender Offer Price (fairness opinion) from Mizuho Securities, because the Tender Offeror believes that sufficient consideration has been given to the interests of the minority shareholders of the Company in comprehensive consideration of the elements described in “(iii) Calculation method by the Tender Offeror” in “(3) Measures Concerning Valuation” in the Opinion Expressing Press Release, and has judged and determined the Tender Offer Price through discussions and negotiations with the Company.

Mizuho Securities is not a related party of the Tender Offeror, etc. or the Company, and has no material conflict of interest with the Tender Offeror or the Company in connection with the Tender Offer.

Although Mizuho Securities and Mizuho Bank, which is a group company of Mizuho Securities, have the status of shareholders of the Company, Mizuho Securities has stated that appropriate measures to prevent harmful effects have been implemented pursuant to Article 36, paragraph 2 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) and Article 70-4 of the Cabinet Office Ordinance on Financial Instruments Business, and other applicable laws and ordinances, including an information barrier between the department of Mizuho Securities that is in charge of financial advisory business and valuation of the shares of the Company and other departments that hold shares of the Company, and an information barrier between the department of Mizuho Bank that holds shares of the Company and the other departments within Mizuho Bank. As a result of these measures, the department of Mizuho Securities that is in charge of financial advisory business and valuation of the shares of the Company is not affected by any conflicts of interest regarding the Tender Offer, and performed the valuation of the Company Shares from a position independent of the other departments of Mizuho Securities and Mizuho Bank that hold shares in the Company. In addition, although Mizuho Bank conducts financing transactions and the like with the Company as part of its ordinary banking transactions and plans to provide the Bank Loan (meaning the loan to be provided up to 20 billion yen at maximum, by the business day immediately preceding the settlement commencement date of the Tender Offer upon completion of the Tender Offer) to the Tender Offeror, Mizuho Securities has no material conflict of interest with the Tender Offeror or the Company in connection with the Tender Offer, and has stated that an appropriate conflict of interest management system has been established and implemented pursuant to Article 36, paragraph 2 of the Act, Article 70-4 of the Cabinet Office Ordinance on Financial Instruments Business, including briefing the Tender Offeror, etc. on any conflict

of interest that has the potential to arise and obtaining their consent, and that it has performed the valuation of the Company Shares from a position independent of Mizuho Bank's status as a lender. The Tender Offeror selected Mizuho Securities as a third-party appraiser independent of the Tender Offeror, etc., the Company, and the Transactions, in light of the fact that Mizuho Securities' independence as a third-party appraiser is ensured because appropriate harm prevention measures have been taken between Mizuho Securities and Mizuho Bank, and that Mizuho Securities has a track record as a third-party appraiser for similar transactions in the past, among other considerations. Mizuho Securities' compensation for the Transactions includes a contingency fee that is subject to the successful completion of the Transactions and other conditions. The Tender Offeror, etc. appointed Mizuho Securities as its third-party appraiser under the above compensation structure based on the judgment that the inclusion of a contingency fee that is subject to the completion of the Tender Offer does not negate Mizuho Securities' independence, in consideration of the standard practice in similar transactions.

For the details of the Share Valuation Report (Mizuho Securities), please refer to "(iii) Calculation method by the Tender Offeror" in "(3) Measures Concerning Valuation" in "3. Details, Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Expressing Press Release.

(B) Procurement by the Company of a share valuation report from an independent financial advisor and third-party appraiser

In the course of presenting its opinion on the Tender Offer, in order to ensure fairness in the decision-making process regarding the Tender Offer Price proposed by the Tender Offeror, the Company requested Daiwa Securities, a financial advisor and third-party appraiser independent of the Tender Offeror, etc. and the Company, to calculate the value of the Company Shares, and obtained a share valuation report (the "Share Valuation Report (Daiwa Securities)") concerning the results of the valuation of the Company Shares on February 25, 2025. The Company has not obtained an opinion on the fairness of the Tender Offer Price (fairness opinion) from Daiwa Securities, because the Company has determined that measures have been taken to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest and the fairness of the Transactions is sufficiently ensured. Daiwa Securities is not a related party of the Tender Offeror, etc. or the Company, and does not have any material interest to be disclosed regarding the Transactions, including the Tender Offer. Daiwa Securities' compensation for the Transactions includes a contingency fee that is subject to the successful completion of the Transactions and other conditions. The Company appointed Daiwa Securities as its financial advisor and third-party appraiser under the above compensation structure based on the judgment that the inclusion of a contingency fee to be paid subject to the successful completion of the Transactions and other conditions does not negate Daiwa Securities' independence, in consideration of the standard practice in similar transactions. In addition, the Special Committee has approved the appointment of Daiwa Securities as the Company's third-party appraiser.

For the details of the Share Valuation Report (Daiwa Securities), please refer to "(i) Obtaining share valuation reports from the Company's independent financial advisors and third-party appraiser" in "(3) Measures Concerning Valuation" in "3. Details, Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Expressing Press Release.

(C) Procurement by the Company of advice from an independent law firm

In order to ensure the fairness and appropriateness of the decision-making process of the board of directors of the Company with respect to the Transactions including the Tender Offer, the Company

appointed Nishimura & Asahi as its legal advisor independent of the Tender Offeror, etc., and the Company, and received the necessary legal advice from that firm concerning the method and process of decision-making with respect to the procedures related to the Transactions including the Tender Offer and other matters to be noted. Nishimura & Asahi is not a related party of the Tender Offeror, etc. or the Company, and does not have any material interest to be disclosed regarding the Transactions, including the Tender Offer. The Special Committee has approved the appointment of Nishimura & Asahi as the Company's legal advisor. Nishimura & Asahi's compensation consists solely of an hourly rate based on hours worked, irrespective of the success of the Transactions, and does not include any contingency fee that is subject to the successful completion of the Transactions.

(D) Establishment by the Company of an independent special committee and procurement of the Special Committee's report

In light of the typical issues of structural conflict of interest and information asymmetry in respect of the Transactions being conducted as part of a management buyout (MBO), based on a resolution passed at the Company's board of directors meeting of December 16, 2024, the Company established the Special Committee independent of the Tender Offeror, etc. and the Company, comprising three outside directors of the Company (Mr. Atsuki Matsumura, independent outside director and audit and supervisory committee member; Mr. Toshiyuki Oda, independent outside director and audit and supervisory committee member; and Ms. Azusa Nakamura, independent outside director and audit and supervisory committee member), in order to eliminate arbitrariness in the decision-making of the Company with regard to the Transactions including the Tender Offer and to ensure fairness, transparency, and objectivity in the decision-making process. These three were the members of the Special Committee originally selected by the Company, and the Company has not changed the members of the Special Committee. The Special Committee selected Mr. Atsuki Matsumura as the chairman of the Special Committee by mutual vote. The compensation paid to the Special Committee for their duties is a fixed amount irrespective of the content of their report.

Through the above resolution of its board of directors, the Company instructed the Special Committee to: (i) examine and determine (a) the merits of the Tender Offer from the standpoint of whether it will contribute to enhancing the corporate value of the Company and (b) whether the transaction terms are appropriate and the procedures are fair from the standpoint of the general shareholders of the Company, and subsequently to make a recommendation to the board of directors of the Company on whether to endorse the Tender Offer and whether to recommend that the shareholders of the Company tender shares in the Tender Offer, and (ii) examine and give its opinion to the board of directors of the Company on whether the decisions with respect to the Transactions are disadvantageous to the minority shareholders of the Company (collectively, the "Referred Matters").

In addition, when instructing the Special Committee, the board of directors of the Company resolved that it would make decisions regarding the Transactions, including whether it would endorse the Tender Offer, with maximum respect for the opinion of the Special Committee, and that if the Special Committee determines that the terms of the Transactions are not appropriate, the board of directors of the Company will not conduct the Transactions under those terms. In addition, through the above resolution of its board of directors, the Company granted to the Special Committee the following powers: (a) the power to express opinions regarding the negotiation policy between the Company and the Tender Offeror, etc., to give instructions and make requests to the negotiators, and to negotiate directly with the Tender Offeror, etc. as necessary; (b) the power to appoint or designate the Special

Committee's own legal advisors, financial advisors, third-party appraisers, and other advisors as necessary when examining and determining the Referred Matters, and to approve (including after the fact) the Company's legal advisors, financial advisors, third-party appraisers, and other advisors; and (c) the power to receive reasonably necessary information from the officers and employees of the Company and other persons as deemed necessary by the Special Committee when examining and determining the Referred Matters.

The Special Committee met eleven times in total between December 16, 2024 and February 25, 2025, and carefully examined and discussed the Referred Matters. Specifically, the Special Committee received an explanation from the Company regarding the background to the Transactions being proposed, the purpose of the Transactions, the business environment, the Business Plan, management challenges, and the like, and conducted a question and answer session. Plutus Consulting conducted a question and answer session with the Company with respect to the Business Plan used as the basis for the valuation of the Company Shares, and after learning about the background of its preparation and the current situation of the Company, confirmed the reasonableness of the Business Plan from the perspective of whether there is any unreasonable aspect in light of those factors. The Special Committee received an explanation from the Tender Offeror, etc. regarding the background and reasons for proposing the Transactions, the purpose of the Transactions, the terms of the Transactions, and the like, and conducted a question and answer session. In addition, while Daiwa Securities, as the Company's financial advisor, would act as the contact point for the Company in direct negotiations with the Tender Offeror, etc., the Special Committee confirmed its policy for involvement in the negotiation process allowing it to substantially participate in the negotiation process regarding the transaction terms, including providing timely opinions regarding negotiation policy and making instructions and requests to the people handling the negotiations.

Based on the results of the valuations of the Company Shares conducted by the third- party appraisers Daiwa Securities and Plutus Consulting, and the advice they provided, including their negotiation policies with the Tender Offeror, etc., and the advice from Nishimura & Asahi and City-Yuwa regarding the content of measures to ensure the fairness of the Transaction and measures to avoid conflicts of interest, including the significance, role, and the like of a special committee, the Special Committee has repeatedly examined the Tender Offer Price through fair procedures that eliminate the influence of the Tender Offeror, etc., and through Daiwa Securities, has substantially participated in the process of negotiation with the Tender Offeror, etc. regarding the transaction terms following the Company's receipt of a proposal from the Tender Offeror, etc. on January 31, 2025 setting a Tender Offer Price of 8,900 yen per Company Share. The Special Committee carefully discussed and examined the Referred Matters, and on February 25, 2025, submitted to the board of directors of the Company its report (the "Special Committee's Report"), which represents the unanimous opinion of the Special Committee in generally the following substance.

(I) Matters stated in the Special Committee's Report

- a The Special Committee believes it is appropriate for the board of directors of the Company to express an opinion to the effect that it supports the Tender Offer and for it to recommend that the Company's shareholders tender their shares in the Tender Offer, since (a) the Special Committee believes that the Transactions can be considered to contribute to the enhancement of the Company's corporate value and that the purpose of the Transactions can be considered legitimate and reasonable, and (b) the Special Committee believes that, in the Transactions, including the

Tender Offer, the fairness of the terms and conditions of the Transactions, including the Tender Offer Price, and the fairness of the procedures has been ensured, and consideration has been given to the interests of the Company's general shareholders.

- b The Special Committee believes that, in light of "a" above, it would not be disadvantageous to the minority shareholders of the Company for the board of directors of the Company to express an opinion to the effect that it supports the Tender Offer and to pass a resolution recommending that the Company's shareholders tender their shares in the Tender Offer. The Special Committee also believes that it would not be disadvantageous to the minority shareholders of the Company for the Company to decide to implement the Squeeze-Out Procedures, which are scheduled to be implemented after the Tender Offer, with the aim of delisting the Company Shares.

(II) Reasons for the Special Committee's decision

- a The legitimacy and reasonableness of the purpose of the Transactions (including whether the Transactions will contribute to enhancement of the Company's corporate value)
 - (a) The Special Committee believes that there is nothing unreasonable with the fact that the Company Group is developing Logistics as its main business, formulated its "23rd medium-term business plan," with the corporate slogan "GO! NEXT! PLAN 2026," and set itself the task of addressing seven key strategies ((1) Improving management efficiency; (2) Expanding business and operations; (3) Improving productivity through technological innovation; (4) Recruiting and securing personnel; (5) Providing value to customers; (6) Contributing to the social environment; and (7) Improving management quality), in the midst of the severe business environment surrounding the logistics industry, including declining domestic freight volume, high oil prices, and handling of the 2024 problem, which are driving up labor and other necessary costs.
 - (b) The purpose of the Transactions is, in the midst of the severe business environment surrounding the logistics industry as stated in "(a) Background and Purpose Leading to the Tender Offeror's Decision to Conduct the Tender Offer" in "(ii) Background, Purpose, and Decision-Making Process Leading to the Tender Offeror's Decision to Conduct the Tender Offer, and Post-Tender Offer Management Policies" in "(2) Grounds and Reasons for the Opinion" in "3. Details, Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Expressing Press Release, to delist the Company Shares, establish a strong and stable management structure that enables flexible and agile decision-making and aligns the shareholders with the management team, and have all of the Company Group's employees work together to implement the Company Group's growth strategy and business structure reforms and actively develop its business, while leveraging external management resources, in order to achieve further growth and increase corporate value over the medium to long term and achieve its management objectives, and since the policy of making progress with the following with a high degree of certainty and consequently enhancing corporate value by becoming a wholly-owned subsidiary of the Tender Offeror and utilizing the abundant management resources of the Japan Post Group through collaboration with the Japan Post Group, etc. is reasonable, the Special Committee believes that there is nothing unreasonable about the purpose of the Transactions and that a certain degree of corporate value enhancement can be anticipated as a result of the Transactions: (i) the management

challenges of “(1) Improving management efficiency” and “(6) Contributing to the social environment” through the mutual and complementary use of bases, transportation capabilities, and knowledge and expertise in shipper industries, as “Enhancement of domestic logistics business”; (ii) the management challenges of “(3) Improving productivity through technological innovation,” “(4) Recruiting and securing personnel,” “(5) Providing value to customers,” and “(7) Improving management quality” through optimizing the allocation of sales and corporate personnel, etc. and joint investments in digital systems, etc., as “Enhancement of sales capabilities and management base”; and (iii) the management challenge of “(2) Expanding business and operations” through expanding operations in the global logistics business and other businesses, in addition to the special consolidation business, as “Enhancement of global logistics business and other businesses.”

- (c) As stated in “(iii) Process and Reasons for Decision-Making at the Company” in “(2) Grounds and Reasons for the Opinion” in “3. Details, Grounds and Reasons for the Opinion on the Tender Offer” in the Opinion Expressing Press Release, while disadvantages that may arise for the Company and the Company’s stakeholders as a result of the Transactions include (i) the impact on the Company’s ability to raise funds through equity financing from the capital markets, and (ii) the possibility that the Transactions will have an adverse effect on the Company’s ability to secure talented personnel and business partners, which had been enhanced by the social credibility and name recognition that the Company has enjoyed as a listed company, the Special Committee believes that there is nothing particularly unreasonable about the substance of the disadvantages arising from conducting the Transactions, and although there is a possibility that disadvantages will arise due to the delisting through the Transactions, the Special Committee finds that in relation to (i) above, considering the current financial situation of the Company and the recent low interest rate environment for indirect financing and other factors, the Company is likely to have little need for equity financing to raise large amounts of capital in the next several years, and in relation to (ii) above, (a) it is believed that the Company can minimize the impact of the delisting by taking advantage of the social credibility and fund-raising capabilities of the Japan Post Group, (b) the Company’s ability to secure talented personnel and business partners, etc. is partly due to social credibility and name recognition acquired through its business activities, (c) it is believed that the effect of going private on the Company’s ability to secure personnel will not be significant, thanks to its accumulated brand power and name recognition, and (d) it is believed that the disadvantages of delisting will be limited because it will become possible to allocate to the resolution of management challenges the management resources that had formerly been used for listing maintenance costs, which have been increasing due to compliance with the Corporate Governance Code and other regulations, resources and expenses related to disclosure and auditing under the Financial Instruments and Exchange Act, and shareholder relations and other IR-related expenses.
- (d) Based on the above, the Special Committee finds that there is nothing unreasonable about the management environment and management challenges acknowledged by the Company, and while there is a possibility that disadvantages will arise from the Company being delisted through the Transactions, the extent of these disadvantages is limited; at the same time, it will be possible to make progress with the Company’s seven key strategies that constitute the Company’s management challenges with a high degree of certainty through the measures that the Tender Offeror plans to implement after the Tender Offer, such as (a) enhancement

of domestic logistics business, (b) enhancement of sales capabilities and management base, and (c) enhancement of global logistics business and other businesses, and it is believed that these disadvantages will not outweigh the synergies that the Transactions are anticipated to generate, the Transactions would contribute to enhancing the Company's corporate value, so the Special Committee finds the purpose of the Transactions to be legitimate and reasonable.

b Fairness and appropriateness of the terms and conditions of the Transactions

- (a) The Special Committee concluded that the average market price analysis, the comparable company analysis, and the DCF analysis, which are the calculation methods used in the Share Valuation Report (Daiwa Securities), are generally reasonable methods in light of current practices, and that the content of the calculation using the DCF analysis is also appropriate in light of current practices. In addition, the Special Committee confirmed that there were no particularly unreasonable points among the purpose of preparation, preparation process, or content of the Company's business plan, as the Company's business plan, which Daiwa Securities used as the basis for its DCF analysis, was prepared for the purpose of objectively and reasonably verifying the appropriateness of the terms and conditions of the Transactions, and there was nothing that suggested there had been any improper intervention by the Tender Offeror, etc. in the preparation process. In addition, in light of the share value assessment of the Company Shares in the Share Valuation Report (Daiwa Securities), the Tender Offer Price in the Tender Offer was confirmed to be reasonable because it exceeded the upper limit of the calculation results by the average market price analysis and the comparable company analysis, and was within the range of the calculation results by the DCF analysis, used by Daiwa Securities.
- (b) The Special Committee concluded that the market price analysis, the comparable company analysis, and the DCF analysis, which are the calculation methods used in the Share Valuation Report (Plutus Consulting) (as defined in "(E) Procurement by the Special Committee of a share valuation report and fairness opinion from an independent third-party appraiser" below; the same applies hereinafter), are generally reasonable methods in light of current practices, and that the content of the calculation using the DCF analysis is also appropriate in light of current practices. In addition, the Special Committee confirmed that there were no particularly unreasonable points among the purpose of preparation, preparation process, or content of the Company's business plan, as the Company's business plan, which Plutus Consulting used as the basis for its DCF analysis, was prepared for the purpose of objectively and reasonably verifying the appropriateness of the terms and conditions of the Transactions, and there was nothing that suggested there had been any improper intervention by the Tender Offeror, etc. in the preparation process. In addition, in light of the share value assessment of the Company Shares in the Share Valuation Report (Plutus Consulting), the Tender Offer Price in the Tender Offer was confirmed to be reasonable because it exceeded the upper limit of the calculation results by the market price analysis, and exceeded the respective medians of the calculation results by the comparable company analysis, DCF and analysis, used by Plutus Consulting.
- (c) In the Fairness Opinion (as defined in "(E) Procurement by the Special Committee of a share valuation report and fairness opinion from an independent third-party appraiser" below; the same applies hereinafter), Plutus Consulting expressed its opinion to the effect that the

Tender Offer Price of 10,200 yen per share is fair to the general shareholders of the Company from a financial standpoint, in light of the results of the valuation of the ordinary shares of the Company based on the business plan prepared by the Company, and the Special Committee received an explanation from Plutus Consulting regarding the procedures, etc. for issuing the Fairness Opinion, conducted a question-and-answer session, and confirmed that there were no particularly unreasonable points.

- (d) In analyzing the level of premium attached to the Tender Offer Price, it can be evaluated that, in terms of the premium over the closing price on February 25, 2025, which is the business day immediately preceding the announcement date of the Tender Offer, the premium over the simple average of closing prices for the most recent one month, the premium over the simple average of closing prices for the most recent three months, and the premium over the simple average of closing prices for the most recent six months, a considerable level of premium is being attached when compared to the premiums (the average premium was 49.35% on the business day immediately preceding the announcement date, 51.64% over the one-month period ending on that date, 54.25% over the three-month period ending on that date, and 55.03% over the six-month period ending on that date) paid in the 70 cases of acquisitions of listed subsidiaries by parent companies and MBOs (cases in which the target company expressed a recommendation to accept the offer and the tender offer was successful, excluding abnormal values such as cases in which the tender offer was unsuccessful, cases of discounted tender offers, and cases in which the premium may have been affected by leaks, etc.) announced between June 28, 2019, when the Guidelines were announced, and November 30, 2024, as explained by Plutus Consulting. In addition, the Tender Offer Price is a price that can be evaluated as being reasonable because it is a price that exceeds 8,090 yen, which is the highest price of the Company Shares in the past 10 years, and the Special Committee believes that the Tender Offer Price is at a reasonable level.
- (e) The Tender Offer Price exceeds the consolidated book value net asset value per share (10,167.52 yen) as of the end of the fiscal year ending March 2024, as stated in the securities report for the 104th Fiscal Year (April 1, 2023 to March 31, 2024). The Special Committee received an explanation from the Company that the consolidated book value net asset value per share (10,167.52 yen) as of the end of the fiscal year ending March 2024 was the latest consolidated book value net asset value per share announced by the Company, and that it is the figure calculated based on the latest audited financial statements; thus, the Special Committee believes that it is reasonable, to a certain extent, to use that figure. Therefore, the Special Committee finds the terms and conditions of the Transactions to be appropriate because the Tender Offer Price exceeds the consolidated book value net assets per share of the Company.
- (f) The negotiations with the Tender Offeror, etc. were conducted in accordance with the negotiation policy decided by the Special Committee and its instructions, and as a result, the Special Committee achieved a price increase of 14.61% (1,300 yen;) from the initial proposal (Tender Offer Price after the increase: 10,200 yen).
- (g) Since the Tender Offer Price was determined through a process in which the Special Committee was substantively involved in the decision-making process, as it was provided with reports on the status of negotiations in a timely manner and expressed its opinions,

provided instructions, and made requests to the Company, Daiwa Securities, and Plutus Consulting at important junctures, it can be considered that reasonable efforts were made to ensure that the Transactions are conducted on terms as favorable as possible to the general shareholders, in a way that excludes the involvement of the Company's management, who were in a structural conflict of interest with the Company, and that sincere negotiations were conducted after ensuring a situation that could be considered to be the same as transactions between independent parties, and therefore the Tender Offer Price can be evaluated as fair.

- (h) The Tender Offeror, etc. have proposed a two-step acquisition method, which involves a tender offer and a subsequent squeeze-out by way of a share transfer request or a reverse stock split, and there are no unreasonable points in the method of the Transactions.

c Fairness of procedures in the Transaction

- (a) The Company's board of directors has established the Special Committee independent from the Tender Offeror, etc.
- (b) The Company has appointed Nishimura & Asahi as its legal advisor independent from the Company and the Tender Offeror, etc. and has received necessary legal advice regarding the method and process of decision-making of the Company's board of directors and other matters to be noted, such as various procedures of the Transactions, including the Tender Offer. The Company has obtained from Daiwa Securities, as its financial advisor and a third-party appraiser independent from the Company, advice, opinions, and the like from a financial standpoint and obtained the Share Valuation Report (Daiwa Securities).
- (c) The Special Committee has appointed City-Yuwa as its own legal advisor independent from the Company and the Tender Offeror, etc. and has received legal advice from City-Yuwa, including advice on measures to be taken to ensure the fairness of procedures in the Transactions, various procedures of the Transactions, and the method and process of decision-making of the Company in relation to the Transactions. The Special Committee has obtained from Plutus Consulting, as its own financial advisor and a third-party appraiser independent from the Special Committee, advice, opinions, and the like from a financial standpoint and obtained the Share Valuation Report (Plutus Consulting) and the Fairness Opinion.
- (d) The Company did not allow the Company Management Team, the representative director and directors of the Company, to participate in the deliberations or resolutions of the board of directors of the Company with respect to the Transactions or participate in the discussions or negotiations with the Tender Offeror with respect to the Transactions on the part of the Company because they are in a state of structural conflict of interest with the Company with respect to the Transactions due to the fact that they plan to continue to manage the Company after the completion of the Transactions through each contribution to capital in the amount of 10 million yen to the Tender Offeror by subscribing for shares of the Tender Offeror with a third-party allotment and being the proposing parties of the Transactions and the representative director and directors of the Company after the completion of the Tender Offer and ending two business days before the commencement of settlement of the Tender Offer
- (e) The Tender Offeror has set the minimum number of share certificates, etc. to be purchased

through the Tender Offer at 6,036,500 shares (ownership ratio: 66.52%), and the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. if the total number of the Tendered Share Certificates, etc. is less than the minimum number of share certificates, etc. to be purchased (6,036,500 shares). The minimum number of share certificates, etc. to be purchased exceeds the number equivalent to the so-called majority of the minority. And if the Tender Offeror cannot obtain the approval of a majority of the shareholders of the Company who have no interest in the Tender Offeror, the Tender Offeror will respect the wishes of the minority shareholders of the Company and will not conduct the Transactions, including the Tender Offer, and so it is considered that the wishes of the general shareholders are taken into account.

- (f) Whereas the minimum period required by law for a tender offer is 20 business days, the Tender Offer Period has been set at 30 business days, which is the standard tender offer period for a management buyout (MBO). In addition, the Tender Offeror has not entered into any agreement with the Company that restricts the Company's contact with competing offerors other than the Tender Offeror. Therefore, with respect to the Transactions, it is considered that an environment has been secured in which other potential acquirers can make competing proposals under the same conditions as the Tender Offeror after the announcement of the Transactions, and that a so-called indirect market check will be conducted.
- (g) The legality of the Squeeze-Out Procedures has been secured so that issues of coercion will not arise in the Transactions.
- (h) As described above, the Special Committee determined that the interests of the Company's general shareholders have been fully taken into account through fair procedures in the Transactions, including the Tender Offer, in light of the following matters: (i) the Company's board of directors has established the Special Committee independent of the Tender Offeror, etc.; (ii) in the course of examining the Transactions, the Company has received advice from Nishimura & Asahi, which is a legal advisor independent of the Tender Offeror, etc., and Daiwa Securities, which is a financial advisor and third-party appraiser independent of the Tender Offeror, etc.; and (iii) in the course of examining the Transactions, the Special Committee has received advice from City-Yuwa, which is a legal advisor independent of the Tender Offeror, etc., and Plutus Consulting, which is a financial advisor and third-party appraiser independent of the Tender Offeror, etc.; (iv) the Special Committee obtained a share valuation report and a fairness opinion from Plutus Consulting, which is a third-party appraiser independent of the Tender Offeror, etc.; (v) because the Company Management Team has a structural conflict of interest with the Company regarding the Transactions, members of the Company Management Team, as persons with special interests, have not participated in the deliberation or resolution of the board of directors with respect to the Transactions or participated in the discussions or negotiations with respect to the Transactions on behalf of the Company; (vi) a minimum number of share certificates, etc. to be purchased in excess of the majority of the minority has been set; (vii) an indirect market check will be conducted; and (viii) the legality of the Squeeze-Out Procedures has been secured so that issues of coercion do not arise in the Transactions.

d Summary

As a result of the above examination, the Special Committee determined that the Transactions would contribute to the improvement of the Company's corporate value and that the purpose of the Transactions is legitimate and reasonable, as described in 1. above, and determined that the transaction terms and conditions are fair and appropriate and that the procedures are fair from the perspective of securing the interests of the Company's general shareholders, as described in 2. and 3. above. Therefore, the Special Committee believes that it is reasonable for the Company's board of directors to issue an opinion in support of the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer, because it is considered that (a) the Transactions will contribute to the improvement of the Company's corporate value and the purpose of the Transactions is legitimate and reasonable and (b) in the Transactions, including the Tender Offer, the appropriateness of the transaction terms and conditions, including the purchase price in the Tender Offer and the fairness of procedures, are secured, and the interests of the Company's general shareholders have been taken into account.

In addition, the Special Committee believes that it is not disadvantageous to the Company's minority shareholders that the Company's board of directors resolves to issue an opinion in support of the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer. Further, the Special Committee believes that it is not disadvantageous to the Company's minority shareholders for the board of directors to decide to implement the Squeeze-Out Procedures for the purpose of delisting the Company Shares to be conducted after the Tender Offer.

- (E) Procurement by the Special Committee of a share valuation report and fairness opinion from an independent third-party appraiser

As described in “(D) Establishment by the Company of an independent special committee and procurement of the Special Committee's report” above, the Special Committee requested Plutus Consulting, its own financial advisor and third-party appraiser independent of the Tender Offeror, etc. and the Company, to calculate the value of the Company Shares and provide an opinion on the fairness of the Tender Offer Price from a financial perspective, and obtained a share valuation report (the “Share Valuation Report (Plutus Consulting)”) concerning the results of the valuation of the Company Shares and an opinion on the fairness of the Tender Offer Price (the “Fairness Opinion”) on February 25, 2025. Plutus Consulting is not a related party of the Tender Offeror, etc. or the Company, and does not have any material interest to be disclosed regarding the Transactions, including the Tender Offer. City-Yuwa's compensation consists solely of a fixed amount, irrespective of the success of the Transactions, and does not include any contingency fee that is to be paid subject to the successful completion of the Transactions.

For the details of the Share Valuation Report (Plutus Consulting), please refer to “(ii) Obtaining the share valuation reports and a fairness opinion from an independent third-party appraiser by the Special Committee” in “(3) Measures Concerning Valuation” in “3. Details, Grounds and Reasons for the Opinion on the Tender Offer” in the Opinion Expressing Press Release.

- (F) Procurement by the Special Committee of advice from an independent law firm

As stated in “(D) Establishment by the Company of an independent special committee and procurement of the Special Committee's report” above, the Special Committee appointed City- Yuwa as its own legal advisor independent of the Tender Offeror, etc. and the Company, and has received legal advice from

City-Yuwa including advice on measures to be taken to ensure the fairness of procedures in the Transactions, and the method and process of decision-making of the Company regarding the Transactions and various procedures of the Transactions. City-Yuwa is not a related party of the Target or the Tender Offeror, etc., and does not have any material interest in the Transaction, including the Tender Offer. City-Yuwa's compensation consists solely of an hourly rate based on hours worked, irrespective of the success of the Transactions, and does not include any contingency fee that is subject to the successful completion of the Transactions.

- (G) Approval of all disinterested directors of the Company (including audit and supervisory committee member directors)

The Company carefully deliberated the terms of the Transactions, including the Tender Offer, taking into account the Share Valuation Report (Daiwa Securities) obtained from Daiwa Securities and the legal advice obtained from Nishimura & Asahi, while respecting the content of the Special Committee's Report to the maximum possible extent. As a result, the board of directors of the Company determined that the Tender Offer is expected to enhance the corporate value of the Company as stated in "(iii) Process and Reasons for Decision-Making at the Company" in "(2) Grounds and Reasons for the Opinion" in "3. Details, Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Expressing Press Release, and that the Tender Offer Price and other terms of the Tender Offer are reasonable from the perspective of the shareholders of the Company, and the Tender Offer will provide the Company's shareholders with a reasonable opportunity to sell their shares. Therefore, at its meeting held on February 26, 2025, the board of directors of the Company resolved, by a unanimous vote of all of the directors of the Company that participated in the resolution (nine directors excluding Mr. Kazuo Takata, Mr. Kazuya Takata, and Mr. Sato), to endorse the Tender Offer and to recommend that the shareholders of the Company tender shares in the Tender Offer.

Of the directors of the Company, Mr. Kazuo Takata, Mr. Kazuya Takata, and Mr. Sato did not participate in the deliberation or resolution of the board of directors of the Company with respect to the endorsement of the Tender Offer, or participate in the discussions or negotiations with the Tender Offeror with respect to the Transactions on the part of the Company, because they each plan to acquire the ordinary shares of the Tender Offeror through their respective portions of the Capital Contribution by the Company Management Team, etc. and plan to continue to manage the Company after the completion of the Transactions as representative director and directors of the Company.

- (H) Establishment of an independent system for deliberation at the Company

The Company has established a system within the Company to deliberate, negotiate and make decisions regarding the Transactions from a standpoint independent of the Tender Offeror, etc., from the perspective of eliminating structural conflicts of interest. Specifically, Mr. Kazuo Takata, Mr. Kazuya Takata, and Mr. Sato did not participate in the deliberations or resolutions of the board of directors of the Company with respect to the Transactions, nor did they participate in any discussions or negotiations with the Tender Offeror in their capacity as persons representing the Company, because they are in a state of structural conflict of interest with the Company with respect to the Transactions due to the fact that they each plan to acquire the ordinary shares of the Tender Offeror through their respective portions of the Capital Contribution by the Company Management Team, etc. and plan to continue to manage the Company after the completion of the Transactions as the representative director and directors of the Company. The above system for deliberation comprises only officers and

employees who are recognized as independent from the Tender Offeror, etc. (two officers, directors Tetsuya Ojima and Koji Takayanagi, and two executive officers in charge of finance and planning) and has maintained this policy up to the day on which this notice is prepared.

The system for deliberation by the Company (including the scope of officers and employees of the Company involved in deliberation, negotiation and decision-making regarding the Transactions and their duties) has been confirmed by the Special Committee to be free of problems from the perspective of independence and fairness.

(I) Establishment of a minimum number of shares to be purchased in excess of the majority of the minority

The Tender Offeror has set the minimum number of share certificates, etc. to be purchased through the Tender Offer at 6,036,500 shares (ownership ratio: 66.52%), and the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. if the total number of the Tendered Share Certificates, etc. is less than the minimum number of share certificates, etc. to be purchased of 6,036,500 shares. The minimum number of shares to be purchased is equivalent to a majority (3,571,340 shares) of the difference (7,142,679 shares) of the Reference Number of Shares (9,074,682 shares) less the number of Company Shares held by the Company Management Team, etc. (101,359 shares) and the total number of Company Shares held by the Tendering Shareholders (1,830,644 shares) (this is equivalent to a majority of the number of Company Shares held by shareholders of the Company who have no interest in the Tender Offeror, the so-called majority of the minority). As such, if the Tender Offeror cannot obtain the approval of a majority of the shareholders of the Company who have no interest in the Tender Offeror, the Tender Offeror will respect the wishes of the minority shareholders of the Company and will not conduct the Transactions including the Tender Offer.

(J) Securing objective circumstances to ensure the fairness of the Tender Offer

The Tender Offeror has set the Tender Offer Period at 30 business days, whereas the minimum period required by law for a tender offer is 20 business days. By setting the Tender Offer Period longer than minimum period required by law, the Tender Offeror aims to secure an appropriate opportunity for the shareholders of the Company to make a decision as to whether to tender their shares in the Tender Offer, and to secure an opportunity for any person other than the Tender Offeror to make a competing offer to purchase the shares of the Company, and thereby to ensure the fairness of the Tender Offer.

In addition, in order that the opportunity for a tender offer or the like by a person other than the Tender Offeror is not unduly restricted, the Tender Offeror has not entered into any agreement with the Company that restricts the Company's contact with competing offerors other than the Tender Offeror. In addition to the above establishment of the Tender Offer Period, by ensuring that there is an opportunity for a competing purchase, etc., the Tender Offeror has given consideration to securing the fairness of the Tender Offer.

(K) Elimination of coercion

As described in “(5) Policies Regarding Organizational Restructuring Following the Tender Offer (Matters Related to a So-Called Two-Step Acquisition)” in “3. Details, Grounds and Reasons for the Opinion on the Tender Offer” in the Opinion Expressing Press Release, the Tender Offeror has ensured that the shareholders of the Company will have an appropriate opportunity to make a decision as to

whether or not to tender their shares in the Tender Offer, and has given consideration such that no coercion will result from such decision, because (i) promptly after the completion of the settlement of the Tender Offer, the Tender Offeror plans to request that the Company hold the Extraordinary General Meeting, which will include in the agenda a proposal to conduct the Demand for Cash-Out in proportion to the number of shares acquired by the Tender Offeror upon the success of the Tender Offer, or to partially amend the Articles of Incorporation to abolish the share unit provisions subject to the Share Consolidation taking effect, and will not adopt any method that does not secure the right of the shareholders of the Company to request to exercise their appraisal rights or to petition for determination of the price, and (ii) the Tender Offeror has clarified that the amount of money to be delivered to the shareholders of the Company as consideration upon conducting the Demand for Cash-Out or the Share Consolidation will be calculated to be equal to the Tender Offer Price multiplied by the number of Company Shares held by each such shareholder (excluding the Company and the Tender Offeror).

4. Future outlook

As stated in “(i) Delisting” in “(2) Possibility of delisting” in “3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation” above, the company Shares are scheduled to be delisted as of June 19, 2025.

The Transactions constitute a so-called management buyout (MBO), and the Company Management Team, who are representative directors or directors of the Company, are expected to continue to manage the Company as representative directors or directors of the Company after the completion of the Transactions.

5. Matters related to Transactions with controlling shareholders, etc.

- (I) Status of conformity with guidelines regarding transactions with controlling shareholders, etc., and measures to protect minority shareholders

Since the Tender Offeror became a parent company of the Company as of the settlement commencement date of the Tender Offer (April 17, 2025), the transaction regarding the Share Consolidation constitutes a transaction with a controlling shareholder for the Company, etc.

In the Corporate Governance Report disclosed on June 27, 2024, the Company did not set forth “Guidelines Concerning Minority Shareholders Protection Policy in the Transaction with Controlling Shareholder, etc.”, however, the Company’s policy is to take appropriate measures to ensure the fairness of transactions, etc. with controlling shareholders and to avoid conflicts of interest, such as obtaining advice from experts and third-party institutions, etc. that do not have significant interests in the Company and its controlling shareholders, as necessary, and to take appropriate measures to avoid harming the interests of minority shareholders.

- (II) Matters concerning measures to ensure fairness and to avoid conflicts of interest

Please refer to in “(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest” in “3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation.”

- (III) Summary of opinion obtained from a person who has no interest in the controlling shareholder regarding

the fact that the transactions are not disadvantageous to minority shareholders

The Company received the Special Committee's Report dated February 25, 2025, stating that the Transactions (including (a) a decision by the Company's Board of Directors to express an opinion in support of the Tender Offer and to recommend that the shareholders of the The Company tender shares in the Tender Offer, and (b) a decision by the Company's Board of Directors to implement the squeeze-out procedure, which is scheduled after the Tender Offer, for the purpose of taking the Company's shares private) are disadvantageous to the Company's minority shareholders.

For the details, please refer to "(D) Establishment by the Company of an independent special committee and procurement of the Special Committee's report" in "(3) Measures to ensure the fairness of the Transactions, including measures to avoid conflicts of interest" in "3. Basis for the amount of money expected to be paid to shareholders as a result of fractional adjustments related to share consolidation."

II. Abolition of Share Unit provisions

1. Reasons for abolishment

Once the Share Consolidation takes effect, the total number of issued shares of the Company will be six shares, and there will be no need to determine the number of shares that will constitute one unit of shares.

2. Scheduled date of abolishment

June 23, 2025 (tentative)

3. Conditions for abolishment

The abolishment is subject to (i) the approval for the Share Consolidation and the proposal for partial amendment to the Articles of Incorporation as described in III. at the Extraordinary General Meeting as originally proposed and (ii) the effectuation of the Share Consolidation.

III. Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

- (1) If Proposal 1 "Share Consolidation" is approved and adopted as originally proposed at the Extraordinary General Meeting and the Share Consolidation takes effect, the total number of authorized shares of the Company Shares will be reduced to 24 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 Proposal 1 "Share Consolidation" is approved and adopted as originally proposed at the Extraordinary General Meeting and the Share Consolidation takes effect, the total number of issued shares of the Company will be six shares, and it will no longer be necessary to provide the number of shares per unit. Accordingly, subject to the effectuation of the Share Consolidation, in order to abolish the provision on the number of shares per unit of the Company Shares, under which one share unit currently consists of 100 shares, Article 7 (Number of Shares Per Unit) and Article 8 (Restrictions on Rights of Shareholders Holding Shares Less than One Unit) of the Articles of Incorporation will be deleted in their entirety and the article numbers will be adjusted according to these amendments.
- (3) If Proposal 1 "Share Consolidation" is approved and adopted as originally proposed at the Extraordinary

General Meeting and the Share Consolidation takes effect, then in relation to the implementation of the Share Consolidation, the Company Shares will be delisted and the Tender Offeror will become the only shareholder of the Company. Accordingly, the provision concerning a record date for an Ordinary General Meeting of Shareholders and the provision concerning electronic provision of shareholders meeting materials will become unnecessary. Therefore, Article 12 (Record Date for Ordinary General Meeting of Shareholders) and Article 17 (Measures for Electronic Provision, etc.) of the Articles of Incorporation will be deleted in their entirety subject to the effectuation of the Share Consolidation and the article numbers will be adjusted according to such amendments.

2. Details of the amendments

The details of the amendments are as follows. The amendments to the Articles of Incorporation related to this proposal will become effective on June 23, 2025, the Effective Day of the Share Consolidation, on the condition that Proposal 1 “Share Consolidation” will be approved and adopted as originally proposed at this Extraordinary General Meeting and the Share Consolidation will take effect.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Articles 1 to 5 (Omitted)	Articles 1 to 5 (Unchanged)
(Total Number of Authorized Shares) Article 6 The total number of authorized shares of the Company shall be <u>29,920,000</u> shares.	(Total Number of Authorized Shares) Article 6 The total number of authorized shares of the Company shall be 24 shares.
(Number of Shares Per Unit) Article 7 The number of shares per unit of the <u>Company shall be 100 shares.</u>	(Deleted)
(Rights of Shareholders Holding Shares Less than One Unit) Article 8 Shareholders holding shares less than one unit of the Company may not exercise <u>rights, other than the following rights and the rights set forth in these Articles of Incorporation, regarding such shares.</u> (1) <u>The rights listed in each item of Article 189, paragraph (2) of the Companies Act</u> (2) <u>The right to make a demand pursuant to Article 166, paragraph (1) of the Companies Act</u> (3) <u>The right to receive the allotment of shares or share options to be offered in proportion to the number of shares that the shareholders hold.</u>	(Deleted)
Articles 9 to 11 (Omitted)	Articles 7 to 9 (Unchanged)
(Record Date for Ordinary General Meeting of Shareholders) Article 12 The record date for voting rights at an <u>Ordinary General Meeting of Shareholders of the Company shall be March 31 of each year.</u>	(Deleted)
Articles 13 to 16 (Omitted)	Articles 10 to 13 (Unchanged)
(Measures for Electronic Provision, etc.) Article 17 When convening a General Meeting of <u>Shareholders, the Company shall take measures to electronically provide information to be contained in reference</u>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<u>materials for the General Meeting of Shareholders.</u> 2. <u>Of the matters to be electronically provided, the Company may omit inclusion of all or some of the matters that are prescribed by the applicable Ordinance of the Ministry of Justice in documents to be delivered to the shareholders who have made a request for delivery of the documents by the record date for the voting rights.</u>	
Articles <u>18</u> to <u>44</u> (Omitted)	Articles <u>14</u> to <u>40</u> (Unchanged)

3. Scheduled date of the amendment to the Articles of Incorporation

June 23, 2025 (tentative)

4. Conditions for abolishment

The amendment to the Articles of Incorporation is to (i) the approval for the Share Consolidation at the Extraordinary General Meeting as originally proposed and (ii) the effectuation of the Share Consolidation.

End