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August 8, 2025

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(1890 TSE Prime Market)

Representative person: Shinya Yoshida  
Representative Director,  
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### **Announcement of Expression of Opinion in Support of the Tender Offer for Our Shares by TAISEI CORPORATION and Recommendation to Tender Shares in the Tender Offer**

TOYO CONSTRUCTION CO.,LTD. (“Company”) hereby announces that, at its Board of Directors’ meeting held today, the Company adopted a resolution to express its opinion in support of the tender offer for shares of the Company’s common stock (“Company Shares”) by TAISEI CORPORATION (“Tender Offeror”) (“Tender Offer”) and to recommend the Company’s shareholders to tender their shares in the Tender Offer, as detailed below.

The resolution of the Board of Directors of the Company mentioned above was adopted on the assumption that the Tender Offeror intends to make the Company its wholly-owned subsidiary through the Tender Offer and the subsequent series procedures and that the Company Shares will be delisted.

#### **1. Overview of the Tender Offeror**

(1) Name	TAISEI CORPORATION	
(2) Address	1-25-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo	
(3) Representative’s name and title	Yoshiro Aikawa, President and Chief Executive Officer, Representative Director	
(4) Description of business	Civil engineering business, Architecture business, Development and Other businesses	
(5) Capital	122,742,000,000 yen (as of March 31, 2025)	
(6) Date of incorporation	December 28, 1917	
(7) Major shareholders and their stakes (as of March 31, 2025) (Note 1)	Master Trust Bank of Japan, Ltd. (Trust Account)	17.80%
	Custody Bank of Japan, Ltd. (Trust Account)	5.80%
	Taisei Associates’ Shareholding Plan	3.63%
	State Street Bank and Trust Company 505223 (Standing proxy: Mizuho Bank, Ltd.)	2.81%
	State Street Bank and Trust Company 505001 (Standing proxy: Mizuho Bank, Ltd.)	2.54%
	Taisei Employees’ Shareholding Plan	2.04%

	State Street Bank West Client Treaty 505234 (Standing proxy: Mizuho Bank, Ltd.)	1.97%
	MSIP CLIENT SECURITIES (Standing proxy: Morgan Stanley MUFG Securities Co., Ltd.)	1.85%
	Meiji Yasuda Life Insurance Company	1.66%
	Mitsubishi Estate Company	1.41%
(8) Relationship between the Company and the Tender Offeror		
	Capital relationship	Not applicable.
	Personal relationship	Among 9 Directors of the Company, 1 Director is a former employee of the Tender Offeror.
	Transactional relationship	There are transactions between the company and the tender offeror regarding the construction orders.
	Status as related parties	Not applicable.

(Note 1) Quoted from “(6) Major Shareholders” in “1. Status of Shares and Other Securities” under “4. Status of the Submitting Company” in the 165th Annual Securities Report, submitted by the Tender Offeror on June 17, 2025.

## 2. Tender Offer Price

1,750 yen per Company Share (“Tender Offer Price”)

## 3. Details of, and Grounds and Reasons for, the Company’s Opinion on the Tender Offer

### (1) Details About the Company’s Opinion on the Tender Offer

At its Board of Directors meeting held today, the Company adopted a resolution to express its opinion in support of the Tender Offer and to recommend that the Company’s shareholders tender their shares in the Tender Offer, on the grounds and for the reasons described in “(2) Grounds and Reasons for the Company’s Opinion on the Tender Offer” below.

The resolution of the Board of Directors mentioned above was adopted in the manner described in “(e) Unanimous Approval by All of the Non-interested Directors and No Dissenting Opinion of All of the Auditors of the Company” in “(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest” below.

### (2) Grounds and Reasons for the Company’s Opinion on the Tender Offer

#### (a) Overview of the Tender Offer

According to the Tender Offeror, at its Board of Directors meeting held as of August 8, 2025, the Tender Offeror resolved to implement the Tender Offer as part of the transaction (“Transaction”) intended to privatize the Company Shares listed on the Prime Market of the Tokyo Stock Exchange, Inc. (“Tokyo Stock Exchange”) by acquiring all of the Company Shares (excluding the treasury shares owned by the Company and the Shares Agreed Not to Be Tendered (as defined below)). As of today, the Tender Offeror does not own any Company Shares.

The Tender Offeror entered into a non-tender agreement with Maeda Corporation (“Maeda”), the Company’s

affiliated company that is a major shareholder (the company ranks first in the shareholder register as of March 31, 2025; the same shall apply to the statement of the shareholder ranking) (number of shares owned: 19,047,510 shares; Ownership Percentage (Note 1): 20.19%), as of August 8, 2025 (“Non-Tender Agreement”), pursuant to which Maeda has agreed not to tender all of the Company Shares owned by Maeda (19,047,510 shares, Ownership Percentage: 20.19%) (“Shares Agreed Not to Be Tendered”) in the Tender Offer, and as stated in “(5) Policy for Organizational Restructuring After the Tender Offer (Information on the ‘Two-Step Acquisition’)” below, agreed to sell the Shares Agreed Not to Be Tendered in response to the acquisition of its treasury shares to be conducted by the Company with respect to the Shares Agreed Not to Be Tendered (“Treasury Share Acquisition”; under which the treasury share acquisition price per share before share consolidation relating to the Treasury Share Acquisition shall hereinafter be referred to as the “Treasury Share Acquisition Price”) after a series of procedures to ensure that the Tender Offeror and Maeda become sole shareholders of the Company (“Squeeze-Out Procedures”) which will be conducted after the successful completion of the Tender Offer.

Note 1: “Ownership Percentage” refers to a shareholding percentage (rounded to the second decimal place; the same shall hereinafter apply to the Ownership Percentage unless otherwise stated) of (a) the number of shares owned to (b) the number of shares (94,326,475 shares; the “Base Number of Shares”) obtained by deducting (i) the number of treasury shares owned by the Company as of June 30, 2025 (such number of treasury shares does not include the Company Shares (364,466 shares) owned by the Board Incentive Plan Trust as of June 30, 2025; the same shall hereinafter apply to the treasury shares unless otherwise stated) (44,708 shares) from (ii) the total number of issued shares of the Company as of June 30, 2025 (94,371,183 shares), both as stated in the “Consolidated Financial Results for the Three Months Ended June 30, 2025 (Based on GAAP)” released by the Company as of August 7, 2025 (“Company’s Q1 Financial Results”).

Furthermore, as of August 7, 2025, the Tender Offeror entered into the tender offer agreement (“Tender Agreement”) with WK 1 LLC, which submitted a large shareholding report regarding the Company Shares jointly with others and is the largest shareholder of the Company (number of shares owned: 9,200,000 shares; Ownership Percentage: 9.75%; and the company ranks second in the shareholder register) (“WK 1”), WK 2 LLC (number of shares owned: 9,190,000 shares; Ownership Percentage: 9.74%; and the company ranks third in the shareholder register) (“WK 2”) (Note 2), WK 3 LLC (number of shares owned: 5,890,300 shares; Ownership Percentage: 6.24%; and the company ranks fifth in the shareholder register) (“WK 3”), and Godo Kaisha Yamauchi-No.10 Family Office (number of shares owned: 2,627,600 shares; Ownership Percentage: 2.79%; and the company ranks sixth in the shareholder register) (“Yamauchi-No.10 Family Office”) (WK1, WK 2, WK 3, and Yamauchi-No.10 Family Office shall be collectively referred to as “YFO”), whereby YFO have agreed to tender, in the Tender Offer, all of the Company Shares owned by YFO (total number of shares owned: 26,907,900 shares; Ownership Percentage: 28.53%) (“Shares Agreed to Be Tendered”).

Note 2: According to the Change of Status Report No. 16 with respect to the Large Shareholding Report submitted by YFO to the Kanto Local Finance Bureau as of June 4, 2025, the joint holders of the Company Shares are WK1, WK2, WK3 and Yamauchi-No.10 Family Office.

The Transaction is respectively composed of: (a) the Tender Offer; (b) the Share Consolidation (as defined in “(5) Policy for Organizational Restructuring After the Tender Offer (Information on the ‘Two-Step Acquisition’)” below); the same shall apply hereinafter) conducted by the Company intended for the Tender Offeror and Maeda to become the sole shareholders of the Company if the Tender Offer is successfully completed but the Tender Offeror fails to acquire all of the Company Shares (excluding any treasury shares

owned by the Company and Shares Agreed Not to Be Tendered) in the Tender Offer; (c) providing funds from the Tender Offeror to the Company to be appropriated for the consideration for the Treasury Share Acquisition in order to secure the funds to implement the Treasury Share Acquisition (such funds are provided only when necessary based on the financial situation at that time); and a decrease in the amounts of the Company's stated capital and capital reserves ("Capital Decrease, Etc.") pursuant to Article 447, Paragraph 1 and Article 448, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended) ("Companies Act") for the purpose of securing the distributable amounts required to implement the Treasury Share Acquisition (Note 3); and (d) the Treasury Share Acquisition by the Company subject to the successful completion of the Tender Offer and the effectiveness of the Share Consolidation, and ultimately the Transaction intends to make the Company a wholly-owned subsidiary of the Tender Offeror.

Note 3: According to the Tender Offeror, the Tender Offeror intends to request the Company to conduct the Capital Decrease, Etc., only in the event that the distributable amounts required to conduct the Treasury Share Acquisition are not secured.

If the Tender Offeror fails to acquire all of the Company Shares (excluding the treasury shares owned by the Company and the Shares Agreed Not to Be Tendered) through the Tender Offer, the Tender Offeror plans to carry out the Squeeze-Out Procedures after the successful completion of the Tender Offer (as stated in "(5) Policy for Organizational Restructuring after the Tender Offer (Information on the 'Two-Step Acquisition'" below).

After the Squeeze-Out Procedures, the Company plans to implement the Treasury Share Acquisition targeting the Shares Agreed Not to Be Tendered to make the Tender Offeror a sole shareholder of the Company. The Tender Offeror has decided to implement the Treasury Share Acquisition based on the consideration that both maximization of the Tender Offer Price and fairness among shareholders can be achieved by increasing the distribution to the minority shareholders of the Company, while taking into consideration the fact that the provisions concerning the exclusion of deemed dividends from gross profits as prescribed in the Corporation Tax Act (Act No. 34 of 1965; as amended) are expected to apply to Maeda in connection with the Treasury Share Acquisition. Based on discussions and negotiations with the Company and Maeda, the Tender Offeror has determined that the Treasury Share Acquisition Price shall be 1,476 yen per share, as a result of performing calculations so that the following amounts will approximately be the same: (i) the amount after tax to be received by Maeda in the case where the Treasury Share Acquisition is implemented; and (ii) the amount after tax to be obtained by Maeda in the case of tendering its shares in the Tender Offer.

#### **(b) Details of, and Grounds and Reasons for, the Company's Opinion on the Tender Offer**

The Company Group recognizes that the current external environment is positive, and this includes the pursuit of the promotion of offshore wind power generation that plays a significant role in achieving the government's goal of carbon neutrality by 2050 and as well as maintenance of critical infrastructure facilities in accordance with the National Defense Strategy, Basic Plan for the National Resilience. At the same time, the Company also recognizes that the environment surrounding the construction industry is undergoing significant changes, including the worsening labor shortage, adaption to work style reforms, changes in lifestyles and work styles, and the shift from "new construction" to "maintenance and renewal."

Based on the understanding above, the Company has been conducting various studies, including those on expanding the scale of its business while maintaining its listing to enhance its corporate value, with the aim of resolving management issues, such as worsening labor shortage, adaption to lifestyle reforms, changes in lifestyle and work styles, and the shift from "new construction" to "maintenance and renewal", and

enhancing the competitiveness and profitability in the mid- to long-term.

The Company receives the notification from the Tender Offeror that it is considering implementing the Transaction on April 3, 2025, which led the Company to commence the discussion with the Tender Offeror the implementation of the Tender Offer and the examination on the propriety of the Transaction.

As a result, the Company has reached the conclusion that the Transaction will contribute to increasing the corporate value of the Company, from the following perspectives. The Company and the Tender Offeror believe that, the Transaction will promote comprehensive collaboration in business, financial, personnel and administrative aspects and bring synergies and benefits in the following points.

Specifically, the major expected synergies are as follows.

(i) Synergies in strengthening business and management foundations

The Company considers that, by leveraging the business foundation of the Tender Offeror, including its business promotion center (Note 4) etc., it will be able to carry out the following: consolidating indirect business by promoting DX; increasing productivity through the advancement of design and estimation processes; strengthening of cost competitiveness through centralized purchasing of direct materials; bolstering of recruitment capabilities by making use of the brand recognition of the Tender Offeror; strengthening the human resources through job rotation programs; and further advancement of development of and capital investment in offshore wind power and civil engineering technologies, backed by the strengthened capital base.

Note 4: Business promotion center refers to an organ within the Civil Construction Division and Architectural Construction Division of the Tender Offeror that operates consolidatable services on behalf of nation-wide facilities on their behalf in order to promote the division of labor and efficiency.

In addition, the Company anticipates the following effects on each business segment.

(ii) Civil Engineering Business

The Company expects that it will be able to make use of the Tender Offeror's superior technological strength and know-how and thereby expand profit as a result of improving the rate of successful bids through collaboration (including JVs) and securing large projects. The Company also believes that the Transaction will enable the Company to increase the receipt of orders through land and sea joint proposals in large projects for the private sector, such as construction related to carbon free, as well as to create new earnings opportunities by jointly receiving orders in respect of overseas construction and participating in projects on the Part of the Tender Offeror that relate to PPP (Public Private Partnership) and PFI (Private Finance Initiative).

(iii) Architecture Business

The Company expects that, by making use of the Tender Offeror's sales network, it will have more opportunities for projects principally, larger, higher-margin, and more productive projects. The Company also believes that it will be able to strengthen its carbon-free capabilities and know-how in ZEB (Net Zero Energy Building) and ZEH (Net Zero Energy House) (Note 5) in new building construction work or ReReC (Renewal, Renovation and Conversion) projects, improve its capability to make proposals, and have more opportunities to receive orders. Furthermore, strengthening design capabilities in respect of building structures and facilities will enable the Company to secure more opportunities to receive design and

construction projects and will improve its profitability.

Note 5: ZEB (Net Zero Energy Building) and ZEH (Net Zero Energy House) refer to the buildings that are constructed with the aim of achieving Net Zero Energy.

(iv) Offshore Wind Power Construction Business

The Company considers that it will be able to foster joint development for the practical application of floating type offshore wind power construction business, that both the Company and the Tender Offeror has worked on developing and operational tests, as well as promoting joint receipt of orders in respect of onshore construction work and cable-laying engineering for offshore wind power generation through collaboration. In addition, the Company believes that it will be able to make steady progress in the efforts for launching the offshore wind power construction business by leveraging and complementing the Tender Offeror's know-how in legal affairs, finance, and business development, as well as engineering know-how in the overall offshore wind power construction projects.

The expected dyssynergies resulting from the Transaction are as follows: (i) loss of opportunities to receive orders from general contractors other than the Tender Offeror and to form joint ventures, (ii) possibility of lost orders due to a lack of cooperation between the Company and the Tender Offeror in acquiring projects, (iii) possibility that the reputation, social credibility, and recruitment efforts that the Company has enjoyed as a listed company will be affected by the delisting and (iv) as a result of the delisting of the Company Shares, possibility of being unable to raise funds through equity financing in the capital markets and loss of the benefits that the Company has enjoyed as a listed company, such as social credibility, brand recognition, and advantages in the talent recruitment market. However, with respect to (i), the Company considers that given the current market environment, the opportunities to receive orders from general contractors other the Tender Offerors and to form joint ventures can be sufficiently compensated for by replacing them with those for other projects and the Company will be able to receive more orders through collaboration with the Tender Offeror. With respect to (ii), the Company believes that it can reduce the risk of losing orders by conducting thorough PMI (post merger integration) after the Transaction, system design, and communicating with each other or prior coordination for projects in order to facilitate communication from the management level to the site level. With respect to (iii) above, the Company believes that the Company and the Tender Offeror will be able to eliminate the cost of maintaining the listing of the Company, share know-how and assign the right person to the right job through personnel exchanges between the companies, which will lead to the development of a better working environment. The Company believes that the synergies described above will generate effects that significantly exceed any possible dyssynergies. With respect to (iv), the equity ratio of the Company has consistently maintained a sufficient level of over 40% since the fiscal year ended March 2020; therefore, the Company currently has little need for equity financing through the markets. Furthermore, joining the Tender Offeror Group is anticipated to improve the Company's social credibility and brand recognition within the industry, rather than negatively affected. Therefore, the Company considers that delisting will have a limited impact on business partners and employees, and that there will be no reduction of brand recognition in the industry. Accordingly, the Company does not consider remaining a listed company necessary for the expansion of its business in the future.

In addition to the above, with regard to the Tender Offer Price, the Company has concluded that the Tender Offer Price is valid and the Tender Offer will provide the Company's shareholders a reasonable opportunity to sell their Company Shares, based on the comprehensive assessment that (i) the Tender Offer Price exceeds the upper limit of the ranges calculated by the average market share price analysis, and exceeds the

median of the range as calculated by the Discounted Cash Flow Analysis (“DCF Analysis”), according to the valuation of the Company Shares described in the Company Share Valuation Report prepared by PwC Advisory mentioned in “(B) The Company’s Receipt of a Share Valuation Report from Its Financial Advisor and Independent Third-Party Appraiser” in “(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest” below; and (iii) the Tender Offer Price is considered to have been determined under the circumstances where the measures to ensure the fairness of the Tender Offer were taken as described in “(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest” below, and in a manner that protects the interests of the minority shareholders of the Company.

For the reasons described above, the Company, at its Board of Directors meeting held today, adopted a resolution expressing the Company’s opinion in support of the Tender Offer and recommending that the Company’s shareholders tender their shares in the Tender Offer.

### **(3) Information on Valuation**

#### **a. The Third-Party Valuation Advisor’s Name and Relationship with the Company and the Tender Offeror**

Before expressing the Company’s opinion on the Tender Offer, in order to ensure the fairness of the decision-making regarding the Tender Offer Price proposed by the Tender Offeror, the Company requested PwC Advisory, which served as the Company’s financial advisor and Third-Party Valuation Advisor that is independent of the Company, the Tender Offeror, Infroneer, Maeda, and YFO, to evaluate the value of the Company Shares and perform related financial analysis. The Company received from PwC Advisory the Share Valuation Report on August 7 2025. PwC Advisory is not a related party to the Company or the Tender Offeror and does not have any material interest in the Transaction, including the Tender Offer.

The Company has not obtained from PwC Advisory an opinion letter on the fairness of the Tender Offer Price (a fairness opinion), since the Company believes that sufficient consideration has been given to the interests of minority shareholders of the Company, taking into account that the Tender Offeror and the Company have implemented the measures to ensure the fairness of the Tender Offer set forth in “(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest” below, with due consideration for the interests of minority shareholders.

While the fees payable to PwC Advisory in connection with the Transaction include a contingency fee payable subject to conditions such as the successful consummation of the Transaction, the Company has concluded that the fact that this contingency fee payable subject to conditions such as the successful consummation of the Transaction is included in the fees payable to PwC Advisory does not deny the independence of PwC Advisory when taking into consideration, among other things, (i) that the financial burden on the Company if the Transaction fails to take place is economically reasonable for the Company in that it is smaller than the fee system that does not include a contingency fee, as well as (ii) general business practices in similar transactions and (iii) that such system is not limited to cases where the Transaction is successfully completed. Based on this conclusion, the Company has appointed PwC Advisory as its financial advisor and Third-Party Valuation Advisor under the above fee system, and the Special Committee has also confirmed that there are no issues with the independence of PwC Advisory.

## **b. Summary of Valuation**

PwC Advisory reviewed multiple methods of share valuation to select valuation methods that should be adopted to evaluate the value of the Company Shares. PwC Advisory evaluated the value using the following methods, respectively, based on the belief that it is appropriate to evaluate the value of the Company Shares in a multifaceted manner, on the assumption that the Company is a going concern: (i) average market share price analysis, since the Company Shares are listed on the Prime Market of the Tokyo Stock Exchange and its market price is available; and (ii) DCF Analysis, to reflect the Company's future business activities in the evaluation.

The value per share of Company Shares calculated by PwC Advisory using each method described above are as follows:

Average market share price analysis:	1,415 yen to 1,750 yen
DCF Analysis:	1,336 yen to 1,854 yen

## **(4) Prospects and Reasons for Delisting**

The Company Shares are listed on the Tokyo Stock Exchange Prime Market as of today. However, since the Tender Offeror has set no maximum number of shares to purchase in the Tender Offer, the Company Shares may be delisted through the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange, depending on the outcome of the Tender Offer.

Even in the event that the delisting criteria are not met upon consummation of the Tender Offer, the Tender Offeror intends to implement the Share Consolidation after the consummation of the Tender Offer as stated in “(5) Policy for Organizational Restructuring after the Tender Offer (Information on the ‘Two-Step Acquisition’)”. In the case, the delisting criteria of the Tokyo Stock Exchange will be met, and the Company Shares will be delisted via the prescribed procedures. After delisting, the Company Shares can no longer be traded on the Tokyo Stock Exchange Prime Market.

## **(5) Policy for Organizational Restructuring After the Tender Offer (Information on the ‘Two-Step Acquisition’)**

According to the Tender Offeror, as stated in “(a) Overview of the Tender Offer” above, if the Tender Offeror fails to acquire all of the Company Shares (excluding the treasury shares owned by the Company and the Shares Agreed Not to Be Tendered) through the Tender Offer, the Tender Offeror plans to carry out the Squeeze-Out Procedures with respect to the Company by using the following method, promptly after the successful completion of the Tender Offer, for the purpose of making the Tender Offeror and Maeda the only shareholders of the Company and privatizing the Company Shares.

Specifically, promptly after completion of the settlement of the Tender Offer, the Tender Offeror plans to request that the Company hold an extraordinary shareholders' meeting (“Extraordinary Shareholders' Meeting”) whose agenda shall include a proposal to consolidate the Company Shares pursuant to Article 180 of the Companies Act (“Share Consolidation”), and a proposal to partially amend the Company's Articles of Incorporation in a manner so as to abolish the provisions on share units subject to the Share Consolidation taking effect. In addition, the Tender Offeror and Maeda plan to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

If the Share Consolidation Proposal is approved at the Extraordinary Shareholders' Meeting, the shareholders



of the Company will, as of the effective date of the Share Consolidation, own the number of the Company Shares proportionate to the ratio for the Share Consolidation approved at the Extraordinary Shareholders' Meeting. In the case where any fractional share of less than one share arises in the number of shares as a result of the Share Consolidation, the amount of money obtained such as by selling the Company Shares corresponding to the sum of such fractional shares (any fractional share of less than one share in such sum will be rounded off; the same shall apply hereinafter) to the Company or the Tender Offeror will be delivered to the shareholders of the Company to whom such fractional share has arisen, pursuant to the procedures set forth in Article 235 of the Companies Act and other relevant laws or regulations.

With regard to the sale price of the Company Shares corresponding to the sum of such fractional shares, the Tender Offeror plans to request that the Company calculate such sale price so that the amount of money to be delivered to the Company's shareholders who did not tender their shares in the Tender Offer as a result of such sale will be the same as the price obtained by multiplying the Tender Offer Price by the number of Company Shares owned by each of such shareholders and file a petition with a court for permission for a voluntary sale. Although the ratio of the consolidation of the Company Shares has not been determined as of today, the Tender Offeror plans to request the Company to determine the ratio so that the number of Company Shares owned by each of the Company's shareholders who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Maeda and the Company) will be a fractional share of less than one share, in order to ensure that the Tender Offeror and Maeda own all of the Company Shares (excluding the treasury shares owned by the Company).

Under the provisions of the Companies Act aimed at protecting the rights of minority shareholders, which are relevant to the Share Consolidation, if any fractional share of less than one share arises in the number of shares as a result of the Share Consolidation, the shareholders of the Company (excluding the Tender Offeror and the Company) may request that the Company purchase, at a fair price, all fractional shares of less than one share arising in the shares owned by them and file a petition with a court for determination of the price of the Company Shares pursuant to the provisions of Articles 182-4 and 182-5 of the Companies Act and other relevant laws or regulations.

As stated above, the Company Shares owned by the shareholders of the Company who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Maeda and the Company) are planned to become fractional shares of less than one share. Therefore, shareholders of the Company who disagree with the Share Consolidation (excluding the Tender Offeror, Maeda and the Company) are planned to be able to file the above petition. If such petition is filed, the sale price of the Company Shares will be finally determined by the court.

The method and timing of the procedures of the Share Consolidation described above are subject to change depending on circumstances such as the status of revision and enforcement of the relevant laws and regulations, and interpretation of the same by the authorities. However, even in such case, the method of finally delivering money to the shareholders of the Company (excluding the Tender Offeror, Maeda and the Company) who have not tendered their shares in the Tender Offer is planned to be adopted and the amount of money to be delivered to each of such shareholders in such case will be calculated to be the same as the price obtained by multiplying the Tender Offer Price by the number of the Company Shares owned by each of such shareholders. The specific procedures and timing of implementation and other matters in each of the above cases are planned to be announced by the Company promptly after the Tender Offeror and the Company reach a decision upon mutual consultation.

All shareholders of the Company are solely responsible for seeking their own specialized tax advisor with regard to the tax consequences of tendering their shares in the Tender Offer or of any of the procedures described above.

**(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest**

As of today, the Tender Offer is not a tender offer by the controlling shareholder, since the Tender Offeror holds no Company Shares. The Transaction, including the Tender Offer, is not a “management buyout” (MBO) either, since neither all nor part of the Company’s management team intends to make any direct or indirect capital contributions to the Tender Offeror. However, considering the following, among other things: (A) the Tender Offeror will implement the Tender Offer on the condition that the Company Shares will be privatized, and it will have a significant impact on the general shareholders of the Company; and (B) the interests of Maeda and YFO and those of minority shareholders of the Company may not always align because (i) in accordance with the Non-Tender Agreement, Maeda, the major shareholder of the Company, agrees that it will not tender the Shares Agreed Not to Be Tendered (number of shares owned: 19,047,510 shares, Ownership Percentage: 20.19%) in the Tender Offer and will sell the Shares Agreed Not to Be Tendered in response to the Treasury Share Acquisition; and (ii) in accordance with the Tender Agreement, YFO, the largest shareholder of the Company, agrees that it will tender the Shares Agreed to Be Tendered (number of shares owned: 26,907,900 shares, Ownership Percentage: 28.53%) held by YFO in the Tender Offer, the Company has taken the following measures: (a) the Tender Offeror’s receipt of a Share Valuation Report from its independent Third-Party Valuation Advisor, (b) the Company’s receipt of a Share Valuation Report from its independent financial advisor and Third-Party Valuation Advisor, (c) the Company’s receipt of advice from its independent legal advisor, (d) the Company’s establishment of an independent Special Committee and receipt of a Report, (e) obtaining unanimous approval by all of the non-interested directors and no dissenting opinion of all of the auditors of the Company, (f) measures to secure opportunities for other potential offerors to make offers and (g) measures to secure opportunities for shareholders of the Company to make an appropriate decision on whether or not to tender their shares in the Tender Offer, to ensure the fairness and transparency of the Transaction by eliminating potential arbitrariness and conflicts of interest that may arise in the decision-making process leading to the decision to implement the Tender Offer, while ensuring the fairness of the Tender Offer Price.

According to the Tender Offeror, since the Tender Offeror believes that setting a minimum number of shares to be purchased, which is equivalent to a so-called “Majority of Minority”, would render the completion of the Tender Offer unstable and would not benefit the interests of the Company’s minority shareholders who wish to sell their Company Shares in the Tender Offer, the Tender Offeror has not set the minimum number of shares to be purchased, which is equivalent to “Majority of Minority” for the Tender Offer. Nevertheless, the Tender Offeror believes that sufficient consideration is being given to the interests of the Company’s minority shareholders, considering the fact that the following measures have been implemented respectively by the Tender Offeror and the Company.

**4. Matters Regarding Material Agreements Between the Tender Offeror and Shareholders of the Company Relating to Tendering of Shares in the Tender Offer**

**(1) Non-Tender Agreement**

As described in “(a) Overview of the Tender Offer” above, in connection with the Tender Offer, the Tender Offeror entered into the Non-Tender Agreement with Maeda on August 8, 2025.

**(2) Tender Agreement**

As described in “(a) Overview of the Tender Offer” above, in connection with the Tender Offer, the Tender Offeror entered into the Tender Agreement with YFO on August 8, 2025.

**5. Provision of Profit by the Tender Offeror or Its Special Related Parties**

Not applicable.

**6. Policy for Addressing Basic Policy concerning Company Control**

Not applicable.

**7. Questions for Tender Offeror**

Not applicable.

**8. Request for Extension of the Tender Offer Period**

Not applicable.

**9. Future Outlook**

Please see “(2) Grounds and Reasons for the Company’s Opinion on the Tender Offer” above, as well as “(4) Prospects and Reasons for Delisting” and “(5) Policy for Organizational Restructuring after the Tender Offer (Information on the ‘Two-Step Acquisition’),” of “3. Details of, and Grounds and Reasons for, the Company’s Opinion on the Tender Offer” above.

End