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May 15, 2025

To Whom it May Concern:

Company name: BASE, Inc.
 Representative: Representative Director and CEO Yuta Tsuruoka
 (Code: 4477, Tokyo Stock Exchange Growth Market)
 Director and CFO Ken Harada
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Notice of Opinion Statement (Opposition) on Mr. Hiroyuki Maki's Tender Offer
for the Company's Shares and Notice of Non-Activation of Countermeasures
under the Current Response Policy at This Time

BASE Inc. (the "Company") hereby announces that, with respect to the tender offer for the Company's shares (the "Tender Offer") commenced on 7 May 2025 by Mr. Hiroyuki Maki (the "Bidder" or "Mr. Maki"), the Board of Directors resolved unanimously at its meeting held today to oppose the Tender Offer and, at this time, not to invoke any countermeasures under the Company's current response policy. All three Audit & Supervisory Board Members attended the meeting and stated that they had no objection to this resolution.

Shareholders are respectfully requested not to tender their shares in the Tender Offer, and those who have already tendered are kindly requested to withdraw from the related contractual arrangements without delay.

1. Overview of the Bidder

(1)	Name	Hiroyuki Maki
(2)	Address	Shibuya-ku, Tokyo, Japan
(3)	Relationship between the Company and the Bidder	
	Capital relationship	The Bidder is deemed to own 16,582,700 shares of the Company (ownership ratio Note 2: 14.55 %) through margin transactions at Tachibana Securities Co., Ltd. Note 3. In addition, THE UBIQUITOUS MASTER SERIES TRUST MELCO GROUP MASTER FUND ("STM"), a special related party of the Bidder Note 4, holds 3,424,200 shares of the Company (ownership ratio 3.00 %).
	Personnel relationship	None.
	Business relationship	None.

Notes

1. Except for the “Personnel relationship” and “Business relationship” items in section (3) above, the information is based on the Tender Offer Registration Statement (the “Tender Offer Statement”) and its attachments filed by the Bidder on 7 May 2025 in connection with the Tender Offer.

2. According to the Tender Offer Statement, “ownership ratio” means the percentage of voting rights represented by the shares held against the 1,139,412 voting rights corresponding to 113,941,201 shares — calculated by deducting 2,459,389 treasury shares from the total 116,400,590 shares issued as of 31 March 2025, as stated in the Company’s Status Report on Repurchase of Own Shares filed on 1 April 2025. Shares to be issued upon exercise of stock acquisition rights are not included in this calculation.

3. Although Tachibana Securities Co., Ltd. (and, for securities lending, Japan Securities Finance Co., Ltd.) is recorded in the share register, margin transactions fall under “cases deemed equivalent to ownership” (Article 7, item 1 of the Cabinet Office Order under Article 27-2, paragraph 1, item 1 of the Financial Instruments and Exchange Act). Accordingly, on the filing date of the Tender Offer Statement, the Bidder is deemed to own 16,582,700 common shares of the Company.

4. STM is a unit trust established under Cayman Islands law. Its investment manager is STM Heritage Pte. Ltd., as stated in the Tender Offer Statement.

2. Price Offered

Common shares of the Company: JPY 400 per share (the “Tender Offer Price”).

3. Opinion on the Tender Offer—Outline, Basis and Reasons

(1) Outline of the Board’s Opinion

At its meeting held today, the Board of Directors resolved unanimously to oppose the Tender Offer and not to invoke any countermeasures under the Company’s response policy at this time.

Shareholders are therefore strongly advised not to tender their shares.

Shareholders who have already tendered are requested to cancel the relevant agreements without delay.

(2) Basis and Reasons for the Board’s Opinion

1. History of the Review of the Tender Offer

(i) Rapid Accumulation of the Company’s Shares by the Bidder and Introduction of the Company’s Response Policy

As announced in the Company’s press release dated 19 March 2025, titled “Receipt of Notice from Mr. Hiroyuki Maki Regarding His Intention to Commence a Tender Offer and Introduction of the Company’s Policy to Ensure Corporate Value and the Common Interests of Shareholders (Basic Policy on Corporate Control and Policy for Responding to Large-Scale Purchases of the Company’s Shares)” (the “19 March Press Release”; unless otherwise defined, the terms used below have the meanings given in the 19 March Press Release), the Company learned from a Large-Volume Holding Report that on 7 March the Bidder had begun accumulating the Company’s shares and confirmed that, as of 12 March, the Bidder had acquired 16,582,700 shares.

The Company had received no prior notice of this accumulation. It was therefore surprised when an investor with whom it had had no previous contact suddenly filed a Large-Volume Holding Report disclosing a rapid purchase of shares “for the purpose of obtaining a control premium.” The filing triggered numerous inquiries from shareholders and other stakeholders. Recognising that this situation was causing confusion, the Company—led by its Representative Director and CEO, Yuta Tsuruoka (“Tsuruoka”)—devoted management resources to address the matter. However, because it possessed very little information about the accumulation, it was unable

to provide shareholders and stakeholders with adequate explanations.

On 13 March, the Company received a letter from the Bidder dated the same day (for details, see Section 1 of the 19 March Press Release and Item (2)(i)(d), Section I-3 of the Tender Offer Registration Statement). From this letter the Company understood that the Bidder (i) seeks to “secure and enjoy a control premium,” and (ii) intends to acquire a shareholding in excess of 30 %, a level that could confer veto power over special resolutions at a general meeting of shareholders under the Companies Act. The Bidder also stated that, so long as Tsuruoka continues to serve as Representative Director, he would not oppose current management policies or take any action that might impair corporate value.

Nevertheless, to fulfil its duty to protect corporate value and the common interests of shareholders, the Company considered it essential to ascertain the Bidder’s true intentions—given that he had no prior relationship with the Company yet was rapidly purchasing shares to obtain a control premium—and to examine carefully the possible impact of this accumulation on corporate value and the common interests of shareholders before formulating its response.

Because Mr. Maki’s letter dated 13 March 2025 stated that he intended to resume purchasing the Company’s shares on 14 March, the Company sent an e-mail that same day to the Bidder’s legal counsel, conveying the following points:

1. The Company would prepare a formal response to the share accumulation but required sufficient time for careful consideration in light of the confusion already being caused among shareholders and other stakeholders.
2. If additional purchases were made before the Company had completed its review— including the planned restart on 14 March— further confusion could arise and corporate value and the common interests of shareholders might be impaired; the Bidder was therefore requested to refrain from any further purchases of the Company’s shares for the time being.
3. In order to understand the Bidder’s intentions more fully, the Company wished to arrange a meeting.

At approximately 7:00 p.m. on 14 March 2025, the Company received from the Bidder’s counsel a further letter dated the same day. In that letter the Bidder stated that:

- In the interest of maintaining a “friendly” relationship with the Company, no purchases of the Company’s shares had been made on 14 March, and the last purchase had taken place on 12 March;
- With respect to his goal of obtaining a control premium (i.e., acquiring a stake in excess of 30 % of the total shares outstanding), any additional purchases would be conducted not through on-market transactions but instead by means of a tender offer, so as to ensure full disclosure and avoid any element of coercion; and
- On 14 March he had obtained informal consent from a prospective tender-offer agent (a securities firm) and intended to begin preliminary consultations with the Kanto Local Finance Bureau concerning a tender offer for the Company’s shares early the following week.

The sudden notification of a planned tender offer—an option that had not previously been mentioned— again came as a surprise to the Company. As explained in the 19 March 2025 press release, after sincere consideration from the perspective of corporate value and the common interests of shareholders, the Board concluded that the ongoing share accumulation and the newly indicated tender offer could not be ruled out as potential threats to corporate value and shareholder interests. Accordingly, the Board adopted the Response Policy in order to (i) secure sufficient information and time for shareholders to make an informed judgment about the potential impact of any large-scale purchase, including the contemplated tender offer, and (ii) enable the Board to negotiate or confer with the Bidder concerning any such purchase or the Company’s management policies.

The Company disclosed in the 19 March press release that it had received notice of the planned tender offer. The Bidder’s letter of 14 March did not request that its contents be kept confidential. Given that the Bidder had already caused market confusion by rapidly purchasing shares “to obtain a control premium” and had now informed the Company of his intention to launch a tender offer, the Company believes that releasing this information on 19 March constituted timely and appropriate disclosure consistent with its obligations as a listed

company to provide accurate information to shareholders and other stakeholders.

(ii) Developments in Discussions with the Bidder After Adoption of the Response Policy

a. Bidder's Declaration of Intent Not to Comply with the Response Policy

As stated in the press release of 19 March 2025, the Company requested that the Bidder comply with the Response Policy upon its introduction. On the same day, a letter entitled "Request for Submission of a Statement of Intent for a Large-Scale Purchase" was sent to the Bidder explaining (i) that the Response Policy had been adopted and its purpose, and (ii) that the Board had not, as of that date, resolved either to oppose the contemplated tender offer or to invoke any countermeasures. The Bidder was asked to submit, no later than 60 business days before implementing any large-scale purchase, a written Statement of Intent addressed to the Board and to act in accordance with the Response Policy.

On 25 March 2025, the Company received a letter from the Bidder's legal counsel dated the same day (see the press release of 14 April 2025 for details). The letter largely repeated the assertions made in the Bidder's letters of 13 and 14 March and stated:

"It appears that you do not correctly recognize that Mr. Maki is investing solely as an ordinary individual investor (a general shareholder). Accordingly, we are unable to comply with the 'Request for Submission of a Statement of Intent for a Large-Scale Purchase' dated 19 March 2025."

Given that the Bidder's stated aim had been to "secure and enjoy a control premium," the assertion that he was acting merely as an "ordinary individual investor" struck the Company as incomprehensible. The letter confirmed the Bidder's intention not to act in accordance with the Response Policy.

In parallel with this correspondence, the Company worked to arrange a meeting with the Bidder. As noted in the 14 April press release, Representative Director Yuta Tsuruoka met with the Bidder on 31 March 2025. During that meeting Tsuruoka explained that the Board had not taken a definitive position—either for or against—on the contemplated tender offer; rather, the Board (and Tsuruoka personally) first wished to gain a full understanding of the Bidder's intentions. This was the purpose of the Response Policy, as well as the concern underlying its adoption.

Because the Bidder's letter of 25 March had indicated that he would not submit a Statement of Intent, Tsuruoka asked whether the Bidder intended to proceed without following the procedures set out in the Response Policy. The Bidder offered no denial; instead, he commented that, as a matter of principle, he regarded takeover-defence measures as seriously flawed. Tsuruoka reiterated that the Response Policy had not been adopted to say "no" to the contemplated tender offer but to obtain the information necessary for the Company to reach an informed decision. In light of these exchanges, the Company concluded that the Bidder had made clear his unwillingness to comply with the Response Policy.

The Bidder subsequently alleged, in response to the 14 April press release, that the Company had falsely stated his lack of intention to comply with the Response Policy. The Company maintains, however, that it consistently requested compliance and that the Bidder repeatedly indicated his refusal. The Company therefore believes that its disclosures were accurate.

b. Progress of Discussions from the Tsuruoka–Bidder Meeting to the Setting of the Record Date for the Shareholders' Intention-Confirmation Meeting

On 31 March 2025, a member of the Company's working-level staff exchanged business cards with the Bidder's legal counsel, who accompanied the Bidder to the above-mentioned meeting. The counsel stated that (i) the specific terms of the contemplated tender offer should be decided through consultations with the Company and (ii) the Bidder had no intention of participating in the Company's management or undertaking any

“Important Proposal Acts,” and that these undertakings could be set out in writing as a pledge or agreement.

Taking these remarks into account—together with the Bidder’s request at that meeting (see the press release dated 14 April 2025) that the content of future discussions not be disclosed without the Bidder’s consent—the Company on 2 April 2025 proposed to the Bidder that the parties conclude a non-disclosure agreement (the “NDA”) and thereafter engage in good-faith discussions regarding the contemplated tender offer.

Later on 2 April 2025 the Company received a letter of the same date from the Bidder’s counsel (the “2 April Letter”) in response. In the 2 April Letter the Bidder stated that, since publication of the 19 March press release, he had been asked whether the contemplated tender offer “ever existed,” whether it constituted “rumour-mongering,” “market manipulation” or “insider trading,” and that he therefore had to “address sincere inquiries and comments.” For that reason, he considered an NDA unnecessary. At that time the Bidder did not cite—as grounds for refusing the NDA—any of the reasons later presented in the Tender Offer Registration Statement (e.g., that “now that the 19 March press release has been disclosed, it is preferable for all information to become public as soon as possible,” or that the NDA “contains provisions deemed unilaterally disadvantageous to the Bidder beyond the scope of confidentiality”).

In response to the Bidder’s refusal to sign the NDA, the Company sent letters to the Bidder on 4 April and 8 April 2025, carefully explaining why the reasons cited for not executing the NDA were unfounded and again asking him to reconsider signing the agreement so that discussions could continue.

On 9 April, however, the Bidder’s counsel replied:

“On 19 March your company issued a press release announcing the tender offer without Mr. Maki’s consent or prior notice.

Since that disclosure, Mr. Maki has been discussing the tender offer with third parties; therefore, an NDA cannot be executed at this stage.”

The Company was once more perplexed—both by the statement that the Bidder was now negotiating the contemplated tender offer with third parties and by the inconsistency of the reasons given for declining the NDA. The Company came to view the refusal as an unreasonable rejection of the NDA.

According to the Tender Offer Registration Statement, by 25 March the Bidder had already reached an agreement with STM regarding purchases of the Company’s shares and, between 4 April and 17 April, had covertly accumulated a total of 3,424,200 shares through STM. While the Company had been expressing its concerns about the share accumulation and the contemplated tender offer from the standpoint of corporate value and the common interests of shareholders—and the Bidder had acknowledged those concerns, even stating in the 14 March letter that no further purchases had been made after 12 March “in the spirit of proceeding on friendly terms”—he was, without informing the Company, secretly requesting STM to buy additional shares. These facts caused the Company to doubt the Bidder’s sincerity and consistency and to conclude that he was pursuing his own interests over those of the shareholders as a whole.

Given that (i) the Company had proposed good-faith discussions on the tender offer conditioned on signing the NDA, (ii) the Bidder declined without any reasonable explanation, and (iii) he showed no intention of following the procedures set out in the Response Policy, the Board determined that shareholders were unlikely to receive the information and time necessary to make an informed decision and that the Company’s concerns about the share accumulation and tender offer would remain unresolved. Accordingly, on 14 April 2025 the Board resolved to publish a notice setting a record date in case it became necessary to convene a Shareholders’ Intention-Confirmation Meeting to decide whether to invoke countermeasures under the Response Policy (for details, see the press release dated 14 April 2025).

After the Board resolved to set the record date, a further meeting was held between Mr. Tsuruoka and the Bidder on 21 April 2025. At that meeting the Bidder stated frankly that he regarded the proposed non-disclosure agreement (“NDA”) as “a one-sided trap.” Until that day the Bidder had never indicated that he viewed the NDA in such terms. On review, the Company again confirmed that the draft NDA would impose identical

confidentiality obligations and non-disparagement duties on both parties, and that the restriction on additional share purchases was limited to a short period—principally one month after execution—so as not to cause any undue impediment to the contemplated tender offer. The Company had also inserted comments in the draft NDA explaining its intent with care. The Bidder’s reaction therefore came as a surprise.

Even so, on 23 April the Company informed the Bidder’s counsel that it was willing to consider revisions should the Bidder have any concerns about the NDA’s substance. No requests for amendments or other comments were received thereafter, and to date the NDA has not been executed.

c. Developments After the Record-Date Resolution and Up to the Launch of the Tender Offer

The Company continued to liaise with the Bidder’s counsel in search of opportunities for dialogue, and— as noted above— a telephone meeting between Mr. Tsuruoka and the Bidder was held on 21 April 2025.

At the Bidder’s request, a further meeting took place on 1 May 2025 between the Bidder and Mr. Masayuki Shimura, an independent outside director who serves as Chair of the Independent Committee (the committee consists solely of individuals independent of the Company’s executive management and was established on 19 March to ensure fair and objective operation of the Response Policy).

Based on these interactions, **the Company understood that constructive discussions with the Bidder were continuing, albeit with differences in how each party viewed the facts and the values pursued (i.e., personal gain versus corporate value and the common interests of shareholders).**

Nevertheless, as announced in the Company’s release dated 7 May 2025 titled “Notice Regarding the Commencement of a Tender Offer for the Company’s Shares by Mr. Hiroyuki Maki,” the Bidder publicly announced on 7 May 2025 the commencement of the Tender Offer. The Company received no prior notice of this action.

During the 1 May meeting, the Bidder had indicated a willingness to give the fullest consideration to limiting any additional share purchases to 0.1 %. Yet only two business days later the Tender Offer was suddenly launched; moreover, the Bidder had already secured 3,424,200 shares through STM’s purchases. These circumstances once again led the Company to question the Bidder’s sincerity and consistency.

As disclosed in the Company’s notice of 8 May 2025 titled “Receipt of a Document Entitled ‘Statement of Intent for a Large-Scale Purchase,’” the Company received from the Bidder, dated 7 May, a document entitled “Statement of Intent for a Large-Scale Purchase” (the “Statement”), which the Bidder described as a “voluntary submission.” However, the Tender Offer—constituting a Large-Scale Purchase— was commenced before the Statement was submitted, in contravention of the procedures stipulated in the Response Policy adopted by the Company.

d. Status of the Company’s Review After the Tender Offer Was Launched

The Company was surprised that the Bidder commenced the Tender Offer without prior notice while discussions were still under way. Nevertheless, after reviewing the Tender Offer Registration Statement and the Statement of Intent, the Company has carried out a detailed evaluation of the offer.

In forming its view, the Company engaged independent external advisers— including Nagashima Ohno & Tsunematsu as legal adviser—who are independent of both the Bidder and the Company and have provided expert advice.

The Independent Committee met on 1 April, 14 April, 12 May, 14 May and 15 May 2025. At the 1 April meeting it confirmed the advisers’ independence, expertise and track record and approved their appointment; at the meetings on 12, 14 and 15 May it deliberated on the Tender Offer based on the Bidder’s filings.

Today, the Independent Committee unanimously advised the Board of Directors that (i) the Company should express an opinion opposing the Tender Offer and (ii) countermeasures under the Response Policy should not be triggered at this time. Taking this advice into account, the Board unanimously resolved at today’s meeting to

state, as of now, an opinion opposing the Tender Offer.

e. Significant Differences Between the Bidder's Account of Negotiations in the Tender Offer Registration Statement and the Company's Understanding

The Company's understanding of the course of discussions with the Bidder is set out in sections a through d above. Throughout, the Company has acted appropriately from the standpoint of corporate value and the common interests of shareholders. However, the Tender Offer Registration Statement indicates that the Bidder holds a different view. While it is impractical to rebut every discrepancy here, the Company considers it necessary to address the principal points of divergence, as explained below.

- Allegation that the Company avoided discussions with the Bidder and adopted the Response Policy instead

The Bidder contends that the Company deliberately refrained from substantive talks during the period between his share accumulation and the adoption of the Response Policy. In practice, arranging the schedules of the Company's participants required a reasonable amount of time. As described above, the Bidder conveyed his intentions unilaterally on several occasions without granting the Company such scheduling latitude. There is no factual basis for asserting that the Company intentionally avoided dialogue with the Bidder.

- Allegation that the Company seeks to protect specific shareholders

The Bidder argues that the Company's request that certain shareholders refrain from increasing their holdings suggests the Board is acting to protect those shareholders.

The Company's actions—including the adoption of the Response Policy—are aimed solely at maximising corporate value and the common interests of all shareholders, not at preserving the current management structure or privileging any particular investor.

The Board's decisions are guided by, and give the greatest weight to, the views of the Independent Committee, which consists of three independent outside directors; structurally, the Board cannot invoke countermeasures at its own arbitrary discretion for management entrenchment.

The Bidder has stated that, so long as Mr. Tsuruoka remains Representative Director, he will not make Important Proposal Acts, will leave management policy and execution entirely to Mr. Tsuruoka, and has no intention of controlling management or joining the Board.

If Mr. Tsuruoka's motive were self-preservation, he would actually welcome the Bidder's additional share purchases.

However, the Company and Mr. Tsuruoka consider such reasoning inappropriate because their guiding principle is the maximisation of corporate value and the common interests of shareholders.

- Allegation that the reference to the BASE FOOD case in the 19 March press release was unfair

The Company analysed the BASE FOOD example because it is a comparable case in which an investor partially acquired listed shares to secure and enjoy a control premium.

The intention was to provide shareholders and other stakeholders with relevant reference information.

The Company is not in a position to judge whether BASE FOOD's own decisions were right or wrong, and the press release focused strictly on the investor's activity; no disparagement of BASE FOOD was intended.

This intent was communicated by e-mail to the Bidder's counsel on 23 April 2025.

- Allegation that the Company failed to respond on the terms of the Tender Offer

The Bidder stresses in the Tender Offer Registration Statement that the Board did not express views on the offer price, the post-offer ownership ratio, or the length of the offer period.

The Company, however, never requested the Bidder to purchase its shares; therefore it is the Bidder—who wishes to buy the shares—who should first present concrete terms. On 4 April and again on 10 April 2025 the Company informed the Bidder’s counsel that any specific proposal would be examined in good faith, yet no detailed terms were ever provided.

As noted in section a, the Bidder initially declared a target of securing a control premium—namely, “acquiring a stake in excess of 30 % of the shares outstanding.” Later, at the meetings on 31 March (with Mr Tsuruoka) and 1 May (with the Chair of the Independent Committee), the Bidder indicated he would “give the fullest consideration to stopping at an increase of just 0.1 %” if the Company agreed—without explaining how this squared with the original 30 % control-premium goal. Because the Bidder’s position on the scale of the acquisition kept shifting, the Company was unable to pin down his exact intentions.

In the Tender Offer now launched, the Bidder has set an upper limit that would cap his post-offer holding at 30 %, yet no such proposal had previously been put to the Company. The further change in stance has therefore caused the Company additional concern.

2. Reasons for the Board’s Opinion on the Tender Offer

- (i) The Bidder is pursuing personal gain, and even if he acquires the Company’s shares through the Tender Offer, no improvement in corporate value or in the common interests of shareholders is expected; indeed, there is concern that such improvement could become more difficult in the future.

According to the Tender Offer Registration Statement, the Bidder has launched the Tender Offer in order to increase his ownership up to 30 %—a level that does not carry a statutory veto over special resolutions under the Companies Act—and states that he neither intends to participate in management nor to make Important Proposal Acts.

In the Statement of Intent he also asserts that “enhancing corporate value is the responsibility of your management; the Bidder, who will not be involved in your management, policies or operations, bears no responsibility for improving corporate value.”

Throughout the filings and our prior discussions, the Bidder has offered no concrete ideas for managing the Company or raising its value.

By contrast, our management team, led by Mr Tsuruoka, works collectively to maximise corporate value and, by extension, the common interests of shareholders. If a large shareholder is to emerge, we would hope that such a holder could be expected to contribute to those goals.

Despite repeated discussions, the Bidder has never acknowledged that the measures we adopted—including the Response Policy—are aimed at protecting corporate value and shareholder interests. He continues to emphasise his objective of “securing and enjoying a control premium,” declined to address the concerns we raised in the 19 March press release, and went on—without informing us—to coordinate further share purchases through STM while we were seeking dialogue. This behaviour leads us to conclude that the Bidder is pursuing personal profit rather than the common interests of shareholders. We do not deny his right to such a stance; however, a major shareholder with the potential to influence not only shareholder resolutions but also management decisions should, in our view, care about corporate value and the interests of all shareholders, not just personal gain.

Given this fundamental divergence in orientation, we believe constructive talks aimed at enhancing corporate value are unrealistic. Even if the Bidder acquires shares through the Tender Offer, we see no prospect of business synergies, new value-enhancement measures, or other benefits to corporate value or the common interests of shareholders.

Furthermore, although the Bidder says he will stop at an ownership ratio of 30 %—below the Companies Act veto threshold—our actual voting-rights exercise ratio (Note 5) means that a 30 % holder would in practice be

able to determine the outcome of shareholder resolutions single-handedly. The Bidder declares that, so long as Mr Tsuruoka remains Representative Director, he will make no Important Proposal Acts and will leave management entirely to him. Yet if, for any reason, Mr Tsuruoka were replaced, the difference in orientation between the Bidder and the Company could surface; the Bidder might then act in ways that put his own interests ahead of corporate value and the common interests of shareholders, making future value enhancement difficult—an outcome we view with concern.

(Note 5)

As of the record date for the 12th Annual General Meeting of Shareholders held on 27 March 2025, the total number of voting rights was 1,162,979. An average of 616,199 voting rights were exercised across all agenda items, which is roughly 53 percent of the total (rounded to the nearest whole number). Applying the same calculation, the voting-rights exercise ratios for the 11th and 10th AGMs were each about 50 percent, making approximately 53 percent the highest ratio recorded over the last three meetings.

In light of the foregoing, not only would the Bidder's shareholding through the Tender Offer fail to raise corporate value, but—because of the divergence between the Bidder's orientation and that of the Company—there is a risk that he would act in his own interest at the expense of corporate value and the common interests of shareholders, making further enhancement difficult. For these reasons the Company cannot support the Bidder's Tender Offer from the standpoint of improving corporate value and the common interests of shareholders.

- (ii) Risk that the bidder—whose goal is to “secure and enjoy a control premium”—could resell the Company's shares in a manner that harms corporate value and the common interests of shareholders

As stated in the 19 March press release, the Company cannot rule out the possibility that the bidder might bundle the shares he has accumulated and resell them to a third party in a short period of time. Depending on the timing, scale, method and counterparty, such a resale could damage the interests of our shareholders.

The bidder has expressly said that enjoying a control premium is his objective in acquiring the Company's shares. In the Tender Offer Registration Statement he defines a control premium as “the portion added to the normal market price—or the valuation/price based on that addition—when trading a block large enough to control or influence management.” Because such a premium usually materialises only when a controlling shareholder gives up control, it is reasonable to assume that the bidder ultimately intends to sell a block big enough to capture that premium. The Registration Statement also notes that in Amendment No. 3 to the Large-Volume Holding Report filed on 12 March 2025 the bidder declared that his purpose is “to obtain a control premium and hold the shares stably as a major shareholder; if management does not agree with the goal, the shares may be sold,” and that “this purpose has not changed as of the filing date.” The bidder's unwavering focus on a control premium underscores his pursuit of personal profit.

When the bidder resells his shares, he is highly likely to choose a purchaser that serves his own interests rather than corporate value or the common interests of shareholders. Consequently, after the tender offer a major shareholding could end up in the hands of a third party that is undesirable from those perspectives. For this reason as well, the Company cannot support the bidder's tender offer.

The Tender Offer Registration Statement and the Statement of Intent say that, if the Bidder sells all of the Company shares he owns in a single block to a third party, he will notify the Board of Directors of the buyer at least six months in advance and allow ample time for discussions between the Board and that buyer. Even so, that language suggests a real likelihood that, after a certain period, the Bidder will sell a substantial block of shares to a third party. Moreover, even in an all-at-once sale, the Bidder need only give the six-months' notice; he is not required to confirm the Company's views in advance or to consult with us about the sale, and it is uncertain whether the buyer would agree to any talks. Thus, even if we believed the buyer would be undesirable from the standpoint of corporate value or the common interests of shareholders, the sale could still proceed.

Further, if the Bidder were to divest almost all of his shares—formally leaving, for example, a single share—the transaction might not be treated as an “all-at-once” sale, meaning no prior notice at all; this does nothing to allay our concerns.

(iii) Tender Offer Price

Although the tender offer price of ¥400 is not the principal basis for the Board’s current opposition, it represents a discount of about 1.72 % to the ¥407 closing price of the Company’s shares on the TSE Growth Market on 14 May, and a discount of about 15.79 % to the ¥475 closing price on 7 May 2025, the day the Tender Offer was announced. Accordingly, the offer does not provide shareholders with a reasonable opportunity to realise the value of their investment, which is one of the reasons the Company opposes the Tender Offer.

Although the Bidder has indicated that the tender offer price might be raised under certain conditions, even if the price were increased the considerations set out in (i) and (ii) above would remain unchanged, and the Company would continue to oppose the Tender Offer.

(iv) Summary

As noted in points (i)–(iii), the Bidder’s focus on personal gain diverges fundamentally from the Company’s goal of maximising corporate value and the common interests of shareholders. The Bidder’s approach is unlikely to enhance, and could ultimately hinder, such value; there is also concern that the Bidder may resell the shares in a manner that puts his own interests ahead of those of the Company and its shareholders. Taking these factors—together with the tender offer price—into account, the Company opposes the Tender Offer.

The Company will continue to pursue initiatives that raise corporate value and maximise shareholder interests. As outlined in the “FY 2025 Q1 Results Presentation Materials” released on 8 May 2025, the Company intends to reinforce existing products to achieve both topline growth and improved profitability, target EBITDA growth, and realise discontinuous growth through M&A. Supported by its solid financial base, the Company also plans to continue shareholder returns through share repurchases and cash dividends.

(3) Matters Relating to Valuation

In connection with the Tender Offer, the Company has not obtained any valuation report from an independent third-party appraiser.

(4) Prospect of Delisting and Reasons Therefor

As of the date of this press release, the Company’s shares are listed on the Tokyo Stock Exchange (“TSE”) Growth Market.

According to the Bidder, the Tender Offer is not intended to delist the Company’s shares, and even if the Bidder acquires the maximum number of shares—bringing his holding up to 30.00 % of the outstanding shares—no delisting is expected.

The TSE’s listing-maintenance criteria require that the free-float ratio (Note 6) be 25 % or higher. Using the method prescribed by the TSE, the Bidder has calculated that, as of 31 March 2025, the Company’s free-float ratio was 63.70 % (Note 7). After deducting the Bidder’s maximum additional acquisition of 15.12 % (ownership ratio 15.45 %), the ratio would still be 48.58 %, well above the 25 % threshold. Accordingly, the Bidder believes

that the Company's shares will remain listed even if he purchases shares up to the stipulated limit.

The above figures were calculated by the Bidder on the basis of publicly available information, and their accuracy and completeness are not guaranteed.

(Note 6)

"Free-float shares" are, in principle, the issued shares remaining after deducting the following "fixed" holdings from the total number of issued shares: holdings that exceed 10 % of the issued shares, treasury shares (including those held by officers), and shares held by domestic operating companies (excluding discretionary investment managers).

Compliance with the free-float requirement (minimum 25 % of issued shares) is determined at each fiscal year-end. If a listed company falls short, it must, within three months, submit to the Tokyo Stock Exchange ("TSE") a one-year improvement plan and undertake corrective measures. Failure to meet the standard within that period results in designation as a "Security on Alert" or "Security to Be Delisted," followed by delisting.

(Note 7)

The Bidder calculated the "fixed" shareholdings (i.e., those excluded from the free-float) as follows:

(i) From the FY 12 Annual Securities Report, Large Shareholders section (as of 31 Dec 2024):

- Yuta Tsuruoka – 18,559,096 shares
- CyberAgent Inc. – 2,255,000 shares

(ii) From the same report, Corporate-Governance section (Directors' holdings):

- Ken Harada – 522,458 shares
- Masayuki Shimura – 40,205 shares
- Misa Matsuzaki – 32,259 shares

(iii) From the Semi-Annual Report filed 26 Aug 2024 (Large Shareholders as of 30 Jun 2024):

- Ueda Yagi Tanshi Co., Ltd. – 1,798,900 shares

(Note: included because the 10th-largest holder in the FY 12 report held 2,220,000 shares; Ueda Yagi was likely still a major holder.)

(iv) Treasury shares reported in the Share-Buyback Status Report:

- 2,459,389 shares

(v) Shares already owned by the Bidder on the Tender Offer filing date:

- 16,582,700 shares

Adding (i) through (v) gives 42,250,007 shares.

Dividing this by the total issued shares of 116,400,590 yields a fixed-share ratio of 36.30 %.

Subtracting that from 100 % gives an estimated free-float ratio of 63.70 %.

(4) Policy on Post-Tender Offer Reorganization (Matters Concerning a "Two-Step Acquisition")

According to the Tender Offer Registration Statement, as of its filing date the Bidder has no plan to acquire any additional shares of the Company after completion of the Tender Offer.

(5) Measures to Ensure the Fairness of the Board's Judgments

1. Adoption of the Response Policy

As announced in the press release dated 19 March 2025, the Board of Directors resolved at its meeting on that date to adopt the Company's Response Policy. For the basic policy on parties who control decisions regarding the Company's finance and business (Article 118, item 3 of the Companies Act Enforcement Regulations) and for full details of the Response Policy, please refer to the 19 March press release.

2. Establishment and Opinions of the Independent Committee

Also as disclosed on 19 March 2025, the Board established an Independent Committee composed solely of persons independent of the executive team in order to prevent arbitrary decision-making and to further enhance the fairness and objectivity of the Response Policy's operation. The three current members are all independent outside directors.

On 1 April 2025 the Board submitted to the Committee the formal "Matters for Consultation with the Independent Committee" (see the appendix to the 14 April 2025 press release for details). The Committee has met on 1 April, 14 April, 12 May, and today. After deliberation, the Committee unanimously notified the Board today of its opinion that:

- (i) the Company should state an opinion opposing the Tender Offer; and
- (ii) in light of the Response Policy, its continued application, and the conditions of the Tender Offer, the Company should not invoke any countermeasures under the Response Policy at this time.

The Board has taken this unanimous opinion into full account.

3. Appointment of External Advisers

To ensure fairness and appropriateness in its decision-making process, the Company engaged independent experts—IR Japan, Inc. as financial adviser and Nagashima Ohno & Tsunematsu as legal adviser—to assist in evaluating the Tender Offer. Both advisers are independent of the Bidder and the Company and have no material interests to be disclosed in connection with the Tender Offer.

4. Material Agreements Related to the Tender Offer

According to the Tender Offer Registration Statement, STM holds 3,424,200 shares of the Company (ownership ratio: 3.00 %). On 1 May 2025 the Bidder and STM entered into a tender offer acceptance agreement under which STM will tender all of its shares in the Tender Offer.

5. Benefits Provided by the Bidder or Its Special Related Parties

None.

6. Response Policy Relating to the Basic Policy on Corporate Control

(1) Background to the Adoption of the Response Policy

As stated in the 19 March 2025 press release, the Company learned on 7 March 2025 that the Bidder had filed, for the first time, a large-shareholding report in respect of the Company's shares and was rapidly acquiring shares on the market. According to subsequent filings, by 12 March the Bidder already held 16,582,700 shares—14.25 % of the voting rights. As explained under "3. Content, Basis and Reasons for the Board's Opinion on the Tender Offer," section "(2) (i) Course of Review—Rapid Share Accumulation and Adoption of the Response Policy," the Company received on 13 March a notice from the Bidder stating that (i) his purpose was "to secure and enjoy a control premium" and (ii) he intended to acquire a stake exceeding 30 %—a level that could confer veto power over special resolutions at shareholders' meetings. On 14 March the Company was further notified of the Bidder's plan to commence a tender offer.

After careful consideration from the standpoint of corporate value and the common interests of shareholders, the Board concluded that information about the Bidder's rapid share accumulation and contemplated tender offer was insufficient, that the accumulation was already causing confusion among shareholders and other stakeholders, and that publication or commencement of the tender offer would only deepen that confusion. The Board also judged that serious conflicts of interest could arise between the Bidder—who is pursuing personal economic gain—and the Company's general shareholders, and that the eventual exercise of the voting and other shareholder rights attached to the shares acquired by the Bidder was uncertain. Taking these factors together with the Bidder's past investment activities, the Board could not rule out the possibility that the Bidder's conduct

would damage corporate value and the common interests of shareholders.

Accordingly, at its meeting on 19 March, the Board adopted (i) the Company's "Basic Policy on Parties Who Control Decisions on the Company's Finance and Business" (pursuant to Article 118, item 3 of the Companies Act Enforcement Regulations) and, as a measure to prevent control of such decisions by an inappropriate party, (ii) the "Response Policy." The Response Policy is intended to secure sufficient information and time for shareholders to make an informed judgment about any large-scale purchase—including the contemplated tender offer by the Bidder—and to enable the Board to negotiate or confer with the Bidder regarding the tender offer or the Company's management policies.

At the same time, to prevent arbitrary Board decisions and to further ensure the fairness and objectivity of the Response Policy's operation, the Board established an Independent Committee composed solely of persons independent of executive management; the three current members are all independent outside directors.

(2) The Company's Response Following Commencement of the Tender Offer

As described under "3. Opinion on the Tender Offer—Basis and Reasons," in the sections detailing the course of discussions after adoption of the Response Policy—including (ii) "Talks with the Bidder after Adoption of the Response Policy," subsection b (negotiations up to the record-date resolution for the shareholders' intention-confirmation meeting) and subsection c (the sudden launch of the Tender Offer despite ongoing discussions)—the Company continued to hold consultations with the Bidder. Nevertheless, on 7 May 2025 the Bidder unilaterally commenced the Tender Offer.

On that same day the Company received the Bidder's "Statement of Intent for a Large-Scale Purchase." However, the Bidder launched a Large-Scale Purchase—the Tender Offer—before submitting the Statement, thereby acting in violation of the procedures set out in the Response Policy.

The Company believes that, in order to maximise corporate value and the common interests of shareholders, the procedures prescribed in the Response Policy must be observed so that shareholders have adequate information and time for careful deliberation. It is therefore regrettable that the Bidder neither accepted the Company's purpose in adopting the Response Policy—namely, to safeguard corporate value and shareholder interests—nor complied with those procedures.

Even so, now that the Tender Offer has actually begun, the Company will, consistent with the spirit of the Response Policy and always from the perspective of maximising corporate value and the common interests of shareholders, continue to seek and implement the most appropriate response.

Because the ¥400 offer price is about 1.72 % below the ¥407 closing price of our shares on 14 May and about 15.79 % below the ¥475 closing price on 7 May 2025 (the announcement date), we do not regard the tender offer as a reasonable exit opportunity for shareholders. Moreover, even if all shares held by STM are tendered, the bidder's voting-rights ratio after the offer is expected to stay below the 20 % threshold that defines a "Large-Scale Purchase" under our Response Policy, so we see no need to invoke any countermeasures at this time.

After further evaluating the Tender Offer, the Board has unanimously resolved at today's meeting to oppose the Tender Offer and, for now, not to trigger any countermeasures while the Response Policy remains in force.

Should circumstances change—such as significant movements in our share price or a revision of the offer price—the Board may, after fully respecting any further recommendations of the Independent Committee and considering factors such as the eventual outcome and coercive nature of the Tender Offer (noting that a partial tender offer with an upper limit can be coercive as referenced in the Ministry of Economy, Trade and Industry's "Guidelines on Takeovers," Annex 2-1-b, 31 August 2023), decide to activate countermeasures either before or after the completion of the Tender Offer.

As noted earlier, the Independent Committee has today, in a unanimous opinion, supported (i) the Board's expression of opposition to the Tender Offer and (ii) the decision not to invoke countermeasures at this time.

7. Benefits Provided by the Bidder or Its Special Related Parties

As stated in section 3.(1) above, the Company has expressed an opinion opposing the Tender Offer. Regardless of that position, it is desirable—from the standpoint of corporate value and the common interests of shareholders—to clarify the Bidder's views on each of the questions set out in the attached schedule.

Please refer to the attached schedule for the list of questions addressed to the Bidder.

8. Request for Extension of the Tender Offer Period

None.

(End of document)

Questions to the Bidder

The questions for the Bidder are as follows:

1. Regardless of whether subscriptions reach the upper limit of the Tender Offer, may we confirm that you do not intend to purchase additional shares of the Company after the Tender Offer closes? If you have no intention of further purchases, please state this explicitly. If you might acquire additional shares, please provide details of the purpose, timing, method, transaction structure, the number of shares you plan to purchase, your projected ownership ratio after such purchases, and—if the additional acquisition could lead to delisting—the likelihood and reasons for that outcome.
2. Please explain whether, in your view, increasing your voting-rights ratio would enhance the Company's corporate value and the common interests of shareholders. If you believe it would, give specific reasons.
3. A large shareholder capable of exerting strong influence not only over resolutions at shareholders' meetings but also over management decisions is expected to consider corporate value and the common interests of shareholders, not merely personal gain. Please state your view on this point.
4. If you were to hold 30 % of the Company's voting rights after the Tender Offer, conflicts of interest between you and the other shareholders might arise. Please explain your thoughts on this concern and, should such conflicts materialise, what specific measures you would take to safeguard the interests of the general shareholders. For example, when you dispose of your shares, factors such as timing, scale, method and counterparty could create conflicts between your interests and those of other shareholders. How would you address such situations with proper regard for the interests of the general shareholders?
5. In "Post-Tender-Offer Management Policy" of the Registration Statement, the Bidder states that—unless countermeasures under the Company's Response Policy are triggered—he will (i) leave the Company's management, business policy and operations entirely to Mr. Tsuruoka, (ii) make no Important Proposal Acts, and (iii) not impede Mr. Tsuruoka's management. Given this, please explain in detail the Bidder's concrete policy for exercising voting rights and any other shareholder rights. The Registration Statement further says, under "Policy on Exercising Voting Rights in the Company's Shares," that the Bidder will not vote against any proposal other than one to introduce or invoke countermeasures. May we confirm that this also means the Bidder will not abstain from voting on such other proposals?
6. Related to item 5: the Registration Statement indicates that, if Mr. Tsuruoka were to step down as Representative Director, the Bidder would consult with him—as a major shareholder—and then decide on a future holding policy. If Mr. Tsuruoka were to resign but the Bidder continued to hold the Company's shares, please explain what management policy the Bidder envisages and how he would exercise voting rights and other shareholder rights in that scenario.
7. The Registration Statement's "Post-Tender-Offer Management Policy" includes the following declaration: "When selling all of the Bidder-owned shares (meaning the shares already held plus those acquired through this Tender Offer; hereafter, the 'Bidder-Owned Shares') as a single block to a third party, the Bidder will notify the Company's Board of Directors of the intended purchaser at least six months in advance and secure ample time for discussions between the Board and that purchaser. However, this shall not apply to sales executed on the Tokyo Stock Exchange auction market, and any shares sold (or to be sold) through such on-market trades shall be excluded from the Bidder-Owned Shares."

With respect to this statement, please clarify the following points:

- (1) The statement refers to a sale of all Bidder-owned shares in a single block. If the Bidder were to sell only a portion of his shares, may we understand that he would be free to dispose of them to any third party without prior notice to the Company or time for consultations between the Company and the purchaser?
 - (2) The consultations envisaged appear to be solely between the Company and the purchaser. May we confirm that the Bidder is not undertaking to consult with the Company in advance when he sells his shares to a third party?
 - (3) When the Bidder sells his shares, what type of purchaser is envisioned? Even if no concrete buyer has been identified, please specify— as concretely as possible—the criteria or considerations the Bidder would use in selecting a purchaser.
 - (4) The Bidder has stated that his goal in acquiring the Company's shares is to "secure and enjoy a control premium." In that context, what criteria will determine the timing of any sale? For example, would the Bidder sell if the share price reaches a certain level, or if "agreement on his goal cannot be obtained from management"? Please explain in as much detail as possible.
 - (5) May we confirm that the Bidder's commitments outlined above apply regardless of whether Mr. Tsuruoka remains the Company's Representative Director?
8. According to the Tender Offer Registration Statement, the Bidder reached an agreement with STM on 25 March 2025 regarding purchases of the Company's shares, and STM intermittently acquired shares between 4 April and 17 April. Please provide concrete information on STM's (i) board composition, (ii) ultimate parent company, and (iii) beneficial owner, as well as the precise nature of the relationship between the Bidder and STM. The Statement also says that, as of the filing date, STM holds 3,424,200 shares of the Company. Our shareholder register as of the record date of 30 April 2025 shows that "INTERTRUST TRUSTEES (CAYMAN) LIMITED AS TRUSTEE OF THE UBIQUITOUS MASTER SERIES TRUST MELCO GROUP MASTER FUND" holds 3,424,200 shares. May we confirm that this shareholder is identical to STM? Please address this point as well.
9. According to the Large-Volume Holding Reports, the Bidder has built his position in the Company's shares through margin transactions with Tachibana Securities Co., Ltd. ("Tachibana Securities"). Please provide specific details of any agreements between the Bidder and Tachibana Securities relating to those shares—including collateral arrangements and any provisions governing the exercise of voting rights or other shareholder rights. If the terms of any such agreements have been amended at any point between the start of the Bidder's margin purchases and today, please explain the changes, their purposes and the dates on which they occurred.
10. In the letter dated 25 March, Mr. Maki states: "In the shareholders' register (including the beneficial shareholders' register), Tachibana Securities Co., Ltd. (or, for the loaned-share portion, Japan Securities Finance Co., Ltd.) will be recorded as the shareholder, and I will not be able to exercise voting rights." Under the rules governing voting rights for shares acquired via the standard margin-trading system, is it correct to understand that—regardless of the Bidder's wishes—voting rights attached to these shares cannot be exercised? If voting rights could become exercisable upon the passage of a certain period or upon some other trigger, please describe the relevant conditions in detail.

(End of document)