

Translation

Notice: This document is an English translation of a statement written originally in Japanese. The Japanese original should be considered as the primary version.



April 28, 2026

To whom it may concern:

Company name: ITOCHU-SHOKUJIN Co., Ltd.  
Name of representative: Hitoshi Okamoto, Representative Director and President & CEO, Chief Corporate Officer (Securities code: 2692; Prime Market of the Tokyo Stock Exchange)  
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**Notice Concerning the Decision to Make a Demand for Share Cash-Out for the Company Shares by ITOCHU Corporation, Approval of the Demand for Share Cash-Out, and Delisting of the Company Shares**

As announced in the "Notice Concerning Results of Tender Offer for the Company Shares by G.K. FMDI, a Subsidiary of ITOCHU Corporation, the Parent Company of the Company, as well as a Change in the Status of Other Related Company and Major Shareholder" dated April 10, 2026, G.K. FMDI, wholly owned by ITOCHU Corporation ("ITOCHU"), the controlling shareholder (parent company) of the Company ("FMDI;" collectively with ITOCHU, the "ITOCHU Parties") conducted a tender offer (the "Tender Offer") for the common shares of the Company (the "Company Shares") from February 26, 2026. As a result of the Tender Offer, as of April 16, 2026, the date on which the settlement for the Tender Offer commenced, ITOCHU came to hold 11,425,026 Company Shares (voting rights ratio (Note): 90.05%) in aggregate, consisting of 6,656,116 Company Shares held directly by ITOCHU (voting rights ratio: 52.46%) and 4,768,910 Company Shares held indirectly through FMDI (voting rights ratio: 37.59%), and thereby became the Company's special controlling shareholder (the "Special Controlling Shareholder") as defined in the Companies Act (Act No. 86 of 2005, as amended; the same shall apply hereinafter).

(Note) "Voting rights ratio" refers to the ratio (rounded to the second decimal place) of the number of the voting rights held to the number of the voting rights (126,869 units) pertaining to the number of shares (12,686,909 shares) obtained by deducting the number of treasury shares held by the Company as of as of December 31, 2025 (33,091 shares) from the total number of issued shares of the Company as of the same date (12,720,000 shares), both as stated in the "Consolidated Financial Results for the Nine Months Ended December 31, 2025 (Under Japanese GAAP)" released by the Company on January 30, 2026 (the "Company's Financial Results"). The same shall apply hereinafter.

ITOCHU has, as a result of the completion of the Tender Offer, come to hold 90% or more of the total voting rights of the Company's shareholders, when combined with the indirect holding through FMDI, wholly owned by ITOCHU. Accordingly, as described in "(5) Policies on reorganization, etc. after the Tender Offer (matters concerning 'two-step acquisition')" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the "Notice Concerning Opinion in Favor of Tender Offer for the Company Shares by G. K. FMDI, a Subsidiary of ITOCHU Corporation, the Parent Company of the Company and Recommendation to Tender" released by the Company on February 25, 2026 (as amended by "(Amendment) Notice Concerning Amendments to the 'Notice Concerning Opinion in Favor of Tender Offer for the Company Shares by G. K. FMDI, a Subsidiary of ITOCHU Corporation, the Parent Company of the Company and Recommendation to Tender'" released on March 17, 2026 and "(Amendment) Notice Concerning Amendments to the 'Notice Concerning Opinion in Favor of Tender Offer for the Company Shares by G. K. FMDI, a Subsidiary of ITOCHU Corporation, the Parent Company of the Company and Recommendation to Tender'" released on March 26, 2026; the "Press Release on the Company's Opinion"), as part of a series of transactions (the "Transactions") to acquire all of the Company Shares (excluding the Company Shares held by the ITOCHU Parties and the treasury shares held by the Company) and take the Company Shares private, ITOCHU has today resolved to make a demand (the "Demand for Share Cash-Out") pursuant to Article 179, Paragraph 1 of the Companies Act that all shareholders of the Company (other than the ITOCHU Parties and the Company; the "Shareholders Subject to Cash-Out") sell to ITOCHU all of the Company Shares they hold (the "Shares Subject to Cash-Out").

The Company has, as of today, received from ITOCHU a notice regarding the Demand for Share Cash-Out, and at its board of directors meeting held today, resolved to approve the Demand for Share Cash-Out. Accordingly, the Company hereby announces the following.

In addition, following the approval of the Demand for Share Cash-Out, the Company Shares will meet the delisting

criteria of the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange"), and after being designated as a stock to be delisted from today until May 18, 2026, they are scheduled to be delisted as of May 19, 2026. Please also note that, after delisting, the Company Shares will no longer be tradable on the Prime Market of the Tokyo Stock Exchange.

## Details

### 1. Overview of the Demand for Share Cash-Out

#### (1) Overview of the Special Controlling Shareholder

(1) Name	ITOCHU Corporation
(2) Location	5-1 Kita-Aoyama 2-chome, Minato-ku, Tokyo
(3) Job title and name of representative	Keita Ishii, President & Chief Operating Officer
(4) Description of business	General trading company
(5) Share capital	JPY 253,448 million (as of December 31, 2025)
(6) Date of establishment	December 1, 1949
(7) Major shareholders and ownership ratios (as of September 30, 2025)	The Master Trust Bank of Japan, Ltd. (trust unit) 16.24%
	STATE STREET BANK AND TRUST COMPANY 505104 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department) 9.74%
	Custody Bank of Japan, Ltd. (trust unit) 5.32%
	Nippon Life Insurance Company 2.42%
	STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department) 2.27%
	Mizuho Bank, Ltd. 2.22%
	STATE STREET BANK WEST CLIENT - TREATY 505234 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department) 1.73%
	JP MORGAN CHASE BANK 385632 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department) 1.52%
	GOVERNMENT OF NORWAY (Standing proxy: Citibank, N.A., Tokyo Branch) 1.42%
	Asahi Mutual Life Insurance Company 1.33%
(8) Relationship between the Company and the Special Controlling Shareholder	
Capital relationship	ITOCHU directly holds 6,656,116 Company Shares (ownership ratio (Note 1): 52.46%) as of today, and the Company is its subsidiary. ITOCHU also indirectly holds 4,768,910 Company Shares (ownership ratio: 37.59%) through FMDI, wholly owned by ITOCHU, and in total holds 11,425,026 Company Shares (ownership ratio: 90.05%).
Personnel relationship	Three out of seven directors of the Company are from ITOCHU and one director of the Company holds a position of a senior operating officer of ITOCHU. Also, two out of four Audit & Supervisory Board Members of the Company are from ITOCHU, and one Audit & Supervisory Board Member of the Company holds a position of an employee of ITOCHU. In addition to the above, as of December 31, 2025, 14 employees of ITOCHU are seconded to the Company.
Business relationship	The Company Group (Note 2) and ITOCHU have transactions involving the purchase of goods, the leasing of distribution centers, the deposit of funds, and the management of receivables and payables.
Related party relationship	As the Company is a subsidiary of ITOCHU, ITOCHU and the Company mutually fall under related parties.

(Note 1) "Ownership ratio" refers to the ratio (rounded to the second decimal place) of the number of shares held to the number of shares (12,686,909 shares) obtained by deducting the number of treasury shares held by the Company as of December 31, 2025 (33,091 shares) from the total number of issued Company Shares as of

the same date (12,720,000 shares), both as stated in the Company's Financial Results; the same shall apply hereinafter.

(Note 2) "Company Group" refers to the corporate group consisting of the Company, its four subsidiaries, one affiliated company and four other related companies.

(2) Schedule for the Demand for Share Cash-Out

Date of Demand for Share Cash-Out	Tuesday, April 28, 2026
Date of the resolution by the Company's board of directors	Tuesday, April 28, 2026
Last trading date	Monday, May 18, 2026 (scheduled)
Delisting date	Tuesday, May 19, 2026 (scheduled)
Acquisition date	Thursday, May 21, 2026 (scheduled)

(3) Consideration

JPY 13,000 per common share

**2. Details of the Demand for Share Cash-Out**

The Company has received from ITOCHU, as of today, the following notice that it will make the Demand for Share Cash-Out.

(1) In the case where no Demand for Share Cash-Out is to be made to a wholly owned subsidiary of the Special Controlling Shareholder, the fact thereof and the name of such wholly owned subsidiary of the Special Controlling Shareholder (Article 179-2, Paragraph 1, Item 1 of the Companies Act)

ITOCHU will not make the Demand for Share Cash-Out to FMDI, a wholly owned subsidiary of ITOCHU, the Special Controlling Shareholder.

(2) Matters concerning the amount of money to be delivered as consideration for the Shares Subject to Cash-Out to the Shareholders Subject to Cash-Out under the Demand for Share Cash-Out and the allocation thereof (Article 179-2, Paragraph 1, Items 2 and 3 of the Companies Act)

ITOCHU will allocate and deliver money to the Shareholders Subject to Cash-Out as consideration for the Shares Subject to Cash-Out (the "Share Cash-Out Consideration") at the rate of JPY 13,000 per Share Subject to Cash-Out held by each such shareholder.

(3) Matters concerning the demand to cash out share options (Article 179-2, Paragraph 1, Item 4 of the Companies Act)

Not applicable.

(4) The date on which the Special Controlling Shareholder acquires the Shares Subject to Cash-Out (the "Acquisition Date") (Article 179-2, Paragraph 1, Item 5 of the Companies Act)

Thursday, May 21, 2026

(5) Method of securing funds for payment of the Share Cash-Out Consideration (Article 179-2, Paragraph 1, Item 6 of the Companies Act, and Article 33-5, Paragraph 1, Item 1 of the Regulations for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006, as amended; the same shall apply hereinafter))

ITOCHU intends to pay the Share Cash-Out Consideration from cash and cash equivalents held by it. ITOCHU holds cash and cash equivalents in an amount sufficient to fund the payment of the Share Cash-Out Consideration.

(6) Other transaction terms relating to the Demand for Share Cash-Out (Article 179-2, Paragraph 1, Item 6 of the Companies Act, and Article 33-5, Paragraph 1, Item 2 of the Regulations for Enforcement of the Companies Act)

The Share Cash-Out Consideration shall be delivered within a reasonable period from the Acquisition Date (inclusive), at the address of the Shareholders Subject to Cash-Out as stated or recorded in the Company's final shareholder register as of the day immediately preceding the Acquisition Date, or at such other location as the Shareholders Subject to Cash-Out have notified to the Company, in accordance mutatis mutandis with the method by which the Company delivers dividends in kind. However, the Shareholders Subject to Cash-Out to whom the Share Cash-Out Consideration is not delivered by such method will receive the Share Cash-Out Consideration at the Company's head office in the manner designated by the Company (or, if ITOCHU has designated any other location and method, at such location and by such method).

**3. Grounds and Reasons for the Decision on Approval of the Demand for Share Cash-Out**

(1) Grounds and reasons for the decision on approval

The Demand for Share Cash-Out will be made as part of the Transactions, and the Share Cash-Out Consideration has been set at the same price as the purchase price per Company Share in the Tender Offer (the "Tender Offer Price").

As described in "(IV) Decision-making process leading to and reasons for the Company's opinion in favor of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, the Company reached the conclusion, through the process and for the reasons described below, that the Transactions would contribute to the enhancement of the Company's corporate value. Accordingly, at its board of directors meeting held on February 25, 2026, the Company resolved to express its opinion in favor of the Tender Offer and to recommend that its shareholders tender their shares in the Tender Offer. This board resolution was adopted in the manner described in "(VIII) Unanimous approval of all disinterested directors of the Company and the opinion of all disinterested auditors of the Company that they have no objection" under "(4) Measures to ensure fairness and to prevent conflict of interest" below. Of the descriptions below, those relating to the ITOCHU Parties are based on explanations received from ITOCHU Parties.

(i) Background to the establishment of the previous review system

On April 11, 2025, the Company received a proposal (the "Previous Proposal") to the Company outlining the details of the Transactions and the initiatives that ITOCHU envisioned implementing after the Transactions from ITOCHU, FMDI's parent company, and on the same day, the Company responded to ITOCHU that it would establish a system for considering, negotiating, and making decisions regarding the Transactions (hereinafter, the review conducted by the Company regarding the Transactions after the receipt of the Previous Proposal until early June 2025 is referred to as the "Previous Review").

In response, in deliberating the Transactions and in consulting and negotiating with ITOCHU regarding the Transactions, given that ITOCHU is the Company's controlling shareholder (parent company), that the Transactions, including the Tender Offer, constitute a material transaction with a controlling shareholder, and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, the Company took the following measures to eliminate arbitrariness in the decision-making process for the Transactions and to ensure the fairness and transparency of the Transactions: in mid-April 2025, the Company appointed Anderson Mori & Tomotsune as its legal advisor, and SMBC Nikko Securities Inc. ("SMBC Nikko Securities") as its financial advisor, both of which are independent of the ITOCHU Group (a corporate group consisting of ITOCHU and its 186 subsidiaries and 78 affiliates, including the Company (as of September 30, 2025); the same shall apply hereinafter), excluding FMDI and the Company Group (collectively with FMDI, the "FMDI-Related Parties"), as well as the Company Group, and in early May 2025, the Company appointed Tokyo Kyodo Accounting Office as its third-party valuator independent of the FMDI-Related Parties and the Company Group. In order to ensure the fairness of the Transactions, based on the advice of such advisors, the Company immediately started to establish a system to review, negotiate and make a decision on the Transactions from a standpoint independent of the FMDI-Related Parties, and from the perspective of enhancing the corporate value of the Company and securing the interests of the Company's general shareholders. Specifically, as stated in "(i) Background to the establishment of the previous review system" under "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" below, the Company established a special committee (the "Previous Special Committee") consisting of Mr. Yasuyuki Miyasaka, Ms. Takako Okuda, and Ms. Kaoru Chujo, all of whom are Outside Directors and Independent Officers of the Company, by resolution of the extraordinary board of directors meeting held on April 21, 2025. On April 21, 2025, the Company's board of directors consulted with the Previous Special Committee on (i) whether the purpose of the Transactions is considered reasonable (including whether the Transactions would contribute to enhancing the Company's corporate value); (ii) whether the fairness and appropriateness of the terms and conditions of the Transactions (including the Tender Offer Price) are ensured; (iii) whether the fairness of the procedures regarding the Transactions is ensured; (iv) based on (i) through (iii) above, whether the Transactions are considered not disadvantageous or unfair to the Company's minority shareholders (general shareholders); and (v) whether the Company's board of directors should express an opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer (collectively, the "Previous Consultation Matters"). Furthermore, in establishing the Previous Special Committee, the Company's board of directors resolved that the decision of the Company's board of directors regarding the Transactions would be made with the utmost respect for the judgments made by the Previous Special Committee, and in particular, if the Previous Special Committee determined that the terms and conditions of the Transactions were not appropriate, the Company's board of directors would not support the Transactions. In addition, the Company's board of directors resolved that the Company would authorize the Previous Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Company's financial advisor, third-party valuator, and legal advisor (the "Advisors"); (iii) appoint its own Advisors, as necessary, in providing its report on the Previous Consultation Matters; and (iv) receive information necessary to consider and make judgments concerning the Transactions from the Company's officers and employees and such other persons as the Previous Special

Committee deemed necessary (for the method of resolving at the board of directors meeting, please see "(i) Background to the establishment of the previous review system" under "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee " under"(4) Measures to ensure fairness and to prevent conflict of interest" below).

Please note that on April 28, 2025, based on the above authority, the Previous Special Committee decided to appoint Bengoshi Hojin Kitahama Houritsu Jimusho ("Kitahama Partners") as its own legal advisor, and PLUTUS CONSULTING Co., Ltd. ("Plutus Consulting") as its own financial advisor and third-party valuator, both of which are independent of the FMDI-Related Parties and the Company Group.

In addition, at a meeting of the Previous Special Committee, the Company received approval for the appointment of Anderson Mori & Tomotsune, the Company's legal advisor, SMBC Nikko Securities, the Company's financial advisor, and Tokyo Kyodo Accounting Office, the Company's third-party valuator, after it was confirmed that there were no issues with their independence from the FMDI-Related Parties and the Company Group as well as their expertise and track record.

Furthermore, the Company established a system within the Company to deliberate, negotiate, and make decision on the Transactions (including the scope of officers and employees of the Company who would be involved in deliberations, negotiations, and decisions on the Transactions, and their duties) from a standpoint independent of the FMDI-Related Parties, and obtained the approval of the Previous Special Committee that there were no issues with such review system from the viewpoint of independence and fairness.

As outlined in "(iii) Background of review and negotiations" below, although the Previous Special Committee engaged in deliberation regarding the Transactions, on June 9, 2025, upon receiving notification from ITOCHU of its decision to discontinue discussions related to the Transactions, the Company ended the Previous Review and dissolved the Previous Special Committee.

(ii) Background to the establishment of the current review system

On December 9, 2025, following the conclusion of the Previous Review, the Company received the proposal regarding the Transactions (the "Revised Proposal") from ITOCHU, the parent company of FMDI, and decided to reconsider the Transactions. In deliberating the Transactions and in consulting and negotiating with ITOCHU regarding the Transactions, given that ITOCHU is the Company's controlling shareholder (parent company), that the "Matters to be Observed Pertaining to MBOs, etc." as set forth in Rule 441 of the Tokyo Stock Exchange's Securities Listing Regulations are applicable to the Transactions, including the Tender Offer, and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, the Company took the following measures to eliminate arbitrariness in the decision-making process for the Transactions and to ensure the fairness and transparency of the Transactions: in mid-December 2025, the Company appointed Anderson Mori & Tomotsune as its legal advisor, SMBC Nikko Securities as its financial advisor, and Tokyo Kyodo Accounting Office as its third-party valuator, all of which are independent of the FMDI-Related Parties and the Company Group. In order to ensure the fairness of the Transactions, based on the advice of such advisors, the Company immediately started to establish a system to review, negotiate and make a decision on the Transactions from a standpoint independent of the FMDI-Related Parties, and from the perspective of enhancing the corporate value of the Company and securing the interests of the Company's general shareholders. Specifically, as stated in "(ii) Background to the establishment of the current review system" under "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" below, the Company has established a special committee (the "Special Committee") consisting of Mr. Yasuyuki Miyasaka (certified public accountant; Head, Yasuyuki Miyasaka Certified Public Accountant Office; and Outside Member of Audit & Supervisory Board, Resonac Holdings Corporation), Ms. Takako Okuda (External Statutory Auditor, MTI Ltd.), and Ms. Kaoru Chujo (President and Representative Director, SoW Insight Co., Ltd.; Outside Director, Foster Electric Company, Limited; and Outside Director, Mitsubishi UBE Cement Corporation), all of whom are Outside Directors and Independent Officers of the Company, by resolution of the extraordinary board of directors meeting held on December 19, 2025 (for details of the process of consideration and decision by the Special Committee, please see "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" below). On December 19, 2025, the Company's board of directors consulted with the Special Committee on (i) whether the purpose of the Transactions is legitimate and reasonable (including whether the Transactions contribute to enhancing the Company's corporate value); (ii) whether the fairness and appropriateness of the terms and conditions of the Transactions (including the Tender Offer Price) are ensured; (iii) whether the fairness of the procedures regarding the Transactions is ensured; (iv) based on (i) through (iii) above, whether the Transactions are considered fair to the Company's general shareholders; and (v) whether the Company's board of directors should express an opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer (collectively, the "Consultation Matters"). Furthermore, in establishing the Special Committee, the Company's board of directors has resolved that the decision of the Company's board of directors regarding the Transactions will be made with the utmost respect for the judgments made by the Special Committee, and in particular, if the Special Committee determines that the terms and conditions of the

Transactions are not appropriate, the Company's board of directors will not support the Transactions. In addition, the Company's board of directors has resolved that the Company will authorize the Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Advisors; (iii) appoint its own Advisors, as necessary, in providing its report on the Consultation Matters; and (iv) receive information necessary to consider and make judgments concerning the Transactions from the Company's officers and employees and such other persons as the Special Committee deems necessary (for the method of resolving at the board of directors meeting, please see "(ii) Background to the establishment of the current review system" under "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" below). Considering that the substance of the Transactions that was the subject of consultation at the Previous Special Committee and the substance of the Transactions that is the subject of consultation at the Special Committee are the same in their main respects, that the members of the Previous Special Committee and the Special Committee are the same, and that only approximately six months have passed since the dissolution of the Previous Special Committee to the establishment of the Special Committee, it was decided that the Company and the Special Committee should conduct their deliberations while also referring to the substance of the Previous Review.

As stated in "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" below, on December 19, 2025, based on the above authority, the Special Committee decided to appoint Kitahama Partners as its own legal advisor, and Plutus Consulting as its own financial advisor and third-party valuator, both of which are independent of the FMDI-Related Parties and the Company Group.

Additionally, as described in "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" below, at a meeting of the Special Committee, the Company received approval for the appointment of Anderson Mori & Tomotsune, the Company's legal advisor, SMBC Nikko Securities, the Company's financial advisor, and Tokyo Kyodo Accounting Office, the Company's third-party valuator, after it was confirmed that there are no issues with their independence from the FMDI-Related Parties and the Company Group as well as their expertise and track record.

Furthermore, as described in "(VII) Establishment of an independent review system in the Company" under "(4) Measures to ensure fairness and to prevent conflict of interest" below, the Company has established a system within the Company to deliberate, negotiate, and make decision on the Transactions (including the scope of officers and employees of the Company who will be involved in deliberations, negotiations, and decisions on the Transactions, and their duties) from a standpoint independent of the FMDI-Related Parties, and has obtained the approval of the Special Committee that there are no issues with such review system from the viewpoint of independence and fairness.

### (iii) Background of review and negotiations

The Company established the respective systems prior to completing the Previous Review in early June 2025 (as described in "(i) Background to the establishment of the previous review system" above), and in reviewing the Transactions (as described in "(ii) Background to the establishment of the current review system" above). Based on this, and with the advice of Anderson Mori & Tomotsune, SMBC Nikko Securities, and Tokyo Kyodo Accounting Office, the Company carefully discussed and reviewed the merits or demerits of the Transactions and the appropriateness of the terms and conditions of the Transactions, while giving the utmost respect for the substance of the Special Committee's opinion.

Additionally, since receiving the Previous Proposal from ITOCHU on April 11, 2025, the Company and the Previous Special Committee engaged in continuous discussions with ITOCHU regarding the terms and conditions of the Transactions, including the Tender Offer Price. Specifically, on May 12, 2025, the Previous Special Committee asked a set of questions to ITOCHU regarding ITOCHU's views on the Company's business characteristics and external environment, the background and purpose of the Transactions, the measures to be implemented after the Transactions, and the management policies to be implemented after the Transactions, and on May 26, 2025, received written responses from ITOCHU regarding those questions. During the Previous Review, the Company did not receive a specific proposal for the Tender Offer Price from ITOCHU, and the Company did not negotiate with ITOCHU regarding the terms and conditions of the Transactions, including the Tender Offer Price.

Later on June 9, 2025, the Company received notification from ITOCHU that it would discontinue discussions regarding the Transactions. Accordingly, the Company concluded the Previous Review and dissolved the Previous Special Committee.

Subsequently, the Company received the Revised Proposal from ITOCHU on December 9, 2025, and decided to reconsider the Transactions.

Afterwards, on December 26, 2025, the Special Committee asked a set of questions to ITOCHU through the

questionnaire regarding ITOCHU's views on the Company's business characteristics and external environment, the background and purpose of the Transactions, the measures to be implemented after the Transactions, and the management policies to be implemented after the Transactions, and on January 8, 2026, it received written responses to the questions from ITOCHU. Furthermore, at a meeting of the Special Committee held on January 9, 2026, the Company and the Special Committee conducted a Q&A session with ITOCHU regarding the responses to the questions.

From January 16, 2026, the Company and the Special Committee conducted several rounds of negotiations with ITOCHU regarding the Tender Offer Price. Specifically, on January 16, 2026, the Company received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 9,611 (representing a discount of 15.40% (rounded to the second decimal place; the same shall apply hereinafter to the calculation of the rates of premiums and discounts (%)) on the closing price of the Company Shares of JPY 11,360 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a discount of 15.79% on the simple average closing price of JPY 11,413 for the most recent one month up to the same date; a discount of 7.86% on the simple average closing price of JPY 10,431 for the most recent three months up to the same date; and a discount of 7.03% on the simple average closing price of JPY 10,338 for the most recent six months up to the same date). However, on January 20, 2026, the Company and the Special Committee informed ITOCHU that the proposed price was far below a level that would warrant serious consideration of whether to recommend tendering of shares and requested a reconsideration of the Tender Offer Price. Thereafter, on January 23, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 10,046 (representing a discount of 17.59% on the closing price of the Company Shares of JPY 12,190 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a discount of 12.96% on the simple average closing price of JPY 11,542 for the most recent one month up to the same date; a discount of 5.39% on the simple average closing price of JPY 10,618 for the most recent three months up to the same date; and a discount of 3.64% on the simple average closing price of JPY 10,425 for the most recent six months up to the same date). However, on January 27, 2026, the Company and the Special Committee informed ITOCHU that they believed that the proposed price was still far short of a level that would warrant serious consideration of whether to recommend tendering of shares and requested a reconsideration of the Tender Offer Price. Thereafter, on February 2, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 10,950 (representing a discount of 0.73% on the closing price of the Company Shares of JPY 11,030 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a discount of 5.30% on the simple average closing price of the Company Shares of JPY 11,563 for the most recent one month up to the same date; a premium of 1.50% over the simple average closing price of JPY 10,788 for the most recent three months up to the same date; and a premium of 4.34% over the simple average closing price of JPY 10,495 for the most recent six months up to the same date). However, on February 2, 2026, the Company and the Special Committee informed ITOCHU that they believed that the proposed price was still far short of a level that would warrant serious consideration of whether to recommend tendering of shares and requested a reconsideration of the Tender Offer Price. Subsequently, on February 9, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 11,820 (representing a discount of 0.51% on the closing price of the Company Shares of JPY 11,880 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 2.09% over the simple average closing price of JPY 11,578 for the most recent one month up to the same date; a premium of 7.97% over the simple average closing price of JPY 10,947 for the most recent three months up to the same date; and a premium of 12.07% over the simple average closing price of JPY 10,547 for the most recent six months up to the same date). However, on February 9, 2026, the Company and the Special Committee informed ITOCHU that they believed that the proposed price was far short of a level that would warrant an expression of support for the Tender Offer and a recommendation to tender shares, considering the Company's intrinsic value and the premium levels in comparable transactions, and requested a reconsideration of the Tender Offer Price. Thereafter, on February 16, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 11,858 (representing a discount of 3.44% on the closing price of the Company Shares of JPY 12,280 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 1.46% over the simple average closing price of JPY 11,687 for the most recent one month up to the same date; a premium of 6.37% over the simple average closing price of JPY 11,148 for the most recent three months up to the same date; and a premium of 11.99% over the simple average closing price of JPY 10,588 for the most recent six months up to the same date). However, on February 16, 2026, the Company and the Special Committee conveyed to ITOCHU that the proposed price represented a discount relative to the then-current market price of the Company Shares and they believed that it would be difficult to provide an appropriate explanation to the Company's stakeholders, including its general shareholders. The Company and the Special Committee informed ITOCHU that they believed that the proposed price was far short of a level that would warrant an expression of support for the Tender Offer and a recommendation to tender shares, considering the Company's intrinsic value, premium levels in comparable transactions, and the recent trend in the market price of the Company Shares, and requested a substantial increase in the Tender Offer Price. Thereafter, on February 18, 2026, the Company and

the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,100 (representing a premium of 0.33% over the closing price of the Company Shares of JPY 12,060 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 2.86% over the simple average closing price of JPY 11,764 for the most recent one month up to the same date; a premium of 8.02% over the simple average closing price of JPY 11,202 for the most recent three months up to the same date; and a premium of 13.97% over the simple average closing price of JPY 10,617 for the most recent six months up to the same date). However, on February 19, 2026, the Company and the Special Committee conveyed to ITOCHU that the proposed price represented a discount relative to the then-current market price of the Company Shares and they believed that it would be difficult to provide an appropriate explanation to the Company's stakeholders, including its general shareholders. The Company and the Special Committee informed ITOCHU that they believed that the proposed price was far short of a level that would warrant an expression of support for the Tender Offer and a recommendation to tender shares, considering the Company's intrinsic value, premium levels in comparable transactions, the recent trend in the market price of the Company Shares, and the fact that it represented a discount to the then-current market price of the Company Shares, among other factors, and requested a substantial increase in the Tender Offer Price. Subsequently, on February 19, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,550 (representing a premium of 2.78% over the closing price of the Company Shares of JPY 12,210 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 6.49% over the simple average closing price of JPY 11,785 for the most recent one month up to the same date; a premium of 11.69% over the simple average closing price of JPY 11,236 for the most recent three months up to the same date; and a premium of 18.05% over the simple average closing price of JPY 10,631 for the most recent six months up to the same date). However, on February 20, 2026, the Company and the Special Committee informed ITOCHU that they believed that the proposed price was still short of a level that would warrant an expression of support for the Tender Offer and a recommendation to tender shares, considering the Company's intrinsic value, premium levels in comparable transactions, the recent trend in the market price of the Company Shares, and the premium relative to the market price of the Company Shares as of the proposal date, among other factors, and requested a substantial increase in the Tender Offer Price. Subsequently, on February 20, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,900 (representing a premium of 4.28% over the closing price of the Company Shares of JPY 12,370 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 9.32% over the simple average closing price of JPY 11,800 for the most recent one month up to the same date; a premium of 14.44% over the simple average closing price of JPY 11,272 for the most recent three months up to the same date; and a premium of 21.17% over the simple average closing price of JPY 10,646 for the most recent six months up to the same date). However, on February 20, 2026, the Company and the Special Committee informed ITOCHU that they believed that the proposed price was still short of a level that would warrant an expression of support for the Tender Offer and a recommendation to tender shares, considering the Company's intrinsic value, premium levels in comparable transactions, the recent trend in the market price of the Company Shares, and the premium relative to the market price of the Company Shares as of the proposal date, among other factors, and requested a further increase in the Tender Offer Price. Subsequently, on February 22, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,960 (representing a premium of 8.72% over the closing price of the Company Shares of JPY 11,920 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 10.09% over the simple average closing price of JPY 11,772 for the most recent one month up to the same date; a premium of 14.65% over the simple average closing price of JPY 11,304 for the most recent three months up to the same date; and a premium of 21.63% over the simple average closing price of JPY 10,655 for the most recent six months up to the same date) and making this proposed price the final offer. However, on February 23, 2026, the Company and the Special Committee informed ITOCHU that they believed that the proposed price was still short of a level that would warrant an expression of support for the Tender Offer and a recommendation to tender shares, considering the Company's intrinsic value, premium levels in comparable transactions, the recent trend in the market price of the Company Shares, and the premium relative to the market price of the Company Shares as of the proposal date, among other factors, and requested a further increase in the Tender Offer Price.

Subsequently, on February 24, 2026, the Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 13,000 (representing a premium of 9.06% over the closing price of the Company Shares of JPY 11,920 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 10.43% over the simple average closing price of JPY 11,772 for the most recent one month up to the same date; a premium of 15.00% over the simple average closing price of JPY 11,304 for the most recent three months up to the same date; and a premium of 22.01% over the simple average closing price of JPY 10,655 for the most recent six months up to the same date) and making this proposed price the final offer. However, on February 24, 2026, the Company and the Special Committee requested that ITOCHU reconsider the Tender Offer Price, taking into the movement of the Company's market share price during the morning session that day, in order to further consider the interests of

the general shareholders.

Thereafter, on February 24, 2026, the Company and the Special Committee received a response indicating that it would be difficult to raise the proposed final price of JPY 13,000 any further.

Consequently, on February 24, 2026, the Company and the Special Committee responded to ITOCHU indicating their acceptance of the Tender Offer Price of JPY 13,000.

In the course of the above review and negotiations, the Company considered the opinions heard from the Special Committee as well as advice from Anderson Mori & Tomotsune, SMBC Nikko Securities, and Tokyo Kyodo Accounting Office in its discussions and negotiations with ITOCHU regarding the Tender Offer Price. At that time, the Special Committee received advice from Kitahama Partners and Plutus Consulting, the advisors to the Special Committee, as needed, and exchanged opinions with the Company and its advisors, and gave confirmations and approvals, as appropriate. Specifically, the Special Committee confirmed and approved in advance the reasonableness of the substance, material assumptions, and the process of preparation of the Company's business plan (the "Business Plan"), which would constitute the basis for the valuation of the Company Shares by Tokyo Kyodo Accounting Office and Plutus Consulting. In addition, SMBC Nikko Securities, the Company's financial advisor, negotiated with ITOCHU in accordance with the negotiation policy determined upon deliberation by the Special Committee in advance. Upon receipt of each proposal from ITOCHU regarding the Tender Offer Price, SMBC Nikko Securities immediately reported to the Special Committee, and received opinions, instructions, requests, etc. from the Special Committee regarding the policy of negotiation with ITOCHU and other matters, and acted in accordance with such opinions, instructions, requests, etc.

On February 24, 2026, the Company received a written report (the "Report") from the Special Committee to the effect that (i) the Transactions will contribute to the enhancement of the Company's corporate value and the purpose of the Transactions is considered to be legitimate and reasonable; (ii) the fairness and reasonableness of the terms of the Transactions (including the Tender Offer Price) are considered to be ensured; (iii) the fairness of the procedures for the Transactions is considered to be ensured; (iv) based on (i) through (iii) above, the Transactions are considered fair to the Company's general shareholders; and (v) it is considered appropriate for the Company's board of directors to express its opinion in favor of the Tender Offer and to recommend that the Company's shareholders tender in the Tender Offer (for the details of the Report, please see Attachment 1 to the Press Release on the Company's Opinion). Please note that on February 24, 2026, the Special Committee received from Plutus Consulting a share valuation report concerning the Company Shares (the "Share Valuation Report (Plutus Consulting)") and a fairness opinion (the "Fairness Opinion") stating that the Tender Offer Price of JPY 13,000 per share is considered fair to the Company's general shareholders from a financial point of view (for the outline of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, please see "(III) Procurement by the special committee of a share valuation report and fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion).

#### (iv) Determinations

In light of this background, the Company carefully discussed and evaluated at its board of directors meeting held on February 25, 2026 whether the Transactions, including the Tender Offer, would contribute to enhancing the Company's corporate value and whether the terms and conditions of the Transactions, including the Tender Offer Price, are appropriate, based on legal advice from Anderson Mori & Tomotsune, advice from SMBC Nikko Securities, advice from Tokyo Kyodo Accounting Office, the content of the share valuation report pertaining to the Company Shares received from Tokyo Kyodo Accounting Office on February 24, 2026 (the "Share Valuation Report (Tokyo Kyodo Accounting Office)"), and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion obtained by the Special Committee on February 24, 2026, while respecting to the maximum extent the Special Committee's determinations stated in the Report.

As a result, as described below, the Company reached the conclusion that taking the Company Shares private through the Transactions, including the Tender Offer by FMDI, will maximize the value provided in all transactions, including those with retail customers and manufacturers as suppliers, thereby contributing to the enhancement of the Company's corporate value.

##### (a) Streamlining logistics and enhancing capabilities

The Company recognizes that, in the "logistics" field, the industry as a whole faces challenges such as reducing waiting times for loading/unloading and improving truck loading efficiency. Although addressing these challenges will require a collective effort across the food distribution industry, the Company's own business partners and logistics network are limited. Therefore, by making ITOCHU the hub for collaboration, it would be possible to collaborate with Both Companies' business partners and provide them with valuable logistics services, thereby establishing a robust supply chain. In addition, while the Company is focusing on strengthening its handling of frozen and chilled temperature-controlled products to enhance its product lineup, establishing an appropriate cold chain remains a challenge. The Company believes that by strengthening collaboration in "logistics" with ITOCHU as the hub, an appropriate cold chain can be established, which will lead to the expansion of the Company's low-

temperature business.

(b) Enhancing retail media capabilities

As part of its initiatives in the "information" field, the Company has been working to expand its digital signage capabilities. The Company believes that by leveraging ITOCHU's expertise and resources, which have been cultivated through the provision of extensive and flexible DX consulting services tailored to customer companies in the consumer goods and other sectors in collaboration with major management consulting firms, to provide further added value to the Company's business partners, it can differentiate itself from competitors in the food wholesale business in aspects beyond transaction prices, thereby securing a competitive advantage.

(c) Strengthening product development capabilities

In the "product development" field, the Company has focused on developing unique, high-value-added products, including "Tomin Fruits" (rapidly frozen domestic fruits meeting strict quality standards) and "Tomin Frozen Sake" (bottled unpasteurized sake rapidly frozen after bottling at the brewery), and other special event products. By leveraging "FOODATA," a DX support service developed by ITOCHU that performs market and consumer analysis by cross-referencing "product data" (covering taste, nutrition, ingredients, and other factors concerning food products) with "consumer data" (covering ID-POS (data combining product purchase data with member attributes), awareness, user reviews, and other factors), as well as ITOCHU's extensive network, for product development, it would be possible to conduct product development based on objective data, thereby further strengthening capabilities for consumer-centric product development tailored to retail industry needs.

Although the Company is currently a subsidiary of ITOCHU, it operates independently as a listed company. Consequently, its collaboration with the ITOCHU Group has been limited. However, the Company believes that the Transactions will further strengthen its collaboration with the ITOCHU Group, enabling it to achieve the abovementioned measures.

In this regard, the Company has also considered the potential dis-synergies resulting from the privatization of the Company Shares through the Transactions. The Company considered the possibility that the privatization of the Company Shares through the Transactions may adversely affect business relationships with its existing shareholders who are business partners, other than ITOCHU, due to the dissolution of capital ties with such shareholder business partners through the Transactions. However, given the strong relationships of trust that have been built through many years of business history, the Company believes that the possibility of losing business relationships after the Transactions is limited, and that any adverse effects would be minimal.

In addition, the Company recognizes that the privatization of the Company Shares through the Transactions may potentially lower the motivation of some employees who joined the Company attracted by its status as a listed company. However, the Company is confident that employees will understand that the delisting of the Company Shares through the Transactions will contribute to enhancing the Company's corporate value. The Company has also received a statement from ITOCHU that it intends to retain the Company's employees and respect the Company's current policies regarding their treatment and other personnel matters even after the Transactions. Therefore, the Company believes that the privatization of the Company Shares through the Transactions will be calmly accepted by employees.

The Company has also determined that the Tender Offer Price and other terms and conditions of the Tender Offer are appropriate, and that the Tender Offer provides the shareholders of the Company with an opportunity to sell their Company Shares under reasonable terms and conditions, due to the following reasons.

- (a) Of the results of the valuation of the Company Shares by Tokyo Kyodo Accounting Office as described in (II) Procurement by the Company of a share valuation report from an independent third-party valuator under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, the Tender Offer Price exceeds the upper limit of the range calculated under the average market share price method, exceeds the upper limit of the range calculated under the comparable listed company method, and falls within the range calculated under the discounted cash flow method (the "DCF method"), exceeding its median value (JPY 12,463; rounded to the nearest whole number).
- (b) Of the results of the valuation of the Company Shares by Plutus Consulting as described in "(III) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, the Tender Offer Price exceeds the upper limit of the range calculated under the average market share price method, falls within the range calculated under the comparable listed company method, and falls within the range calculated under the DCF method. In addition, as described in "(III) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, the Special Committee has obtained the Fairness Opinion from Plutus Consulting, which states that, from a financial perspective, it considers that the Tender Offer Price of JPY 13,000 per share is fair for the general shareholders of the Company.
- (c) The Tender Offer Price of JPY 13,000 represents a premium of 7.62% over the closing price of the Company

Shares of JPY 12,080 on the Prime Market of the Tokyo Stock Exchange as of February 24, 2026, which is the business day immediately preceding the announcement date of the implementation of the Tender Offer; a premium of 10.62% over the simple average closing price of JPY 11,752 for the most recent one month up to the same date; a premium of 14.67% over the simple average closing price of JPY 11,337 for the most recent three months up to the same date; and a premium of 21.87% over the simple average closing price of JPY 10,667 for the most recent six months up to the same date, meaning that a certain level of premium has been added. In addition, the premium attached to the Tender Offer Price based on the reference date of February 24, 2026, the business day immediately preceding the announcement date of the implementation of the Tender Offer, cannot necessarily be considered high when compared to the premium levels in the Reference Cases (Note) (the median premium in the Reference Cases is 30.24% over the closing price on the business day immediately preceding the announcement date, 32.15% over the simple average closing price for the one month prior to the announcement, 35.42% over the simple average closing price for the three months prior to the announcement, and 34.90% over the simple average closing price for the six months prior to the announcement). In this regard, the Company's market price had fluctuated in the mid-to-high JPY 9,000 yen range from October 7, 2025 until November 13, 2025, immediately prior to the news report by certain media that some shareholders of the Company had sent a letter to the Company proposing the dissolution of the parent-subsidary dual listing structure through privatization of the Company Shares by ITOCHU (the "News Report on Letter Submission"). It then surged sharply on November 14, 2025, the Date of the News Report on Letter Submission (specifically, it fluctuated by an amount equivalent to approximately 16% of the previous day's closing price (JPY 1,500; the difference between the closing price of JPY 9,300 on November 13, 2025 and the closing price of JPY 10,800 on November 14, 2025) in a single day). Despite no subsequent disclosure by the Company of any information that would significantly impact its market price, the Company's market price remained above its all-time high prior to the News Report on Letter Submission (JPY 10,950), and it cannot be entirely ruled out that the expectation of the privatization of the Company Shares resulting from the News Report on Letter Submission has been reflected to some extent in the Company's market price since November 14, 2025. The Tender Offer Price represents a premium of 39.78% over the closing price of JPY 9,300 yen on the Prime Market of the Tokyo Stock Exchange as of November 13, 2025, immediately prior to the News Report on Letter Submission; a premium of 35.76% over the simple average closing price of JPY 9,576 yen for the most recent one month up to the same date; and a premium of 29.40% over the simple average closing price of JPY 10,046 for the most recent three months up to the same date; and a premium of 29.94% over the simple average closing price of JPY 10,005 for the most recent six months up to the same date; and the premium based on the reference date of November 13, 2025, immediately prior to the announcement of this letter, is at a level comparable to the Reference Cases.

(Note) "Reference Cases" are cases cited by the Company as similar precedents, published between June 28, 2019, when the Ministry of Economy, Trade and Industry's "Fair M&A Guidelines" were announced, and January 31, 2026, where the target company recommended that shareholders tender their shares in the tender offer and the tender offer was successfully completed. Specifically, they refer to 16 cases of tender offers by parent companies to make listed subsidiaries with a market capitalization of JPY 100 billion or more, and a PBR of 1.0 or higher, wholly owned subsidiaries.

- (d) The Tender Offer Price exceeds the Company's all-time high price, including intraday highs, of JPY 12,960 (on January 20, 2026).
- (e) Measures to ensure the fairness of the Tender Offer have been taken as described in "(4) Measures to ensure fairness and to prevent conflict of interest" below and the interests of general shareholders have been secured.
- (f) After taking the above measures, the Tender Offer Price represents an increase of JPY 3,389 (35.26%) (rounded to the second decimal place) from JPY 9,611, which was the price initially proposed by ITOCHU, through negotiations in good faith with ITOCHU with substantial involvement of the Special Committee, which is independent of the FMDI-Related Parties and the Company Group.
- (g) As described in "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" below, the appropriateness of the terms and conditions of the Transactions, including the Tender Offer Price, has been determined to be ensured in the Report obtained by the Company from the Special Committee.

For the foregoing reasons, the Company, at its board of directors meeting held February 25, 2026, resolved to express an opinion in favor of the Tender Offer and to recommend that the shareholders of the Company tender their shares in the Tender Offer.

For the method of resolution at the above board of directors meeting, please see "(VIII) Unanimous approval of all disinterested directors of the Company and the opinion of all disinterested auditors of the Company that they have no objection" under "(4) Measures to ensure fairness and to prevent conflict of interest" below.

Thereafter, on April 10, 2026, the Company received a report in respect of the result of the Tender Offer from FMDI stating that 4,768,910 Company Shares had been tendered in the Tender Offer and that FMDI would purchase all such shares. As a result, as of April 16, 2026 (the commencement date of settlement for the Tender Offer), the ITOCHU Parties came to hold the Company Shares representing the voting rights ratio of 90.05%, and ITOCHU came to fall under the Company's Special Controlling Shareholder.

Following these developments, the Company has, as of today, received from ITOCHU notice that ITOCHU will make the Demand for Share Cash-Out as part of the Transactions, as described in "(5) Policies on reorganization, etc. after the Tender Offer (matters concerning 'two-step acquisition')" under "3. Details of, and

Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion.

Upon receiving such notice, the Company carefully discussed and examined whether to approve the Demand for Share Cash-Out.

As a result, by resolution adopted at its board of directors meeting held today, the Company has determined that the terms and conditions of the Demand for Share Cash-Out, including the Share Cash-Out Consideration, are reasonable, and resolved to approve the Demand for Share Cash-Out, as notified by ITOCHU based on the following considerations:

- (a) While the Demand for Share Cash-Out will be made as part of the Transactions, the Company, at the time the Tender Offer commenced, determined, through the process and for the reasons described above, that the Transactions would contribute to the enhancement of the Company's corporate value, and no special circumstances have been found that would warrant changing that determination;
- (b) The Share Cash-Out Consideration of JPY 13,000 per Share Subject to Cash-Out is the same price as the Tender Offer Price, and, as described in "(4) Measures to ensure fairness and to prevent conflict of interest" below, sufficient measures to ensure the fairness of the Transaction have been taken, and the Report dated February 24, 2026 obtained from the Special Committee also determined that the fairness of the terms for the Transactions, including the Tender Offer Price, has been secured, and accordingly, the price is considered reasonable for the Shareholders Subject to Cash-Out;
- (c) ITOCHU intends to pay the Share Cash-Out Consideration from cash and cash equivalents held by it, and ITOCHU has cash and cash equivalent in an amount sufficient to fund the payment of the Share Cash-Out Consideration. In addition, according to ITOCHU, no event has occurred, nor is any such event currently expected to occur, that would hinder the above payment. Accordingly, the method by which ITOCHU secures funds for payment of the Share Cash-Out Consideration is reasonable, and the Share Cash-Out Consideration is considered likely to be delivered;
- (d) No unreasonable issues are found with respect to the period until delivery of the Share Cash-Out Consideration and the method of payment, and therefore the transaction terms relating to the Demand for Share Cash-Out are considered reasonable;
- (e) No material change has occurred in the Company's corporate value from the commencement of the Tender Offer to the present date; and
- (f) The Special Committee established in connection with the commencement of the Tender Offer also examined the Demand for Share Cash-Out and submitted the Report dated February 24, 2026 stating that the Transactions are fair to general shareholders.

## (2) Matters concerning valuation

The Demand for Share Cash-Out will be made as the second step of the so-called two-step acquisition following the Tender Offer, and the Share Cash-Out Consideration is the same price as the Tender Offer Price. Accordingly, the Company has not obtained a new valuation report when deciding whether to approve the Demand for Share Cash-Out.

## (3) Expected delisting

As of today, the Company Shares are listed on the Prime Market of the Tokyo Stock Exchange. However, following the approval of the Demand for Share Cash-Out, the Company Shares will meet the delisting criteria of the Tokyo Stock Exchange, and after being designated as a stock to be delisted from today until May 18, 2026, they are scheduled to be delisted as of May 19, 2026. After delisting, the Company Shares will no longer be tradable on the Prime Market of the Tokyo Stock Exchange.

## (4) Measures to ensure fairness and to prevent conflict of interest

While the Demand for Share Cash-Out will be made as part of the Transactions, as the second step of the so-called two-step acquisition following the Tender Offer, as stated in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, in view of the fact that ITOCHU, the parent company of FMDI, is the controlling shareholder (i.e., parent company) of the Company whose ownership ratio in the Company Shares is 52.46% and the Transactions including the Tender Offer are subject to the "Matters to be Observed Pertaining to MBOs, etc." as set forth in Rule 441 of the Tokyo Stock Exchange's Securities Listing Regulations, and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, the ITOCHU Parties and the Company have taken the following measures to ensure fairness of the Tender Offer. The descriptions below regarding the measures taken by the ITOCHU Parties are based on the explanations provided by the ITOCHU Parties.

Since the following measures have been taken by the ITOCHU Parties and the Company as measures to ensure fairness of the Tender Offer, ITOCHU and the Company believe that the interests of the general shareholders of the Company have been adequately considered.

According to ITOCHU, as stated in "(I) Outline of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, FMDI does not own any of the Company Shares as of February 25, 2026; however, ITOCHU, the parent company of FMDI, owns 6,656,116 Company Shares (ownership ratio: 52.46%) as of

February 25, 2026, and setting the minimum number of shares to be purchased by the so-called "Majority of Minority" in the Tender Offer may make the completion of the Tender Offer unstable and may not contribute to the interests of general shareholders who wish to tender their shares in the Tender Offer. Therefore, the ITOCHU Parties have not set the minimum number of shares to be purchased by the so-called "Majority of Minority" in the Tender Offer.

(I) Procurement by ITOCHU of a share valuation report from an independent third-party valuator

According to ITOCHU, as described in "(I) Procurement by ITOCHU of a share valuation report from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, in determining the Tender Offer Price, ITOCHU requested Nomura Securities, the financial advisor independent of ITOCHU Group including ITOCHU and the Company, to calculate the value of the Company Shares and obtained the share valuation report (the "Share Valuation Report (Nomura Securities)") as of February 24, 2026. For details, please see "(I) Procurement by ITOCHU of a share valuation report from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion. Nomura Securities is not a related party of the FMDI-Related Parties or the Company Group and has no material interest in the Transactions, including the Tender Offer, that should be disclosed.

(II) Procurement by the Company of a share valuation report from an independent third-party valuator

As stated in "(II) Procurement by the Company of a share valuation report from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, in determining its opinion on the Tender Offer, the Company requested Tokyo Kyodo Accounting Office, a third-party valuator independent of the FMDI-Related Parties and the Company Group, to calculate the value of the Company Shares and received the Share Valuation Report (Tokyo Kyodo Accounting Office) on February 24, 2026. For the outline of the Share Valuation Report (Tokyo Kyodo Accounting Office), please see "(II) Procurement by the Company of a share valuation report from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion. Tokyo Kyodo Accounting Office is not a related party of the FMDI-Related Parties or the Company Group and has no material interest in the Transactions, including the Tender Offer, that should be disclosed.

(III) Advice procured by the Company from an independent law firm

As described above in "(1) Grounds and reasons for the decision on approval," the Company retained Anderson Mori & Tomotsune as its legal advisor independent from the FMDI-Related Parties and the Company Group, and has received legal advice from the firm with respect to the measures to be taken to ensure the fairness of the procedures in the Transactions, the procedures for the Transactions, the method and process of decision-making by the Company regarding the Transactions, and other matters that must be noted in making decisions.

In addition, as described above in "(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee," the Special Committee has confirmed that there is no issue regarding the independence, expertise, or performance of Anderson Mori & Tomotsune and approved its retention.

Anderson Mori & Tomotsune is not a related party of the FMDI-Related Parties or the Company Group and has no material interest in the Transactions, including the Tender Offer, that should be disclosed. The fees paid to Anderson Mori & Tomotsune in connection with the Transactions are to be calculated by multiplying the hours worked by the hourly rate, regardless of whether or not the Transactions are completed, and do not include any performance fee, which is payable subject to the completion of the Transactions and other conditions.

(IV) Establishment by the Company of an independent special committee and procurement of a written report from the committee

(i) Background to the establishment of the previous review system

As stated in "(i) Background to the establishment of the previous review system" under "(1) Grounds and reasons for the decision on approval" above, the Company established the Previous Special Committee by resolution at an extraordinary meeting of the board of directors held on April 21, 2025. Prior to the establishment of the Previous Special Committee, in order to establish a system to consider, negotiate, and make decisions regarding the Transactions from a standpoint independent of the FMDI-Related Parties or the Company Group and from the perspective of enhancing the Company's corporate value and securing the interests of the Company's general shareholders, the Company, with the advice of Anderson Mori & Tomotsune, individually informed the Outside Directors of the Company who had no material interest in the FMDI-Related Parties or the Company Group that the Company received the Previous Proposal from ITOCHU and that it was necessary to take sufficient measures to ensure the fairness of the terms and conditions of the Transactions, including the establishment of the Previous Special Committee, in conducting consideration and negotiation for the Transactions. At the same time, the Company, with the advice of Anderson Mori & Tomotsune,

confirmed the independence and qualifications of the Outside Directors of the Company who were candidates for members of the Previous Special Committee, and also confirmed that they were independent of the FMDI-Related Parties or the Company Group or did not have any material interest that was different from general shareholders in the completion or failure of the Transactions. After discussions among the Outside Directors of the Company, with the advice of Anderson Mori & Tomotsune, the Company confirmed that they had no objection, and the Company, by resolution at an extraordinary meeting of the board of directors held on April 21, 2025, appointed the following three persons as candidates for members of the Previous Special Committee: Mr. Yasuyuki Miyasaka (Outside Director and Independent Officer); Ms. Takako Okuda (Outside Director and Independent Officer); and Ms. Kaoru Chujo (Outside Director and Independent Officer) (the members of the Previous Special Committee had not been changed since its establishment, with Mr. Yasuyuki Miyasaka, an Outside Director and Independent Officer of the Company, appointed as the chairman of the Previous Special Committee by mutual vote among the committee members).

After that, as stated in "(i) Background of establishment of the previous review system" under (1) Grounds and reasons for the decision on approval" above, the Company established the Previous Special Committee by resolution at an extraordinary meeting of the board of directors held on April 21, 2025, and consulted with the Previous Special Committee on the Previous Consultation Matters. In addition, in establishing the Previous Special Committee, the Company's board of directors resolved that the Company would authorize the Previous Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of the Transactions by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Advisors; (iii) appoint its own Advisors, as necessary, in providing its report on the Previous Consultation Matters; and (iv) receive from the Company's officers and employees and such other persons as the Previous Special Committee deems necessary all information necessary to consider and make judgments concerning the Transactions.

At the above-mentioned Company's board of directors meeting, Mr. Hitoshi Okamoto, Mr. Yoshihiro Fukushima, and Mr. Masanori Omori among all nine directors at the time of such resolution were from ITOCHU, and Mr. Hiroyuki Nakamura served as an officer and employee of ITOCHU. Therefore, considering that the Company is a subsidiary of ITOCHU and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, five directors excluding these four directors deliberated and unanimously adopted the above resolution from the viewpoint of eliminating the possibility that the deliberation and resolution at the Company's board of directors meeting may be affected by these issues. In addition, all two Audit & Supervisory Board Members excluding Mr. Hideaki Nagashima, who is from ITOCHU, and Mr. Ryuta Seike, who served as an officer and employee of ITOCHU, attended the above board of directors meeting and gave their opinion that they had no objection to the above resolution.

Each member of the Previous Special Committee received a fixed remuneration for his or her services, regardless of whether or not the Transactions are completed.

The Previous Special Committee held a total of six meetings during the period from April 28, 2025 to May 29, 2025. In addition, the members of the Previous Special Committee performed their duties with respect to the Previous Consultation Matters by, among other things, reporting to and exchanging information with the other members and deliberating and making decisions by e-mail from time to time as necessary between such meetings. Specifically, the Previous Special Committee first considered matters such as independence, expertise, and performance, and then determined to appoint Kitahama Partners as its own legal advisor independent of the FMDI-Related Parties and the Company Group, and to appoint Plutus Consulting as its own financial advisor and third-party valuator independent of the FMDI-Related Parties and the Company Group on April 28, 2025. The Previous Special Committee confirmed that each of Kitahama Partners and Plutus Consulting was not a related party of the FMDI-Related Parties or the Company Group, that each of them had no material interest in the Transactions, including the Tender Offer, that should be disclosed, and that there were no other concerns with respect to the independence in the Transactions.

The Previous Special Committee also confirmed that there were no issues regarding the independence, expertise, performance, and other matters of Anderson Mori & Tomotsune, the Company's legal advisor, SMBC Nikko Securities, the Company's financial advisor, and Tokyo Kyodo Accounting Office, the Company's third-party valuator, and approved their appointment.

The Previous Special Committee also confirmed and approved that, from the perspective of independence and fairness, there was no problem with the internal system established by the Company for the consideration of the Transactions (including the scope of officers and employees of the Company who would be involved in the consideration, negotiation, and decision on the Transactions, and their duties).

The Previous Special Committee then considered measures to be taken to ensure the fairness of the procedures in the Transactions based on the legal advice received from Kitahama Partners and opinions heard from Anderson Mori & Tomotsune.

The Previous Special Committee received an explanation from, and held a question-and-answer session with, ITOCHU regarding the significance and purpose of the Transactions and the management policies after the Transactions, and other matters.

Moreover, the Previous Special Committee made written questions to, and received written responses (the "Previous Written Responses") from, the Company regarding the Company's views on the Transactions, the impact of the Transactions on the Company and its stakeholders, and other matters, and held a question-and-answer session regarding these matters.

In addition, the Previous Special Committee received explanations from the Company and holding a question-and-answer session regarding the details of the business plan, which was presented by the Company to ITOCHU during the course of the previous review, material assumptions, and the process of preparation, and confirmed the reasonableness of the business plan and approved it.

(ii) Background to the establishment of the current review system

As stated in "(ii) Background to the establishment of the current review system" under (1) Grounds and reasons for the decision on approval" above, the Company established the Special Committee by resolution at an extraordinary meeting of the board of directors held on December 19, 2025. Prior to the establishment of the Special Committee, in order to establish a system to consider, negotiate, and make decisions regarding the Transactions from a standpoint independent of the FMDI-Related Parties or the Company Group and from the perspective of enhancing the Company's corporate value and securing the interests of the Company's general shareholders, the Company has, with the advice of Anderson Mori & Tomotsune, individually informed the Outside Directors of the Company who have no material interest in the FMDI-Related Parties or the Company Group that the Company received the Revised Proposal from ITOCHU and that it is necessary to take sufficient measures to ensure the fairness of the terms and conditions of the Transactions, including the establishment of the Special Committee, in conducting consideration and negotiation for the Transactions. At the same time, the Company has, with the advice of Anderson Mori & Tomotsune, confirmed the independence and qualifications of the Outside Directors of the Company who are candidates for members of the Special Committee, and has also confirmed that they are independent of the FMDI-Related Parties or the Company Group, as well as independent with respect to the completion or failure of the Transactions. After discussions among the Outside Directors of the Company, with the advice of Anderson Mori & Tomotsune, the Company has confirmed that they have no objection, and the Company has appointed the following three persons as candidates for members of the Special Committee: Mr. Yasuyuki Miyasaka (Outside Director and Independent Officer); Ms. Takako Okuda (Outside Director and Independent Officer); and Ms. Kaoru Chujo (Outside Director and Independent Officer) (the members of the Special Committee have not been changed since its establishment, with Mr. Yasuyuki Miyasaka, an Outside Director and Independent Officer of the Company, appointed as the chairman of the Special Committee by mutual vote among the committee members).

After that, as stated in "(1) Grounds and reasons for the decision on approval" above, the Company established the Special Committee by resolution at an extraordinary meeting of the board of directors held on December 19, 2025, and consulted with the Special Committee on the Consultation Matters. In addition, in establishing the Special Committee, the Company's board of directors has resolved that the Company will authorize the Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of the Transactions by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Advisors; (iii) appoint its own Advisors, as necessary, in providing its report on the Consultation Matters; and (iv) receive from the Company's officers and employees and such other persons as the Special Committee deems necessary all information necessary to consider and make judgments concerning the Transactions.

At the above-mentioned Company's board of directors meeting, Mr. Hitoshi Okamoto and Mr. Yoshihiro Fukushima among all seven directors are from ITOCHU, and Mr. Hiroyuki Nakamura served as an officer and employee of ITOCHU. Therefore, considering that the Company is a subsidiary of ITOCHU and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, four directors excluding these three directors deliberated and unanimously adopted the above resolution from the viewpoint of eliminating the possibility that the deliberation and resolution at the Company's board of directors meeting may be affected by these issues. In addition, all two Audit & Supervisory Board Members excluding Mr. Hideaki Nagashima, who is from ITOCHU, and Mr. Ryuta Seike, who served as an officer and employee of ITOCHU, attended the above board of directors meeting and have given their opinion that they have no objection to the above resolution.

Each member of the Special Committee will receive no remuneration for serving as a member of the Special Committee.

(iii) Background of consideration

The Special Committee held a total of 16 meetings during the period from December 19, 2025 to February 24, 2026. In addition, the members of the Special Committee performed their duties with respect to the Consultation Matters by, among other things, reporting to and exchanging information with the other members and deliberating and making decisions by e-mail from time to time as necessary between such meetings. Specifically, the Special Committee first considered matters such as independence, expertise, and performance,

and then determined to appoint Kitahama Partners as its own legal advisor independent of the FMDI-Related Parties and the Company Group, and to appoint Plutus Consulting as its own financial advisor and third-party valuator independent of the FMDI-Related Parties and the Company Group on December 19, 2025. The Special Committee has confirmed that each of Kitahama Partners and Plutus Consulting is not a related party of the FMDI-Related Parties or the Company Group, that each of them has no material interest in the Transactions, including the Tender Offer, that should be disclosed, and that there are no other concerns with respect to the independence in the Transactions.

The Special Committee has also confirmed that there are no issues regarding the independence, expertise, performance, and other matters of Anderson Mori & Tomotsune, the Company's legal advisor, SMBC Nikko Securities, the Company's financial advisor, and Tokyo Kyodo Accounting Office, the Company's third-party valuator, and approved their appointment.

The Special Committee has also confirmed and approved that, from the perspective of independence and fairness, there is no problem with the internal system established by the Company for the consideration of the Transactions (including the scope of officers and employees of the Company who will be involved in the consideration, negotiation, and decision on the Transactions, and their duties).

The Special Committee then considered measures to be taken to ensure the fairness of the procedures in the Transactions based on the legal advice received from Kitahama Partners and opinions heard from Anderson Mori & Tomotsune.

The Special Committee received explanations from, and held a question-and-answer session with, ITOCHU regarding the significance and purpose of the Transactions, the management policies after the Transactions, and other matters.

Moreover, the Special Committee also has verbally confirmed with the Company that, since the Company's Previous Written Responses, there have been no material updates regarding the Company's views on the Transactions, the impact of the Transactions on the Company and its stakeholders, and other matters. Further, when ITOCHU provided explanations regarding the significance and purpose of the Transactions, the management policies after the Transactions, and other matters, and during the subsequent question-and-answer session, the Special Committee has verbally reconfirmed the Company's views on the Transactions.

In addition, the Special Committee has, after receiving explanations from the Company and holding a question-and-answer session, confirmed the reasonableness of the substance, material assumptions, and the process of preparation of the Business Plan and approved the same. Thereafter, as described in "(II) Procurement by the Company of a share valuation report from an independent third-party valuator" and "(III) Procurement by the special committee of a share valuation report and fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, Plutus Consulting and Tokyo Kyodo Accounting Office calculated the value of the Company Shares based on the contents of the Business Plan. The Special Committee received explanations from Plutus Consulting and Tokyo Kyodo Accounting Office regarding the valuation methods they used to calculate the value of the Company Shares, the reasons for adopting such valuation methods, the details of the valuation based on each such valuation method, and the material assumptions, and has confirmed the reasonableness of these matters through a question-and-answer session and through deliberation and consideration.

As described in "(III) Procurement by the special committee of a share valuation report and fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, the Special Committee has obtained the Fairness Opinion from Plutus Consulting, and, in connection therewith, received explanations from Plutus Consulting regarding the procedures for issuing the Fairness Opinion and held a question-and-answer session.

The Special Committee, upon each receipt of a proposal from ITOCHU with respect to the Tender Offer Price, received timely reports from SMBC Nikko Securities, the Company's financial advisor, on the proposal's contents and the progress of negotiations. Based on the legal advice received from Kitahama Partners, advice received from Plutus Consulting, and opinions heard from Anderson Mori & Tomotsune, SMBC Nikko Securities, and Tokyo Kyodo Accounting Office, the Special Committee deliberated and considered the relevant matters and provided necessary opinions on the Company's negotiation policy, as appropriate, approved the policy after holding a question-and-answer session, and provided instructions and requests regarding negotiations with the ITOCHU Parties.

As a result, on February 24, 2026, the Company received a proposal from ITOCHU that included the Tender Offer Price of JPY 13,000 per share and, consequently, the Tender Offer Price was increased from ITOCHU's initial offer of JPY 9,611 to JPY 13,000.

The Special Committee received several explanations from Anderson Mori & Tomotsune, the Company's legal advisor, and SMBC Nikko Securities, the Company's financial advisor, regarding the drafting of press releases and related documents, and, after holding question-and-answer sessions, confirmed that substantial disclosure of information would be made.

Based on the above, and taking into consideration the legal advice received from Kitahama Partners and the advice from a financial perspective and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion received from Plutus Consulting, the Special Committee carefully discussed and considered the Consultation Matters. As a result, on February 24, 2026, the Special Committee submitted the Report to the Company's board of directors with the unanimous consent of all members. For the details of the Report, please see Attachment 1 to the Press Release on the Company's Opinion.

(V) Procurement by the special committee of a share valuation report and fairness opinion from an independent third-party valuator

As stated in "(III) Procurement by the special committee of a share valuation report and fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, in considering the Consultation Matters, the Special Committee appointed Plutus Consulting, a financial advisor and third-party valuator independent of the FMDI-Related Parties and the Company Group, to calculate the share value of the Company and to provide advice from a financial perspective, including advice on the negotiation policy with the FMDI, and procured the Share Valuation Report (Plutus Consulting) and the Fairness Opinion on February 24, 2026. For the outline of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, please see "(III) Procurement by the special committee of a share valuation report and fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion. Plutus Consulting is not a related party of the FMDI-Related Parties or the Company Group and has no material interest in the Transactions, including the Tender Offer, that should be disclosed.

(VI) Advice procured by the special committee from an independent law firm

As stated in "(1) Grounds and reasons for the decision on approval" above, the Special Committee appointed Kitahama Partners as a legal advisor independent of the FMDI-Related Parties and the Company Group, to provide legal advice with respect to measures to be taken to ensure fairness of the procedures in the Transactions and the Special Committee's consideration and deliberation of the Consultation Matters.

Kitahama Partners is not a related party of the FMDI-Related Parties or the Company Group and has no material interest in the Transactions, including the Tender Offer. The fees paid to Kitahama Partners are to be calculated by multiplying the hours worked by the hourly rate, regardless of whether the Transactions are completed, and do not include any performance fee payable upon completion of the Transactions.

(VII) Establishment of an independent review system in the Company

As described in "(1) Grounds and reasons for the decision on approval" above, the Company has established a system within the Company to consider, negotiate, and make judgments concerning the Transactions in a position independent of the FMDI-Related Parties. Specifically, the Company established a project team consisting of five employees to consider the Transactions and to engage in discussions and negotiations with ITOCHU upon receipt of the Revised Proposal on December 9, 2025. The members of the project team must consist exclusively of employees of the Company, who do not simultaneously serve as officers or employees of any of the companies of the FMDI-Related Parties and who have not, in principle, in the past served as officers or employees of any of the companies of the FMDI-Related Parties, which requirement is still applicable. One of the members of the project team was formerly employed by ITOCHU, but not less than three years have passed since he transferred to the Company, and he does not simultaneously serve as an officer or employee of the FMDI-Related Parties. In addition, he has been involved in the Company's budget control and preparation of management plans as the Executive General Manager of the Finance & Accounting Division and the Chief Executive of the Administration & Management Group and is familiar with the Company's quantitative analysis. He is indispensable and irreplaceable in the consideration of the Transactions (including the preparation of the Business Plan that forms the basis for the valuation of the shares of the Company). Therefore, in light of the establishment of the independent special committee and the measures taken to ensure fairness, he has joined the project team.

In addition, the Company has obtained the Special Committee's approval that there is no issue regarding the independence or fairness of the review system for the Transactions established within the Company including the treatment described above (including the scope and functions of the officers and employees of the Company who are involved in the consideration, negotiation, and determination of the Transactions).

(VIII) Unanimous approval of all disinterested directors of the Company and the opinion of all disinterested auditors of the Company that they have no objection

Based on the legal advice from Anderson Mori & Tomotsune, the advice from SMBC Nikko Securities, the advice from Tokyo Kyodo Accounting Office, the content of the Share Valuation Report (Tokyo Kyodo Accounting Office), and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion procured by the Special Committee and with the utmost respect for the judgments made by the Special Committee in the Report, the Company carefully discussed and considered whether the corporate value of the Company will

increase through the Transactions, including the Tender Offer by FMDI, and whether the terms and conditions of the Transactions, including the Tender Offer Price, are reasonable. As a result, as described in "(1) Grounds and reasons for the decision on approval" above, the Company resolved at its board of directors meeting held on February 25, 2026 that the Company would express its opinion in favor of the Tender Offer and will recommend its shareholders to tender their shares in the Tender Offer.

At the above-mentioned Company's board of directors meeting, among all seven directors of the Company, Mr. Hitoshi Okamoto and Mr. Yoshihiro Fukushima are from ITOCHU, and Mr. Hiroyuki Nakamura currently serves as an officer or employee of ITOCHU. Therefore, considering that the Company is a subsidiary of ITOCHU and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, four directors excluding these three directors deliberated and unanimously adopted the above resolution from the viewpoint of eliminating the possibility that the deliberation and resolution at the Company's board of directors meeting may be affected by these issues. In addition, both of the two Audit & Supervisory Board Members, except Mr. Hideaki Nagashima, who is from ITOCHU, and Mr. Ryuta Seike, who currently serves as an officer or employee of ITOCHU, attended the above-mentioned board of directors meeting, and both of the two Audit & Supervisory Board Members present at the meeting expressed their opinion that they have no objection to the above resolution.

Considering that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, three directors of the Company: Mr. Hitoshi Okamoto, Mr. Yoshihiro Fukushima, and Mr. Hiroyuki Nakamura, and two Audit & Supervisory Board Members of the Company: Mr. Hideaki Nagashima and Mr. Ryuta Seike did not participate in any of the deliberations and resolutions of the board of directors meetings regarding the Transactions, including the above-mentioned board of directors meeting, nor did they participate in the discussions and negotiations of the Transactions in a position to represent the Company from the viewpoint of eliminating the possible effects of the said issues.

#### (IX) No deal protection clause

The ITOCHU Parties and the Company have not agreed to any deal protection clause that prohibits the Company from contacting any offeror other than FMDI (the "Competing Acquisition Offeror") with respect to the Company Shares or made any other agreement on any matter that would restrict Competing Acquisition Offerors from contacting the Company, and have been mindful of ensuring fairness in the Tender Offer by not preventing any opportunity for a competing offer.

#### (X) Measures to ensure that the Company's shareholders have the opportunity to make an appropriate decision on whether to tender their shares in the Tender Offer

According to the ITOCHU, as stated in "(5) Policies on reorganization, etc. after the Tender Offer (matters concerning "two-step acquisition")" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Press Release on the Company's Opinion, the ITOCHU Parties clarify that (i) they plan to request, promptly after settlement after the Tender Offer is completed, (x) that the Company approve the Demand for Share Cash-Out, or (y) that the Company hold an extraordinary shareholders' meeting with agenda items that include implementation of the Share Consolidation and a partial amendment of the Articles of Incorporation to abolish the provisions on share unit numbers subject to effectuation of the Share Consolidation, depending on the number of shares to be obtained by FMDI due to completion of the Tender Offer, and not adopt any method that does not secure the right to request the purchase of shares or the right to request a determination of the price of the shares of the Company's shareholders; and (ii) when the Demand for Share Cash-Out or a share consolidation of the Company Shares (the "Share Consolidation") is conducted, the amount of money to be delivered to the relevant Company's shareholders in exchange will be calculated so that it will be the same price obtained by multiplying the Tender Offer Price by the number of the Company Shares held by each of the shareholders (excluding the ITOCHU Parties and the Company); therefore, the ITOCHU Parties have secured opportunities for the Company's shareholders to appropriately decide whether or not to tender their shares in the Tender Offer, and thereby have given consideration not to put strong pressure on the shareholders to tender their shares in the Tender Offer.

In addition, while the minimum period of purchase in a tender offer set forth in relevant laws and regulations is 20 business days, FMDI has set the Tender Offer Period as 30 business days, which is comparatively long in light of the minimum period set forth in relevant laws and regulations. By setting a comparatively long Tender Offer Period, the ITOCHU Parties have intended to secure opportunities for the Company's shareholders to appropriately decide whether or not to tender their shares in the Tender Offer, and thereby have ensured the fairness of the Tender Offer Price.

#### **4. Future Outlook**

Following the Company's decision to approve the Demand for Share Cash-Out, the planned management structure of the Company, as well as its policies, plans, and other matters, are expected to be discussed and considered between the Company and ITOCHU going forward.

#### **5. Matters concerning MBOs, etc.**

- (1) Compliance with guidelines concerning measures to protect minority shareholders in transactions, etc. with controlling shareholders

ITOCHU is the controlling shareholder (parent company) of the Company. Accordingly, the Transactions, including the approval of the Demand for Share Cash-Out, are subject to the "Matters to be Observed Pertaining to MBOs, etc." as set forth in Rule 441 of the Tokyo Stock Exchange's Securities Listing Regulations. In its corporate governance report disclosed on June 20, 2025, the Company stated the following as its "Guidelines Concerning Measures to Protect Minority Shareholders in Transactions, etc. with Controlling Shareholders:" "Matters related to nominations, remuneration, and overall governance are deliberated and examined by the Governance Committee, an advisory body to the Board of Directors, which is composed of a majority of independent outside directors and also fulfills the role of the special committee required by Supplementary Principle 4.8 (iii) of the Corporate Governance Code. Matters related to overall governance include "matters related to the policy and substance of transactions between related parties." The Governance Committee conducts annual deliberations and examinations of transactions between related parties, confirms that the various terms of such transactions are appropriate, and reports its conclusions to the Board of Directors." In connection with the Transactions, including the approval of the Demand for Share Cash-Out, the Company has taken measures to address structural conflict of interest and to ensure fairness of the terms and conditions of the Transactions, including the Tender Offer Price, as described in "(4) Measures to ensure fairness and to prevent conflict of interest" under "3. Grounds and Reasons for the Decision on Approval of the Demand for Share Cash-Out" above. The Company believes that such measures comply with the above-mentioned guidelines.

- (2) Matters concerning measures to ensure fairness and to avoid conflict of interest

Please see "(4) Measures to ensure fairness and to prevent conflict of interest" under "3. Grounds and Reasons for the Decision on Approval of the Demand for Share Cash-Out" above.

- (3) Opinion of the Special Committee regarding the fact that the transactions, etc. are fair to the general shareholders

On February 24, 2026, the Company procured the Report from the Special Committee to the effect that the Transactions are fair to the general shareholders of the Company. For the details of the Report, please see Attachment 1 to the Press Release on the Company's Opinion.

The Report also serves as an opinion that it is fair to the general shareholders of the Company for ITOCHU to take the Company Shares private through the Demand for Share Cash-Out.

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