

Translation

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December 23, 2025

To whom it may concern:

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(Securities code: 5191; TSE Prime Market and
NSE Premier Market)
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Notice Concerning Sumitomo Electric Industries, Ltd.'s Decision to Make Demand for Share Cash-out for the Company's Stock, Approval for the Demand for Share Cash-out, and Delisting of the Company's Stock

As announced by Sumitomo Riko Company Limited (the "Company") in the "Notice Concerning Result of Tender Offer for the Company's Stock by Sumitomo Electric Industries, Ltd., the Controlling Shareholder of the Company" dated December 16, 2025, Sumitomo Electric Industries, Ltd. ("Sumitomo Electric"), the controlling shareholder (parent company) of the Company, conducted a tender offer (the "Tender Offer") for the common stock of the Company (the "Company's Stock") from October 31, 2025. As a result, as of December 22, 2025, the commencement date for settlement of the Tender Offer, Sumitomo Electric and its wholly owned subsidiaries now hold 95,853,740 shares of the Company's Stock (Shareholding Ratio: 92.32%) (Note 1), thereby becoming a special controlling shareholder (the "Special Controlling Shareholder") of the Company as defined under the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same applies).

(Note 1) "Shareholding Ratio" refers to the ratio (rounded to the second decimal place; hereinafter the same applies for statements of Shareholding Ratio unless otherwise specified) of the number of shares held to the number of shares (103,823,998 shares) obtained by deducting the

number of treasury shares held by the Company as of September 30, 2025 (218,808 shares), as stated in the Consolidated Financial Results for the Second Quarter (First Half) of the Fiscal Year Ending March 31, 2026 IFRS released by the Company on October 30, 2025 (the "Company's Earnings Briefing"), from the total number of issued shares of the Company's Stock as of the same date (104,042,806 shares), as stated in the Company's Earnings Briefing.

According to Sumitomo Electric, as a result of completion of the Tender Offer, Sumitomo Electric and its wholly owned subsidiaries (the "Wholly Owned Subsidiaries") has come to hold 90% or more of the voting rights of all shareholders of the Company and thus, as described in "(5) Policies on reorganization, etc. after the Tender Offer (matters concerning "two-step acquisition")" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" in the "Notice Concerning Opinion in Favor of Tender Offer for the Company's Stock by Sumitomo Electric Industries, Ltd., the Controlling Shareholder of the Company and Recommendation to Tender" published by the Company on October 30, 2025 (including the changes made in the "(Amendment) Partial Amendment to the "Notice Concerning Opinion in Favor of Tender Offer for the Company's Stock by Sumitomo Electric Industries, Ltd., the Controlling Shareholder of the Company and Recommendation to Tender"" published on November 26, 2025, the "Opinion Press Release"), Sumitomo Electric decided today to make a demand that, pursuant to Article 179, paragraph (1) of the Companies Act, all shareholders of the Company (excluding Sumitomo Electric, the Company, and the Wholly Owned Subsidiaries; the "Shareholder(s) Subject to Share Cash-out") sell all the shares of the Company's Stock they hold (the "Share(s) Subject to Share Cash-out"; Sumitomo Electric's said demand is hereinafter referred to as the "Demand for Share Cash-out") as part of a serial transaction (the "Transaction") aimed at making the Company a wholly owned subsidiary of Sumitomo Electric through acquiring all the shares of the Company's Stock (excluding the Company's Stock directly held by Sumitomo Electric, the treasury shares held by the Company, and the Company's Stock held by the Wholly Owned Subsidiaries).

The Company received from Sumitomo Electric today, a notice concerning the Demand for Share Cash-out. The Company resolved, at the board of directors meeting held today, to approve such Demand for Share Cash-out and thus, the Company hereby announces as follows.

In addition, approval of the Demand for Share Cash-out will cause the Company's Stock to fall under the delisting standards of Tokyo Stock Exchange, Inc. (the "TSE") and Nagoya Stock Exchange, Inc. (the "NSE"). The Company's Stock will be designated as stocks to be delisted from today until January 28, 2026, and then it will be delisted as of January 29, 2026. The Company also hereby announces that after the delisting, the Company's Stock may not be traded on the Prime Market of the TSE or the Premium Market of the NSE.

1. Overview of the Demand for Share Cash-out

(1) Overview of the Special Controlling Shareholder

(1) Name	Sumitomo Electric Industries, Ltd.
(2) Location	Sumitomo Building, 4-5-33, Kitahama, Chuo-ku, Osaka
(3) Job title and name of representative	Osamu Inoue, President & COO
(4) Description of business	Automotive business; info-communications business; electronics business; environment & energy business; industrial materials business and others.
(5) Share capital	99,737 million yen (as of September 30, 2025)
(6) Date of establishment	December 10, 1920
(7) Major shareholders and ownership ratios (as of September 30, 2025) (Note 2)	The Master Trust Bank of Japan, Ltd. (trust account) 16.87%
	Custody Bank of Japan, Ltd. (trust account) 10.32%
	Nippon Life Insurance Company 3.17%
	STATE STREET BANK AND TRUST COMPANY 505001 2.21%
	SUMITOMO LIFE INSURANCE COMPANY 2.08%
	STATE STREET BANK WEST CLIENT – TREATY 505234 1.96%
	JPMorgan Securities Japan Co., Ltd. 1.75%
	Kochi Shinkin Bank 1.51%
	JP MORGAN CHASE BANK 385781 1.42%
	Sumitomo Electric Industries, Ltd. Employee Stock Ownership Association 1.31%
(8) Relationship between the Company and Sumitomo Electric	
Capital relationship	Sumitomo Electric and its wholly owned subsidiaries hold 95,853,740 shares of the Company's Stock (Shareholding Ratio: 92.32%) as of today.
Personnel relationship	As of today, two out of eight directors of the Company were employees of Sumitomo Electric in the past. Also, one out of five Audit & Supervisory Board Members of the Company was an employee of Sumitomo Electric in the past.

		In addition to the above, as of today, five employees of Sumitomo Electric are seconded to the Company, but no employees of the Company are seconded to Sumitomo Electric.
	Business relationship	There are no significant transactions to be mentioned.
	Related party relationship	Sumitomo Electric is the parent company of the Company, and Sumitomo Electric and the Company mutually fall under related parties.

(Note 2) "Major shareholders and ownership ratios (as of September 30, 2025)" is cited from "Description of Major Shareholders" in the semi-annual securities report for FY2025 (year ending March 31, 2026), which Sumitomo Electric submitted to the Director-General of the Kanto Local Finance Bureau on November 5, 2025.

(2) Schedules for the Demand for Share Cash-out

Date of demand for share cash-out	Tuesday, December 23, 2025
Date of resolution by the Company's board of directors	Tuesday, December 23, 2025
Final trading date	Wednesday, January 28, 2026 (scheduled)
Delisting date	Thursday, January 29, 2026 (scheduled)
Acquisition date	Sunday, February 1, 2026 (scheduled)

(3) Consideration for Share Cash-out

2,600 yen per common share

2. Details of the Demand for Share Cash-out

The Company received from Sumitomo Electric today, a notice stating that Sumitomo Electric will make the Demand for Share Cash-out, specifying the following matters.

(1) When choosing not to make the Demand for Share Cash-out to a wholly owned subsidiary corporation of the Special Controlling Shareholder, specification to that effect and the name of relevant wholly owned subsidiary corporation of the Special Controlling Shareholder (Article 179-2, paragraph (1), item (i) of the Companies Act)

Not applicable.

(2) Amount of money to be delivered to the Shareholders Subject to Share Cash-out as consideration for the Shares Subject to Share Cash-out pursuant to the Demand for Share Cash-out or

the calculation method therefor and matters related to allotment thereof (Article 179-2, paragraph (1), items (ii) and (iii) of the Companies Act)

Sumitomo Electric will allot and deliver money to the Shareholders Subject to Share Cash-out as consideration for the Shares Subject to Share Cash-Out (the "Consideration for Share Cash-out") at the rate of 2,600 yen per Share Subject to Share Cash-out held by each Shareholder Subject to Share Cash-out.

- (3) Matters concerning a demand for share option cash-out (Article 179-2, paragraph (1), item (iv) of the Companies Act)

Not applicable.

- (4) Day when the Special Controlling Shareholder acquires the Shares Subject to Share Cash-out (the "Acquisition Date") (Article 179-2, paragraph (1), item (v) of the Companies Act)

February 1, 2026

- (5) Means of securing funds for the payment of the Consideration for Share Cash-out (Article 179-2, paragraph (1), item (vi) of the Companies Act and Article 33-5, paragraph (1), item (i) of the Regulations for Enforcement of the Companies Act)

Sumitomo Electric plans to pay the full amount of the Consideration for Share Cash-out using the funds borrowed based on a financing certificate obtained from Sumitomo Mitsui Banking Corporation on October 29, 2025. Furthermore, according to Sumitomo Electric, no events have occurred that would impede payment of the Consideration for Share Cash-out nor such events are currently anticipated to occur in the future.

- (6) Other trade terms regarding the Demand for Share Cash-out (Article 179-2, paragraph (1), item (vi) of the Companies Act and Article 33-5, paragraph (1), item (ii) of the Regulations for Enforcement of the Companies Act)

The Consideration for Share Cash-out shall be delivered within a reasonable period from the Acquisition Date, at the address of the Shareholder Subject to Share Cash-out as recorded in the Company's final shareholder register as of the day immediately preceding the Acquisition Date or at the location notified by the Shareholder Subject to Share Cash-out to the Company, and in accordance with the method used by the Company for delivering dividend properties. However, if delivery by such method was not possible, the Consideration for Share Cash-out shall be paid to the Shareholders Subject to Share Cash-out at the location of the Company's head office by a method designated by the Company (if Sumitomo Electric has designated another location and method for the delivery of the Consideration for Share Cash-out, the Consideration for Share Cash-

out shall be paid at such location and by such method).

3. Grounds and Reasons for the Decision to Approve the Demand for Share Cash-out

(1) Grounds and reasons for the approval decision

The Demand for Share Cash-out is being made as part of the Transaction, and the Consideration for Share Cash-out has been set at the same price as the purchase price per share of the Company's Stock in the Tender Offer (the "Tender Offer Price").

As described in "(IV) Decision-making process of the Company's board of directors" under "(2) Grounds and reasons for the opinion" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Press Release, the Company reached a conclusion that, based on the process and reasons stated below, the Transaction will contribute to improve the corporate value of the Company, and at the Company's board of directors meeting held on October 30, 2025, the Company resolved to express its opinion in support of the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer. Please note that, among the following statements, those regarding Sumitomo Electric are based on explanations received from Sumitomo Electric.

(i) Background to the establishment of an evaluation framework

On July 7, 2025, the Company received from Sumitomo Electric a non-legally binding preliminary letter of intent (the "Written Proposal"), which stated the background and purposes of the Transaction, the expected measures for improving the corporate value, and the expected structure of the Transaction, under which Sumitomo Electric intends to conduct the Tender Offer followed by various procedures including a squeeze-out process against the Company's ordinary shareholders as necessary, and ultimately make the Company its wholly owned subsidiary. With respect to the Transaction, the Company appointed Anderson Mori & Tomotsune on July 30, 2025 as its legal advisor independent of the Company as well as the Sumitomo Electric group (excluding Sumitomo Electric and the Sumitomo Riko Group (Note)) and Sumitomo Electric (collectively, "Sumitomo Electric, Etc."), and Daiwa Securities Co., Ltd. ("Daiwa Securities") on July 30, 2025 as its financial advisor and third-party valuator independent of the Company and Sumitomo Electric, Etc. Upon receiving such proposal, considering that Sumitomo Electric is the Company's controlling shareholder and that there underlies a possibility where a situation of structural conflict of interest to occur in the process of considering the Transaction, in order to ensure the fairness of the Transaction, based on the advice of Anderson Mori & Tomotsune, the Company immediately started to establish a framework to review, negotiate, and make a decision on the Transaction from a standpoint independent of Sumitomo Electric, Etc., and from the perspective of enhancing the corporate value of the Company and securing the interests of the Company's ordinary shareholders.

(Note) The "Sumitomo Riko Group" refers to a corporate group comprising a total of 82 companies consisting of the Company, its 74 consolidated subsidiaries, and its seven affiliated companies (as of October 30, 2025); hereinafter the same.

Specifically, as stated in "(i) Background of establishment of the committee, etc." under "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" of the Opinion Press Release, after proceeding with the preparations for the establishment of a special committee, the Company established a special committee consisting of six members, namely, Mr. Masaaki Iritani (the Company's Independent Director), Mr. Kiyotaka Ise (the Company's Independent Director), Ms. Mariko Miyagi (the Company's Independent Director), Mr. Hakaru Hyakushima (the Company's Independent Audit & Supervisory Board Member), Ms. Tatsuko Koike (the Company's Independent Audit & Supervisory Board Member), and Ms. Reiko Matsuda (the Company's Independent Audit & Supervisory Board Member) (the "Special Committee"), by resolution of the board of directors meeting held on July 30, 2025, immediately after receiving the Written Proposal from Sumitomo Electric on July 7, 2025 (for details of the process of consideration and decision by the Special Committee, please see "(ii) Background of consideration" and "(iii) Determinations" under "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" of the Opinion Press Release), and the Company consulted with the Special Committee on: (i) whether the purpose of the Transaction is justifiable and reasonable (including whether the Transaction contributes to the enhancement of the Company's corporate value); (ii) whether the fairness and appropriateness of the terms and conditions of the Transaction (including whether the level of the consideration for the acquisition, the method of the acquisition, the type of consideration for the acquisition, and other terms and conditions of the Transaction are fair) are ensured; (iii) whether procedures to secure the fairness of the terms and conditions of the Transaction have been sufficiently taken; and thereupon, (iv) based on (i) through (iii) above, whether the Transaction is considered fair to the ordinary shareholders of the Company; and (v) whether the Company's board of directors should express an opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer (collectively, the "Consultation Matters"). Furthermore, in establishing the Special Committee, the Company's board of directors has resolved that: (i) the Company's board of directors will make its decisions on the Transaction, including whether to support or oppose to the Transaction, with the utmost respect for the judgments made by the

Special Committee; and (ii) if the Special Committee determines that the terms and conditions of the Transaction are not appropriate, the Company's board of directors will not support the Transaction in such terms and conditions. In addition, the Company's board of directors resolved that the Company will authorize the Special Committee to: (i) appoint its own advisors including financial advisors and legal advisors, as necessary, in reviewing and determining on the Consultation Matters (the reasonable costs associated therewith will be borne by the Company), or approve (including ex-post facto approval) the Company's advisors; (ii) when necessary, receive from the Company's officers and employees and such other persons as the Special Committee deems necessary all information reasonably necessary to review and determine on the Consultation matters; and (iii) when necessary, discuss and negotiate with Sumitomo Electric on matters such as the terms and conditions of the Transaction (for the method of resolving at the board of directors meeting, please see "(i) Background of establishment of the committee, etc." under "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" of the Opinion Press Release).

As stated in "(ii) Background of consideration" under "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" of the Opinion Press Release, on August 6, 2025, based on the authority described above, the Special Committee decided to appoint PLUTUS CONSULTING Co., Ltd. ("Plutus Consulting") as its own financial advisor and third-party valuator.

In addition, at the Special Committee meeting, the Company has received approval for the appointment of Daiwa Securities, the Company's financial advisor and third-party valuator, and Anderson Mori & Tomotsune, the Company's legal advisor, after confirming that there are no problems with their independence from Sumitomo Electric, Etc. and the Sumitomo Riko Group as well as their expertise and track record.

Furthermore, as stated in "(VI) Establishment of an independent review system in the Company" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" of the Opinion Press Release, the Company has established a system within the Company to deliberate, negotiate, and make decisions on the Transaction (including the scope of officers and employees of the Company who will be involved in deliberations, negotiations, and decisions on the Transaction, and their duties) from a standpoint independent of Sumitomo Electric, Etc., and has obtained the approval of the Special Committee that there are no problems with such review system from the viewpoint of

independence and fairness.

(ii) Background to the review and negotiations

The Company then received from Daiwa Securities a report regarding the share valuation of the Company's Stock, advice regarding the policy for negotiation with Sumitomo Electric, and other advice from a financial viewpoint, and received from Anderson Mori & Tomotsune advice on how to ensure the fairness of the procedures in the Transaction and other legal advice. Based on such report and advice, the Company has carefully discussed and considered the merits or demerits of the Transaction and the fairness and appropriateness of the terms and conditions of the Transaction with the utmost respect for the substance of the Special Committee's opinion.

Specifically, following the receipt of the Written Proposal on July 7, 2025, the Company proceeded with the review and discussion at the Special Committee meeting, and on August 13, 2025, asked Sumitomo Electric questions in writing concerning matters such as the significance and purpose of the Transaction, the background of the proposal for the Transaction, synergies of the Transaction, disadvantages of the Transaction, the structure of the Transaction, and the Company's post-Transaction management policy (the "Questionnaire"). On August 22, 2025, the Company received a written response to the Questionnaire from Sumitomo Electric. Based on such response, the Company and the Special Committee conducted additional interviews regarding the Questionnaire at the Special Committee meeting held on August 27, 2025, received an explanation from Sumitomo Electric regarding such response, and conducted a Q&A session and discussions thereon.

Since September 29, 2025, the Company has conducted several rounds of negotiations with Sumitomo Electric regarding the Tender Offer Price. Specifically, on September 29, 2025, the Company received a proposal for the Transaction from Sumitomo Electric, which included setting the Tender Offer Price at 2,300 yen (representing a premium of 2.68% over the closing price of the Company's Stock of 2,240 yen on the Prime Market of the TSE on September 26, 2025, which is the business day immediately preceding the proposal date; a premium of 3.42% over the simple average closing price of 2,224 yen for the past one month ending on the said date; a premium of 15.23% over the simple average closing price of 1,996 yen for the past three months ending on the said date; and a premium of 27.78% over the simple average closing price of 1,800 yen for the past six months ending on the said date), on the assumption that no year-end dividend will be paid for the fiscal year ending March 31, 2026, which resulted from comprehensive consideration of the information obtained through the due diligence conducted by Sumitomo Electric on the Company, the initial valuation analysis of the Company's Stock conducted by JPMorgan Securities Japan Co., Ltd. ("JPMorgan Securities"), Sumitomo Electric's financial advisor, on the basis of such information, and the initial valuation analysis of the Company's Stock conducted by

Sumitomo Electric on the basis of such information. However, on October 1, 2025, the Company requested reconsideration of the Tender Offer Price, claiming that: (i) the Tender Offer Price was below the price level that reflected the intrinsic value of the Company; (ii) it is difficult to consider the terms acceptable from the perspective of ordinary shareholders given the current stock price level; (iii) and it warrants more careful consideration when taking into account premium levels in comparable transactions and recent market trends. Subsequently, on October 7, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,400 yen (representing a premium of 9.24% over the closing price of the Company's Stock of 2,197 yen on the Prime Market of the TSE on October 6, 2025, which is the business day immediately preceding the proposal date; a premium of 7.91% over the simple average closing price of 2,224 yen for the past one month ending on the said date; a premium of 17.42% over the simple average closing price of 2,044 yen for the past three months ending on the said date; and a premium of 31.58% over the simple average closing price of 1,824 yen for the past six months ending on the said date) as a result of careful consideration of the Tender Offer Price. However, on October 8, the Company requested reconsideration of the Tender Offer Price, stating that, in light of the Company's share price trends and the premium levels observed in comparable transactions, the proposed price was far from a level the Company could endorse and still did not, in its view, adequately reflect the intrinsic value of the Company. In response to this request, on October 14, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,480 yen (representing a premium of 17.87% over the closing price of the Company's Stock of 2,104 yen on the Prime Market of the TSE on October 10, 2025, which is the business day immediately preceding the proposal date; a premium of 12.37% over the simple average closing price of 2,207 yen for the past one month ending on the said date; a premium of 19.63% over the simple average closing price of 2,073 yen for the past three months ending on the said date; and a premium of 34.05% over the simple average closing price of 1,850 yen for the past six months ending on the said date) as a result of careful reconsideration of the Tender Offer Price. In response, on October 15, the Company requested reconsideration of the Tender Offer Price, stating, in light of the share valuation currently being conducted by the financial advisor engaged by the Company and the Special Committee, that: (i) the proposed tender offer price does not adequately reflect the intrinsic value of the Company and therefore does not constitute fair and reasonable economic terms for the ordinary shareholders of the Company; (ii) the Company's current share price reflects the market's appropriate assessment of its intrinsic value that incorporates the Company's performance and future growth prospects, including the dissipation of market uncertainty surrounding tariff policies; and (iii) in comparing premium levels with comparable transactions, the Company and the Special Committee have considered not only going-private transactions aimed at making the target a wholly owned subsidiary but also transactions in circumstances similar to those of the

Transaction, and even against such comparable cases, the proposed tender offer price is still far from a level the Company could endorse. In response to this request, on October 20, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,510 yen (representing a premium of 19.47% over the closing price of the Company's Stock of 2,101 yen on the Prime Market of the TSE on October 17, 2025, which is the business day immediately preceding the proposal date; a premium of 15.56% over the simple average closing price of 2,172 yen for the past one month ending on the said date; a premium of 19.64% over the simple average closing price of 2,098 yen for the past three months ending on the said date; and a premium of 33.80% over the simple average closing price of 1,876 yen for the past six months ending on the said date), on the grounds that the recent rise in the Company's share price may well have been driven by the overall upward movement of the Japanese stock market rather than by changes in the Company's intrinsic value, and that, in such circumstances, it would not be appropriate to assess the premium for the Tender Offer by reference to comparable transactions. In response, on October 22, the Company requested reconsideration of the Tender Offer Price, stating that the re-proposed tender offer price still does not adequately reflect the intrinsic value of the Company and remains insufficient when compared to premium levels in other comparable transactions, and asked that any reconsideration take into account the synergies expected to be realized through the Transaction and incorporate a distribution of those synergies. In response to this request, on October 24, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,550 yen (representing a premium of 14.61% over the closing price of the Company's Stock of 2,225 yen on the Prime Market of the TSE on October 23, 2025, which is the business day immediately preceding the proposal date; a premium of 17.95% over the simple average closing price of 2,162 yen for the past one month ending on the said date; a premium of 20.51% over the simple average closing price of 2,116 yen for the past three months ending on the said date; and a premium of 34.28% over the simple average closing price of 1,899 yen for the past six months ending on the said date). In response, on October 27, after careful deliberation by the Company and the Special Committee, the Company concluded that, taking into account (i) a comparison with premium levels in comparable transactions, (ii) the fair distribution to ordinary shareholders of synergies expected to arise from the Transaction, and (iii) a price level that reflects the Company's intrinsic value, the proposed tender offer price remains insufficient for the Company to endorse the Transaction or to recommend that the Company's ordinary shareholders tender their shares. In particular, although Sumitomo Electric's proposal contends that the price represents an adequate premium over the simple average closing price of the Company for the past six-month period, excluding reliance on the recent upward movement in the Company's share price, the Company believes the recent rise in its share price was not driven by the general rise in the stock market, but rather reflects recognition of the Company's fundamental strengths and earnings power.

Accordingly, the Company considers that premiums relative not only to the past six-month average but also to the past one-month and three-month average closing prices should be taken into account, and, also considering the expectations of market participants including the Company's ordinary shareholders regarding the economic terms of the Transaction, has requested reconsideration of the Tender Offer Price. In response to this request, on October 28, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,600 yen (representing a premium of 13.34% over the closing price of the Company's Stock of 2,294 yen on the Prime Market of the TSE on October 27, 2025, which is the business day immediately preceding the proposal date; a premium of 20.31% over the simple average closing price of 2,161 yen for the past one month ending on the said date; a premium of 22.12% over the simple average closing price of 2,129 yen for the past three months ending on the said date; and a premium of 36.13% over the simple average closing price of 1,910 yen for the past six months ending on the said date). As a result, on October 29, 2025, the Company and the Special Committee notified Sumitomo Electric that they would accept Sumitomo Electric's proposal and reached an agreement to set the Tender Offer Price at 2,600 yen.

In the course of the above review and negotiations, the Company considered the opinions heard from the Special Committee as well as advice from Daiwa Securities and Anderson Mori & Tomotsune in its discussions and negotiations with Sumitomo Electric regarding the Tender Offer Price. At that time, the Special Committee received advice from Plutus Consulting, advisors to the Special Committee, as needed, and exchanged opinions with the Company and its advisors, and has given confirmations and approvals, as appropriate. Specifically, to start with, the Special Committee confirmed and approved in advance the reasonableness of the substance, material assumptions, and the process of preparation, etc. of the Company's business plans (the "Business Plan"), which were to be presented by the Company to Sumitomo Electric and which would constitute the basis for the share valuation of the Company's Stock by Daiwa Securities and Plutus Consulting. In addition, Daiwa Securities, the Company's financial advisor, has negotiated with Sumitomo Electric in accordance with the negotiation policy determined upon deliberation by the Special Committee in advance. Upon receipt of each proposal from Sumitomo Electric regarding the Tender Offer Price, Daiwa Securities immediately reported to the Special Committee, and received opinions, instructions, requests, etc. from the Special Committee regarding the policy of negotiation with Sumitomo Electric and other matters, and acted in accordance with such opinions, instructions, requests, etc.

On October 29, 2025, the Company received a written report (the "Report") from the Special Committee to the effect that: (i) the Transaction would contribute to an enhancement of the

Company's corporate value and that its purpose is legitimate and reasonable; (ii) the fairness and appropriateness of the Transaction terms (including whether the level of the acquisition consideration, the method of acquisition, the form of consideration and other terms of the Transaction are fair) are ensured; (iii) measures to ensure fairness at a level comparable to similar transactions have been implemented in the Transaction, and procedures to ensure the fairness of the Transaction terms have been adequately carried out; (iv) in light of items (i) through (iii), the Transaction is considered fair to the Company's ordinary shareholders; and (v) it is appropriate for the Company's board of directors to express support for the Tender Offer and to recommend that the Company's shareholders tender their shares (for the outline of the Report, please see "(iii) Determinations" under "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" in the Opinion Press Release). In addition to the Report, the Company also received from the Special Committee a share valuation report pertaining to the Company's Stock (the "Share Valuation Report (Plutus Consulting)") and a fairness opinion to the effect that 2,600 yen per share, which is the Tender Offer Price, is fair to the Company's ordinary shareholders from a financial viewpoint (the "Fairness Opinion (Plutus Consulting)"), both of which were submitted to the Special Committee by Plutus Consulting on October 29, 2025 (for the outline of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion (Plutus Consulting), please see "(III) Procurement by the Special Committee of a share valuation report and a fairness opinion from an independent third party valuator" under "(3) Matters concerning valuation" in the Opinion Press Release).

(iii) Determinations

Based on the above background, the Company carefully discussed and evaluated at its board of directors meeting held on October 30, 2025 whether the Transaction, including the Tender Offer, would contribute to enhancing the Company's corporate value and whether the terms and conditions of the Transaction, including the Tender Offer Price, are appropriate and fair, based on legal advice from Anderson Mori & Tomotsune, advice from a financial point of view from Daiwa Securities, the contents of the share valuation report pertaining to the Company's Stock (the "Share Valuation Report (Daiwa Securities)") and the fairness opinion to the effect that 2,600 yen per share, which is the Tender Offer Price, is fair to the shareholders (excluding Sumitomo Electric and its affiliates) of the Company's Stock from a financial viewpoint (the "Fairness Opinion (Daiwa Securities)"), which were received from Daiwa Securities on October 29, 2025, and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion (Plutus Consulting) received through the Special Committee while respecting to the maximum extent the

Special Committee's determinations presented in the Report. As a result, given the synergies anticipated below, the Company reached the conclusion that taking the Company's Stock private through the Transaction, including the Tender Offer by Sumitomo Electric, will contribute to the enhancement of the Company's corporate value.

<Advancement of existing businesses and expansion into new markets through the integration of the technologies and customer bases of the Company and the Sumitomo Electric group>

The Company believes that integrating the advanced technologies and intellectual property of the Sumitomo Electric group with the Company's polymer materials technology and comprehensive evaluation technology will accelerate the development of next-generation technologies. Consolidating research and development resources is expected to enhance product development speed, establish a system for rapidly bringing high-quality products to market, and also lead to the creation of new businesses. Furthermore, leveraging the Sumitomo Electric group's overseas network will enable responses tailored to regional needs, leading to anticipated expansion of market share and strengthening of the customer base in overseas markets. Through collaboration across business divisions, the Company expects enhanced proposal capabilities for existing customers and the ability to expand products and services to a new customer segment, thereby driving growth in the Company's sales revenue.

Furthermore, from the perspective of competitive advantage, combining the strengths of the Sumitomo Electric group and the Company enables the Company to provide integrated technical proposals encompassing material technology, thermal/electrical control technology, and mobility infrastructure design. Specifically, based on the polymer-materials technologies the Company have developed, such as rubber and resins, the Company will optimize characteristics including weight reduction, heat resistance, and vibration damping. By combining these with the thermal and electrical control technologies essential for electrification and autonomous driving (e.g., thermal management, insulation and conductivity control, sensing), the Company will enhance the efficiency and safety of various devices and systems. Furthermore, by applying mobility-infrastructure design technologies to the design of structures and systems that encompass not only vehicles but also social infrastructure, such as roads, bridges, and charging facilities, the Company will be able to offer comprehensive technical proposals. The Company believes that this unique integrated solution, unmatched by competitors, will strengthen the Company's mid-to-long-term proposal capabilities for domestic and international customers and further deepen partnerships in next-generation vehicle development.

<Organizational revitalization through collaboration among individuals with diverse backgrounds and the development of next-generation human resources>

Through personnel exchanges and shared training programs, etc. between the Sumitomo Electric group and the Company, the Company believes that the enhancement of expertise and the development of human resources will accelerate, primarily in the technical, sales, and administrative departments, thereby strengthening the organizational capabilities of the entire group. The Company believes that Sumitomo Electric's acquisition of the Company as a wholly owned subsidiary through the Transaction will enhance the Company's organizational stability. This will not directly impact employee employment or existing business relationships. Rather, the Company believes that integrated management as part of the Sumitomo Electric group will expand growth opportunities, contribute to employee career development, and deepen relationships with business partners.

<Improving operational efficiency and optimizing resources through the integration of indirect functions and management foundations>

By leveraging the Sumitomo Electric group's expertise in corporate functions, marketing, quality control, etc. to streamline the Company's indirect departments, the Company can achieve optimal allocation of management resources. Specifically, the Company believes that sharing purchasing information and integrating procurement management within the Sumitomo Electric group will reduce raw material and logistics costs while optimizing production and supply systems. Furthermore, integrating IT infrastructure and digital tools will enhance overall operational efficiency from design through production, sales, and customer service, thereby accelerating innovation. The Company also believes that unification of the Sumitomo Electric group's group strategy will enhance brand recognition and trust across each business domain, thereby strengthening the Company's competitive position in the market.

Furthermore, due to the tightening of the Corporate Governance Code and the TSE's market restructuring, etc., the systems and operational burdens necessary to maintain the Company's listing have been expanding and increasing year by year. The Company believes that the privatization of the Company by Sumitomo Electric will reduce the management and disclosure burden costs associated with maintaining the Company's listing, enabling the Company to concentrate management resources on growth investments and also promising faster decision-making. Consequently, the Company believes that through strategic integration within the Group, the Company's business portfolio will be optimized, enabling the concentrated allocation of management resources to growth areas, thereby achieving sustainable growth.

Please note that, in general, delisting may have: (i) impact on the method of raising funds through equity financing from capital markets, (ii) concerns regarding securing outstanding human resources due to the enhanced social credibility and increased visibility the Company has enjoyed

as a listed company, and (iii) potential impact on stakeholders such as shareholders, employees, and business partners. However, regarding (i), while the Company does not currently anticipate the need for equity financing from capital markets, its sound financial foundation to date means this will not impact its ability to raise funds. Even if the need for financing were to arise, financial assistance can be expected from the financially strong Sumitomo Electric group. Regarding (ii), it is considered that the impact of delisting, including effects on recruitment activities, can be limited by leveraging the social credibility and funding capabilities, etc. held by the Sumitomo Electric group. Regarding (iii), through its business activities to date, the Company have already secured a substantial business foundation, including a certain level of brand power, name recognition, and credibility, etc. Even after going private, as described in "(III) Management policy after the Tender Offer" in the Opinion Press Release, Sumitomo Electric intends to accelerate collaboration between Sumitomo Electric and the Sumitomo Riko Group to steadily realize synergies, expedite decision-making, and pool all resources to further enhance the Sumitomo Riko Group's corporate value. In addition, regarding matters such as optimizing management resources and reallocating them for overall optimization to enhance corporate value, Sumitomo Electric intends to deliberate on these matters in full consultation with the Company's management team. Considering that discussions will be held between Sumitomo Electric and the Company after the completion of the Tender Offer, aiming to establish appropriate governance that respects the Company's uniqueness and a structure that maximizes the realization of synergies as part of the Sumitomo Electric group, the Company believes that the Company going private through the Transaction will be acceptable without issue to the Company's shareholders, employees, business partners, and other stakeholders.

The Company has also determined that the Tender Offer Price and other terms and conditions of the Tender Offer are fair, and that the Tender Offer provides the ordinary shareholders of the Company with an opportunity to sell their shares of the Company's Stock at a price with a reasonable premium under reasonable terms and conditions, due to the following reasons:

- (A) As described in "(3) Matters concerning valuation" in the Opinion Press Release, in the results of the valuation of the Company's Stock by Daiwa Securities presented in the Share Valuation Report (Daiwa Securities), it exceeds the upper bound of the Company's per-share value range calculated under the market share price method, falls within the ranges of the Company's per-share values calculated under the comparable company method and the discounted cash flow method (the "DCF method"), and is above the median (2,523 yen) of the range derived from the results of the share valuation from the DCF method. Also, the Company obtained from Daiwa Securities the Fairness Opinion (Daiwa Securities) to the effect that 2,600 yen per share, which is the Tender Offer Price, is fair to the Company's shareholders, excluding

Sumitomo Electric and its affiliates, from a financial viewpoint;

- (B) Based on the results of the valuation of the Company's Stock by Plutus Consulting in the Share Valuation Report (Plutus Consulting) as described in "(III) Procurement by the Special Committee of a share valuation report and a fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" in the Opinion Press Release, it exceeds the upper bound of the Company's per-share value range calculated under the market share price method, falls within the ranges of the Company's per-share values calculated under the comparable company method and the DCF method, and is above the median (2,563 yen) of the range derived from the results of the share valuation from the DCF method. Also, the Special Committee obtained from Plutus Consulting the Fairness Opinion (Plutus Consulting) to the effect that 2,600 yen per share, which is the Tender Offer Price, is fair to the Company's ordinary shareholders from a financial viewpoint;
- (C) The Tender Offer Price of 2,600 yen per share represents a premium of 20.59% over the closing price of the Company's Stock of 2,156 yen on the Prime Market of the TSE on October 29, 2025, which is the reference date for the Tender Offer (in principle, the business day immediately preceding the announcement date); a premium of 20.37% over the simple average closing price of 2,160 yen for the past one month ending on the said date (from September 30, 2025 to October 29, 2025); a premium of 21.55% over the simple average closing price of 2,139 yen for the past three months ending on the said date (from July 30, 2025 to October 29, 2025); and a premium of 35.70% over the simple average closing price of 1,916 yen for the past six months ending on the said date (from April 30, 2025 to October 29, 2025). Compared with 13 reference cases (the "Reference Cases") of tender offers by parent companies aimed at taking listed subsidiaries private that were announced between June 28, 2019 and October 24, 2025 (excluding two-step tender offers and unsuccessful cases) and whose purchase amounts were at least 100 billion yen, the distribution of premium rates, viewed in 10% increments, is as follows: the premium rates over the simple average closing prices for the one-month, three-month and six-month periods ending on the reference date have a mode of 20%–<30% (five cases for each of the past one-month, three-month and six-month periods), while the premium rate over the closing price on the reference date has a mode of 10%–<20% (four cases). Accordingly, the premium attached to the Tender Offer Price is judged to be at a level equal to or greater than the modal premium rates in the Reference Cases for the reference-date closing price and the one-month and three-month simple average closing prices. In addition, because the mean and median of the premiums over the six-month simple average closing price in the Reference Cases are 30.66% and 28.55%, respectively, and the premium attached to the Tender Offer Price exceeds those figures, the premium attached to the Tender Offer Price can be regarded as at least no less favorable than the premiums in the Reference Cases;

- (D) In light of the Company's long-term share-price trend, the price exceeds the Company's historical closing prices since listing and the intraday high of 2,455 yen (the intraday high recorded on September 25, 2007).
- (E) Measures to ensure the fairness of the Tender Offer have been taken as described in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" in the Opinion Press Release and the interests of ordinary shareholders have been secured;
- (F) After taking the above measures, the Tender Offer Price has been raised from 2,300 yen per share, which was the price initially proposed by Sumitomo Electric, through negotiations in good faith with Sumitomo Electric with substantial involvement of the Special Committee, which is independent of the Company and Sumitomo Electric, Etc.; and
- (G) As described in "(iii) Determinations" under "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" in the Opinion Press Release, the fairness and appropriateness of the terms and conditions of the Transaction, including the Tender Offer Price, has been determined to be ensured in the Report obtained by the Company from the independent Special Committee.

For the foregoing reasons, the Company, at its board of directors meeting held on October 30, 2025, resolved to express an opinion in favor of the Tender Offer and to recommend that the shareholders of the Company tender their shares in the Tender Offer. For the method of resolution of the above board of directors meeting, please see "(VII) Unanimous approval of all disinterested directors of the Company and the opinion of all disinterested Audit & Supervisory Board Members of the Company that they have no objection" under "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" in the Opinion Press Release.

Subsequently, on December 16, 2025, the Company received a report from Sumitomo Electric regarding the results of the Tender Offer. According to the report, 43,319,442 shares of the Company's Stock were tendered, which was equal to or above the minimum number of shares to be purchased (16,681,702 shares), and since the Tender Offeror successfully completed, Sumitomo Electric will purchase all the tendered shares. As a result, as of December 22, 2025 (the commencement date for settlement of the Tender Offer), Sumitomo Electric and the Wholly Owned Subsidiaries now hold 90% or more of the voting rights of all shareholders, causing Sumitomo Electric to fall under the Special Controlling Shareholder of the Company. Following these developments, the Company received from Sumitomo Electric today, a notice stating that it

will make the Demand for Share Cash-out as part of the Transaction, as described in "(5) Policies on reorganization, etc. after the Tender Offer (matters concerning "two-step acquisition")" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Press Release. Upon receiving such notice, the Company carefully discussed and reviewed whether or not to approve the Demand for Share Cash-out.

As a result, the Company resolved, at the board of directors meeting held today, to approve the Demand for Share Cash-out as notified by Sumitomo Electric, upon determining that the Demand for Share Cash-out is in consideration of the interests of the Shareholders Subject to Share Cash-out and that the terms and conditions are fair, based on the factors including: (a) the Demand for Share Cash-out is being made as part of the Transaction, and the Company determined, at the board of directors meeting held on October 30, 2025, that the Transaction will improve the Company's corporate value, based on the process and reasons described above and after giving the utmost consideration to the opinion of the Special Committee established for the Transaction, and the Company finds no particular circumstances that should change such determination; (b) the Consideration for Share Cash-out, which is 2,600 yen per Share Subject to Share Cash-out, is considered a reasonable price for the Shareholders Subject to Share Cash-out and demonstrates consideration for the interests of the Shareholders Subject to Share Cash-out, who are minority shareholders, because, among other reasons, such amount is the same amount as the Tender Offer Price and also, upon taking sufficient measures to ensure fairness of the Transaction, the Report obtained from the Special Committee also concluded that fairness and appropriateness of the terms and conditions of the Transaction (including whether the level of the consideration for the acquisition, the method of the acquisition, the type of consideration for the acquisition, and other terms and conditions of the Transaction are fair) are deemed to be secured; (c) it is deemed that the means for Sumitomo Electric to secure the funds to pay the Consideration for Share Cash-out is appropriate and it is likely that Sumitomo Electric will deliver the Consideration for Share Cash-out, because, among other reasons, Sumitomo Electric plans to pay the full amount of the Consideration for Share Cash-out using the funds borrowed from Sumitomo Mitsui Banking Corporation, has submitted, as an attachment to the tender offer registration statement for the Tender Offer, a financing certificate dated October 29, 2025, obtained from Sumitomo Mitsui Banking Corporation, stating that Sumitomo Mitsui Banking Corporation is prepared to provide financing up to a maximum of 133.5 billion yen, and according to Sumitomo Electric, no events have occurred that would impede payment of the Consideration for Share Cash-out nor such events are currently anticipated to occur in the future; (d) no unreasonable aspects were identified regarding the period until the delivery of the Consideration for Share Cash-out or the payment method thereof and thus, the trade terms regarding the Demand for Share Cash-out are considered appropriate; (e) there has been no significant changes to the Company's corporate value since the

commencement date of the Tender Offer to the present day; and (f) the Special Committee established upon commencement of the Tender Offer has reviewed the serial Transaction which includes the Demand for Share Cash-out, and submitted the Report to the effect that proceeding with the Transaction is considered fair to the ordinary shareholders of the Company.]

(2) Matters regarding valuation

The Demand for Share Cash-out is being made as part of the Transaction, specifically as the second step of the so-called two-step acquisition following the Tender Offer, and the Consideration for Share Cash-out is the same as the Tender Offer Price and thus, the Company has not obtained another valuation report in making a decision to approve the Demand for Share Cash-out.

(3) Possibility of delisting

As of today, the shares of the Company's Stock are listed on the Prime Market of the TSE and the Premium Market of the NSE. However, approval of the Demand for Share Cash-out will cause the Company's Stock to fall under the delisting standards of the TSE and the NSE. The Company's Stock will be designated as stocks to be delisted from today until January 28, 2026, and then they will be delisted as of January 29, 2026. After the delisting, the shares of the Company's Stock may not be traded on the Prime Market of the TSE or the Premium Market of the NSE.

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

Given that the Demand for Share Cash-out is being made as part of the Transaction, specifically as the second step of the so-called two-step acquisition following the Tender Offer, as described in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Press Release, in view of the fact that Sumitomo Electric is the controlling shareholder (parent company) of the Company and the Transaction constitutes material transactions, etc. with the controlling shareholder, and that the Transaction is a type of transaction involving issues of structural conflict of interest and information asymmetry between Sumitomo Electric and the shareholders of the Company excluding Sumitomo Electric, the following measures have been taken to ensure fairness of the Tender Offer and to prevent conflict of interest.

According to Sumitomo Electric, as described in "(I) Outline of the Tender Offer" of "(2) Grounds and reasons for the opinion" in the Opinion Press Release, as of October 30, 2025, Sumitomo Electric directly owns 51,534,901 shares of the Company's Stock (Shareholding Ratio: 49.64%) and indirectly owns 1,220,469 shares of the Company's Stock (Shareholding Ratio: 1.18%) through Sumitomo Electric's subsidiaries and related companies (in total, 52,755,370 shares of the Company's

Stock (Shareholding Ratio: 50.81%); therefore, Sumitomo Electric believes that if a minimum planned purchase quantity that would satisfy the "majority of minority" is set with respect to the Tender Offer, this would destabilize completion of the Tender Offer and actually undercut the interests of general shareholders who seek to participate in the Tender Offer. Thus, according to Sumitomo Electric, Sumitomo Electric has not set such a minimum planned purchase quantity that would satisfy the "majority of minority" in the Tender Offer. However, according to Sumitomo Electric, as both Sumitomo Electric and the Company have put in place the measures described below, Sumitomo Electric believes that sufficient consideration has been given to the interests of general shareholders of the Company. Also, in the Report, the Special Committee determines that in light of the status of the implementation of other measures to ensure fairness, the fairness of the conditions of the Transaction is deemed not to be denied merely because the conditions for "Majority of Minority" are not set, and the Company is of the same opinion.

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

According to Sumitomo Electric, when determining the Tender Offer Price, Sumitomo Electric requested that JPMorgan Securities, a financial advisor and a third-party valuator independent of Sumitomo Electric and the Company, calculate the share value of the Company's Stock, and obtained a share valuation report (the "Offeror's Report") dated October 30, 2025 regarding the results of the calculation of the share value of the Company's Stock. For details of the Offeror's Report on the share value of the Company's Stock that Sumitomo Electric obtained from JPMorgan Securities, please see "(I) Procurement by the Offeror of a share valuation report from an independent third-party valuator" under "(3) Matters concerning valuation" in the Opinion Press Release.

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

As stated in "(II) Procurement by the Company of a share valuation report and a fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" in the Opinion Press Release, in determining its opinion on the Tender Offer, the Company requested Daiwa Securities, a financial advisor and third-party valuator independent of the Sumitomo Electric, Etc. and the Sumitomo Riko Group, to calculate the value of the Company's Stock, and to express opinions on the fairness of the terms and conditions of the Transaction to the Company's ordinary shareholders from a financial viewpoint, and received the Share Valuation Report (Daiwa Securities) and the Fairness Opinion (Daiwa Securities) on October 29, 2025. Daiwa Securities is not a member of

Sumitomo Electric, Etc. or the Sumitomo Riko Group and has no material interest in the Tender Offer that should be disclosed.

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

(i) Background of establishment of the committee, etc.

As stated in "(1) Grounds and reasons for the approval decision" above, the Company established the Special Committee by resolution of the board of directors' meeting held on July 30, 2025. Prior to the establishment of the Special Committee, from July 7, 2025, when the Company received the Written Proposal from Sumitomo Electric, the Company, with the advice of Anderson Mori & Tomotsune, established a system to consider, negotiate, and make decisions regarding the Transaction from a standpoint independent of Sumitomo Electric and from the perspective of enhancing the Company's corporate value and securing the interests of the Company's shareholders. The Company has individually informed all of its Independent Directors and Independent Audit & Supervisory Board Members that the Company received a proposal for the Transaction from Sumitomo Electric and that since the Transaction is a type of transaction involving issues of structural conflict of interest and information asymmetry, it is necessary to take sufficient measures to ensure the fairness and appropriateness of the terms and conditions of the Transaction, including the establishment of the Special Committee, when considering and negotiating for the Transaction. At the same time, the Company has also, with the advice of Anderson Mori & Tomotsune, confirmed the independence and qualifications of the independent outside officers of the Company who are candidates for members of the Special Committee. Then, the Company has appointed the following six persons as candidates for members of the Special Committee: Mr. Masaaki Iritani (Independent Director of the Company); Mr. Kiyotaka Ise (Independent Director of the Company); Ms. Mariko Miyagi (Independent Director of the Company); Mr. Hakaru Hyakushima (Independent Audit & Supervisory Board Member of the Company); Ms. Tatsuko Koike (Independent Audit & Supervisory Board Member of the Company); and Ms. Reiko Matsuda (Independent Audit & Supervisory Board Member of the Company) (the members of the Special Committee have not been changed since its establishment, with Mr. Masaaki Iritani, an Independent Director of the Company, appointed as the chairman of the Special Committee by mutual vote among the committee members). Each member of the Special Committee shall receive a fixed remuneration for his or her services, regardless of the content of the report.

Furthermore, as stated in "(1) Grounds and reasons for the approval decision" above, the Company established the Special Committee by resolution of the Company's board of

directors meeting held on July 30, 2025, and consulted with the Special Committee on the Consultation Matters. In addition, in establishing the Special Committee, the Company's board of directors has resolved that (i) the Company's board of directors will make decisions in connection with the Transaction, respecting to the fullest extent the Special Committee's judgment, including its approval or disapproval of the Tender Offer; and (i i) if the Special Committee determines the terms and conditions of the Transaction to be inappropriate, the Company's board of directors will not approve the Transaction under such terms and conditions, and that the Company will authorize the Special Committee to (i) appoint its advisors such as a financial advisor and a legal advisor, as necessary, in considering and making judgments concerning the Consultation Matters (in this case, the reasonable costs associated therewith will be borne by the Company) or approve (including ex-post facto approval) the advisors appointed by the Company; (ii) receive from the Company's officers and employees and such other persons as the Special Committee deems necessary all information reasonably necessary to consider and make judgments concerning the Consultation Matters, as necessary, and (iii) discuss and negotiate the terms and conditions of the Transaction with Sumitomo Electric, as necessary.

(ii) Background of consideration

The Special Committee held a total of eleven meetings during the period from July 30, 2025 to October 29, 2025. In addition, the members of the Special Committee performed their duties with respect to the Consultation Matters by, among other things, reporting to and exchanging information with the other members and deliberating and making decisions by e-mail or web conference from time to time as necessary between such meetings.

Specifically, the Special Committee has confirmed that there were no issues regarding the independence and expertise of Daiwa Securities, the Company's financial advisor and third-party valuator, and Anderson Mori & Tomotsune, the Company's legal advisor, and approved their appointment, and confirmed that the Special Committee has no objection to receiving professional advice from these advisors.

The Special Committee also considered matters such as independence, expertise, and performance of candidates for the third-party valuator, and then appointed Plutus Consulting as its own financial advisor and third-party valuator independent of Sumitomo Electric, Etc. and the Sumitomo Riko Group on August 6, 2025. The Special Committee has confirmed that Plutus Consulting is not a member of Sumitomo Electric, Etc. or the Sumitomo Riko Group and has no material interest in the Transaction, including the Tender Offer, and that there are no other concerns with respect to the independence in the Transaction.

The Special Committee then considered measures to be taken to ensure the fairness of

the procedures in the Transaction based on the opinions heard from Anderson Mori & Tomotsune.

Also, on August 13, 2025, the Company and the Special Committee asked Sumitomo Electric questions in writing regarding the Questionnaire. On August 22, 2025, the Company received a written response to the Questionnaire from Sumitomo Electric. Based on such response, at the Special Committee meeting held on August 27, 2025, the Company and the Special Committee conducted additional interviews regarding the Questionnaire, and received from Sumitomo Electric explanations regarding such response and conducted Q&A sessions and discussions in this respect.

Since September 29, 2025, the Company has conducted several rounds of negotiations with Sumitomo Electric regarding the Tender Offer Price. Specifically, on September 29, 2025, the Company received a proposal for the Transaction from Sumitomo Electric, which included setting the Tender Offer Price at 2,300 yen (representing a premium of 2.68% on the closing price of 2,240 yen of the Company's Stock on the Prime Market of the TSE as of September 26, 2025, which is the business day prior to the day on which this proposal was made; 3.42% on the simple average closing price of 2,224 yen for the previous month up to the same date; 15.23% on the simple average closing price of 1,996 yen for the previous three months up to the same date; and 27.78% on the simple average closing price of 1,800 yen for the previous six months up to the same date) based on the premise that no year-end dividends will be paid for FY2026, which resulted from comprehensive consideration of the information obtained through the due diligence conducted by Sumitomo Electric on the Company, the initial valuation analysis of the Company's Stock conducted by JPMorgan Securities, Sumitomo Electric's financial advisor, on the basis of such information, and the initial valuation analysis of the Company's Stock conducted by Sumitomo Electric on the basis of such information. However, on October 1, 2025, the Company requested reconsideration of the Tender Offer Price, claiming that: (i) it is difficult to consider the terms acceptable from the perspective of ordinary shareholders given the current stock price level; and (ii) it warrants more careful consideration when taking into account premium levels in comparable transactions and recent market trends. Subsequently, on October 7, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,400 yen (representing a premium of 9.24% over the closing price of the Company's Stock of 2,197 yen on the Prime Market of the TSE on October 6, 2025, which is the business day immediately preceding the proposal date; a premium of 7.91% over the simple average closing price of 2,224 yen for the past one month ending on the said date; a premium of 17.42% over the simple average closing price of 2,044 yen for the past three months ending on the said date; and a premium of 31.58% over the simple average closing price of 1,824

yen for the past six months ending on the said date) as a result of careful consideration of the Tender Offer Price. However, on October 8, the Company requested reconsideration of the Tender Offer Price, stating that, in light of the Company's share price trends and the premium levels observed in comparable transactions, the proposed price was far from a level the Company could endorse and still did not, in its view, adequately reflect the intrinsic value of the Company. In response to this request, on October 14, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,480 yen (representing a premium of 17.87% over the closing price of the Company's Stock of 2,104 yen on the Prime Market of the TSE on October 10, 2025, which is the business day immediately preceding the proposal date; a premium of 12.37% over the simple average closing price of 2,207 yen for the past one month ending on the said date; a premium of 19.63% over the simple average closing price of 2,073 yen for the past three months ending on the said date; and a premium of 34.05% over the simple average closing price of 1,850 yen for the past six months ending on the said date) as a result of careful reconsideration of the Tender Offer Price. In response, on October 15, the Company requested reconsideration of the Tender Offer Price, stating, in light of the share valuation currently being conducted by the financial advisor engaged by the Company and the Special Committee, that: (i) the proposed tender offer price does not adequately reflect the intrinsic value of the Company and therefore does not constitute fair and reasonable economic terms for the ordinary shareholders of the Company; (ii) the Company's current share price reflects the market's appropriate assessment of its intrinsic value that incorporates the Company's performance and future growth prospects, including the dissipation of market uncertainty surrounding tariff policies; and (iii) in comparing premium levels with comparable transactions, the Company and the Special Committee have considered not only going-private transactions aimed at making the target a wholly owned subsidiary but also transactions in circumstances similar to those of the Transaction, and even against such comparable cases, the proposed tender offer price is still far from a level the Company could endorse. In response to this request, on October 20, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,510 yen (representing a premium of 19.47% over the closing price of the Company's Stock of 2,101 yen on the Prime Market of the TSE on October 17, 2025, which is the business day immediately preceding the proposal date; a premium of 15.56% over the simple average closing price of 2,172 yen for the past one month ending on the said date; a premium of 19.64% over the simple average closing price of 2,098 yen for the past three months ending on the said date; and a premium of 33.80% over the simple average closing price of 1,876 yen for the past six months ending on the said date), on the grounds that the recent rise in the Company's share price may well have been driven by the overall upward movement of the

Japanese stock market rather than by changes in the Company's intrinsic value, and that, in such circumstances, it would not be appropriate to assess the premium for the Tender Offer by reference to comparable transactions. In response, on October 22, the Company requested reconsideration of the Tender Offer Price, stating that the re-proposed tender offer price still does not adequately reflect the intrinsic value of the Company and remains insufficient when compared to premium levels in other comparable transactions, and asked that any reconsideration take into account the synergies expected to be realized through the Transaction and incorporate a distribution of those synergies. In response to this request, on October 24, the Company received a renewed proposal from Sumitomo Electric to set the Tender Offer Price at 2,550 yen (representing a premium of 14.61% over the closing price of the Company's Stock of 2,225 yen on the Prime Market of the TSE on October 23, 2025, which is the business day immediately preceding the proposal date; a premium of 17.95% over the simple average closing price of 2,162 yen for the past one month ending on the said date; a premium of 20.51% over the simple average closing price of 2,116 yen for the past three months ending on the said date; and a premium of 34.28% over the simple average closing price of 1,899 yen for the past six months ending on the said date). In response, on October 27, after careful deliberation by the Company and the Special Committee, the Company concluded that, taking into account (i) a comparison with premium levels in comparable transactions, (ii) the fair distribution to ordinary shareholders of synergies expected to arise from the Transaction, and (iii) a price level that reflects the Company's intrinsic value, the proposed tender offer price remains insufficient for the Company to endorse the Transaction or to recommend that the Company's ordinary shareholders tender their shares. In particular, although Sumitomo Electric's proposal contends that the price represents an adequate premium over the simple average closing price of the Company for the past six months, excluding reliance on the recent upward movement in the Company's share price, the Company believes the recent rise in its share price was not driven by the general rise in the stock market, but rather reflects recognition of the Company's fundamental strengths and earnings power. Accordingly, the Company considers that premiums relative not only to the past six-month average but also to the past one-month and three-month average closing prices should be taken into account, and, also considering the expectations of market participants including the Company's ordinary shareholders regarding the economic terms of the Transaction, has requested reconsideration of the Tender Offer Price. In response to this request, on October 28, the Company received the final proposal from Sumitomo Electric to set the Tender Offer Price at 2,600 yen (representing a premium of 13.34% over the closing price of the Company's Stock of 2,294 yen on the Prime Market of the TSE on October 27, 2025, which is the business day immediately preceding the proposal

date; a premium of 20.31% over the simple average closing price of 2,161 yen for the past one month ending on the said date; a premium of 22.12% over the simple average closing price of 2,129 yen for the past three months ending on the said date; and a premium of 36.13% over the simple average closing price of 1,910 yen for the past six months ending on the said date). As a result, on October 29, 2025, the Company notified Sumitomo Electric that it would accept Sumitomo Electric's proposal and reached an agreement to set the Tender Offer Price at 2,600 yen.

In the course of the above review and negotiations, the Company considered the opinions heard from the Special Committee as well as advice from Daiwa Securities and Anderson Mori & Tomotsune in its discussions and negotiations with Sumitomo Electric regarding the Tender Offer Price. At that time, the Special Committee received advice from Plutus Consulting and Anderson Mori & Tomotsune, advisors to the Special Committee, as needed, and exchanged opinions with the Company and its advisors, and has given confirmations and approvals, as appropriate. Specifically, to start with, the Special Committee confirmed and approved in advance the reasonableness of the substance, material assumptions, and the process of preparation, etc. of the Business Plan, which were to be presented by the Company to Sumitomo Electric and which would constitute the basis for the share valuation of the Company's Stock by Daiwa Securities and Plutus Consulting. In addition, Daiwa Securities, the Company's financial advisor, has negotiated with Sumitomo Electric in accordance with the negotiation policy determined upon deliberation by the Special Committee in advance. Upon receipt of each proposal from Sumitomo Electric regarding the Tender Offer Price, Daiwa Securities immediately reported to the Special Committee, and received opinions, instructions, requests, etc. from the Special Committee regarding the policy of negotiation with Sumitomo Electric and other matters, and acted in accordance with such opinions, instructions, requests, etc.

(iii) Determinations

Based on the above background, and taking into consideration the advice from a financial perspective received from Plutus Consulting, as well as the content of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion (Plutus Consulting), which were submitted on October 29, 2025, the Special Committee carefully discussed and considered the Consultation Matters. As a result, on October 29, 2025, the Special Committee submitted to the Company's board of directors the Report with the unanimous consent of all members. For details of the Report, please see Attachment 1 of the Opinion Press Release.

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

As stated in "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" above, in considering the Consultation Matters, the Special Committee appointed Plutus Consulting, a financial advisor and third-party valuator independent of Sumitomo Electric, Etc. and the Sumitomo Riko Group, to calculate the share value of the Company's Stock and to provide advice from a financial perspective, including advice on the negotiation policy with Sumitomo Electric, and procured the Share Valuation Report (Plutus Consulting) on October 29, 2025. Also, the Special Committee obtained the Fairness Opinion (Plutus Consulting) to the effect that 2,600 yen per share, which is the Tender Offer Price, is fair to the Company's shareholders from a financial viewpoint. For the outline of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion (Plutus Consulting), please see "(IV) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator" under "(3) Matters concerning valuation" in the Opinion Press Release. Plutus Consulting is not a member of Sumitomo Electric, Etc. or the Sumitomo Riko Group and has no material interest in the Tender Offer that should be disclosed.

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

As described in "(1) Grounds and reasons for the approval decision" above, the Company appointed Anderson Mori & Tomotsune as its legal advisor independent of Sumitomo Electric, Etc. and the Sumitomo Riko Group, and has received legal advice with respect to the measures to be taken to ensure the fairness of the procedures in the Transaction, the procedures for the Transaction, the method and process of decision-making by the Company regarding the Transaction, and other matters that must be noted in making decisions.

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

Anderson Mori & Tomotsune is not a related party of Sumitomo Electric, Etc. or the Sumitomo Riko Group and has no material interest in the Transaction, including the Tender Offer, that should be described. The fees paid to Anderson Mori & Tomotsune are to be calculated by multiplying the hours worked by the hourly rate, regardless of whether the Transaction is successfully completed, and do not include any performance fee payable upon successful completion of the Transaction.

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

From the perspective of eliminating the issues of structural conflict of interest, the Company has established a system within the Company to consider, negotiate, and make judgments concerning the Transaction in a position independent of Sumitomo Electric, Etc.

Specifically, after receiving the written proposal on July 7, 2025, the Company has considered and established a project team to review the Transaction and conduct discussions and negotiations with Sumitomo Electric. The project team has been designed, and continues, to consist only of officers and employees of the Company who do not concurrently serve as officers or employees of any of the companies of the Sumitomo Electric group other than the Company. Furthermore, although, out of the Directors of the Company, Mr. Kazushi Shimizu and Mr. Hideo Yamane were employees of Sumitomo Electric in the past, more than seven years have passed since Mr. Kazushi Shimizu was transferred from Sumitomo Electric to the Company and more than five years have passed since Mr. Hideo Yamane was transferred from Sumitomo Electric to the Company, and they have not been involved in the Transaction on the part of Sumitomo Electric and are not in a position to do so, and thus, the Company has determined that there is no risk of any conflict of interest regarding the Company's decision-making regarding the Transaction and these two Directors have participated in the deliberations and resolutions at the board of directors meeting as mentioned above. Furthermore, the Special Committee approved that there is no problem in the Company's review system (including the scope and duties of the officers and employees of the Company who are involved in the consideration, negotiations and judgment of the Transaction), including such treatment, from the viewpoint of independence and fairness.

(VII) Unanimous approval of all disinterested directors of the Company and the opinion of all disinterested Audit & Supervisory Board Members of the Company that they have no objection

Based on the legal advice from Anderson Mori & Tomotsune, the financial advice from Daiwa Securities, the content of the Share Valuation Report (Daiwa Securities) and the Fairness Opinion (Daiwa Securities), the Share Valuation Report (Plutus Consulting) and the Fairness Opinion (Plutus Consulting), which were submitted through the Special Committee, the Report procured from the Special Committee, the content of the continuing discussions held several times with Sumitomo Electric, and other related materials, the Company carefully discussed and considered the content of the terms and conditions regarding the Tender Offer by Sumitomo Electric. As a result, as described in "(1) Grounds and reasons for the approval decision" above, the Company resolved at its board of directors meeting held on October 30, 2025 that the Company will express its opinion in favor of the Tender Offer

and will recommend its shareholders to tender their shares of the Company's Stock in the Tender Offer.

The above-mentioned resolution of the Company's board of directors was adopted by the unanimous consent of all the directors (including three Independent Directors) who participated in the deliberation among eight directors of the Company.

In addition, among five Audit & Supervisory Board Members of the Company, all the Audit & Supervisory Board Members (including three Independent Audit & Supervisory Board Members) attended the above-mentioned board of directors meeting, and all of them expressed their opinion that they have no objection to the Company's expressing its opinion in favor of the Tender Offer and recommending that the shareholders of the Company tender their shares in the Tender Offer.

Although two directors (Mr. Kazushi Shimizu and Mr. Hideo Yamane) and one Audit & Supervisory Board Member (Mr. Hirohisa Maeda) of the Company have held positions of officers or employees of Sumitomo Electric in the past, more than seven years have passed since Mr. Kazushi Shimizu was transferred from Sumitomo Electric to the Company, and more than five years have passed since Mr. Hideo Yamane was transferred from Sumitomo Electric to the Company, and more than 15 years have passed since Mr. Hirohisa Maeda was transferred from Sumitomo Electric to the Company, and none of the directors and Audit & Supervisory Board Member concurrently holds positions of officers or employees of Sumitomo Electric and is in a position to receive instructions from Sumitomo Electric. As such, the Company has determined that the above-mentioned two directors and one Audit & Supervisory Board Member of the Company have no interest in respect of which the fairness of the procedures would be impaired unless they are excluded from the deliberations or resolutions of the board of directors of the Company. Including this treatment, the Company has obtained approval from the Special Committee that there are no issues with the review system in the Company for the Transaction from the standpoints of independence and fairness.

(VIII) No deal protection clause

The Company and Sumitomo Electric have not entered into any agreement that would restrict a competing offeror from contacting the Company, such as an agreement containing a deal protection clause that would prohibit the Company from contacting a competing offeror. Consideration has been given to ensuring the fairness of the Tender Offer by, among other things, not restricting the opportunity to receive competing offers.

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

According to Sumitomo Electric, as stated in "(4) Policies on reorganization, etc. after the Tender Offer (matters concerning "two-step acquisition")" in the Opinion Press Release, Sumitomo Electric has expressed the following: (i) Sumitomo Electric intends to request, promptly after the completion of the settlement of the Tender Offer, that the Company hold the Extraordinary Shareholders Meeting whose agenda includes: (a) that Sumitomo Electric conduct the Demand for Cash-out commensurate with the number of shares acquired upon the successful completion of the Tender Offer; or (b) that the Company conduct a consolidation of the shares of the Company's Stock (the "Share Consolidation") pursuant to Article 180 of the Companies Act and partially amend its articles of incorporation to abolish the unit share clause, on condition that the Share Consolidation becomes effective; and Sumitomo Electric will not adopt any methods that do not secure, for the Company's shareholders, the right to demand the purchase of shares or the determination of price; and (ii) in conducting the Demand for Cash-out or the Share Consolidation, the cash delivered to the Company's shareholders as consideration will be calculated to equal the Tender Offer Price multiplied by the number of shares of the Company's Stock owned by the respective shareholders (excluding Sumitomo Electric and the Company). Accordingly, Sumitomo Electric has considered avoidance of coerciveness by securing the opportunity for the Company's shareholders to appropriately decide whether to tender in the Tender Offer.

According to Sumitomo Electric, Sumitomo Electric has set the Tender Offer Period to 30 business days, which is longer than the shortest period of 20 business days provided by relevant laws and regulations. According to Sumitomo Electric, by setting such a comparatively long Tender Offer Period, Sumitomo Electric intends to secure an appropriate opportunity to allow the Company's shareholders to decide whether to tender their shares in the Tender Offer, and at the same time, to ensure the appropriateness of the Tender Offer Price.

In connection with implementing the Transaction, the Company did not conduct any investigation or review as to whether or not there were any potential acquirers (so-called "active market checks"). However, the Company believes that the lack of active market checks alone would not constitute an insufficient ensuring the fairness of the Tender Offer because (i) from information management and other perspectives, it is not necessarily easy in practice to conduct active market checks, and (ii) Sumitomo Electric, who proposed the Transaction, is the largest shareholder of the Company as of October 30, 2025, holding 51,534,901 shares (Shareholding Ratio: 49.64%), and has the Company as a consolidated subsidiary based on the substantial control criteria, and thus, it is unlikely that any counterproposal will be made to the Tender Offer by Sumitomo Electric.

4. Future Outlook

The Company and Sumitomo Electric will, going forward, discuss and deliberate on matters such as the Company's anticipated management structure, policies, and plans that follow the Company's decision to approve the Demand for Share Cash-out.

5. Matters concerning MBO, etc.

- (1) Compliance with guidelines concerning minority shareholders protection policy in conducting transactions, etc. with the controlling shareholder

Sumitomo Electric is the parent company of the Company. Accordingly, the Transaction, including the expression of opinion on the Tender Offer, is subject to the "Matters to be Observed Pertaining to MBOs, etc." as set forth in Rule 441 of the Securities Listing Regulations.

In its corporate governance report disclosed on June 30, 2025, the Company stated the following as its "Guidelines Concerning Minority Shareholders Protection Policy in Conducting Transactions, etc. with the Controlling Shareholder:" "The transactions between the Company and Sumitomo Electric Industries, Ltd. include sales and other transactions, which account for approximately 2% of the Company's consolidated sales revenue. Any transactions are subject to arms-length rules, and transactions of a certain size or larger as prescribed by the regulations of the board of directors require approval by the board of directors, one-thirds (1/3) of whom are Independent Directors. The status of transactions with the parent company, including transactions that do not fall under the criteria for discussion by the board of directors, is regularly reported to the board of directors. With respect to any important transactions or acts for which there may be a conflict of interest between the controlling shareholder and the minority shareholders, the Company will establish a special committee consisting only of Outside Directors and Outside Audit & Supervisory Board Members, which discusses and resolves the matter." In connection with the Transaction, including the Tender Offer, the Company has taken measures to address structural conflict of interest and to ensure fairness of the terms and conditions of the Transaction, including the Tender Offer Price, as described in "(4) Measures to ensure fairness and to prevent conflict of interest" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" above. The Company believes that such measures comply with the above-mentioned guidelines.

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

As described in "(1) Compliance with guidelines concerning minority shareholders protection policy in conducting transactions, etc. with the controlling shareholder" above, the Transaction, including the Tender Offer, are transactions, etc. with the controlling shareholder for the Company. Accordingly, the Company has determined that measures to ensure fairness and to

avoid conflict of interest are necessary, and has taken the measures described in "(4) Measures to ensure fairness and to prevent conflict of interest" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" above. In this way, the Company has made decisions after ensuring fairness and avoiding conflict of interest.

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

The Company procured the Report from the Special Committee on October 29, 2025 to the effect that the Special Committee believes that the resolution of the board of directors of the Company to express the opinion in favor of the Transaction which includes the Tender Offer and to recommend that the shareholders of the Company tender their shares in the Tender Offer is fair to the shareholders of the Company. For the details, please see "(iii) Determinations" under "(III) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(4) Measures to ensure fairness and to prevent conflict of interest" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" above, and please also refer to Attachment 1 of the Opinion Press Release. Since the Report relates to the Transaction including the Demand for Share Cash-out, the Company has not obtained another opinion from a party without any interest in the controlling shareholder when approving the Demand for Share Cash-out.

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