

October 15, 2025

Company name	NIHON CHOUZAI Co., Ltd.
Company representative	Kazunori Ogi, President and CEO
Securities code	3341; Tokyo Stock Exchange Prime Market
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Notice Regarding the Convening of an Extraordinary General Meeting of Shareholders Pertaining to Share Consolidation, Abolishment of Provisions for Number of Shares Constituting One Share Unit, and Partial Amendment of the Articles of Incorporation

NIHON CHOUZAI Co., Ltd. (the “Company”) hereby announces that at a meeting of its Board of Directors convened on October 15, 2025, it resolved, as set forth below, to convene an extraordinary general meeting of shareholders (“Extraordinary General Meeting of Shareholders”) on November 18, 2025 and to submit proposals to the Extraordinary General Meeting of Shareholders regarding consolidation of shares, abolition of provisions specifying the number of shares constituting one unit, and partial amendment of the Articles of Incorporation.

Please note that as a result of the foregoing procedures, the common shares of the Company (“Company Shares”) will meet the delisting criteria of Tokyo Stock Exchange, Inc. (“TSE”). Accordingly, the Company Shares are expected to be designated as securities to be delisted from November 18, 2025 to December 18, 2025, and then be delisted on December 19, 2025. Please note that after the delisting, the Company Shares cannot be traded on the TSE Prime Market.

- I. Date and Location of the Extraordinary General Meeting of Shareholders
 1. Date: Tuesday, November 18, 2025, 10:00 am
 2. Location: Station Conference Tokyo, 5th Floor Conference Room, Sapia Tower, 1-7-12 Marunouchi, Chiyoda-ku, Tokyo
- II. Agenda Items for the Extraordinary General Meeting of Shareholders
Proposals:
Proposal 1: Share Consolidation
Proposal 2: Partial Amendment of the Articles of Incorporation

III. Share Consolidation

1. Purpose and Reasons for Share Consolidation

As announced in the “Notice Regarding Expression of Opinion in Support of, and Recommendation to Tender Shares in, the Tender Offer for Company Shares by AP86 Co., Ltd.” published by the Company on July 31, 2025 (“Opinion Expressing Press Release”), AP86 Co. Ltd. (“Tender Offeror”) decided on July 31, 2025 to commence a tender offer for all Company Shares (excluding the Company’s treasury shares and the Company Shares owned by K.K. Max Planning (“MP”); hereinafter, “Shares Subject to Tender Offer”) as part of a series of transactions (“Transaction”) aimed at acquiring all of the Shares Subject to Tender Offer in order to make Tender Offeror and MP the Company’s sole shareholders and delist the Company Shares. With respect to MP, an asset management company whose shares are owned by Mr. Hiroshi Mitsuhashi, the founder of the Company, with 4,096 shares (percentage of the total number of issued shares of MP: 57.72%), Ms. Yoko Mitsuhashi, a relative of Mr. Hiroshi Mitsuhashi, with 1,500

shares (percentage of the total number of issued shares of MP: 21.14%), and Ms. Keiko Yo, with 1,500 shares (percentage of the total number of issued shares of MP: 21.14%) (the three owners of MP shares, collectively, “MP Shareholders”) and which is also the Company’s second-largest shareholder, with 5,840,000 Company Shares (ownership ratio (Note 1): 19.48%; “Non-Tendered Shares”), on July 31, 2025, Tender Offeror as part of the Transaction executed a share transfer agreement concerning the transfer of all shares of MP (“MP Shares”) (“Share Transfer Agreement”) with MP Shareholders and a tender offer non-tendering agreement (“Non-Tendering Agreement”) with MP. Under these agreements, it was agreed that: (i) upon completion of the Squeeze-out Procedures (as defined below), Tender Offeror will acquire the MP Shares from MP Shareholders, (ii) the Non-Tendered Shares held by MP will not be tendered in the Tender Offer, (iii) if the Tender Offer is completed successfully, they will vote in favor of the proposals relating to the series of procedures for making Tender Offeror and MP the Company’s sole shareholders and delisting the Company shares (“Squeeze-out Procedures”) and provide necessary cooperation for the implementation of the Squeeze-out Procedures. Tender Offeror intends, after receiving the MP Shares under the Share Transfer Agreement, to ultimately make the Company a direct, wholly-owned subsidiary through an absorption-type merger in which Tender Offeror will be the surviving company and MP will be the extinguished company.

(Note 1) “Ownership ratio of voting rights” means the ratio with respect to 29,986,179 shares, which is the Company’s total issued shares (31,048,000 shares) as of June 30, 2025 as stated in the “Summary of Consolidated Financial Results for the First Quater of the Fiscal Year Ending March 31, 2026 [Japanese GAAP]” (“Company Summary of Consolidated Financial Results for the First Quater of the Fiscal Year Ending March 31, 2026”) published by the Company on July 31, 2025, *less* the Company’s treasury shares (1,061,821 shares) as of June 30, 2025 as stated in the Company Summary of Consolidated Financial Results for the First Quater of the Fiscal Year Ending March 31, 2026 (this excludes the 108,893 Company Shares held in the trust account for the stock grant trust (“Stock Grant Trust Shares”) established for the performance-linked stock compensation plan covering directors (excluding directors who are also Audit and Supervisory Committee members, outside directors and non-residents of Japan) and executive officers (excluding non-residents of Japan); hereinafter the same in relation to the number of the Company’s treasury shares) (“Total Number of Issued Shares After Deducting Treasury Shares”). In the calculation of this percentage, numbers are rounded down to the second decimal place; hereinafter the same is used for the calculation of ownership ratios.

As announced in the “Notice Regarding the Results of the Tender Offer for Company Shares by AP86 Co., Ltd., and Changes to Parent Company, the Major Shareholder That Is the Largest Shareholder, Major Shareholders, and Controlling Shareholders (Excluding Parent Company)” (“Tender Offer Results Press Release”) published by the Company on September 17, 2025, Tender Offeror carried out the Tender Offer for a purchase etc. period from August 1, 2025 until September 16, 2025 (“Tender Offer Period”), resulting in its owning 21,829,548 Company Shares (ownership ratio of voting rights (Note 2): 72.80%) as of September 17, 2025, the commencement date of settlement for the Tender Offer.

(Note 2) “Ownership ratio of voting rights” was calculated using the number of voting rights (299,861 voting rights) attached to the Total Number of Issued Shares After Deducting Treasury Shares (29,986,179 shares) as the denominator, with the result rounded down to the second decimal place; hereinafter the same applies.

As explained in “[iii] The Decision-Making Process Leading to the Company’s Support of the Tender Offer; Reasons” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, on February 14, 2025, the Company commenced the bid process consisting of the first bid process whereby it requested proposals concerning the Transaction (the “First Bid Process”) and the second bid process for the purpose of

determining the final candidates for the Transaction (the “Second Bid Process”; collectively with the First Bid Process, the “Bid Process”), and conducted bidding procedures including due diligence on multiple candidates and discussions with each candidate. As a result of comprehensive consideration of the details of the proposal submitted by each candidate, on June 18, 2025, the Company commenced discussions and investigations (including negotiations concerning the final tender offer price) regarding implementation of the Transaction with Tender Offeror, which presented a final proposal with the most favorable content among all the candidates. After the Company selected Tender Offeror, the Company provided explanation to Mr. Hiroshi Mitsuhashi, Mr. Yosuke Mitsuhashi, Ms. Yoko Mitsuhashi, Ms. Keiko Yo and MP (the “Mitsuhashis etc.”) and confirmed that the Mitsuhashis etc. had no objection.

The Company expects that in the Transaction, the candidate that is finally selected and the Mitsuhashis etc. including Mr. Hiroshi Mitsuhashi and Mr. Yosuke Mitsuhashi, who are the Company’s controlling shareholders, will carry out a sale of Company Shares, and that the interests of the Mitsuhashis etc. and the Company’s general shareholders may not be necessarily aligned. In light of this, as discussed in “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” below, in order to eliminate any arbitrariness in the Company’s decision-making regarding the Transaction and the process of selecting a candidate in the Bid Process and to enhance corporate value and protect the interests of general shareholders, on January 31, 2025, prior to commencement of the First Bid Process, the Company established a Special Committee (defined in “[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee” of “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” below; hereinafter the same), and has consulted with the Special Committee on the fairness and validity of procedures relating to the Transaction. In addition, after implementing the measures set forth in “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” below, in light of the content of the stock valuation report submitted on July 30, 2025 by Yamada Consulting Group Co., Ltd. (“Yamada Consulting”) (the “Stock Valuation Report (Yamada Consulting)”), the third-party calculation agency selected by the Company, as well as the legal advice received from Nishimura & Asahi (Gaikokuho Kyodo Jigyo) (“Nishimura & Asahi”), the Company’s legal advisor, and the advice received from a financial perspective from Mizuho Securities Co., Ltd. (“Mizuho Securities”) and Yamada Consulting, and while giving maximum deference to the content of the report submitted by the Special Committee on July 31, 2025 (the “Report”), the Company conducted careful discussions and investigation concerning the Transaction from the perspectives of whether it would increase the Company’s corporate value and whether the Transaction would be carried out through fair procedures, thus securing the interests that should be enjoyed by shareholders.

That is, the Company comprehensively evaluated final proposals (the “Final Proposals”) received from three of the Second Round Candidates comprehensively, from multiple perspectives, including valuation of the Company Shares, the tender offer price, the transaction structure, funding capacity and financing assumptions, post-transaction management strategies such as growth strategies and support frameworks, management policies such as employee treatment and governance systems, necessary procedures such as obtaining clearances under competition laws and other applicable laws and regulations, the certainty of executing the Transaction, and the maximization of the interests of general shareholders. As a result, the Company reached the conclusion that the proposal submitted by funds that receive investment-related services from Advantage Partners, Inc. (“AP”) or are managed or operated by AP’s affiliate companies (“AP Fund”) is the most favorable and that implementing the Transaction with AP Fund would contribute to enhancing the Company’s corporate value in the future. More specifically, in the proposal from AP Fund, (a) the stock valuation and tender offer price were the highest compared to those offered by the other Second Round Candidates, (b) the Transaction structure provides the Company’s general shareholders with a reasonable

opportunity to sell their shares at a price with an appropriate premium, (c) the funding capacity and financing assumptions are beneficial compared to the financing assumptions presented by the other Second Round Candidates, (d) the Company has determined that the proposed management strategies after the Transaction including growth strategies and the support structures for those strategies are based on a deep understanding of the Company and its business and are supported by AP Fund's knowledge and resources as well as AP Fund's strong commitment to the Japanese market and extensive track record, (e) regarding the treatment of employees, governance structure, and other aspects of management policies, it is expected that the same treatment of Company Group employees would be continued and stock option plans would be introduced for officers and employees, and it was determined that the proposal was more favorable than the proposals of the other Second Round Candidates, and (f) specific measures are presented for procedures such as obtaining clearance pursuant to competition law and other applicable laws and regulations and a legally-binding proposal not contingent on the implementation of additional due diligence has been made, making it superior in terms of certainty of implementation of the Transaction, and therefore, the Company determined that the proposal presented by AP Fund is the most favorable, and on June 18, 2025, the Company commenced discussions and investigations regarding execution of the Transaction with Tender Offeror and subsequently engaged in repeated discussions and negotiations. After the Company selected the Tender Offeror, the Company provided explanation to the Mitsuharas etc. and confirmed that the Mitsuharas etc. had no objection.

In addition, the Company has determined, based on the following points, that since the purchase price of 3,927 yen per one Company Share (the "Tender Offer Price") is an appropriate price for securing the interests to be enjoyed by the Company's general shareholders, and the other terms and conditions of the Tender Offer are fair, the Tender Offer will provide a reasonable opportunity for the Company's general shareholders to sell their Company Shares at a price with an appropriate premium.

- (a) The price was proposed through implementation of the Bid Process and was exposed to competitive principles among multiple candidates (and, of the proposed prices, the proposed price presented by AP fund was the highest).
- (b) The price was agreed upon as a result of adequate and repeated negotiations with Tender Offeror with substantive participation by the Special Committee after the Company took adequate measures to ensure the fairness of the transaction conditions relating to the Transaction including the Tender Offer Price, as set forth in "(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest" of "3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation" below.
- (c) Of the results of the calculation of the price of Company Shares by Yamada Consulting in the Stock Valuation Report (Yamada Consulting), described in "[i] Obtaining Stock Valuation Report from a Third-Party Calculation Agency Independent from the Company" in "(3) Matters Concerning Calculations" of the Opinion Expressing Press Release, the price exceeds the upper range of the valuations calculated using the market price method and the comparable companies method and falls within the range of valuations calculated using the discounted cash flow method ("DCF Method") and exceeds the median of such range. Further, of the results of the calculation of the price of Company Shares by Plutus Consulting Co., Ltd. ("Plutus"), described in "[ii] Obtaining by the Special Committee of a Stock Valuation Report from an Independent Third-Party Calculation Agency" in "(3) Matters Concerning Calculations" of the Opinion Expressing Press Release, the price exceeds the upper range of the valuations calculated using the market price method, the comparable companies method and the DCF Method.
- (d) The price represents a premium of 163.56% over the closing price of 1,490 yen for the Company Shares on the TSE on March 31, 2025, the business day before April 1, 2025 (the date on which speculative reports concerning the Transaction involving Company Shares were made by certain news media (the "Speculative Reports"), which triggered fluctuations in the price of the Company Shares); a premium of 172.52% (rounded down to the second decimal place; hereinafter the same applies to figures for the premium (%) over share

prices) over the simple average closing price of 1,441 yen (rounded down to the nearest whole number; hereinafter the same applies to simple average closing prices (yen)) over the one month prior to such date; a premium of 181.51% over the simple average closing price of 1,395 yen over the three months prior to such date; and a premium of 180.50% over the simple average closing price of 1,400 yen over the six months prior to such date. It also represents a premium of 9.08% over the closing price of 3,600 yen of the Company Shares on the TSE on July 30, 2025, the business day prior to announcement of implementation of the Tender Offer by the Company; a premium of 21.05% over the simple average closing price of 3,244 yen over the one month prior to such date; a premium of 23.34% over the simple average closing price of 3,184 yen over the three months prior to such date; and a premium of 60.42% over the simple average closing price of 2,448 yen over the six months prior to such date. Under circumstances where it is reasonable to hold the view that the share price following the Speculative Reports was impacted to a considerable degree by expectations etc. regarding the Transaction arising from the Speculative Reports, the share price prior to the Speculative Reports is used as a reference, the Tender Offer Price represents a premium that significantly exceeds the premium levels in the 123 cases of tender offers announced between June 28, 2019, the date of announcement of the “Fair M&A Guidelines” by the Ministry of Economy, Trade and Industry, and March 31, 2025 (excluding tender offers by parent companies for subsidiaries or affiliates, management buyouts (MBOs), tender offers where the tender offer price was lower than the closing price on the day prior to announcement, and tender offers that did not conclude successfully) (average premiums (48.73%, 49.96%, 52.49%, 54.28%) and median premiums (38.99%, 38.46%, 42.34%, 44.71%) over the closing price on the day preceding the date of announcement, the simple average closing price for the most recent month, the simple average closing price for the most recent three months, and the simple average closing price for the most recent six months, respectively).

- (e) In the Transaction, the amount of money to be delivered to shareholders as consideration in the Squeeze-out Procedures is planned to be calculated such that it equals the price obtained by multiplying the Tender Offer Price by the number of Company Shares owned by each shareholder (excluding the Company, Tender Offeror, and MP), and therefore, due consideration has been given to ensure the general shareholders are afforded an opportunity to make an informed judgment regarding whether to tender their shares in the Tender Offer, thereby avoiding any coerciveness.
- (f) The Transaction adopts a structure whereby Tender Offeror will conduct the Tender Offer for Company Shares other than the Non-Tendered Shares while indirectly acquiring the Non-Tendered Shares by receiving the transfer of the MP Shares from MP Shareholders. The transfer price for the MP Shares to be paid to MP Shareholders (the “MP Shares Transfer Price”) is set as the amount (22,933,680,000 yen) obtained by multiplying MP’s shareholdings (5,840,000 shares) by the Tender Offer Price (3,927 yen), without the addition of the amount of money and deposits that MP holds as of the date of transfer of the MP Shares (the “MP Shares Transfer Date”) (such amount of money and deposits is an amount greater than the amount of taxes and public charges that MP will owe for the fiscal year including such transfer date, as forecasted as of the MP Shares Transfer Date); accordingly, such transfer price can be said to provide economic value no greater than what MP Shareholders would receive if MP tendered the Non-Tendered Shares in the Tender Offer, and therefore, the use of this structure will not result in any unjust enrichment for MP Shareholders in the Transaction, nothing unreasonable can be seen in the structure, and thus, it is found that the structure is not adverse to general shareholders.
- (g) As discussed in “[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee” in “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” below, the Report procured from the Special Committee also has determined that the Tender Offer Price and

the other terms and conditions of the Tender Offer are found to be appropriate.

Furthermore, under the business environment described in “(i) The Company’s business environment, etc.” in “[ii] The Background, Purpose and Decision-Making Process Leading to Tender Offeror’s Decision to Implement the Tender Offer; Post-Tender Offer Managerial Policy” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, in order to realize the vision of the Company Group (referring to the Company and its 13 consolidated subsidiaries (as of June 30, 2025); hereinafter the same) at an early stage, the Company believes that rapid and flexible management decision-making and execution capabilities are needed more than ever, such as securing stable financial foundations, actively investing in digitalization and DX, securing and developing outstanding human resources, and expanding into new business fields. To achieve this, not only must decision-making speed up, but it is also essential to secure investment capital that enables dynamic business investment, introduce outside expertise, and otherwise form collaboration and co-creation with partners that can complement the Company’s organizational capabilities to enhance its corporate value. The Company has thus determined that share privatization and implementation of strategies and initiatives through collaboration and co-creation with AP, which possesses a deep understanding of the Company and its business as well as the knowledge and resources to support medium-to-long-term enhancement of corporate value and extensive insight and expertise in the global healthcare industry, will lead to enhancement of the Company’s corporate value. Specifically, the Company believes that through collaboration and co-creation with AP, the synergies described below can be achieved.

(a) Dispensing pharmacy business

The Company believes that by receiving support from AP in areas such as identification and execution of M&A projects, including large-scale deals, which will contribute to enhancement of the Company Group’s corporate value, enhancement of at-home medical care capabilities, and implementation of DX and operational automation, it will be possible to roll out stores in response to societal needs while integrating small- and medium-sized pharmacies and to conduct efficient operations such as efficient operational structures with efficient product handling work through automation.

(b) Pharmaceutical manufacturing and sales business

Among AP’s past investments are reorganization projects resulting from governance issues caused, for example, by a lack of knowledge on personnel affairs, labor management or compliance or by a lack of cooperation with branches, and since AP possesses extensive experience and know-how concerning such matters, the Company believes that by working with AP to address manufacturing management deficiencies and other issues that occurred at plants in the past, it will be possible to achieve a prompt and comprehensive resolution of these issues. In addition, the Company believes that with advice from AP, it will be possible to improve the profitability and increase the utilization rates of plants currently owned by the Company Group by reviewing product lines and securing highly profitable manufacturing contracts.

The Company also believes that it can acquire high-quality manufacturing contracts by leveraging access to global partners of LYFE Capital Investment Management Ltd. (“LYFE Capital”), which has a strong investment track record in the healthcare space.

(c) Medical professional staffing and placement business

The Company believes that by leveraging AP Fund’s business improvement expertise gained through past investment in human resource businesses, it will be possible to expand human resource pools by reinforcing recruiting and preventing separation, primarily through enhanced marketing measures, and to create efficient operational structures and implement other measures such as the standardization of communication with job

seekers and the automation of matching job offerors with job seekers.

(d) Other and recruiting/human resource development

In addition to promoting the growth strategies in the businesses discussed above, the Company believes that strengthening management structures through recruiting of executive talent by taking advantage of AP's wide networks with professionals, consultants and industry advisors in the dispensing pharmacy segment and internal promotion of personnel having abundant management improvement know-how cultivated through numerous investment projects of AP will further solidify its already strong position in the domestic dispensing pharmacy business and reinforce foundations for enduring development.

General disadvantages of the delisting of shares include loss of the ability to raise capital through equity financing on financial markets and the inability to enjoy the benefits of being a listed company, such as maintaining and enhancing name recognition and social credibility. However, with respect to fundraising, it will be possible to secure capital using the Company's own funds and with support from Tender Offeror, and at least for the time being, there will not be a strong need for fundraising through equity financing. Also, considering that it will be possible to achieve maintenance and enhancement of name recognition and social credibility by engaging in sincere business execution, the Company believes that the disadvantages of delisting its shares are limited. Other than these, there are no particular disadvantages inherent to becoming a subsidiary wholly owned by Tender Offeror as a result of investment by AP Fund and LYFE Capital Fund IV (Dragon) L.P., a fund related to LYFE Capital ("LC Fund").

Based on the above, the Company has determined that the Transaction will contribute to enhancing the Company's corporate value, and at the meeting held on July 31, 2025, the Company's Board of Directors adopted a resolution with the unanimous support of all directors who participated in discussions and voting on the resolution (including directors who are also Audit and Supervisory Committee members) to express an opinion in support of the Tender Offer and to recommend that Company shareholders tender their shares in the Tender Offer.

For details of the above Board of Directors resolution, please refer to "[viii] Approval of All Directors of the Company (including Directors Who Are Audit and Supervisory Committee Members) in "(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest" in "3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation" below.

Subsequently, as described above, the Tender Offer was completed successfully, but since Tender Offeror was unable to acquire all of the Shares Subject to Tender Offer through the Tender Offer, upon request from Tender Offeror, as announced in the Opinion Expressing Press Release, at the meeting of the Board of Directors held on October 15, 2025, the Company resolved to submit to the Extraordinary General Meeting of Shareholders a proposal to consolidate 5,840,000 Company Shares into one share ("Share Consolidation") as described in "(2) Details of the Share Consolidation" of "2. Outline of the Share Consolidation"" below to make Tender Offeror and MP the Company's sole shareholders, subject to the approval of the shareholders at the Extraordinary General Meeting of Shareholders.

As a result of the Share Consolidation, the number of Company Shares owned by shareholders other than Tender Offeror and MP will become fractions of less than one share.

For details of the process of the Transaction, please also refer to the Opinion Expressing Press Release and the Tender Offer Results Press Release.

2. Outline of the Share Consolidation

(1) Timeline of the Share Consolidation

(i) Date of public announcement of Extraordinary General Meeting of Shareholders Record Date	September 12, 2025 (Friday)
(ii) Extraordinary General Meeting of Shareholders Record Date	September 30, 2025 (Tuesday)
(iii) Board of Directors Resolution Date	October 15, 2025 (Wednesday)
(iv) Date of Extraordinary General Meeting of Shareholders	November 18, 2025 (Tuesday) (tentative)
(v) Date of designation as securities to be delisted	November 18, 2025 (Tuesday) (tentative)
(vi) Last day of trading of Company Shares	December 18, 2025 (Thursday) (tentative)
(vii) Company Shares delisting date	December 19, 2025 (Friday) (tentative)
(viii) Effective date of the Share Consolidation	December 23, 2025 (Tuesday) (tentative)

(2) Details of the Share Consolidation

[i] Class of shares subject to consolidation
Common shares

[ii] Consolidation ratio
5,840,000 shares of the Company Shares will be consolidated into one share.

[iii] Total number of issued shares after reduction
29,922,086 shares

[iv] Total number of issued shares before the Share Consolidation takes effect
29,922,091 shares

(Note) The Company resolved at its Board of Directors meeting on October 15, 2025 to retire 1,125,909 of its treasury shares (equal to all treasury shares the Company held as of September 30, 2025 *plus* the number of the Stock Grant Trust Shares that the Company plans to acquire as treasury shares without compensation) as of December 22, 2025; accordingly, the “total number of issued shares before the Share Consolidation takes effect” means the number of issued shares after such retirement.

[v] Total number of issued shares after the Share Consolidation takes effect
5 shares

[vi] Total number of authorized shares as of the effective date of the Share Consolidation
20 shares

[vii] Method of treatment of any fractional shares that arise and amount of money to be delivered to shareholders through such treatment

As discussed in “1. Purpose and Reasons for the Share Consolidation” above, following the Share Consolidation, the Company Shares held by the Company’s shareholders except for Tender Offeror and MP are expected to become fractional shares of less than one share.

If the Share Consolidation results in any shareholders having a number of shares that is a fraction of less than one share, in accordance with the procedures set forth in Article 235 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same) and other related laws and regulations, the cash obtained by selling to the Company or Tender Offeror Company Shares (“Shares Equivalent to Fractional Shares”) equivalent to the sum total of such fractions (if the sum includes any fraction of less than one share, such fraction will be discarded) will be delivered to the Company’s shareholders for whom such fractions arise. Considering that Company Shares will be delisted as of December 19, 2025, becoming shares without a market value, and therefore, there is almost no possibility of a purchaser coming forward in an auction, and that the Share Consolidation will be carried as part of the Transaction for the purpose of making Tender Offeror and MP the Company’s sole shareholders and delisting Company Shares, and given such purpose, it makes sense that Tender Offeror purchases the Shares Equivalent to Fractional Shares; therefore, the Company plans to sell such shares to Tender Offeror with the permission of court in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act applied *mutatis mutandis* in Article 235, Paragraph 2.

In such case, if the permission of court is obtained as planned, the sale price will be set at a price so that the amount of money obtained by multiplying the number of Company Shares owned by a shareholder entered or recorded in the Company’s final shareholder registry as of December 22, 2025, the day immediately preceding the effective date of the Share Consolidation, by 3,927 yen, which is the same amount as the Tender Offer Price, will be delivered to such shareholder; provided, however, that in a case such as where the permission of court cannot be obtained or where fractional adjustment is required in calculation, the amount actually delivered may differ from the foregoing amount.

3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders due to Treatment of the Fractions Resulting from the Share Consolidation

(1) Basis and reasons for the amount of money expected to be delivered to shareholders due to treatment of the fractions resulting from the Share Consolidation

[1] In the Case Where There Is a Parent Company etc., Matters to Which Consideration Was Given So As Not to Harm the Interests of Company Shareholders Other Than the Parent Company etc.

The Share Consolidation is to be carried out after the Tender Offer as the second step in a so-called two-step acquisition. As of July 31, 2025, the announcement date of the Opinion Expressing Press Release, Tender Offeror did not own any Company Shares, and the Tender Offer does not constitute a tender offer by a controlling shareholder of the Company. Further, there are no plans for all or any part of the Company’s management to invest directly or indirectly in Tender Offeror, and the Transaction including the Tender Offer does not fall under a so-called management buyout (MBO) transaction. However, given that it is expected that Company Shares will be sold by the Mitsuharas etc., including Mr. Hiroshi Mitsuhara and Mr. Yosuke Mitsuhara, who are controlling shareholders of the Company, to the candidate that is ultimately selected, and given that there is a possibility that the interests of the Mitsuharas etc. and the Company’s general shareholders may not necessarily be aligned, the Company and Tender Offeror will ensure the fairness of the Transaction including the Tender Offer starting from the Tender Offer stage, and from the perspective of eliminating arbitrariness in the Company’s decision-making relating to the Transaction, ensuring fairness, transparency and objectivity in the course of such decision-making, and avoiding conflicts of interest, the Company and Tender Offeror Related Persons have taken the measures set forth below in “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest”.

[2] Matters Relating to the Treatment of Fractional Shares of Less Than One Share

- (i) Whether It Is Planned to Apply Treatment Under Article 235, Paragraph 1 of the Companies Act or Under Article 234, Paragraph 2 of Such Act Applied *Mutatis Mutandis* in Article 235, Paragraph 2 of Such Act; Reasons Therefor

With respect to whether it is use the treatment pursuant to Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraph 2 of the same Act as applied *mutatis mutandis* in Article 235, Paragraph 2 of the same Act, and the reasons therefor, please refer to “(vii) Method of treatment of any fractional shares that arise and amount of money to be delivered to shareholders through such treatment” of “(2) Details of the Share Consolidation” in “2. Outline of the Share Consolidation” above.

- (ii) Name of Person Expected to Purchase Shares for Sale

AP86 Co., Ltd. (Tender Offeror)

- (iii) Method for Securing Funds for Person Expected to Purchase Shares for Sale to Make Payment Relating to Sale, and Reasonableness of Said Method

Tender Offeror plans to procure the funds required to acquire the Shares Equivalent to Fractional Shares using a capital contribution from AP86 Holdings Co., Ltd. (“Tender Offeror Parent Company”) and a loan from a domestic financial institution, and by confirming the contribution certificate for the capital contribution from Tender Offeror Parent Company and the loan certificate for the loan from the domestic financial institution, which were submitted as attachments to the tender offer statement pertaining to the Tender Offer, the Company has confirmed the method Tender Offeror will use to secure such funds. According to Tender Offeror, no event that may hinder the payment for the Shares Equivalent to Fractional Shares has occurred, and there is no likelihood of any such occurrence going forward.

Given the above, the Company has determined that Tender Offeror’s method for securing funds for acquisition of the Shares Equivalent to Fractional Shares is reasonable.

- (iv) Excepted Timing of Sale and Delivery to Shareholders of Proceeds from the Sale

The Company plans to petition the court in early January 2026 for permission to sell the Shares Equivalent to Fractional Shares to Tender Offeror pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied *mutatis mutandis* in Article 235, Paragraph 2 of such act. While the precise timing at which such permission will be obtained depends on the court, the Company expects, after obtaining the court’s permission, to sell such Company Shares to Tender Offeror around mid-to-late January 2026, and then, after making the necessary preparations for delivering the proceeds from such sale to shareholders, in late March 2026 to early April 2026, to deliver the proceeds to shareholders.

Taking into account the time required, in cases of share consolidations of other companies carried out as part of the procedures for making a company a wholly owned subsidiary, just as in the Tender Offer, to petition the court for permission, obtain the court’s permission, and deliver proceeds from the sale, as well as the Company’s consultation with its shareholder registry administrator that will deliver the sale proceeds from behalf of the Company, and Tender Offeror’s state of preparation of funds to pay for such sale and means for securing such funds, the Company has determined that it is expected that the Shares Equivalent to Fractional Shares will be sold, and the proceeds from such sale delivered to shareholders, at the respective times discussed above.

- (v) Matters Concerning the Amount of Money Expected to be Delivered to Shareholders as a Result of Treatment of Fractional Shares and the Appropriateness of Such Amount

As discussed in “(vii) Method of treatment of any fractional shares that arise and amount of money to be delivered to shareholders through such treatment” of “(2) Details of the Share Consolidation” in “2. Outline of the Share Consolidation” above, the amount of money expected to be delivered to shareholders as a result of treatment of fractional shares will be the amount obtained by multiplying the number of Company Shares owned

by each shareholder entered or recorded in the Company's final shareholder registry as of December 22, 2025, the day preceding the effective date of the Share Consolidation, by 3,927 yen, which is the same amount as the Tender Offer Price.

For the following reasons, the Company has determined that since the Tender Offer Price of 3,927 yen is an appropriate price for securing the interests to be enjoyed by the Company's general shareholders, and the other terms and conditions of the Tender Offer are fair, the Tender Offer will provide a reasonable opportunity for the Company's general shareholders to sell their Company Shares at a price with an appropriate premium.

- (a) The price was proposed through implementation of the Bid Process and was exposed to competitive principles among multiple candidates (and, of the proposed prices, the proposed price presented by AP fund was the highest).
- (b) The price was agreed upon as a result of adequate and repeated negotiations with Tender Offeror with substantive participation by the Special Committee after the Company took adequate measures to ensure the fairness of the transaction conditions relating to the Transaction including the Tender Offer Price, as set forth in "(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest" of "3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation" below.
- (c) Of the results of the calculation of the price of Company Shares by Yamada Consulting in the Stock Valuation Report (Yamada Consulting), described in "[i] Obtaining Stock Valuation Report from a Third-Party Calculation Agency Independent from the Company" in "(3) Matters Concerning Calculations" of the Opinion Expressing Press Release, the price exceeds the upper range of the valuations calculated using the market price method and the comparable companies method and falls within the range of valuations calculated using the DCF Method and exceeds the median of such range. Further, of the results of the calculation of the price of Company Shares by Plutus, described in "[ii] Obtaining by the Special Committee of a Stock Valuation Report from an Independent Third-Party Calculation Agency" in "(3) Matters Concerning Calculations" of the Opinion Expressing Press Release, the price exceeds the upper range of the valuations calculated using the market price method, the comparable companies method and the DCF Method.
- (d) The price represents a premium of 163.56% over the closing price of 1,490 yen for the Company Shares on the TSE on March 31, 2025, the business day before April 1, 2025 (the date on which the Speculative Reports were made, triggering fluctuations in the price of the Company Shares); a premium of 172.52% over the simple average closing price of 1,441 yen over the one month prior to such date; a premium of 181.51% over the simple average closing price of 1,395 yen over the three months prior to such date; and a premium of 180.50% over the simple average closing price of 1,400 yen over the six months prior to such date. It also represents a premium of 9.08% over the closing price of 3,600 yen of the Company Shares on the TSE on July 30, 2025, the business day prior to announcement of implementation of the Tender Offer by the Company; a premium of 21.05% over the simple average closing price of 3,244 yen over the one month prior to such date; a premium of 23.34% over the simple average closing price of 3,184 yen over the three months prior to such date; and a premium of 60.42% over the simple average closing price of 2,448 yen over the six months prior to such date. Under circumstances where it is reasonable to hold the view that the share price following the Speculative Reports was impacted to a considerable degree by expectations etc. regarding the Transaction arising from the Speculative Reports, the share price prior to the Speculative Reports is used as a reference, the Tender Offer Price represents a premium that significantly exceeds the premium levels in the 123 cases of tender offers announced between June 28, 2019, the date of announcement of the "Fair M&A Guidelines" by the Ministry of Economy, Trade and Industry, and March 31, 2025 (excluding tender offers by parent companies for subsidiaries or affiliates, management buyouts

(MBOs), tender offers where the tender offer price was lower than the closing price on the day prior to announcement, and tender offers that did not conclude successfully) (average premiums (48.73%, 49.96%, 52.49%, 54.28%) and median premiums (38.99%, 38.46%, 42.34%, 44.71%) over the closing price on the day preceding the date of announcement, the simple average closing price for the most recent month, the simple average closing price for the most recent three months, and the simple average closing price for the most recent six months, respectively).

- (e) In the Transaction, the amount of money to be delivered to shareholders as consideration in the Squeeze-out Procedures is planned to be calculated such that it equals the price obtained by multiplying the Tender Offer Price by the number of Company Shares owned by each shareholder (excluding the Company, Tender Offeror, and MP), and therefore, due consideration has been given to ensure that general shareholders are afforded an opportunity to make an informed judgment regarding whether to tender their shares in the Tender Offer, thereby avoiding any coerciveness.
- (f) The Transaction adopts a structure whereby Tender Offeror will conduct the Tender Offer for Company Shares other than the Non-Tendered Shares while indirectly acquiring the Non-Tendered Shares by receiving the transfer of the MP Shares from MP Shareholders. The MP Shares Transfer Price is set as the amount (22,933,680,000 yen) obtained by multiplying MP's shareholdings (5,840,000 shares) by the Tender Offer Price (3,927 yen), without the addition of the amount of money and deposits that MP holds as of the MP Shares Transfer Date (such amount of money and deposits is an amount greater than the amount of taxes and public charges that MP will owe for the fiscal year including such transfer date, as forecasted as of the MP Shares Transfer Date); accordingly, such transfer price can be said to provide economic value no greater than what MP Shareholders would receive if MP tendered the Non-Tendered Shares in the Tender Offer, and therefore, the use of this structure will not result in any unjust enrichment for MP Shareholders in the Transaction, nothing unreasonable can be seen in the structure, and thus, it is found that the structure is not adverse to general shareholders.
- (g) As discussed in "[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee" in "(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest" below, the Report procured from the Special Committee also has determined that the Tender Offer Price and the other terms and conditions of the Tender Offer are found to be appropriate.

At the meeting of the Board of Directors held on July 31, 2025, the Company resolved to express an opinion in support of the Tender Offer and to recommend that Company shareholders tender their shares in the Tender Offer; since that time, until the resolution of the Company's Board of Directors on October 15, 2025, no material changes have occurred to the conditions forming the basis for calculation of the Tender Offer Price.

Given the above, the Company has determined that the amount of money expected to be delivered to shareholders as a result of fractional share treatment is reasonable.

[iii] Disposal of Material Assets, Bearing of Material Obligations or Any Other Events Having Material Impact on the State of Company Assets Which Occurred at the Company after the Last Day of the Recently Ended Fiscal Year

(i) Tender Offer

As set forth in "1. Purpose and Reasons for the Share Consolidation" above, Tender Offeror carried out the Tender Offer during the tender offer period from August 1, 2025 to September 16, 2025, which resulted in Tender Offeror owning 21,829,548 Company Shares (voting rights ownership ratio: 72.80%) as of September 24, 2025, the date of commencement of settlement for the Tender Offer

(ii) Retirement of Treasury Shares

As announced in the October 15, 2025 “Notice Regarding Retirement of Treasury Shares”, at the meeting of the Board of Directors held on October 15, 2025, the Company resolved to retire 1,125,909 treasury shares (equivalent to the sum of all of the Company’s treasury shares as of September 30, 2025, *plus* the number of Stock Grant Trust Shares the Company plans to acquire without contribution as treasury shares) on December 22, 2025. The retirement of such treasury shares is subject to the approval of the proposal for Share Consolidation as proposed at the Extraordinary General Meeting of Shareholders, and the total number of the Company’s issued shares after retirement will be 29,922,091 shares.

(2) Prospects of Delisting

[i] Delisting

As stated in “1. Purpose and Reasons for the Share Consolidation” above, the Company plans to implement the Share Consolidation and make Tender Offeror and MP the Company’s sole shareholders, on condition that such plan is approved at the Extraordinary General Meeting of Shareholders. As a result, pursuant to the TSE delisting criteria, the Company Shares are expected to be delisted following prescribed procedures. With respect to the timeline, the Company Shares are expected to be designated as securities to be delisted from November 18, 2025 to December 18, 2025, and then be delisted on December 19, 2025. Please note that after the delisting, the Company Shares cannot be traded on the TSE Prime Market.

[ii] The reason that delisting is an objective

As set forth in “1. Purpose and Reasons for the Share Consolidation” above, the Company has concluded that share privatization and implementation of strategies and initiatives with through collaboration and co-creation with AP will lead to enhancement of the Company’s corporate value.

[iii] Impact on general shareholders and approach to such impact

As set forth in “[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee” in “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” below, the Company received the Report from the Special Committee on July 31, 2025, stating that the decision by the Board of Directors of the Company to implement the Transaction (in addition to the decision to support the Tender Offer, the decision to recommend that our shareholders tender their shares in the Tender Offer, and the decision to implement Squeeze-out Procedures) is not adverse to the interests of our general shareholders.

(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest

The Share Consolidation is to be carried out after the Tender Offer as the second step in a so-called two-step acquisition. As of July 31, 2025, the announcement date of the Opinion Expressing Press Release, Tender Offeror did not own any Company Shares, and the Tender Offer does not constitute a tender offer by a controlling shareholder of the Company. Further, there are no plans for all or any part of the Company’s management to invest directly or indirectly in Tender Offeror, and the Transaction including the Tender Offer does not fall under a so-called management buyout (MBO) transaction. However, given that it is expected that Company Shares will be sold by the Mitsuharas etc., including Mr. Hiroshi Mitsuvara and Mr. Yosuke Mitsuvara, who are controlling shareholders of the Company, to the candidate that is ultimately selected, and given that there is a possibility that the interests of the Mitsuharas etc. and the Company’s general shareholders may not necessarily be aligned, the Company and Tender Offeror will ensure the fairness of the Transaction including the Tender Offer starting from the Tender Offer stage, and from the perspective of eliminating arbitrariness in the Company’s decision-making relating to the Transaction, ensuring fairness, transparency and objectivity in the course of such decision-making, and avoiding conflicts of interest, the Company and Tender Offeror Related Persons have taken the measures of (i) to (x) below. The statement

regarding the measures set forth below taken by Tender Offeror are based on explanations provided by Tender Offeror.

Moreover, because the Mitsuharas etc. owned 18,627,200 Company Shares (ownership ratio 62.12%) as of July 31, 2025, Tender Offeror believes that if approval by a so-called “Majority of Minority” (“MoM”) is set as a condition for the Tender Offer, this could make success of the Tender Offer uncertain and in fact would not be in the interests of general shareholders who wish to tender their shares in the Tender Offer, and thus Tender Offeror has not set a minimum number for purchase that would represent MoM approval. However, because Tender Offeror and the Company have taken the measures set forth below to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest, Tender Offeror believes that the interest of the Company’s general shareholders has been sufficiently considered.

[i] Implementation of the Bid Process

As set forth in “[ii] The Background, Purpose and Decision-Making Process Leading to Tender Offeror’s Decision to Implement the Tender Offer; Post-Tender Offer Managerial Policy” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, from February 14, 2025, the Company implemented a two-stage Bid Process composed of the First Bid Process and the Second Bid Process, provided multiple candidates including AP Fund with an opportunity to conduct due diligence from mid-April 2025 to early June 2025, and on June 13, 2025, received Final Proposals from three of the Second Round Candidates.

The Company decided that the proposal from AP Fund was the best for Company shareholders because (a) the stock valuation and tender offer price were higher than those presented by the other Second Round Candidates, (b) the Transaction structure provides the Company’s general shareholders with a reasonable opportunity to sell their shares at a price with an appropriate premium; (c) the funding capacity and financing assumptions are beneficial compared to the financing assumptions presented by the other Second Round Candidates, (d) the Company determined that the proposed management strategies for after completion of the Transaction including growth strategies and the support structures for those strategies are based on a deep understanding of the Company and its business and are supported by AP Fund’s knowledge and resources as well as AP Fund’s strong commitment to the Japanese market and extensive track record, (e) regarding the treatment of employees, governance structure, and other aspects of management policies, it expects to continue the same treatment Company Group employees and to introduce stock option plans for officers and employees, and it was determined that its proposal was more favorable than the proposals of the other Second Round Candidates, and (f) specific measures are presented for procedures such as obtaining clearance pursuant to competition law and other applicable laws and regulations and a legally-binding proposal not contingent on the implementation of additional due diligence was submitted, making it superior in terms of the certainty of executing the Transaction, and is superior in terms of certainty of implementation of the Transaction.

[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee

Given that it is expected that Company Shares will be sold by the Mitsuharas etc., including Mr. Hiroshi Mitsuhashi and Mr. Yosuke Mitsuhashi, who are controlling shareholders of the Company, to the candidate that is ultimately selected, and it is possible that the interests of the Mitsuharas etc. and the Company’s general shareholders may not necessarily be aligned, from the standpoint of eliminating arbitrary decision-making by the Company in the Transaction and in the Bid Process candidate selection process, enhancing corporate value and the interests of general shareholders, and with the purpose of examining and determining the advisability of the Transaction, the appropriateness of the structure and other terms and conditions, the fairness of procedures including the purchaser (partner) selection process, and other matters, on January 31 2025, pursuant to a resolution of the Company’s Board of Directors, a special committee (“Special Committee”) was established composed of

four members independent of the Company, and Tender Offeror and the Mitsuharas etc. (hereinafter Tender Offeror and the Mitsuharas etc. are referred collectively to as “Tender Offeror Related Persons”), namely, Mr. Yoshimitsu Onji (independent outside director), Mr. Mikiharu Noma (independent outside director), Ms. Shio Harada (an independent outside director and attorney who is an Audit and Supervisory Committee member), and Ms. Tomomi Nakano (an independent outside director, certified public accountant, and tax attorney who is an Audit and Supervisory Committee member). Further, by election among the committee members, Mr. Yoshimitsu Onji was chosen to be the chair of the Special Committee. The members of the Special Committee have not changed since its establishment. Further, Special Committee members are paid remuneration as consideration for their services, and such remuneration is calculated based on the number of meetings held, regardless of the content of the report, and they are not paid any success fees.

Pursuant to the above resolution of the Board of Directors, as the basis for considering the content of the opinion to be expressed by the Company, on January 31, 2025, the Company consulted with the Special Committee on the following matters (“Consultation Matters”): (i) the legitimacy and reasonableness of the purpose of the Transaction (whether the Transaction will contribute to the enhancement of the Company’s corporate value), (ii) the fairness and appropriateness of the transactional terms of the Transaction, (iii) the fairness of the procedures of the Transaction, (iv) whether the Transaction can be considered to be adverse to the interests of the Company’s general shareholders, and (v) the advisability of expressing support for the tender offer and recommending shareholders to tender their shares in such tender offer.

Moreover, in the above resolution of the Board of Directors, the Company’s Board of Directors resolved that when making important decisions concerning the Transaction and other matters derived from or related to the Transaction (collectively, the “Subject Matters”), to fully respect the recommendations of the Special Committee, and if the Special Committee determines that implementing the Transaction through the Tender Offer will be adverse to the interests of the Company’s general shareholders, not to support the Tender Offer. In addition, pursuant to the above resolution of the Board of Directors, the Company granted the Special Committee (a) the authority to provide necessary advice to directors, executive officers and employees who consider and implement the Subject Matters and who are not Special Committee members, (b) with respect to discussions and negotiations concerning the Subject Matters with purchaser candidates chosen by the Company, the authority to confirm policies in advance, receive timely reports on the status of the same, and state opinions and make recommendations and requests from time to time, (c) the authority to report and provide information to the Company and the Company’s outside professionals etc. (including financial advisors, certified public accountants, attorneys, consultants, and other professionals; hereinafter the same) on the state of progress and examination of the Subject Matters, and other matters related to the Subject Matters, and (d) to the extent necessary to perform their duties, the authority to select for their own benefit outside professionals etc. at the Company’s expense, and (e) if the Special Committee judges that the Company’s outside professionals etc. have sufficient expertise and no issues in terms of independence, and that the Special Committee can rely on and seek professional advice from the Company’s outside professionals etc., the authority to seek advice from the Company’s outside professionals etc.

From February 7, 2025 to July 30, 2025, the Special Committee held a total of 12 meetings, which lasted roughly 12 hours in total, deliberated and made decisions etc. through emails and other means on the days between Special Committee meetings, and discussed and considered the Consultation Matters.

The Special Committee confirmed that Mizuho Securities, the Company’s financial advisor, Yamada Consulting, a third-party calculation agency, and Nishimura & Asahi, the Company’s legal advisor, have no issues in terms of their independence and expertise, and approved their appointment. Furthermore, the Special Committee appointed Plutus as its financial advisor and third-party calculation agency, and Nakamura, Tsunoda & Matsumoto as its legal advisor after confirming that they have no issues in terms of independence or expertise. In addition, as set forth in “[vii] Establishment of an Independent Consideration Framework at the Company”

below, the Special Committee confirmed that the consideration framework for the Transaction that the Company established internally (including the scope and duties of the Company's officers and employees involved in the consideration of, negotiations relating to, and determinations regarding, the Transaction) has no issues from the perspective of independence or fairness.

Further, the Special Committee collected and considered materials for consideration submitted by the Company and Tender Offeror Related Persons, as well as other necessary information and materials etc., and received explanations from, and held questions and answer sessions with, Mizuho Securities, the Company's financial advisor, Yamada Consulting, a third-party calculation agency, and Nishimura & Asahi, the Company's legal advisor, Plutus, the Special Committee's financial advisor, and Nakamura, Tsunoda & Matsumoto, the Special Committee's legal advisor, regarding an overview of the process for selecting, the method of selecting, and confirmation of the selection procedures relating to, the Tender Offeror, the course of events, background, details, intent and purpose of the Transaction including the Tender Offer, the impact on the Company's corporate value, the relationships of the Tender Offeror Related Persons, the independence of advisors, the reasonableness of the Tender Offer Price calculation method, the appropriateness of the assumptions used for analysis, the existence or nonexistence of any undue interference by interested parties, the state of the Company, the process and the appropriateness of the process and examinations leading to decision-making by the Company, the appropriateness of disclosures, and other matters relating to the Transaction. Furthermore, the Special Committee received explanations from and conducted questions and answers sessions with the Company's officers and employees regarding the Company's business plan and confirmed the reasonableness of the business plan, received explanations from Plutus, the Special Committee's financial advisor, regarding the July 30, 2025 stock valuation report concerning the valuation results for Company Shares (the "Stock Valuation Report (Plutus)") submitted to the Special Committee, and conducted interviews and investigations concerning assumptions and other factors used in such valuation. It should be noted that in the Bid Process, whenever the Company received price proposals from First Round Candidates and Second Round Candidates including AP Fund, the Special Committee received timely reports on the details of the same from the Company, heard, deliberated and considered the Company's opinions in light of the financial advice that the Company received from Mizuho Securities and Yamada Consulting, expressed opinions on transactional terms and conditions including the Tender Offer Price during important phases such as the selection of candidates, and was thereby substantially involved in the process of selecting candidates and the course of negotiations relating to transactional terms.

Through such course of events, after deliberating on the Consultation Matters, the Special Committee submitted a report with the following content to the Company's Board of Directors on July 31, 2025.

(a) Content of the Report

- (1) The Transaction will contribute to the enhancement of the Company's corporate value, and the purpose of the Transaction is fair and reasonable.
- (2) The terms and conditions of the Transaction are fair and appropriate.
- (3) The procedures of the Transaction are fair.
- (4) The decision to implement the Transaction (in addition to the decision to support the Tender Offer, the decision to recommend that our shareholders tender their shares in the Tender Offer, and the decision to implement Squeeze-out Procedures) is not adverse to the interests of our general shareholders.
- (5) It is appropriate for the Company's Board of Directors to express an opinion in favor of the Tender Offer, and recommend that our shareholders tender their shares in the Tender Offer.

(b) Grounds for the Report

- i. For the following reasons, the Transaction will contribute to the enhancement of the Company's corporate

value, and the purpose of the Transaction is fair and reasonable.

- Under the business environment described in “(i) The Company’s business environment, etc.” in “[ii] The Background, Purpose and Decision-Making Process Leading to Tender Offeror’s Decision to Implement the Tender Offer; Post-Tender Offer Managerial Policy” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, in order for the Company to realize the Company Group vision at an early stage, not only must decision-making speed up, but it is also essential to secure investment capital that enables dynamic business investment and introduce outside expertise, which can be achieved through collaboration and co-creation with a partner that can complement the Company’s organizational capabilities to enhance its corporate competitiveness, and through collaboration and co-creation with AP, which possesses a deep understanding of the Company and its business as well as the knowledge and resources to support medium-to-long-term enhancement of corporate value and extensive insight and expertise in the global healthcare industry, following delisting, together with AP the Company will move forward with strategies and measures to attain enhancement of the Company’s corporate value. Specifically, through collaboration and co-creation with AP, the synergies described below can be achieved.

(a) Dispensing pharmacy business

By receiving support from AP in areas such as identification and execution of M&A projects that will contribute to increasing the Company Group’s corporate value including large-scale deals, enhancement of at-home medical care capabilities, and implementation of DX and operational automation, it will be possible to integrate small and medium-sized pharmacies and conduct efficient operations such as the rollout of stores in response to societal needs and efficient operational structures with efficient product handling work through automation.

(b) Pharmaceutical manufacturing and sales business

Among AP’s past investments are reorganization projects resulting from governance issues caused by, for example, a lack of knowledge on personnel affairs, labor management or compliance or a lack of collaboration with branches, and since AP possesses extensive experience and know-how concerning such matters, with AP, it will be possible to improve the profitability and increase the utilization rates of plants currently owned by the Company Group by reviewing product lines and securing profitable manufacturing contracts, and by working with AP to address manufacturing management deficiencies and other issues that occurred at plants in the past, it will be possible to achieve a prompt and comprehensive resolution of these issues. Further, the Company can acquire high-quality manufacturing contracts by leveraging access to LYFE Capital’s global partners.

(c) Medical professional staffing and placement business

By leveraging AP Fund’s business improvement expertise gained through past investment in human resource businesses, it will be possible to expand human resource pools by reinforcing recruiting and preventing employees from leaving, primarily through enhanced marketing measures, and to create efficient operational structures and implement other measures such as the standardization of communication with job seekers and the automation of matching job offerors with job seekers.

(d) Other and recruiting/human resource development

In addition to promoting the growth strategies in each business of (a) through (c) discussed above, by taking advantage of AP’s wide networks with professionals, consultants and industry advisors in the dispensing pharmacy segment and internal promotion of personnel having

abundant management improvement know-how cultivated through numerous investment projects of AP and strengthening management structures through recruiting and internal promotion of executive talent will further solidify the Company's position in the domestic dispensing pharmacy business and reinforce foundations for enduring development.

- In terms of general disadvantages of the delisting of shares, with respect to fundraising, it will be possible to secure capital using the Company's own funds and with support from Tender Offeror, and at least for the time being, there will not be a strong need for fundraising through equity financing. Also, considering that it will be possible to achieve maintenance and enhancement of name recognition and social credibility by engaging in sincere business execution, the disadvantages of delisting the Company shares will be limited. In addition, other than the foregoing, there is no particular disadvantage with becoming the wholly owned subsidiary of the Tender Offeror in which AP Fund and LC Fund hold equity.

ii. For the following reasons, the terms and conditions of the Transaction are fair and appropriate.

- In considering the method of purchase for the Transaction, implementing the Tender Offer as the first stage, and then implementing the Squeeze-out Procedures by share consolidation as the second stage is one method typically used in transactions that involve delisting and acquisition such as the Transaction. Further, with respect to the type of consideration for the purchase, Tender Offeror is a *kabushiki kaisha* established for the primary purpose of owning all of the Company Shares, and given that such shares are not listed and have no market liquidity, the method of delivering money as consideration for the purchase is fair and appropriate. Further, as set forth in "[i] Overview of the Tender Offer" in "(2) Basis and Reasons for the Opinion Regarding the Tender Offer" in "3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor" of the Opinion Expressing Press Release, with the MP Shares Transfer Price under the Share Transfer Agreement, no terms substantially more favorable than the Tender Offer Price will be set, and MP would receive economic value no greater than what MP Shareholders would receive if MP tendered the Non-Tendered Shares in the Tender Offer; accordingly, the adoption of the structure set forth in "[i] Overview of the Tender Offer" in "(2) Basis and Reasons for the Opinion Regarding the Tender Offer" in "3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor" of the Opinion Expressing Press Release will not result in any unjust enrichment of MP Shareholders through the Transaction, and no unreasonable aspects are observed in this structure.
- Regarding the Company's business plan that forms the basis for calculations under the DCF Method as used in the Stock Valuation Report (Yamada Consulting) and the Stock Valuation Report (Plutus), the Special Committee ascertained the background of its formulation, the Company's current condition, and the Long-Term Vision 2035, which is the Company's medium-to-long-term management vision, and because Mr. Hiroshi Mitsuhashi, the Company's representative director and chairman, who has interests as the Company's controlling shareholder, and a certain Company employee who had executed an advisory agreement with one of the purchaser candidates, had no involvement whatsoever in the formulation of the Business Plan, and the Business Plan aligns with the Long-Term Vision 2035, nothing unreasonable was found in the procedures in the formulation or the contents of the Long-Term Vision 2035.
- Nothing unreasonable is found in the calculation methods or details of the Stock Valuation Report (Plutus) (including the selection of comparable companies for the comparable companies method, as well as the calculation of the discount rate and the going-concern value), and such methods and details are judged to be reliable, and the Tender Offer Price is determined to be a price that exceeds the upper limits of valuations using the market price method, the comparable companies

method, and the DCF Method by Plutus.

- Nothing unreasonable is found in the calculation methods or details of the Stock Valuation Report (Yamada Consulting) (including the selection of comparable companies for the comparable companies method, as well the calculation of the discount rate and the going-concern value), and such methods and details are judged to be reliable, and the Tender Offer Price is determined to be a price that exceeds the upper limits of valuations using the market price method, the comparable companies method, and the DCF Method by Yamada Consulting.
 - When the Tender Offer Price is compared to prices in comparable cases (123 cases of tender offers that were announced between June 28, 2019, when the “Fair M&A Guidelines” formulated by the Ministry of Economy, Trade and Industry were announced, and March 31, 2025; excluding tender offers by parent companies for subsidiaries or affiliates; management buyouts (MBOs); tender offer where the tender offer price was lower than the closing price on the day prior to announcement; and tender offers that did not conclude successfully), if March 31, 2025, which is prior to the Speculative Reports, is used as the reference date, it is found that the Tender Offer Price represents a premium that significantly exceeds comparable cases.
 - In the Company’s implementation of the Bid Process, the Special Committee received from Mizuho Securities, the Company’s financial advisor, information from time to time concerning the selection of purchaser candidates to be sounded out about participating in the First Bid Process and the results of the sounding out of the selected purchaser candidates regarding participation in the First Bid Process, and the Special Committee recognizes the reasonableness of this process. Further, in the selection of purchaser candidates approved for participation in the Second Bid Process based on the results of the First Bid Process, and in the selection of the final candidates based on the results of the Second Bid Process, the Special Committee received from both the Company and Mizuho Securities materials and explanations in advance and carried out question-and-answering before giving approval; the Special Committee finds that the bidding process was carried out fairly and was substantially involved in the process of selecting final candidate AP Fund.
 - Amidst a situation where, as discussed above, the Special Committee is substantially involved in the bidding process, and where competitive principles apply among multiple purchaser candidates through the bidding process, the Tender Offer Price (i) is the price offered by AP Fund as its best and final proposal and (ii) is the highest offered price and significantly exceeds prices offered by other purchaser candidates.
 - Following the Bid Process, there have been no price negotiations between the Company and AP Fund; however, in addition to (i) and (ii) above, (iii) in light of the Company Share trial valuation results from Plutus and Yamada Consulting and the premium level over the market price for Company Shares with March 31, 2025 as the reference date, it was expected that ultimately the determination would be made that the offered price was fair and reasonable. In light of the foregoing, the Special Committee determined that price negotiations with AP were not essential.
 - From the foregoing, it is believed that the Tender Offer Price is fair and appropriate. Further, as set forth in iii. below, for the Transactions, fair procedures from the perspective of the interests of general shareholders have been taken, and given that procedures that are generally found to be fair have been taken, it is believed that the consideration that will be delivered to shareholders in the Squeeze-out Procedures which is the same amount as the Tender Offer Price is fair and appropriate. In addition, given that the Tender Offer Price is believed to be fair and appropriate, it is believed that the MP Share Transfer Price will be found to be fair and appropriate.
- iii. For the following reasons, procedures that are fair from the perspective of the interests of general

shareholders have been implemented for the Transaction.

- The Company has established an Independent Committee that is independent from the Company and Tender Offeror Related Persons, as well as the success or failure of the Transaction, and such committee is functioning effectively.
- The Special Committee receives professional advice from Nakamura, Tsunoda & Matsumoto as its legal advisor and from Plutus as its financial advisor and third-party calculation agency having confirmed that they have no issues in terms of independence or expertise.
- The Company receives professional advice from Nishimura & Asahi, which the Special Committee approved as the Company's legal advisor, and from Mizuho Securities, which the Special Committee approved as the Company's financial advisor, which were appointed after the Special Committee confirmed that they have no issues in terms of independence and expertise.
- The Special Committee obtained the Stock Valuation Report (Plutus) from Plutus, a third-party calculation agency of the Special Committee.
- The Company obtained the Stock Valuation Report (Yamada Consulting) from Yamada Consulting, which the Special Committee approved as a third-party calculation agency of the Company after confirming that it has no issue in terms of independence and expertise.
- Prior to the First Bid Process, the Company received advice from Nishimura & Asahi, and as set forth below, in a position independent from the Mitsuharas etc. including Mr. Hiroshi Mitsuhara and Mr. Yosuke Mitsuhara, the controlling shareholders of the Company, and the purchaser candidates, established an internal framework to engage in consideration, negotiations, etc. relating to the Transaction, and obtained the approval of the Special Committee. Specifically, it was decided that Mr. Hiroshi Mitsuhara, the Company's representative director and chairman, will not participate in deliberations and resolutions of the Board of Directors relating to the Transaction, or be involved in the Company's project teams. Further, it was decided that the Company's employee who had executed an advisory agreement with one of the purchaser candidates will not be involved in the Company's project teams.
- The Special Committee confirmed that the bidding process was conducted fairly, and was substantially involved in the process of selecting AP Fund, the final candidate, and the Company is found to have implemented so-called active market checks for investigating and consideration potential purchasers in the market. Further, it is planned that the Tender Offer Period will be 31 business days, which is longer than the minimum period specified in laws and regulations, and because the Company has no plans to enter into any agreements etc. that prohibit any contact between the Company and competing purchasers and no agreement has been made in the Tender Agreement or Non-Tendering Agreement that excessively restricts any counterproposals, it is found that so-called indirect market checks have been implemented.
- There is no plan to set an MoM condition for the Tender Offer, in addition to the fact that because the Mitsuharas etc. including Mr. Hiroshi Mitsuhara and Mr. Yosuke Mitsuhara, the controlling shareholders of the Company, own a majority of the Company Shares, if an MoM condition is set for the Tender Offer, successful completion of the Tender Offer can be hindered by a relatively few number of shares, which could make the success of the Tender Offer uncertain and may not be in the interests of general shareholders who wish to tender their shares in the Tender Offer, and sufficient measures to ensure fairness have been taken for the Transaction, not setting an MoM condition will not impair the fairness of the procedures of the Transaction.
- According to the draft disclosure documents confirmed by the Special Committee, it is found that there are plans to secure opportunities for general shareholders to make proper determinations based on sufficient information.

- In this transaction, it is planned that when the Squeeze-out Procedures are implemented, no scheme will be used that does not secure for shareholders who do not tender their shares in the Tender Offer the right to demand purchase of shares or the right to demand a court to determine the price of shares; in addition, it is expected that the money that will be delivered to shareholders who do not tender their shares in the Tender Offer as consideration in the Squeeze-out Procedures will be calculated based on a price equivalent to the Tender Offer Price, and because disclosure of the foregoing is planned, practical measures deemed desirable to eliminate coercion have been taken, and it has been determined that coercion has been eliminated.
- iv. As set forth in i. above, the Transaction will contribute to the enhancement of the corporate value of the Company, and the purpose of the Transaction is fair and reasonable; as set forth in ii. above, the Tender Offer Price and other terms and conditions related to the Transaction are fair and appropriate; and as set forth in iii. above, the procedures of the Transaction are fair; accordingly, the Company's Board of Directors supporting the Tender Offer and deciding to recommend that shareholders tender their shares in the Tender Offer would not be adverse to the interests of the Company's general shareholders. Further, the decision of the Board of Directors to implement the Squeeze-out Procedures after completion of the Tender Offer in order to make Tender Offeror and MP the only shareholders of the Company is not adverse to the interests of the Company's general shareholders.
 - v. As set forth in i. above, the Transaction will contribute to the enhancement of the corporate value of the Company, and the purpose of the Transaction is fair and reasonable; as set forth in ii. above, the Tender Offer Price and other terms and conditions related to the Transaction are fair and appropriate; as set forth in iii. above, the procedures of the Transaction are fair; and as set forth in iv. above, supporting the Tender Offer and deciding to recommend that shareholders tender their shares in the Tender Offer would not be adverse to the interests of the Company's general shareholders; accordingly, it is appropriate for the Company's Board of Directors to support the Tender Offer and express an opinion recommending that shareholders tender their shares in the Tender Offer.

[iii] Advice for the Company from an Independent Legal Advisor

As set forth in "[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee" above, the Company appointed Nishimura & Asahi as its legal advisor independent from the Company and Tender Offeror Related Persons, and has been receiving from Nishimura & Asahi legal advice including advice concerning measures to be taken to ensure the fairness of procedures in the Transaction, assorted procedures related to the Transaction, and the methods and process of the Company's decision-making relating to the Transaction.

It should be noted that Nishimura & Asahi does not fall under a related party of the Company or any Tender Offeror Related Person, and has no material interest in the Transaction including the Tender Offer. The fees of Nishimura & Asahi are calculated by multiplying the number of hours worked by an hourly rate, regardless of the success or failure of the Transaction, and do not include any success fees subject to the successful completion of the Transaction, and thus the Company has determined that there are no issues in terms of independence from the Tender Offeror Related Persons or the outcome of the Tender Offer. Moreover, the Special Committee also confirmed that there are no issues with respect to the independence and expertise of Nishimura & Asahi, and approved the firm as the Company's legal advisor.

[iv] Obtaining Stock Valuation Report from a Third-Party Calculation Agency Independent from the Company

As set forth in "[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee" above, the Company appointed Yamada Consulting as a third-party calculation agency independent from the Company and Tender Offeror Related Persons, requested Yamada

Consulting to calculate the share value of Company Shares, and on July 30, 2025, received a Stock Valuation Report (Yamada Consulting). For details of the Stock Valuation Report (Yamada Consulting) which the Company obtained from Yamada Consulting, please refer to “(ii) Overview of Calculation” in “[i] Obtaining Stock Valuation Report from a Third-Party Calculation Agency Independent from the Company” of “(3) Matters Concerning Calculations” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release.

It should be noted that Yamada Consulting does not fall under a related party of the Company or any Tender Offeror Related Person, and has no material interest in the Transaction including the Tender Offer. The fees of Yamada Consulting do not include any success fees subject to any conditions such as the successful completion of the Transaction, and thus it has been determined that there are no issues in terms of independence from the Tender Offeror Related Persons or the outcome of the Tender Offer. Moreover, the Special Committee also confirmed that there are no issues with respect to the independence and expertise of Yamada Consulting, and approved the firm as the Company’s third-party calculation agency.

[v] Advice for the Special Committee from an Independent Legal Advisor

As set forth in “[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee” above, the Special Committee appointed Nakamura, Tsunoda & Matsumoto as its legal advisor independent from the Company and Tender Offeror Related Persons, and has been receiving from Nakamura, Tsunoda & Matsumoto legal advice including advice concerning measures to be taken to ensure the fairness of procedures in the Transaction, assorted procedures related to the Transaction, and the methods and process of the Special Committee’s decision-making relating to the Transaction.

It should be noted that Nakamura, Tsunoda & Matsumoto does not fall under a related party of the Company or any Tender Offeror Related Person, and has no material interest in the Transaction including the Tender Offer. The fees of Nakamura, Tsunoda & Matsumoto are calculated by multiplying the number of hours worked by an hourly rate, and do not include any success fees subject to the successful completion of the Transaction.

[vi] Obtaining by the Special Committee of a Stock Valuation Report from an Independent Third-Party Calculation Agency

As set forth in “[ii] Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee” above, the Special Committee appointed Plutus as a third-party calculation agency independent from the Company and Tender Offeror Related Persons, requested Plutus to calculate the share value of Company Shares, received advice and assistance from a financial perspective including advice on policies for negotiations with Tender Offeror and on July 30, 2025, received a Stock Valuation Report (Plutus). For details of the Stock Valuation Report (Plutus) procured by the Special Committee from Plutus, please refer to “(ii) Overview of Calculation” in “[ii] Obtaining by the Special Committee of a Stock Valuation Report from an Independent Third-Party Calculation Agency” in “(3) Matters Concerning Calculations” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release.

It should be noted that Plutus does not fall under a related party of the Company or any Tender Offeror Related Person, and has no material interest in the Transaction including the Tender Offer. Compensation paid to Plutus is a fixed fee that is paid regardless of the success or failure of the Transaction, and does not include any success fees subject to the successful completion of the Transaction.

[vii] Establishment of an Independent Consideration Framework at the Company

As set forth in “[iii] The Decision-Making Process Leading to the Company’s Support of the Tender Offer; Reasons” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” in “3. Details of the Opinion

Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, given that it is expected that Company Shares will be sold by the Mitsuharas etc. including Mr. Hiroshi Mitsuhara and Mr. Yosuke Mitsuhara, who are controlling shareholders of the Company, to a candidate that is ultimately selected, and it is possible that the interests of the Mitsuharas etc. and the Company’s general shareholders may not necessarily be aligned, the Company established an internal framework to engage in consideration, negotiations, and determinations relating to the Transaction from a standpoint that is independent from Tender Offeror Related Persons. Specifically, before commencement of the First Bid Process, it was decided that Mr. Hiroshi Mitsuhara, the Company’s representative director and chairman, and officers and employees with a relationship with any First Round Candidates and Second Round Candidates, would not be involved in any way with the Company’s examination of the Transaction, and such handling is being continued.

Further, the Special Committee found that there are no issues from the perspective of independence and fairness with respect to the Company’s consideration framework (including the scope and duties of the Company’s employees involved in the consideration of, and negotiations and determinations relating to, the Transaction).

[viii] Approval of All Directors of the Company (including Directors Who Are Audit and Supervisory Committee Members)

As set forth in “[iii] The Decision-Making Process Leading to the Company’s Support of the Tender Offer; Reasons” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, based on the content of legal advice received from Nishimura & Asahi, financial advice received from Mizuho Securities and Yamada Consulting, and the Stock Valuation Report (Yamada Consulting), while fully respecting the determinations of the Special Committee, the Company carefully discussed and considered whether the Transaction including the Tender Offer will contribute to the enhancement of the Company’s corporate value, and whether the transactional terms of the Transaction including the Tender Offer are appropriate.

As a result, as set forth in “[iii] The Decision-Making Process Leading to the Company’s Support of the Tender Offer; Reasons” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, the Company determined that the Transaction will contribute to the enhancement of the corporate value of the Company, and that the Tender Offer provides the Company’s general shareholders with a reasonable opportunity to sell Company Shares at a price with an appropriate premium, and at a meeting of the Company’s Board of Directors convened on July 31, 2025, the directors of the Company who participated in deliberations and resolutions (of the 11 Board of Directors, 10 directors excluding Mr. Hiroshi Mitsuhara) unanimously expressed their opinion in support of the Tender Offer, and resolved to recommend that Company shareholders tender their shares in the Tender Offer.

It should be noted that because Mr. Hiroshi Mitsuhara, the Company’s representative director and chairman, is expected to sell Company Shares in the Transaction and has a structural conflict of interest with the Company in connection with the Transaction, as a specially interested director, he did not participate in the deliberations or resolutions of the Company’s Board of Directors related to the Transaction including the above deliberations and resolutions of the Board of Directors, and did not participate in discussions and negotiations between Tender Offeror and the Company.

[ix] Measures by Tender Offeror for Ensuring that Other Purchasers Have an Opportunity to Purchase

While the statutory minimum period for tender offers is 20 business days, Tender Offeror set the Tender Offer Period to be 31 days. By setting the Tender Offer Period to be longer than the statutory minimum period, Tender Offeror has ensured that Company shareholders have an opportunity to make an appropriate decision regarding whether to tender their shares in the Tender Offer, and by ensuring that persons other than Tender Offeror have an

opportunity to purchase etc. Company Shares, Tender Offeror has given consideration to ensure the fairness of the Tender Offer.

Moreover, Tender Offeror has not made any agreements with the Company that include transaction protection provisions that prohibit the Company from having any contact with competing purchasers, or any agreements that restrict competing purchasers from contacting the Company, and by setting the above Tender Offer Period and also ensuring that there are opportunities to conduct competing tender offers, Tender Offeror intends to ensure the fairness of the Tender Offer.

[x] Measures for Securing an Opportunity for Shareholders to Appropriately Judge Whether to Tender their Shares in the Tender Offer

As set forth in “(5) Post-Tender Offer Reorganization Policy (Matters Concerning so-called Two-Step Acquisition)” in “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” of the Opinion Expressing Press Release, (i) it is planned that if Tender Offeror is unable to acquire all Shares Subject to Tender Offer through the Tender Offer, promptly after completion of settlement for the Tender Offer, Tender Offeror will request the Company to implement the Squeeze-out Procedures, and will not use methods that do not secure for Company shareholders the right to demand purchase of shares or the right to demand a court to determine price of shares, and (ii) it has been made clear that the amount of money to be delivered to Company shareholders as consideration in the Squeeze-out Procedures will be calculated such that it equals the price obtained by multiplying the Tender Offer Price by the number of Company Shares owned by each shareholder, and thus Tender Offeror intends to secure opportunities for Company shareholders to properly determine whether to tender their shares in the Tender Offer, and that no coerciveness arises.

4. Future Outlook

As set forth in “[i] Delisting” of “(2) Prospects of Delisting” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” above, in conjunction with the implementation of the Share Consolidation, the Company Shares are expected to be delisted.

Furthermore, as set forth in “[i] Overview of the Tender Offer” in “(2) Basis and Reasons for the Opinion Regarding the Tender Offer” of “3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Therefor” in the Expression of Opinion Press Release, Tender Offeror intends, after receiving the MP Shares under the Share Transfer Agreement, to ultimately make the Company a direct, wholly-owned subsidiary through an absorption-type merger in which Tender Offeror will be the surviving company and MP will be the extinguished company.

5. Matters Concerning Transactions, etc. with Controlling Shareholder

(1) Whether the Transaction Falls under the Category of a Transaction, etc. with Controlling Shareholder and Status of Compliance with the Policy for Measures to Protect General Shareholders

As of today, Tender Offeror falls under the category of the parent of the Company, and therefore the transaction relating to the Share Consolidation falls under a transaction etc. with controlling shareholders.

In the “Guidelines Concerning Measures to Protect Minority Shareholders when Engaging in Transactions etc. with Controlling Shareholders” in the report concerning corporate governance presented on June 26, 2025, the Company states, “The protection of minority shareholders when engaging in transaction with controlling shareholders is implemented within the framework for monitoring transactions between related parties, the details of which are as set forth in ‘I. 1. Basic Viewpoint [Disclosure Pursuant to the Principles of the Corporate Governance Code] [Principles 1-7]’ (Note 1) of such report”. As set forth in “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” above,

the Company believes that measures to ensure the fairness of the Transaction and measures to avoid conflicts of interests have been taken, and such measures conform to the above guidelines.

(Note 1) “I. 1. Basic Viewpoint [Disclosure Pursuant to the Principles of the Corporate Governance Code] [Principles 1-7]” of the corporate governance report disclosed by the Company on June 26, 2025 states, “If the Company engages in a transaction with its officer or major shareholder etc. (related party transaction), the ‘Board of Directors Regulations’ set forth, so that such transaction will not cause harm to the company and common interests of shareholders, that a related party transaction is a matter to be referred to the Board of Directors, and the Board of Directors is to approve, or receive reports on, actual individual transactions, through which the Company will monitor such transactions. When the Board of Directors deliberates a resolution regarding a related party transaction, the department in charge of legal affairs provides a legal check”.

(2) Matters Concerning Measures for Ensuring Fairness and Measures for Avoiding Conflicts of Interest

Please refer to “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” above.

(3) Overview of the Opinion Obtained from a Person Having Independence from the Controlling Shareholders and That the Transaction Is Not Adverse to the Interests of General Shareholders

The Company obtained an opinion dated July 30, 2025, from the Special Committee, which is composed of persons independent from the controlling shareholders, to the effect that the Company’s making decisions concerning the Transaction is not adverse to the interests of general shareholders. For details, please refer to “ii. Establishment of an Independent Special Committee at the Company and Obtaining a Report from the Special Committee” in “(3) Measures for Ensuring the Fairness of the Transaction and Measures for Avoiding Conflicts of Interest” in “3. Basis, etc. for the Amount of Money Expected to be Delivered to Shareholders from the Treatment of the Fractions Resulting from the Share Consolidation” above.

IV. Abolition of Provisions Specifying the Number of Shares Constituting One Unit

1. Reasons for Abolition

Upon the Share Consolidation taking effect, the total number of issued shares of the Company will be 5 shares, and it will no longer be necessary to specify the number of shares constituting one unit.

2. Scheduled Abolition Date

Tuesday, December 23, 2025 (tentative)

3. Condition for Abolition

The provisions will be abolished on condition that the resolution concerning the Share Consolidation and the resolution concerning amendment of the portion of the Articles of Incorporation relating to abolition of the provisions specifying the number of shares constituting one unit (please refer to “V. Partial Amendment of the Articles of Incorporation” below) are approved as proposed at the Extraordinary General Meeting of Shareholders, and that the Share Consolidation takes effect.

V. Partial Amendment to the Articles of Incorporation

1. Reasons for Amendment

(1) In the event that the Share Consolidation is approved as proposed and the Share Consolidation takes effect, in

accordance with the provisions of Article 182, Paragraph 2 of the Companies Act, the total number of authorized shares of the Company will decrease to 20 shares. To make this point clear, upon the Share Consolidation taking effect, Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation will be amended.

- (2) In the event that the Share Consolidation is approved as proposed and the Share Consolidation takes effect, the total number of issued shares of the Company will be 5 shares, and it will no longer be necessary to specify the number of shares constituting one unit. For this reason, upon the Share Consolidation taking effect, in order to abolish the provisions currently specifying that 100 shares constitute one share unit, the entire text of Article 7 (Number of Shares Constituting One Share Unit) and Article 8 (Rights Relating to Shares Less Than One Share Unit) of the Articles of Incorporation will be deleted and the article numbers will be moved up in accordance with such amendment.
- (3) In the event that the Share Consolidation is approved as proposed and the Share Consolidation takes effect, Tender Offeror and MP are expected to be the only persons owning one or more shares of the Company, thus making the provisions concerning the record date for ordinary general meetings of shareholders no longer necessary. Accordingly, upon the Share Consolidation taking effect, the entire text of Article 13 (Record Date for Ordinary General Meetings of Shareholders) of the Articles of Incorporation will be deleted and the article numbers will be moved up in accordance with such amendment.
- (4) In the event that the Share Consolidation is approved as proposed and the Share Consolidation takes effect, Tender Offeror and MP are expected to be the only persons owning one or more shares of the Company, and in conjunction with the implementation of the Share Consolidation, the Company Shares will be delisted, thus making the provisions relating to the electronic provision of shareholders meetings materials no longer necessary. Accordingly, upon the Share Consolidation taking effect, the entire text of Article 15 (Electronic Provision Measures, etc.) of the Articles of Incorporation will be deleted and the article numbers will be moved up in accordance with such amendment.

2. Details of Amendment

Details of amendment are as follows.

Underlining indicates amended text.

Current Articles of Incorporation	Proposed Amendments
Article 6 (Total Number of Authorized Shares) The total number of authorized shares of the Company shall be <u>88,384,000 shares</u> .	Article 6 (Total Number of Authorized Shares) The total number of authorized shares of the Company shall be <u>20 shares</u> .
<u>Article 7 (Number of Shares Constituting One Share Unit)</u> <u>The number of shares constituting one unit of the Company shall be 100 shares.</u>	(deleted)
<u>Article 8 (Rights Relating to Shares Less Than One Share Unit)</u> <u>Shareholders of the Company may not exercise any rights other than those below with respect to their holding of shares less than one share unit.</u>	(deleted)
1. <u>Rights set forth in the items of Article 189, Paragraph 2 of the Companies Act;</u> 2. <u>Right to make demand pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act;</u> 3. <u>Right to receive allocation of newly issued shares and newly issued share subscription rights in proportion to their shareholdings</u>	Article <u>7</u> to Article <u>10</u> (unchanged)
Article <u>9</u> to Article <u>12</u> (provisions omitted)	(deleted)
<u>Article 13: Record Date for Ordinary General Meetings of Shareholders</u> <u>The record date for the Company's ordinary general meetings of shareholders shall be March 31 of each year.</u>	Article <u>11</u> (unchanged)
Article <u>14</u> (provisions omitted)	(deleted)
<u>Article 15: Electronic Provision Measures, etc.</u> 1. <u>When convening a shareholders meeting, the Company shall take measures to electronically provide information in reference documents for the shareholders meeting.</u> 2. <u>The Company may omit all or part of the matters subject to electronic provision measures as specified</u>	Article <u>12</u> to Article <u>31</u> (unchanged)

<u>by the Ministry of Justice ordinance from the documents to be delivered to shareholders who request document delivery by the voting rights record date.</u> Article <u>16</u> to Article <u>35</u> (provisions omitted)	
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3. Date of Amendment of Articles of Incorporation

Tuesday, December 23, 2025 (tentative)

4. Conditions for the Amendment of Articles of Incorporation

That the resolution concerning the Share Consolidation is approved as proposed at the Extraordinary General Meeting of Shareholders and the Share Consolidation takes effect.

End