February 4, 2026

To: All

Company name	Yokogawa Bridge Holdings Corp.
Name of representative	Kazuhiko Takata, Representative Director and President (Code No: 5911 TSE Prime Market)
Inquiries	Shogo Kiyokawa, General Manager of Corporate Planning Office （Tel: 03-3453-4111）

Notice Concerning the Commencement of the Tender Offer for Share Certificates, etc. of Br.Holdings Corporation (Code: 1726)

Yokogawa Bridge Holdings Corp. (the "Tender Offeror") hereby announces that, through the resolution passed at its Board of Directors meeting on February 4, 2026, the Tender Offeror came to a decision to acquire the common shares (the "Target Company's Shares") and the Share Options (as defined in "② Share Options" in "(2) Class of Share Certificates, etc. for Tender Offer, etc." in "2. Overview of Tender Offer, etc." provided below; hereinafter the same) of Br.Holdings Corporation (Code: 1726, listed on the Prime Market of Tokyo Stock Exchange, Inc. ("TSE")) (the "Target Company") through a tender offer (the "Tender Offer") in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the "Act"), as detailed below.

1. Purpose of Tender Offer, etc.

(1) Overview of Tender Offer

The Tender Offeror, through the resolution passed at its Board of Directors meeting as of February 4, 2026, came to a decision to conduct the Tender Offer as a part of transaction (the "Transaction") aimed at acquiring all of the Target Company's Shares listed on the TSE Prime Market (including the Target Company's Shares to be issued through the exercise of Share Options and excluding the treasury shares owned by the Target Company) and all of the Share

Options (Note 1) and making the Target Company a wholly-owned subsidiary of the Tender Offeror. [The Tender Offeror does not own any Target Company's Shares or Share Options as of today.

(Note 1) The breakdown of Share Options existing and exercisable as of December 31, 2025 when the Target Company made the report is as follows:

Name of Stock Option	Number of Units	Number of Target Company's Shares Targeted
1st Stock Option	400 units	80,000 shares
2nd Stock Option	480 units	96,000 shares
3rd Stock Option	480 units	96,000 shares
Total	1,360 units	272,000 shares

The Tender Offeror has set the lower limit on the number of expected shares for which the Tender Offer will be made at 29,659,800 shares (shareholding ratio: 65.15% (Note 2)), and if the total number of shares tendered in the Tender Offer (the "Tendered Share Certificates, etc.") is less than the lower limit of the number of expected shares for which the Tender Offer will be made (29,659,800 shares, the Tender Offeror will not make tender offer, etc. to any of the Tendered Share Certificates, etc. On the other hand, due to the fact that the Tender Offeror aims to make the Target Company a wholly-owned subsidiary of the Tender Offeror by acquiring all of the Target Company's Shares (including the Target Company's Shares to be issued through the exercise of Share Options and excluding the treasury shares owned by the Target Company) and all of the Share Options as mentioned above, the Tender Offeror has not set an upper limit on the number of expected shares for which the Tender Offer will be made and if the total number of Tendered Share Certificates, etc. is no less than the lower limit on the number of expected shares for which the Tender Offer will be made (29,659,800 shares), the Tender Offeror will make tender offer, etc. to all of the Tendered Share Certificates, etc. The lower limit of the number of expected shares for which the Tender Offer will be made (29,659,800 shares) is the number of shares equivalent to 455,246 units, which are number of voting rights corresponding to the Standard Number of Shares (as defined below), multiplied by 2/3 (which will be 303,498 units (rounded up to the nearest whole number)) multiplied by the number of unit shares of the Target Company (100 shares) (which will be 30,349,800 shares) and subtracting the number of restricted stocks which were granted to directors of Target Company, directors of subsidiaries of Target Company or Employee Stock Ownership Plan of Target Company as restricted stock units (Note 3) (the "Restricted Stocks") and which will be held by directors of Target Company (690,000 shares as of today) (Note 4). Such lower limit is set because while the Tender Offeror aims to make the Target Company a wholly-owned subsidiary through the Transaction, in order to carry out the process of the share consolidation as described in "(4) Policy on Reorganization, etc. after Tender Offer (Matters Concerning So-called Two-Tier Takeover Strategy)", a special resolution at the general meeting of shareholders stipulated in Article 309, paragraph (2) of the Companies Act (Act No. 86 of 2005, as amended) (the "Companies Act") is required and therefore, the Tender Offeror has set such lower limit in order to enable the Tender Offeror to fulfill such requirement by having the sum of number of voting rights held by the Tender Offeror and number of voting rights relating to Restricted Stocks held by the directors of the Target Company equal to no less than 2/3 of number of voting rights of all shareholders of the Target Company after the Tender Offer to ensure the implementation of the Transaction.

(Note 2) "Shareholding ratio" refers to the ratio of shares (rounded to the nearest hundredth; hereinafter the same for the calculation of shareholding ratio) calculated by dividing the number of shares by the total number of issued shares of the Target Company (45,795,000 shares) as stated in the semi-annual securities report - 24th Period (2025.04.01 – 2026.03.31) submitted by the Target Company on November 12, 2025 (the "Target Company Semi-Annual Report"), after adding the number of Target Company's Shares (272,000 shares) for which the Share Options (1,360 units) existing and exercisable as of November 12, 2025 when the Target Company made the report (which will become 46,067,000 shares) and after deducting the number of treasury shares owned by the Target Company as of September 30, 2025 (522,372 shares) and the number of Restricted Stocks acquired by the Target Company free of charge on December 15, 2025 (20,000 shares) pursuant to the provisions of the share allotment agreement on the Restricted Stocks due to the resignation of Mr. Kimiyasu Fujita ("Mr. Fujita"), who was the former representative director and president of the Target Company and who is now deceased, from the position of director of the Target Company, as stated in the "Summary of (Consolidated) Financial Results for the Second Quarter (Medium Term) of Fiscal Year ending March 31, 2026 (under Japanese GAAP)" announced on November 7, 2025 (which will result in 45,524,628 shares) (the "Standard Number of Shares)."

(Note 3) The current total number of Restricted Stocks is 1,101,900 shares (shareholding ratio: 2.42%), the number of Restricted Stocks held by the directors of the Target Company is 690,000 shares (shareholding ratio: 1.52%), the number of Restricted Stocks held by the directors of subsidiaries of the Target Company is 333,600 shares (shareholding ratio: 0.73%), and the number of Restricted Stocks held by the Employee Stock Ownership Plan is 78,300 shares (shareholding ratio: 0.17%).

(Note 4) Due to the fact that Restricted Stocks have restrictions on their transfer, they cannot be tendered through the Tender Offer. However, since it has been resolved at the Board of Directors meeting held on February 4, 2026 to express an opinion in favor of the Tender Offer to be made as a part of Transaction, if the Tender Offer is successful, the Tender Offeror expects that the 5 directors of Target Company, who hold the Restricted Stocks, will be in favor of Squeeze-Out Procedures (as defined below) and therefore, out of such Restricted Stocks, the number of voting rights corresponding to the number of shares held by the directors of Target Company has been deducted when considering the lower limit of the number of expected shares for which the Tender Offer will be made.

For the implementation of Tender Offer, the Tender Offeror has come to an oral agreement with Ms. Ayako Fujita (number of shares currently held: 106,000 shares; shareholding ratio: 0.23%), Ms. Yukiko Fujita (number of shares currently held: 116,000 shares; shareholding ratio: 0.25%), Ms. Shoko Ado (number of shares currently held: 61,000 shares; shareholding ratio: 0.13%), Ms. Moeko Fujita (number of shares currently held: 116,000 shares; shareholding ratio: 0.25%), Tosho Asset Management Kabushiki Kaisha ("Tosho Asset Management") whose representative director is Ms. Ayako Fujita (number of shares currently held: 4,040,000 shares; shareholding ratio: 8.87%), Ms. Keiko Fujita (number of shares currently held: 116,200 shares; shareholding ratio: 0.26%), Mr. Hiromasa Fujita (number of shares currently held: 160,000 shares; shareholding ratio: 0.35%), Ms. Mayuko Fujita (number of shares currently held: 107,000 shares; shareholding ratio: 0.24%), and Ms. Yuko Endo (number of shares currently held: 305,800 shares; shareholding ratio: 0.67%), who are shareholders of the Target Company and who are relatives of Mr. Fujita, to tender all of Target Company's Shares held by them (total: 5,128,000 shares (Note 5); shareholding ratio: 11.26%) in the Tender Offer. Furthermore, the Tender Offeror has come to an oral agreement with all 5 legal heirs and heiresses of Mr. Fujita (i.e., Ms. Hiroko Fujita, Ms. Ayako Fujita, Ms. Yukiko Fujita, Ms. Shoko Ado and Ms. Moeko Fujita) to tender the Target Company's Shares (1,889,800 shares (including 300,000 shares of Restricted Stocks held by Mr. Fujita whose transfer restrictions have been removed); shareholding ratio: 4.15%) and 700 units of Share Options (140,000 shares; shareholding ratio: 0.31%) in the Tender Offer (hereinafter, Ms. Ayako Fujita, Ms. Yukiko Fujita, Ms. Shoko Ado, Ms. Moeko Fujita, Tosho Asset Management, Ms. Keiko Fujita, Mr. Hiromasa Fujita, Ms. Mayuko Fujita, Ms. Yuko Endo and Ms. Hiroko Fujita shall be collectively referred to as the "Agreed Tendering Shareholders" and the agreement between the Tender Offeror and the Agreed Tendering Shareholders shall be referred to as the "Tender Agreement").

(Note 5) Among 5,128,000 shares, the Target Company's Shares held by Ms. Ayako Fujita, Ms. Yukiko Fujita, Ms. Shoko Ado and Ms. Moeko Fujita do not include the number of Target Company's Shares (1,889,800 shares) and the number of shares relating to the Share Options (140,000 shares) held by Mr. Fujita.

For details on the Tender Agreement, please see "(6) Matters Concerning Material Agreements Relating to Tender Offer" provided below.

Furthermore, if the Tender Offeror is not able to acquire all of the Target Company's Shares (including the Target Company's Shares to be issued through the exercise of Share Options and excluding the Restricted Stocks and the treasury shares owned by the Target Company) and all of the Share Options, the Tender Offeror plans to implement a series of procedures (the "Squeeze-Out Procedures") to make the Tender Offeror the sole shareholder of the Target Company, as described in "(4) Policy on Reorganization, etc. after Tender Offer (Matters Concerning So-called Two-Tier Takeover Strategy)" below after the conclusion of Tender Offer.

According to the "Notice Concerning Opinion in Favor of Tender Offer for the Company's Shares, Etc.by Yokogawa Bridge Holdings Corp. and Recommendation to Tender" announced as of February 4, 2026 (the "Target Company's Press Release"), the Target Company resolved at its Board of Directors meeting held on February 4, 2026 to express its opinion in favor of Tender Offer and to recommend to all shareholders of Target Company and holders of Share Options (the "Share Option Holders") to tender the Target Company's Shares and Share Options. For details on the resolution at the Board of Directors meeting of the Target Company, please see the Target Company's Press Release and "⑥ Approvals from All Directors (including Directors Who Are Audit and Supervisory Committee Member) Having No Interest in Target Company" in "(3) Measures to Ensure the Fairness of the Tender Offer Such as Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest, etc."

(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer

① Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer

With regard to the Tender Offeror, Mr. Tamisuke Yokogawa founded Yokogawa Bridge Works Ltd. in February 1907 as the first manufacturer specializing in bridge and steel frame in Japan, its form of business changed to corporation in May 1918 and its trade name changed from Yokogawa Bridge Works Ltd. to Yokogawa Bridge Corp. in October 1991. Furthermore, the Tender Offeror changed to holding company and its trade name changed to Yokogawa Bridge Holdings Corp. in August 2007. The Tender Offeror began to trade its shares on the Tokyo Over-the-Counter Market in June 1952, listed its shares on the TSE Second Section in October 1961, listed its shares on the TSE First Section in August 1962, and currently transferred its shares to the TSE Prime Market due to market segment reorganization of TSE in April 2022.

As of today, the Tender Offeror group consists of 9 companies which are Tender Offeror, 5 consolidated subsidiaries, 1 equity method affiliate and 2 non-consolidated subsidiaries not accounted for by the equity method (the "Tender Offeror Group"). Based on its corporate philosophy “contribution to society and the public, and sound management,” the basic roles of the Tender Offeror as a holding company are to aim to organically and efficiently integrate the group, clarify the management initiatives of group companies of Tender Offeror Group (excluding the Tender Offeror) in the businesses for which they are responsible, coordinate among group companies and enhance cooperation of managements of group companies of Tender Offeror Group (excluding the Tender Offeror). The main businesses of the Tender Offeror Group are design, production and onsite construction of steel structures including bridges and related businesses. Details of businesses and how such businesses are allocated within the Tender Offeror Group are as follows:

<Bridge Business>

Yokogawa Bridge Corp. (“Yokogawa Bridge”), which is consolidated subsidiary of the Tender Offeror, mainly conducts design, production and onsite construction of new bridges and maintenance and repair of existing bridges. Yokogawa NS Engineering Corp. (“Yokogawa NS Engineering”), which is consolidated subsidiary of the Tender Offeror, and Narasaki Seisakusyo Co., Ltd. (“Narasaki Seisakusyo”), which is consolidated subsidiary of the Tender Offeror, mainly conduct design, production and onsite construction of new bridges.

<Engineered Structure System Business>

Yokogawa Bridge System Buildings Corp. (“Yokogawa Bridge System Buildings”), which is consolidated subsidiary of the Tender Offeror, conducts design, production and onsite construction of system buildings (yess buildings) (Note 1).

(Note 1) “System buildings (yess Buildings)” mean buildings which “systemized” and “commercialized” the “building production process” by “standardizing” the components (i.e., frame, roof, outer wall, fittings, etc.) that make up buildings. yess (Yokogawa Engineered Structure System) Buildings are product brand offered by Yokogawa Bridge System Buildings.

<Engineering Business>

Yokogawa NS Engineering conducts design and production of underground structures such as tunnel segments and design and production of marine structures and port structures. Yokogawa Bridge conducts construction and blacksmithing work (Note 2) of steel frame such as high-rise buildings, production and construction of concrete products, design, production and onsite construction of movable architecture system (YMA) (Note 3), and onsite installation of solar power system. Narasaki Seisakusyo conducts water treatment including treatment of construction sludge, heavy metals, fishery-related waste water and industrial waste water as environmental business.

(Note 2) “Construction and blacksmithing work” means construction to complete the building frame of the building made of steel frame on site by assembling pillars and beams (building materials) by using crane, etc. and by welding steel frame joints and by joining bolts.

(Note 3) “Movable architecture system (YMA)” means movable/openable and closable architecture system such as retractable roof, movable shed and large movable door. YMA (Yokogawa Movable Architecture) is a product brand of movable architecture system offered by Yokogawa Bridge.

<Precision Equipment Business>

Yokogawa Bridge manufactures, among other things, LCD panels, organic EL panels and high precision frames (trestle) for semiconductor manufacturing equipment, by making full use of its CAD and CAM technologies (Note 4), design technologies and analysis technologies accumulated from its bridge business over the years. Yokogawa Bridge Techno-Information Service Inc., which is consolidated subsidiary of the Tender Offeror, conducts information processing business such as software development for a wide range of business fields.

(Note 4) “CAD and CAM technologies” mean systems and technologies under which a series of processes from product design (CAD) to manufacturing (CAM) are carried out by using computer. CAD is an acronym for Computer Aided Design and CAM is an acronym for Computer Aided Manufacturing.

In its “Seventh Medium-Term Management Plan” (from FY2025 to FY2027) announced as of May 14, 2025 (the “Medium-Term Management Plan”), the Tender Offeror Group has “aggressive investment of the Group’s management resources in growth fields and reinforcement of earnings structure” as its basic policy. According to the Medium-Term Management Plan, the strategies for core businesses are as follows: (i) with regard to bridge business, expansion of business domain centered on the maintenance business, and enhancement of safety, quality and productivity through digitalization; (ii) with respect to engineered structure system business, maintenance of market share and increase in market share based on the enhancement of product value and the marketing strategy; and (iii) in regards to engineering business, aggressive entry into new fields (i.e., nuclear power, offshore wind power, port renewal and defense-related facilities). The strategy for management foundation is to link people, goods, technologies and money with business strategies. Through such initiatives, the Tender Offeror Group aims to achieve net sales of 200 billion yen, operating profit of 18.5 billion yen and ROE of 10% or higher for the fiscal year ending March 31, 2027 which is the final fiscal year of the Medium-Term Management Plan.

According to the Target Company’s Press Release,the Target Company was established in March 1948 as Tetsudo Jari Kogyo Kabushiki Kaisha (now KYOKUTO KOWA CORPORATION) with the business purpose of supplying ballast for railways and general civil engineering projects. It changed its name to Kyokuto Kogyo Kabushiki Kaisha in June 1954 and entered the prestressed concrete ("PC") (Note 5) bridge construction business in February 1955, expanding it as its core business. Regarding the Target Company's Stock, Kyokuto Kogyo Kabushiki Kaisha's stock was listed on the Hiroshima Stock Exchange in December 1999. Following the absorption-type merger of the Hiroshima Stock Exchange in March 2000, its stock was listed on the Second Section of the Tokyo Stock Exchange. Subsequently, in June 2002, the Target Company was established through a share transfer aimed at transitioning to a holding company structure. In September of the same year, the Target Company's common stock was listed on the Second Section of the Tokyo Stock Exchange. In March 2016, the listing was upgraded to the First Section of the Tokyo Stock Exchange. Following the Tokyo Stock Exchange's market classification review in April 2022, the Target Company is currently listed on the Prime Market of the Tokyo Stock Exchange as of today.

(Note 5) "Prestressed concrete" is concrete in which compressive stresses are introduced in advance to counteract tensile stresses caused by applied loads, thereby preventing cracking.

As of today, the Target Company's group consists of the Target Company, which is the holding company managing the operations of its group subsidiaries and the leasing of real estate held by the Target Company, and five consolidated subsidiaries (KYOKUTO KOWA CORPORATION, Higashi Nippon Concrete Co., Ltd., Yutaka Kogyo K.K., Kyokuto Takamiya Co., Ltd., and KN Information Systems Corporation), totaling six companies (the "Br.Holdings Group"). The principal business of the Br.Holdings Group is construction works, specializing in PC works mainly for bridges. It also engages in the product sales business (manufacture and sale of precast concrete products), and the information system business (such as information processing and software development).

According to the Japan Prestressed Concrete Constructors Association, the total order value (amount ordered) of the PC market, which is the primary market for the Br.Holdings Group's core construction business, peaked at approximately ¥580 billion in the late 1990s to the early 2000s. Thereafter, affected by Prime Minister Junichiro Koizumi's "structural reforms with no sacred cows" from 2001 onward and by the Democratic Party government's restraint on public investment from 2009 onward, the market contracted, declining to approximately ¥220 billion by 2010. However, thereafter, against the backdrop of measures to address aging transport infrastructure and the government's national resilience policy, the market began to recover and

has remained in the range of 300 to 400 billion yen since 2016. Meanwhile, major general contractors (Note 6) with substantial financial resources and technological development capabilities are intensifying their market entry, and the competitive environment surrounding the Target Company is expected to become increasingly intense.
(Note 6) "Major general contractors" means the 5 major Japanese general contractors that undertake comprehensive construction projects and each have annual standalone sales exceeding 1 trillion yen.

In the PC market, while a certain level of demand for new bridge construction is anticipated due to highway lane expansions and efforts to eliminate missing links (i.e. an uncompleted or unopened section of a road), following the Sasago Tunnel ceiling panel collapse accident on the Chuo Expressway in the 2010s, the market has tended to prioritize repair and maintenance work over new construction. In addition, as shortages of both contractors and project owners have become increasingly acute due to population decline, the share of repair work is expected to rise relatively, the business volume is anticipated to continue contracting in the medium to long term.

Meanwhile, according to the Ministry of Land, Infrastructure, Transport and Tourism's "Infrastructure Maintenance Information" portal site (Note 7), of approximately 730,000 bridges nationwide, the share that will have been in service for more than 50 years is projected to reach 54% in 2030 and 65% in 2035. Consequently, demand for repair and reinforcement as measures against aging, including deck replacement work (Note 8), an area in which the Target Company has particular strengths, is expected to increase steadily, and stable demand is anticipated going forward.

In addition, as frequent natural disasters and the need to address climate change have become urgent challenges for society as a whole, the importance of disaster prevention and mitigation as well as national resilience has been reaffirmed, and expectations for the construction industry have grown even stronger. At the same time, the business environment remains severe due to soaring construction material prices, rising labor costs, and tightening labor supply-demand conditions. Moreover, the industry's structure is undergoing significant change as industry restructuring, centered on major construction firms, are progressing rapidly.

(Note 7) "'Infrastructure Maintenance Information' portal site" means a website that consolidates information on measures against deterioration and maintenance of social infrastructure, such as roads, bridges, rivers, and ports, managed by the national government and local governments.

(Note 8) "Deck replacement work" means the replacement of aged reinforced concrete bridge decks (which form the roadway surface of bridges) on expressways and other highways with new, highly durable deck-slabs, including precast PC decks.

Under these circumstances, the Br.Holdings Group, as a company responsible for the development and maintenance of social infrastructure, has adopted three core management strategies: "maximization of shareholder value," "efficiency-focused organizational management," and "the establishment of a robust compliance framework," in order to respond appropriately to these social demands and the challenging business environment. Through these efforts, the Br.Holdings Group aims to contribute to its stakeholders while pursuing sustainable, long-term growth. In December 2024, the Br.Holdings Group announced its long-term vision ("Br.VISION 2030"), which sets out the Group's target for 2030 as "a corporate group that contributes to society through infrastructure development and achieves sustainable growth." The Group is promoting various initiatives to realize Br.VISION 2030 and to enhance the Target Company's corporate value. Specifically, the Group is undertaking the following initiatives: (i) reinvesting human resources and strengthening its ability to win orders to increase its market share in the new-bridge sector; (ii) building a revenue base through order expansion based on an extensive track record, the utilization of proprietary technologies such as the micropile method (Note 9) and the K-LIP method (Note 10), and the research and development of new technologies in collaboration with research institutions; (iii) strengthening sales capability by increasing the use and production volume of in-house products and by securing high-margin contracts; and (iv) expanding into new and emerging growth areas by leveraging technologies cultivated in existing businesses.

(Note 9) "Micropile method" means a pile foundation method developed as seismic reinforcement method for existing foundation in order to handle harsh construction environment such as under the bridge girder and places adjacent to existing structures.

(Note 10) "K-LIP method" means a method to suppress the deterioration of concrete through neutralization of salt damage and alkali-aggregate reaction by evenly inserting lithium nitrite inside the concrete.

Under such circumstances, the Tender Offeror sets a policy in the Medium-Term Management Plan under which the Tender Offeror aims to expand its business field including different types of work in bridge business such as concrete and coating. In order to achieve this, the Tender Offeror has considered as one of its options strengthening its alliance with the Target Company, who has formed a specific joint venture with the Tender Offeror for the deck replacement work project of West Nippon Expressway Company Limited from May 2025 as announced in the Medium-Term Management Plan and who is one of the leading manufacturers specializing in PC in Japan. Under such situation, the Tender Offeror had an opportunity to have a meeting with the Target Company on October 3, 2025 when making courtesy visits to investors who form such specific joint venture. Since the Target Company showed that the Target Company was positive on considering the alliance at such meeting, the Tender Offeror began to seriously consider such alliance by establishing a team (which is comprised of Executive Officer of Corporate, General Manager of Finance and Investor Relations Office, General Manager of Legal Department and General Manager of Corporate) dedicated to strengthening such alliance on October 3, 2025. Thereafter, in the midst of such consideration, the Tender Offeror began to view that the Tender Offer would be able to more swiftly achieve the Medium-Term Management Plan and expect bigger synergy by entering into the concrete business by acquiring the Target Company rather than strengthening its alliance with the Target Company due to the fact that the Tender Offeror and the Target Company had a lot in common such as same business field with "bridge" as its foundation and same business challenges including strengthening competitiveness in bridge maintenance business (technological development and securing human resources) even though the Target Company's management policy focusing on "people" and "technology" and its merchandises were different from that of Tender Offeror. Therefore, the Tender Offeror submitted to the Target Company a letter of intent (the "LOI") on November 14, 2025 to delist the Target Company's Shares through the Tender Offer among other things, and received a response from the Target Company on November 21, 2025 that the Target Company agrees to have a discussion. In order to establish a full-scale review team on the Transaction, in mid-November 2025, the Tender Offeror appointed Mizuho Securities Co., Ltd. ("Mizuho Securities") as the financial advisor and third-party valuation firm independent from the Tender Offeror and the Target Company (collectively, the "Tender Offer-related Parties") and City-Yuwa Partners as the legal advisor independent from the Tender Offer-related Parties.

Thereafter, the Tender Offeror had conducted due diligence from early December 2025 to mid-January 2026 in order to carefully examine the feasibility of the Transaction, and has considered the tender offer price, etc. of Target Company's Shares per share for the Tender Offer (the "Tender Offer Price") and the terms and conditions of proposals including management structure and business operation policy after the implementation of Transaction and measures contributing to enhancement of corporate value of the Target Company. After such consideration, the Tender Offeror came to a view that the implementation of following measures through the Transaction is able to contribute to the enhancement of corporate values of both Tender Offer-related Parties:

(i) Capital Base and Brand of Tender Offeror Group

The Tender Offeror views that although delisting of Target Company's Shares is detrimental to the Target Company for not being able to raise funds through stock market as a listed company, the Target Company will be able to gain a potential which outweighs such detriment by being able to make more aggressive investments and to make more bids for large-scale construction projects, which require funds to accept orders, by becoming a member of Tender Offeror Group and by receiving financial support on a groupwide basis. Furthermore, a comprehensive bridge engineering corporate group, which combines the manufacturers whom the Tender Offeror believes as leading manufacturers specializing in steel and PC in the industry, will be formed, and the Tender Offeror views that brand power of such corporate group will be a huge advantage in the competition for order acceptance and product sales. The Tender Offeror views that for the Tender Offer-related Parties, the growth to become even bigger corporate group will have a positive effect on enhancing employee's sense of belonging and trust.

(ii) Strengthening Growth Investment Limit and Business Strategy

The Tender Offeror views that by having the Target Company join the Tender Offeror Group, large-scale long and medium-term growth investments by the Target Company, which the Target Company did not make in the past due to a concern for deterioration of earnings in a short term, become possible without not being restricted by the continued listing criteria of TSE. Specifically, the Target Company is aware that it is slow in making DX investments such as adopting digital infrastructure (generative AI (Note 12), IoT (Note 13) and cloud (Note 14)) contributing to construction DX (Note 11), and the Tender Offeror views that flexible and swift investments into human capital (strengthening and training of design, sales and construction personnel) to expand the construction business and investments into digital infrastructure (generative AI, IoT and cloud) contributing to construction DX will become possible.

(Note 11) "DX" is an acronym for digital transformation and means company's establishment of competitive superiority by transforming products, services and business models and transforming business itself, organization, process, and corporate culture and climate, based on customer and social needs by using data and digital technologies in order to respond to drastic changes in business environment.

(Note 12) "Generative AI" means AI technology which automatically generates new contents such as texts, images and voices.

(Note 13) "IoT" is an acronym for Internet of Things and means technology to connect various and numerous things via the Internet, to transmit from such things, or to use large volume of information transmitted from such things, which enhances efficiency and productivity of business operator's management, which brings about creation of new businesses and employment opportunities, and which contributes to the betterment of people's lives and sound development of national economy, by creating added value through the use of such information.

(Note 14) "Cloud" means use of software features and hardware via the network.

(iii) Sharing of Sales Information and Co-use and Centralized Procurement of Equipment

The Tender Offeror views that with respect to bridge business, enhancement of order acceptance probability on PC and steel superstructure construction (Note 16) and cost reduction by co-use of equipment and centralized procurement are possible by sharing sales information (i.e., information on technical proposals in comprehensive evaluation method (Note 15)) held by the Tender Offer-related Parties. The Tender Offeror also views that high synergy effect on sales and profits of Tender Offer-related Parties is possible through, among others, increase in number of biddable projects, which will result from sharing the network of engineers assigned on site and cooperating business operators between the Tender Offer-related Parties due to the increase in the number of engineers assigned on site and cooperating business operators who can be dispatched to the site because of overall increase in the number of such engineers assigned on site and cooperating business operators from sharing the network. In particular, with regard to maintenance business, the Tender Offeror views that by developing a bidding structure under which the Tender Offer-related Parties mutually supplement their respective specialized fields of steel and PC, it is possible to secure overall competitive superiority which can compete with competitors such as major general contractors.

(Note 15) "Comprehensive evaluation method" means method to decide the business operator who made the best proposal as a successful bidder in a bid for public work project by taking into overall consideration factors other than the bid price (such as technical expertise, past achievements and contribution to society).

(Note 16) "Superstructure construction" means production and construction of superstructure which directly bears the load especially in structures such as bridges, elevated structures and buildings.

(iv) Technological Development and Intellectual Capital

The Tender Offeror views that against a backdrop of its high technical expertise on concrete, the Target Company has developed, and put into practical use on, its own competitive methods and products such as K-LIP method and Micropile method. On the other hand, the Tender Offeror is promoting as important projects the methods and product developments such as precast composite deck for replacement (17), NY Rapid Bridge (18) and five-sided steel shell segments (19), and views that they are composite structure comprising of steel and concrete and that knowhow on concrete manufacturing is extremely important. The Tender Offeror views that by combining such technical development capabilities of Tender Offer-related Parties, it will become possible to develop more competitive methods and products, facilitate research and development of steel and concrete composite structures, and enhance technical competitiveness in not only bridge, but also other new business fields. Furthermore, the Tender Offeror has research and development equipment and personnel as a manufacturer specializing in steel bridge, and views that it will be possible to accelerate its competitive research and development by taking measures such as cost reduction by sharing resources with the Target Company, strengthening investment capacity and optimally allocating group resources. In addition, the Target Company owns a number of patented technologies relating to concrete and the Tender Offeror also owns patented technologies relating to steel structures and composite structures, and the Tender Offeror expects that by having the Tender Offer-related Parties mutually use such technologies, it will lead to enhancement of ability to make technical proposals in bids and reduction of bidding costs and to creation of new ideas combining such technologies. In regards to digital (construction DX), the Tender Offeror has established the Digital Strategy Office and is currently proceeding with the development of digital infrastructure such as groupwide digital human resources development and adoption of generative AI platform for all employees. The Tender Offeror views that sharing such knowhows with the Target Company will contribute to streamlining and optimization of Target Company's business.

(Note 17) "Precast composite deck for replacement" means deck (composite deck) for bridges which is composite structure integrating steel plate and deck concrete by using shear connector and which is (precasted) product casted by concrete at a factory beforehand in order to reduce the onsite construction period of deck replacement work.

(Note 18) "NY Rapid Bridge" means a new form of precast composite deck steel girder bridge, which can reduce the construction period by constructing on site the "light-weight precast deck panel" that integrates steel girder, bottom steel plate and deck concrete at a factory and which is a joint development product of NIPPON STEEL ENGINEERING CO., LTD. and Yokogawa NS Engineering.

(Note 19) "Five-sided steel shell segments" mean a segment product which is segments used in tunnel construction, which is composite structure whose five surfaces are covered by steel plate (steel shell) and whose inside is inserted with steel frame and concrete, and which is highly waterproof and strong.

Due to the fact that the Tender Offeror received from the Target Company and the Special Committee (as defined in "② Process and Reasons for the Decision-making Leading to the Approval of the Tender Offer by the Target Company" provided below; hereinafter the same) on December 10, 2025 the questions on the background, purpose and management policy after the Transaction, the Tender Offeror provided the answers to the Target Company and the Special Committee on December 22, 2025. In parallel to that, the Tender Offeror has discussed and considered with the Target Company from January 14, 2026 the Tender Offer Price and the tender offer price, etc. of Share Options per unit under the Tender Offer (the "Share Option Purchase

Price") as follows:

(A) The Tender Offeror proposed to the Target Company the Tender Offer Price of 420 yen (which is the amount equivalent to 358 yen, which is the closing price of Target Company's Shares on the TSE Prime Market on January 13, 2026 which is the business day immediately preceding the proposal date, plus premium of 17.32% (which is rounded to the nearest hundredth; hereinafter the same for the calculation of premium rate)). Furthermore, the Tender Offeror made an initial proposal of the Share Option Purchase Price of 83,800 yen, which is the amount equivalent to the difference of 420 yen, which is the amount proposed as the Tender Offer Price, and 1 yen, which is the exercise price per Target Company's Share (which will amount to 419 yen), multiplied by the number of Target Company's Shares subject to the Share Options (200 shares).

(B) Upon receiving the proposal in (A) above, on January 16, 2026, the Target Company responded to the Tender Offeror that the Target Company requests the Tender Offeror to reconsider the proposed Tender Offer Price and Share Option Purchase Price for the reason that such prices are not at the level at which the Target Company is able to express agreement and to recommend tendering, by taking into overall consideration of the fact that the Target Company could not assess such prices as satisfactory in light of (i) the fact that the Target Company could not assess such rices as at satisfactory level in light of the general premium level in the similar wholly-owned subsidiary cases in the past and (ii) the theoretical stock price of Target Company assessed by using the discount cash flow method (the "DCF Method") under a reasonable premise and based on the business plans prepared by the Target Company for 6 fiscal years from the fiscal year ending March 31, 2026 (from December 2025) to the fiscal year ending March 31, 2031 (the "Business Plans") and upon considering the comments of Special Committee.

(C) Upon receiving the response in (B) above, the Tender Offeror reconsidered and on January 20, 2026, the Tender Offeror proposed to the Target Company the Tender Offer Price of 460 yen (which is the amount equivalent to 362 yen, which is the closing price of Target Company's Shares on the TSE Prime Market on January 19, 2026 which is the business day immediately preceding the proposal date, plus premium of 27.07%). Furthermore, the Tender Offeror made a proposal of Share Option Purchase Price of 91,800 yen, which is the amount equivalent to the difference of 460 yen, which is the amount proposed as the Tender Offer Price, and 1 yen, which is the exercise price per Target Company's Share (which will amount to 459 yen), multiplied by the number of Target Company's Shares subject to the Share Options (200 shares).

(D) Upon receiving the response in (C) above, on January 21, 2026, the Target Company responded to the Tender Offeror that the Target Company requests the Tender Offeror to reconsider the proposed Tender Offer Price and Share Option Purchase Price for the reason that such prices are not at the level at which the Target Company is able to express agreement and to recommend tendering, by taking into overall consideration of the fact that the Target Company could not assess such prices as satisfactory in light of (i) the fact that the Target Company could not assess such prices as at satisfactory level in light of the general premium level in the similar wholly-owned subsidiary cases in the past, (ii) the theoretical stock price of Target Company assessed by using the DCF Method under a reasonable premise and based on the Business Plans, and (iii) expectation of minority shareholders of Target Company on the medium- to long-term growth potential of Target Company up to now.

(E) Upon receiving the response in (D) above, the Tender Offeror reconsidered and on January 23, 2026, the Tender Offeror proposed to the Target Company the Tender Offer Price of 480 yen (which is the amount equivalent to 359 yen, which is the closing price of Target Company's Shares on the TSE Prime Market on January 22, 2026 which is the business day immediately preceding the proposal date, plus premium of 33.70%). Furthermore, the Tender Offeror made a proposal of Share Option Purchase Price of 95,800 yen, which is the amount equivalent to the difference of 480 yen, which is the amount proposed as the Tender Offer Price, and 1 yen, which is the exercise price per Target Company's Share (which will amount to 479 yen), multiplied by the number of Target Company's Shares subject to the Share Options (200 shares).

(F) Upon receiving the response in (E) above, on January 21, 2026, the Target Company responded to the Tender Offeror that the Target Company requests the Tender Offeror to reconsider the proposed Tender Offer Price and Share Option Purchase Price for the reason that such prices are not at the level at which the Target Company is able to express agreement and to recommend tendering, by taking into overall consideration of the fact that the Target Company could not assess such prices as satisfactory in light of (i) the fact that the Target Company could not assess such prices as at satisfactory level in light of the general premium level in the similar wholly-owned subsidiary cases in the past, (ii) the theoretical stock price of Target Company assessed by using the DCF Method under a reasonable premise and based on the Business Plans, and (iii) expectation of minority shareholders of Target Company on the medium- to long-term growth potential of Target Company up to now.

(G) Upon receiving the response in (F) above, the Tender Offeror reconsidered and on January 27, 2026, the Tender Offeror proposed to the Target Company the Tender Offer Price of 490 yen (which is the amount equivalent to 354 yen, which is the closing price of Target Company's Shares on the TSE Prime Market on January 26, 2026 which is the business day immediately preceding the proposal date, plus premium of 38.42%). Furthermore, the Tender Offeror made a proposal of Share Option Purchase Price of 97,800 yen, which is the amount equivalent to the difference of 490 yen, which is the amount proposed as the Tender Offer Price, and 1 yen, which is the exercise price per Target Company's Share (which will amount to 489 yen), multiplied by the number of Target Company's Shares subject to the Share Options (200 shares).

(H) After the proposal in (G) above had been made, the Tender Offeror and the Target Company held a meeting on January 29, 2026 and the Target Company responded to the Tender Offeror on January 30, 2026 that the Target Company requests the Tender Offeror to reconsider the proposed Tender Offer Price and Share Option Purchase Price for the reason that such prices are not at the level at which the Target Company is able to express agreement and to recommend tendering, by taking into overall consideration of the fact that the Target Company could not assess such prices as satisfactory in light of (i) the fact that the Target Company could not assess such prices as at satisfactory level in light of the general premium level in the similar wholly-owned subsidiary cases in the past, (ii) the theoretical stock price of Target Company assessed by using the DCF Method under a reasonable premise and based on the Business Plans, and (iii) expectation of minority shareholders of Target Company on the medium- to long-term growth potential of Target Company up to now.

(I) Upon receiving the response in (H) above, the Tender Offeror reconsidered and on January 30, 2026, the Tender Offeror made a final proposal of Tender Offer Price of 530 yen (which is the amount equivalent to 350 yen, which is the closing price of Target Company's Shares on the TSE Prime Market on January 29, 2026 which is the business day immediately preceding the proposal date, plus premium of 51.43%) to the Target Company. Furthermore, the Tender Offeror made a proposal of Share Option Purchase Price of 105,800 yen, which is the amount equivalent to the difference of 530 yen, which is the amount proposed as the Tender Offer Price, and 1 yen, which is the exercise price per Target Company's Share (which will amount to 529 yen), multiplied by the number of Target Company's Shares subject to the Share Options (200 shares).

(J) After the final proposal in (I) above had been made, the Tender Offeror and the Target Company held a meeting on February 2, 2026 and due to the fact that the Target Company requested the Tender Offeror to explain the background on the Tender Offer Price proposed in the final proposal, the Tender Offeror explained that the Tender Offer Price proposed in the final proposal was a proposal made by the Tender Offeror after reconsidering the Target Company's response made at the meeting held on January 29, 2026 that the Target Company views that the fourth proposal of Tender Offer Price made by the Tender Offeror is still not adequately considering the benefits of minority shareholders, by taking into overall consideration of the fact that the Target Company could not assess such prices as satisfactory in light of (i) the fact that the Target Company could not assess the Tender Offer Price as at satisfactory level in light of the general premium level in the similar wholly-owned subsidiary cases in the past, (ii) the theoretical stock price of Target Company assessed by using the DCF Method under a reasonable premise and based on the Business Plans, and (iii) expectation of minority shareholders of Target Company on the medium- to long-term growth potential of Target Company up to now.

(K) Thereafter, the Target Company and the Special Committee notified the Tender Offeror as of February 3, 2026 that they agree to the Tender Offer Price made by the Tender Offeror in its final proposal after considering the final proposal and the Tender Offeror's view explained in the meeting.

Furthermore, the Tender Offeror was planning to execute a tender offer agreement with Mr. Fujita under which Mr. Fujita will tender the Target Company's Shares and the Share Options held by Mr. Fujita in the Tender Offer. However, since Mr. Fujita passed away on December 13, 2025, the Tender Offeror refrained from having negotiations and discussions with the relatives of Mr. Fujita. Thereafter, the Tender Offeror was notified by the legal counsel to Mr. Fujita's legal heiresses on January 21, 2026 that the legal heiresses of Mr. Fujita had been determined. On January 28, 2026, the Tender Offeror had a meeting with the legal counsel to the legal heiresses of Mr. Fujita, Ms. Hiroko Fujita and Ms. Ayako Fujita, explained the meaning and background of the Transaction to them, preliminarily proposed the Tender Agreement to them and began the discussion on the Tender Agreement with them. Then the Tender Offeror had discussions with the legal heiresses of Mr. Fujita (i.e., Ms. Hiroko Fujita, Ms. Ayako Fujita, Ms. Yukiko Fujita, Ms. Shoko Ado and Ms. Moeko Fujita), other relatives of Mr. Fujita (i.e., Ms. Keiko Fujita, Mr. Hiromasa Fujita, Ms. Mayuko Fujita and Ms. Yuko Endo) and Tosho Asset Management whose representative director is Ms. Ayako Fujita, via Ms. Ayako Fujita, and came to an agreement to enter into the Tender Agreement on February 4, 2026.

By taking into account the discussions and negotiations mentioned above, the Tender Offeror resolved at its Board of Directors meeting as of February 4, 2026 to make the Tender Offer as a part of Transaction and to enter into the Tender Agreement with the Agreed Tendering Shareholders.

② Decision-making process leading to and reasons for the Target Company's opinion in favor of the Tender Offer

(i) Offeror's proposal and background to the establishment of an evaluation framework

According to the Target Company's Press Release,as described in ""① Background, purposes, and decision-making process leading to the implementation of the Tender Offer by the Tender Offeror" above, the Target Company recognized that, in light of significant changes in the business environment surrounding the Target Company and the construction industry, it is indispensable to strengthen its business foundation by utilizing external management resources in order to realize Br.VISION 2030 and achieve sustainable growth. As background, with the aim of expanding business scale and strengthening competitiveness, the Target Company had, since its establishment, continued to explore collaboration with partner companies that would contribute to enhancing corporate value as one of its strategic options; however, from the perspectives of the target companies' financial condition, business synergies, and the risks associated with management integration, such collaborations were not ultimately implemented. Against this backdrop, the Target Company had an opportunity on October 3, 2025 for the Target Company's management to meet with the Tender Offeror. At that meeting, the Tender Offeror expressed a positive intention to pursue alliance with the Target Company, and the parties have since engaged in repeated discussions.

Thereafter, on November 14, 2025, the Target Company received from the Tender Offeror the Letter of Intent regarding the Transaction, and at the Target Company's board of directors meeting held on November 21, 2025, the Target Company resolved to give sincere consideration to the contents of the Letter of Intent from the perspective of enhancing the Target Company's medium- to long-term corporate value. Furthermore, to intensify its consideration of the Transaction, the Target Company, on November 21, 2025, appointed Nomura Securities Co., Ltd. ("Nomura Securities") as an independent financial advisor and third-party valuator, and Anderson Mori & Tomotsune ("AMT") as an independent legal advisor. Both firms are independent of the Tender Offer-related Parties and the outcome of the Transaction.

In considering the Transaction, the Target Company noted that, although the Transaction does not constitute a so-called management buyout (MBO) (Note 1) or a related-party transaction with a controlling shareholder, in light of the fact that a majority of the Target Company's directors are not outside directors, and that privatization of the Target Company's Stock by way of a cash-out is planned during the course of the Transaction, which makes the fairness of the transaction terms particularly important to shareholder interests, and for purposes of eliminating arbitrariness in its decision-making as a listed company regarding the Transaction, and ensuring fairness, transparency, and objectivity in such decision-making process, as described in "(3) 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" below, the Target Company's board of directors, at its meeting held on November 21, 2025, resolved to establish a special committee (the "Special Committee") composed of independent outside directors who are independent of the Tender Offer-related Parties and the outcome of the Transaction: Mr. Yoshiharu Sagami (the Target Company's Independent Outside Director (Audit and Supervisory Committee Member); Outside Director of JMS Co., Ltd. (Audit and Supervisory Committee Member)), Mr. Fusanori Miura (the Target Company's Independent Outside Director; Visiting Professor at Udayana

University, a National University of Indonesia; Representative Director of Yamaguchi Technology Licensing Organization, Ltd. Professor (Special) of Organization for Research Initiatives of Yamaguchi University; Chairman of the Asian Disaster Reduction Center), and Ms. Etsuko Nosohara (the Target Company's Independent Outside Director; Attorney-at-Law of Hiroshima General Law & Accounting Office; Chairman of the Expropriation Committee of Hiroshima Prefecture; Non-Executive Director of Hiroshima Expressway Public Corporation). For composition of the Special Committee and other specific matters referred to it, please see "(⑤) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee " under "(3) 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" below. At the board of directors meeting held on November 21, 2025, the Target Company resolved that, upon establishment of the Special Committee, it would grant the Special Committee the following authorities: (a) the authority to confirm in advance the Target Company's policy with respect to negotiations concerning the terms and conditions of the Transaction, to receive timely reports on the status of such negotiations, to express opinions, and to issue directions or requests, thereby materially participating in the negotiation process regarding terms and conditions of the Transaction, and, if necessary, to conduct direct negotiations itself; (b) the authority, if the Special Committee deems it necessary, to select and retain, at the Target Company's expense, its own financial advisor, third-party valuator, and legal advisor, and to seek their advice; (c) the authority to approve (including by subsequent ratification) the financial advisor, third-party valuator, and legal advisor appointed by the Target Company; (d) the authority to request expert advice from the financial advisor, third-party valuator, and legal advisor appointed by the Target Company; and (e) the authority to receive from the Target Company's officers and employees any information necessary for the Special Committee's consideration and determination with respect to the Transaction (including the authority to require persons the Special Committee deems necessary to attend Special Committee meetings and to provide explanations regarding necessary information). The Target Company's board of directors resolved that, in referring matters to the Special Committee, it will respect the determination of the Special Committee concerning the Transaction to the maximum extent, and, in particular, that if the Special Committee concludes that the purpose of the Transaction is not reasonable or that the terms and conditions of the Transaction are not appropriate, it will not approve the implementation of the Transaction.

(Note 1) "Management buyout (MBO)" means a transaction in which the management of a target company contributes all or part of the acquisition funds and acquires shares of the target company on the premise of the continuation of its business.

At the first meeting of the Special Committee held on December 5, 2025, the Special Committee confirmed that there were no issues regarding the independence or expertise of Nomura Securities, the Target Company's financial advisor and third-party valuator, and AMT, the Target Company's legal advisor, and approved their appointments.

Among the Target Company's 9 directors in total (including Mr. Fujita), Mr. Fujita did not participate in the deliberations and resolutions of the Target Company's board of directors related to the Transaction, including the deliberations and resolutions at the aforementioned board meeting, until he resigned from the board on December 15, 2025, in order to prevent any appearance of a conflict of interest and to ensure fairness of the Transaction, because the Tender Offeror had indicated its intention to enter into a Tender Agreement with Mr. Fujita, under which Mr. Fujita would agree to tender the Target Company's Stock and the Stock Acquisition Rights he holds in the Tender Offer. He also did not participate, in the Target Company's capacity, in any discussions or negotiations with the Tender Offeror.

(ii) Background to the review and negotiations

The Target Company, having established the review framework described above, based on the negotiation policy and the opinions, directions, and requests regarding materially important negotiation matters pre-confirmed by the Special Committee, and with advice from Nomura Securities and AMT, carefully considered whether to proceed with, and the reasonableness of the terms and conditions of, the Transaction, and engaged in multiple rounds of discussions and negotiations with the Tender Offeror.

Specifically, on January 14, 2026, the Target Company received from the Tender Offeror a proposal regarding the terms and conditions of the Transaction (the "First Proposal") which includes a proposal for the Tender Offer Price of 420 yen (which represents a 17.32% premium over the closing price for the Target Company's Stock on the Prime Market of the TSE on January 13, 2026 of 358 yen, the business day prior to the day for the proposal) and the Stock Acquisition Right Purchase Price of 83.800 yen, which is equal to the difference between the purchase price per share of the Target Company's Stock and the exercise price of the stock acquisition right (1 yen), multiplied by the number of shares of the Target Company's Stock per stock acquisition right (200 shares). In response to the First Proposal, the Target Company and the Special Committee requested the Tender Offeror, on January 16, 2026, to reconsider the Tender Offer Price, stating that the Tender Offer Price proposed in the First Proposal could not be evaluated as being at a sufficient level in light of the generally observed premium levels in past comparable squeeze-out transactions, and also could not be evaluated as a sufficient price when compared with the Target Company's theoretical share value as evaluated using the DCF Method based on the Business Plan under reasonable assumptions and, accordingly, the Target Company and the Special Committee concluded that the Tender Offer Price could not be considered to be at a level that adequately takes into account the interests of the Target Company's minority shareholders.

Then, on January 20, 2026, the Target Company received from the Tender Offeror a proposal regarding the terms and conditions of the Transaction (the "Second Proposal") which includes a proposal for the Tender Offer Price of 460 yen (which represents a 27.07% premium over the closing price for the Target Company's Stock on the Prime Market of the TSE on January 19, 2026 of 362 yen, the business day prior to the day for the proposal) and the Stock Acquisition Right Purchase Price of 91,800 yen, which is calculated by deducting the exercise price of the Stock Acquisition Rights (1 yen) from the purchase price per share of the Target Company's Stock and multiplying the resulting amount by the number of shares of the Target Company's Stock per Stock Acquisition Right (200 shares). In response to the Second Proposal, the Target Company and the Special Committee requested the Tender Offeror, on January 21, 2026, to reconsider the Tender Offer Price, responding that the Tender Offer Price proposed in the Second Proposal could not be evaluated as being at a sufficient level in light of the generally observed premium levels in past comparable squeeze-out transactions, and also could not be evaluated as a sufficient price when compared with the Target Company's theoretical share value as evaluated using the DCF Method based on the Business Plan under reasonable assumptions, and, furthermore, the Target Company and the Special Committee believe that the Tender Offer Price could not be considered to be at a level that adequately takes into account the interests of the Target Company's minority shareholders, in light of the expectations held by the Target Company's minority shareholders regarding the Target Company's medium- to long-term growth potential to date.

Then, on January 23, 2026, the Target Company received from the Tender Offeror a proposal regarding the terms and conditions of the Transaction (the "Third Proposal") which includes a proposal for the Tender Offer Price of 480 yen (which represents a 33.70% premium over the closing price for the Target Company's Stock on the Prime Market of the TSE on January 22, 2026 of 359 yen, the business day prior to the day for the proposal) and the Stock Acquisition Right Purchase Price of 95,800 yen, which is calculated by deducting the exercise price of the Stock Acquisition Rights (1 yen) from the purchase price per share of the Target Company's Stock and multiplying the resulting amount by the number of shares of the Target Company's Stock per Stock Acquisition Right (200 shares). In response to the Third Proposal, the Target Company and the Special Committee requested the Tender Offeror, on January 26, 2026, to reconsider the Tender Offer Price, responding that the Tender Offer Price proposed in the Third Proposal could not be evaluated as being at a sufficient level in light of the generally observed premium levels in past comparable squeeze-out transactions, and also could not be evaluated as a sufficient price when compared with the Target Company's theoretical share value as evaluated using the DCF

Method based on the Business Plan under reasonable assumptions, and, furthermore, the Target Company and the Special Committee believe that the Tender Offer Price still could not be considered to be at a level that adequately takes into account the interests of the Target Company's minority shareholders, in light of the expectations held by the Target Company's minority shareholders regarding the Target Company's medium- to long-term growth potential to date.

Then, on January 27, 2026, the Target Company received from the Tender Offeror a proposal regarding the terms and conditions of the Transaction (the "Fourth Proposal") which includes a proposal for the Tender Offer Price of 490 yen (which represents a 38.42% premium over the closing price for the Target Company's Stock on the Prime Market of the TSE on January 26, 2026 of 354 yen, the business day prior to the day for the proposal) and the Stock Acquisition Right Purchase Price of 97,800 yen, which is calculated by deducting the exercise price of the Stock Acquisition Rights (1 yen) from the purchase price per share of the Target Company's Stock and multiplying the resulting amount by the number of shares of the Target Company's Stock per Stock Acquisition Right (200 shares). In response to the Fourth Proposal, the Target Company held a meeting with the Tender Offeror on January 29, 2026, and responded that that the Tender Offer Price proposed in the Fourth Proposal could not be evaluated as being at a sufficient level in light of the generally observed premium levels in past comparable squeeze-out transactions, and also could not be evaluated as a sufficient price when compared with the Target Company's theoretical share value as evaluated using the DCF Method based on the Business Plan under reasonable assumptions, and, furthermore, the Target Company and the Special Committee believe that the Tender Offer Price still could not be considered to be at a level that adequately takes into account the interests of the Target Company's minority shareholders, in light of the expectations held by the Target Company's minority shareholders regarding the Target Company's medium- to long-term growth potential to date. Based on the above meeting, on January 30, 2026, the Target Company and the Special Committee requested the Tender Offeror to reconsider the Tender Offer Price.

Then, on January 30, 2026, the Target Company received from the Tender Offeror a proposal regarding the terms and conditions of the Transaction (the "Final Proposal") which includes a proposal for the Tender Offer Price of 530 yen (which represents a 51.43% premium over the closing price for the Target Company's Stock on the Prime Market of the TSE on January 29, 2026 of 350 yen, the business day prior to the day for the proposal) and the Stock Acquisition Right Purchase Price of 105,800 yen, which is calculated by deducting the exercise price of the Stock Acquisition Rights (1 yen) from the purchase price per share of the Target Company's Stock and multiplying the resulting amount by the number of shares of the Target Company's Stock per Stock Acquisition Right (200 shares).

In response to the Final Proposal, the Target Company held a meeting with the Tender

Offeror on February 2, 2026, and requested an explanation of the background to the Tender Offer Price set forth in the Final Proposal. In response, the Tender Offeror explained that, in light of the Target Company's response made at the meeting held on January 29, 2026, to the effect that the Tender Offer Price proposed in the Fourth Proposal could not be evaluated as being at a sufficient level in light of the generally observed premium levels in past comparable squeeze-out transactions, could not be evaluated as a sufficient price when compared with the Target Company's theoretical share value as evaluated using the DCF Method based on the Business Plan under reasonable assumptions, and, furthermore, still could not be considered to be at a level that adequately takes into account the interests of the Target Company's minority shareholders, in light of the expectations held by the Target Company's minority shareholders regarding the Target Company's medium- to long-term growth potential to date, the Tender Offeror reconsidered the matter and made a revised proposal.

Then, after giving due consideration to the Final Proposal and the Tender Offeror's views confirmed at the meeting, the Target Company and the Special Committee notified the Tender Offeror, on February 3, 2026, that they would accept the Tender Offer Price set forth in the Final Proposal.

During the above review and negotiation process, the Target Company received necessary legal advice from AMT concerning the procedures, methods, and other points to be noted in the board of directors' decision-making with respect to the Transaction, and a written opinion (the "Report") dated February 4, 2026 from the Special Committee (for an outline of the Report, please see "(iii) Determinations" under "(V) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee" under "(3) 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" below). At the Target Company's board of directors meeting held on February 4, 2026, the Target Company, having taken into account the legal advice received from AMT, the financial advice received from Nomura Securities, and the contents of the share valuation report regarding the valuation results for the Target Company's Stock submitted by Nomura Securities on February 3, 2026 (the "Share Valuation Report (Nomura Securities)"), and while giving the utmost respect to the Special Committee's determinations as set forth in the Report, carefully discussed and considered whether the Transaction, including the Tender Offer, would contribute to the enhancement of the Target Company's corporate value and whether the terms and conditions of the Transaction, including the Tender Offer Price, are reasonable and fair. As a result, because the Target Company anticipates the synergies described below, the Target Company has concluded that the privatization of the Target Company's Stock through the Transaction, including the Tender Offer by the Tender Offeror, will contribute to the enhancement of the Target Company's corporate value.

The Target Company believes that, if the Tender Offer is successful and the Transaction is consummated, becoming a subsidiary of the Tender Offeror will enable it to fully leverage the various resources of the Tender Offeror Group and, for the following reasons, is expected to contribute to enhancing the Target Company's corporate value.

(i) Expansion of business scope by leveraging the Tender Offeror Group's financial base and brand

By becoming a member of the Tender Offeror Group, the Target Company would be able to leverage the Tender Offeror Group's financial base and brand. As a result, in the construction business, which is the Target Company's designated new core business, the use of the Target Company's products is expected in projects undertaken by the Tender Offeror Group. In addition, by strengthening its competitive position in large-scale renewals and major repairs, centered on deck replacement work, through utilization of its knowledge, the profitability is expected to improve. Furthermore, collaboration with the Tender Offeror Group would enable the realization of "steel-and-PC composite structures," allowing the Target Company to enter new markets, such as marine structures (e.g., hybrid caissons (Note 2) and floating piers), steel-reinforced concrete construction, and composite-structure bridges, and thereby contribute to the long-term expansion of the Target Company's business scope.

(Note 2) "Hybrid caissons " means a composite structure incorporating both steel and concrete, and is used as a foundation for breakwaters and quay walls, as well as for the foundations of underground structures.

(ii) Establishing a supply system by sharing manufacturing capital

The Tender Offeror Group operates 8 plants in Hokkaido, Kanto, and Kinki, and the Target Company operates 5 plants in Tohoku, Shizuoka, Hiroshima, Shimane, and Oita. By coordinating their operations, the parties would be able to establish a nationwide supply system. This would reduce transportation costs and improve production efficiency, generating synergies that are expected to increase sales and profits for the Tender Offer-related Parties. Furthermore, by internalizing production of steel components and PC products, the Target Company could reduce price-negotiation risk, and by adding "steel-and-PC composite products" to existing plants it is expected to enhance competitiveness in the precast market by creating added value, such as weight reduction and extended service life, and/or by achieving cost reductions.

(iii) Expansion of sales channels by leveraging manufacturing and sales capabilities

In addition to establishing a nationwide supply system through coordination of manufacturing assets with the Tender Offeror Group, leveraging the Tender Offeror Group's sales and construction-agent network is expected to dramatically expand the Target Company's sales channels. This will enable the Target Company to undertake consultative sales that combine a wide range of steel-and-PC products and services, thereby enhancing the value delivered to customers and substantially accelerating the growth of the Target Company's product-sales business.

(iv) Integration of technological development and intellectual capital

The Tender Offeror Group, leveraging the advanced technical capabilities it has developed in its bridge business, operates engineering and system-built construction businesses and has a proven track record of commercializing technologies. Through the Transaction, advancing joint research and development on "steel-and-PC composite structures" is expected to create differentiating factors in the marketplace and establish competitive advantages. This will also contribute to the sophistication of the Target Company's construction business, which the Target Company has identified as a medium-term growth area, and the Target Company believes there is a high degree of strategic alignment from a technology-strategy standpoint.

The Tender Offeror Group holds more than 180 patents related to steel and composite structures and the Target Company possesses patented technologies in concrete. By mutually leveraging these intellectual properties, the acceleration of the development of competitive construction methods and products, as well as the hastening of entry into new markets, can be achieved. In addition, through joint research and development utilizing the Tender Offeror Group's integrated technology research institute, the Target Company believes that the fusion of both parties' technical capabilities and intellectual capital is expected to yield innovative technologies and products and to enable the establishment of a research and development framework that would be difficult for the Target Company to achieve on its own.]

Generally, the disadvantages associated with privatizing a company's stock include the loss of access to capital markets for equity finance and the loss of benefits associated with being a listed company, such as enhanced name recognition and social credibility, which may, in turn, affect relationships with employees and business partners and weaken the Target Company's brand strength. However, the Target Company currently has no plans to raise equity financing in the market for the time being, and believes that by becoming part of the Tender Offeror Group it would be able to leverage a stronger financial base and improved group creditworthiness, thereby making it possible to secure funding through borrowings from financial institutions. With respect to potential impacts on relationships with employees and business partners and on brand strength, both the Tender Offeror Group and the Br.Holdings Group have already established a certain level of name recognition within the industry, and the Target Company's social credibility and name recognition in the industry are expected, if anything, to be enhanced by joining the Tender Offeror Group. Therefore, the Target Company believes that privatizing of the Target Company's Stock will have limited effects on its relationships with employees and business partners and on brand strength, and the disadvantages associated with privatizing the Target Company's Stock are also limited. Furthermore, the Target Company does not consider that any particular dis-synergies or disadvantages will arise from the loss of capital relationships with its existing shareholders or from its inclusion in the Tender Offeror Group.

In addition to the above, the Target Company has determined that the Tender Offer Price, 530 yen per share, is a reasonable price, ensuring the profits that the general shareholders of the Target Company should receive, and that the Tender Offer provides the general shareholders of the Target Company with a reasonable opportunity to sell their shares of the Target Company's Stock at a price with an appropriate premium, due to the following reasons:

(a) The Tender Offer Price has been agreed upon as a result of the Target Company having held thorough negotiations with the Tender Offeror after taking thorough measures to ensure the fairness of the terms and conditions of the Transaction, including the Tender Offer Price, as described in "(3) 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" below;

(b) As described in "(V) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee" under "(3) 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" below, the Tender Offer Price has been found to be recognized as being reasonable in the Report obtained from the Special Committee;

(c) Based on the results of the valuation of the Target Company's Stock by Nomura Securities as described in "(ii) Overview of valuation" under "② Procurement by the Target Company of a share valuation report from an independent financial advisor and third-party valuator" under "(3) Matters concerning valuation" below, it is found that the Tender Offer Price exceeds the upper limit of the range of the per share value of the Target Company's Stock calculated using the average market share price method, exceeds the median value of the range resulting from the calculation using the comparable company method, and is at the level adjacent to the median value of the range of the per share value of the Target Company's Stock calculated using the DCF method.

(d) The Tender Offer Price, 530 yen per share, represents a premium of 49.72% over the closing price of the Target Company's Stock of 354 yen on the Prime Market of the TSE as of February 3, 2026, which is the reference date of the Tender Offer (in principle, the business day immediately preceding the announcement date); a premium of 48.88% over the simple average closing price of 356 yen for the past one month until the reference date (from January 5, 2026 to February 3, 2026); a premium of 55.43% over the simple average closing price of 341 yen for the past three months until the reference date (from November 4, 2025 to February 3, 2026); and a premium of 54.97% over the simple average closing price of 342 yen for the past six months until the reference date (from August 4, 2025 to February 3, 2026). Compared to the premium level of Similar Transactions (Note 3) (the median value of the premium over the closing price as of the business day immediately preceding the announcement date (47.14%), the median value of the premium over the simple average closing price for the past one month (51.87%), the median value of the premium over the simple average closing price for the past three months (51.08%), and the median value of the premium over the simple average closing price for the past six months (54.10%)), with respect to the simple average closing price for the past one month, although the premium falls below the premium over the simple average closing price for the past one month of Similar Transactions, the premiums over the simple average closing prices for the past three months and six months until the business day immediately preceding the announcement date exceeds the median values of the premiums of the Similar Transactions for each reference period, and the premium is considered to be comparable to Similar Transactions, and therefore reasonable.

(Note 3) Similar Transactions means, from the perspective of referencing recent premium trends, tender offer transactions for delisting domestic listed companies (excluding investment corporations) announced on or after January 1, 2023, with settlement commencement dates falling on or before February 3, 2026, (cases where no upper limit was imposed and the acquirer intended to make the target a wholly-owned subsidiary, in which the voting rights ratio, including the acquirer's special related parties, was less than 20% as of February 3, 2026) (excluding cases where the target company has not resolved to support the tender offer as of the announcement date, cases qualifying as MBOs, two-stage tender offers, cases with competing proposals, cases where the premium was negative for all periods: the business day immediately preceding the announcement, the average over the most recent month, the average over the most recent three months, and the average over the most recent six months).

Similarly, the Stock Acquisition Right Purchase Price was also set to represent the amount obtained by multiplying the difference between the Tender Offer Price and the exercise price per share of the Target Company's Stock for each of the Stock Acquisition Rights by the number of the Target Company's Stock serving as the object of one of each of the Stock Acquisition Rights, and is calculated based on the Tender Offer Price. Accordingly, the Tender Offer is found to provide all Stock Acquisition Right Holders with a reasonable opportunity to sell their Stock Acquisition Rights.

For the foregoing reasons, the Target Company, at its board of directors meeting held today, resolved to express an opinion in favor of the Tender Offer and to recommend that the shareholders of the Target Company and the Stock Acquisition Holders tender their shares in the Tender Offer, based on the determination that the Transaction will contribute to enhancing the Br. Holdings Group's corporate value, that the Tender Offer Price is a reasonable price, ensuring the profits that the Target Company's shareholders should receive, and that the Tender Offer will provide the Target Company's shareholders with a reasonable opportunity to sell their shares.

For the details of resolution at the above board of directors meeting, please see "⑥ Unanimous approval of all disinterested directors of the Target Company (including directors serving as audit and supervisory committee members) " under "(3) 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" below.

③ Management Policy after the Tender Offer

Following the completion of the Tender Offer, the Tender Offeror intends to steadily create the synergies described in “① Background, Purpose, and Decision-Making Process Leading to the Decision to Conduct the Tender Offer” above. The Tender Offeror expects that the management structure, including the composition of officers, of the Target Company after the consummation of the Tender Offer will be determined in accordance with the governance structures of the Tender Offeror Group and the Target Company. After the consummation of the Transaction, the Tender Offeror is considering, in discussions with the Target Company, the construction of a management structure and a business operation framework in order to realize further improvement in the corporate value of both companies by fully utilizing the characteristics and strengths of the Target Company's business; however, no decision has been made as of today.

Following the Transaction, the Tender Offeror intends to essentially maintain the current employment and treatment of the Target Company's existing employees.

(3) Measures to Ensure the Fairness of the Tender Offer Such as Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest, etc.

As of today, the Tender Offeror does not hold any Target Company's Shares or Share Options, and the Tender Offer does not constitute a tender offer by a controlling shareholder. Furthermore, neither all nor part of management of Target Company has any plan to directly or indirectly invest in the Tender Offeror, and the Transaction, including the Tender Offer, does not constitute a management buyout (MBO).

However, considering the fact that the Tender Offer will be made as a part of Transaction whose purpose is to make the Target Company a wholly-owned subsidiary, the Tender Offer-related Parties have carefully carried out the decision-making process to make decisions to ensure the fairness of the Tender Offer Price and the Share Option Purchase Price and conduct the Tender Offer, and implemented the measures provided below in order to ensure the fairness and transparency of the Transaction including the Tender Offer. Among the statements provided below, the statements on the measures implemented by the Target Company are based on the explanations made by the Target Company.

① Procurement of Share Valuation Report from Independent Third-Party Valuation Firm by the Tender Offeror

In deciding the Tender Offer Price, the Tender Offeror engaged Mizuho Securities, who is third-party valuation firm and financial advisor independent from the Tender Offer-related Parties, to valuate the Target Company's Shares. Mizuho Securities is not an affiliated party of the Tender Offer-related Parties and does not have any significant interest in the Tender Offer. Furthermore, the Tender Offeror has not obtained a fairness opinion on the fairness of Tender Offer Price from Mizuho Securities due to the view that adequate care has been taken for the benefits of all minority shareholders of the Target Company considering the fact that the measures to ensure the fairness of Tender Offer has been taken such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflicts of interest which are taken by the Tender Offer-related Parties.

With regard to overview of stock valuation report on the value of Target Company's Shares obtained from Mizuho Securities (the "Stock Valuation Report (Mizuho Securities)"), please see "① Basis of Valuation" in "(5) Basis of Valuation, etc. of Price of Tender Offer, etc." in "2. Overview of Tender Offer, etc." below.

② Procurement by the Target Company of a share valuation report from an independent financial advisor and third-party valuator

(i) Name of the valuator and its relationship with the Target Company and the Tender Offeror

According to the Target Company’s Press Release,in expressing its opinion on the Tender Offer, in order to ensure fairness in the decision-making process for the Tender Offer Price offered by the Tender Offeror, the Target Company requested Nomura Securities, a third-party valuator independent of the Tender Offer-related Parties and the success or failure of the Transaction to evaluate the value of the Target Company's Stock and received the Share Valuation Report (Nomura Securities) on February 3, 2026.

In addition, Nomura Securities is not one of the Tender Offer-related Parties and has no material interest in the Transaction, including the Tender Offer. Furthermore, as described in "(3) 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" below, the Target Company determined that measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest have been taken, and the fairness of the Transaction has been thoroughly ensured. Accordingly, the Target Company has not obtained any opinion regarding the fairness of the Tender Offer Price (fairness opinion) from Nomura Securities.

The fees payable to Nomura Securities in connection with the Transaction include a performance fee, which is payable subject to the successful completion of the Tender Offer and other conditions. However, the Target Company has appointed Nomura Securities as its financial advisor and third-party valuator under such fee structure, based on the judgment that the independence is not denied by the inclusion of a performance fee to be paid on the condition that the Tender Offer is completed, taking into account the general practice in similar transactions and the merits of the fee structure which would impose a reasonable financial burden on the Target Company if the Transaction is not successful.

(ii) Overview of valuation

After considering the valuation method for the Tender Offer, Nomura Securities calculated the value of the Target Company's Stock adopting the following methods: the average market share price method, as the Target Company's Stock is listed on the Prime Market of the TSE and market share price is available; the comparable company method, as there are several comparable listed companies and it is possible to analogize the share value of the Target Company by using the comparable company method; and the DCF method to further reflect future business activities in the valuation. The Target Company thereafter obtained the Share Valuation Report (Nomura Securities) from Nomura Securities on February 3, 2026.

The range of the value per share of the Target Company's Stock evaluated under each of the methods above are as follows:

Average market share price method: From 341 yen to 356 yen

Comparable company method: From 68 yen to 475 yen

DCF method: From 383 yen to 696 yen

Under the average market share price method, with February 3, 2026, the business day immediately preceding the announcement date of the Tender Offer, being set as the reference date, the value per share of the Target Company's Stock is evaluated to range from 341 yen to 352 yen based on the closing price of the Target Company's Stock on the Prime Market of the TSE as of the reference date of 354 yen; the simple average closing price for the most recent five business days of 352 yen; the simple average closing price for the most recent one month of 356 yen; the simple average closing price for the most recent three months of 341 yen; and the simple average closing price for the most recent six months of 342 yen.

Under the comparable company method, the value per share of the Target Company's Stock is evaluated to range from 68 yen to 475 yen, by evaluating the share value of the Target Company's Stock by comparing it with financial indicators indicating the market share price or profitability of a listed company that is engaged in business relatively similar to that of the Target Company.

Under the DCF method, the Target Company's corporate value and share value were calculated by discounting the free cash flow expected to be generated by the Target Company from and including the third quarter of the fiscal year ending March 31, 2026 back to the present value using a certain discount rate, taking into consideration reasonable assumptions such as the revenue forecasts and investment plans based on the Business Plan developed by the Target Company, and then the value per share of the Target Company's Stock is evaluated to range from 383 yen to 696 yen.

In addition, the Target Company's financial forecasts that Nomura Securities used as the basis for the valuation under the DCF method include any fiscal year in which a significant increase or decrease in profits and increase or decrease in free cash flow are expected. To be specific, as extraordinary gains, significant increase in profit (as for operating profit, increase by 32% year-on-year, and as for net income attributable to parent company shareholders, increase by approximately 99% year-on-year.) and increase in free cash flow (return to profitability) resulting from the transfer of fixed assets announced on February 4, 2026 are expected in the fiscal year ending March 31, 2026. a significant increase in profit (as for net income attributable to parent company shareholders, increase by approximately 36% year-on-year) and decrease in free cash flow (turning negative) primarily due to an increase in construction order intake are expected for the fiscal year ending March 31, 2028. Similarly, a significant decrease in free cash flow (approximately 34% decrease year-on-year) primarily due to an increase in construction order intake is expected for the fiscal year ending March 31, 2031. Since the synergies expected to be realized through the implementation of the Transaction were difficult to specifically estimate at the timing of the calculation, such synergies are not taken into account in such financial forecasts, and are neither included in the valuation by Nomura Securities that has used such financial forecasts as the basis for the valuation.

The Special Committee has confirmed the reasonableness of the Business Plan in light of the interests of the general shareholders of the Target Company through a Q&A session with the Target Company of its contents and the background of its development. Mr. Fujita had no involvement whatsoever in the preparation of the Business Plan.

(Note) For the purpose of evaluating the share value of the Target Company's Stock, Nomura Securities used, in principle, publicly available information and any and all information provided to Nomura Securities were accurate and complete and did not conduct any independent verification of the accuracy and completeness of the same. Nomura Securities did not conduct any independent valuation, appraisal or assessment, including analysis and evaluation of individual assets and liabilities, of the Target Company's or any of its affiliates' assets or liabilities (including derivative financial instruments, off-balance sheet assets and liabilities and other contingent liabilities) nor did it request a third party to conduct such valuation or assessment. In addition, Nomura Securities assumed that the financial forecasts for the Target Company (including profit plans and other information) had been reviewed or prepared in a reasonable manner by the management of the Target Company based on the best and faithful forecast and judgment available at present. Nomura Securities' valuation reflects the information and economic conditions available to Nomura Securities through February 3, 2026. The sole purpose of Nomura Securities' valuation is to serve as a reference for the board of directors of the Target Company in reviewing the share value of the Target Company's Stock.

(iii) Overview of valuation for the Stock Acquisition Rights

With respect to Stock Acquisition Rights, the Stock Acquisition Right Purchase Price was set to represent the amount obtained by multiplying the difference between the Tender Offer Price and the exercise price of the Stock Acquisition Rights by the number of the Target Company's Stock serving as the object of the Stock Acquisition Rights, and is determined based on the Tender Offer Price. Accordingly, the Target Company has not obtained a valuation report from a third-party valuator for the Stock Acquisition Right Purchase Price. Although acquisitions of Stock Acquisition Rights by way of transfer is all subject to the approval of the board of directors of the Target Company, the Target Company, at its board of directors meeting held on February 4, 2026, resolved to comprehensively approve of all Stock Acquisition Right Holders transferring their Stock Acquisition Rights (provided, however, limited to Stock Acquisition Rights which have been actually tendered in the Tender Offer by the Stock Acquisition Right Holders) to the Tender Offeror by way of tender, subject to the successful completion of the Tender Offer.

③ Advice procured by the Target Company from an independent law firm

For the purpose of ensuring the fairness and appropriateness of the decision-making of the Target Company's board of directors with respect to the Transaction, including the Tender Offer, the Target Company has appointed AMT as legal advisor who is independent of the Tender Offer-related Parties and the success or failure of the Transaction, and has received from the firm the necessary legal advice concerning decision-making procedures and processes of the Target Company's board of directors in connection with the Transaction, including the Tender Offer, as well as other matters to be noted. AMT is not an affiliated party of the Tender Offer-related Parties, and has no material interest in the Transaction, including the Tender Offer. The fees paid to AMT in connection with the Transaction are calculated based on the time spent multiplied by hourly rates regardless of the success of the Transaction, and do not include any performance fees contingent upon, among other things, the announcement or completion of the Transaction. In addition, at the first meeting of the Special Committee held on December 5, 2025, the Special Committee has confirmed that there were no issues regarding the independence and expertise of AMT and approved the firm as the Target Company's legal advisor.

④ Establishment of an independent evaluation framework at the Target Company

According to the Target Company’s Press Release,as stated in the section "(i) Offeror's proposal and background to the establishment of an evaluation framework" in the section "② The Decision-Making Process and Reasons Leading the Target Company to Support the Tender Offer" in "(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer " above, in order to ensure the transparency and reasonableness of decision-making process by the Target Company's Directors regarding the Transaction, the Target Company has established an internal framework for evaluation, negotiation and determination upon the Transaction. Specifically, after the Target Company received the Letter of Intent from the Tender Offeror on November 14, 2025, the Target Company held discussions upon the Transaction (including preparation of a business plan forming the basis for the valuation of the Target Company's shares) and formed a project team to discuss and negotiate with the Tender Offeror. Such project team consists of six officers and employees of the Target Company whose independence from the Tender Offeror is confirmed (of which four members serve as directors (Mr. Takashi Yamane, Mr. Kazuo Ishii, Mr. Kazuharu Suetake, and Mr. Yutaka Urabe) and such composition is still maintained. Mr. Fujita is not a member of such project team.

It is confirmed at the first Special Committee meeting held on December 5, 2025 that there is no issue with the independence and impartiality of the evaluation framework of the Target Company (including the Target Company's officers and employees engaged in consideration, negotiation and determination for the Transaction and their duties).

⑤ Establishment by the Target Company of an independent special committee and procurement of a written report from the Special Committee

(i) Background of establishment of the committee

As stated above in the section "② The Decision-Making Process and Reasons Leading the Target Company to Support the Tender Offer" in "(2)Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer ," for purposes of eliminating arbitrariness in its decision-making process regarding the Transaction, and ensuring fairness, transparency, and objectivity in the process, at the Target Company's board of directors meeting held on November 21, 2025, the Target Company resolved to form the Special Committee of an appropriate size to ensure a balanced mix of knowledge, experience, and capabilities on the whole, independent from the Tender Offer-related Parties, and from whether the Transaction will be successfully completed, and consisting of Mr. Yoshiharu Sagami (the Target Company's Independent Outside Director (Audit and Supervisory Committee Member); Outside Director of JMS Co., Ltd. (Audit and Supervisory Committee Member)), Mr. Fusanori Miura (the Target Company's Independent Outside Director (Audit and Supervisory Committee Member); Professor Emeritus of Yamaguchi University; Visiting Professor at Udayana University, a National University of Indonesia; Representative Director of Yamaguchi Technology Licensing Organization, Ltd.; Professor (Special) of Organization for Research Initiatives of Yamaguchi University; Chairman of the Asian Disaster Reduction Center) and Ms. Etsuko Nosohara (the Target Company's Independent Outside Director; Attorney-at-Law of Hiroshima General Law & Accounting Office; Chairman of the Expropriation Committee of Hiroshima Prefecture; Non-Executive Director of Hiroshima Expressway Public Corporation), all of whom are independent outside directors of the Target Company. Mr. Yoshiharu Sagami was elected as the chairperson of the Special Committee by mutual vote among the members of the Special Committee. The members of the Special Committee have not been changed since formation.

Each member of the Special Committee will be paid a fixed amount, regardless of the content of the report, and no performance fee payable upon the successful completion of the Transaction or other matters is adopted.

Based on this, the Target Company's board of directors consulted with the Special Committee on (a) whether the purpose of the Transaction is reasonable (including whether the Transaction will contribute to the enhancement of the Target Company's corporate value), (b) whether the fairness and appropriateness of the terms and conditions of the Transaction (including the tender offer price in the Tender Offer) are ensured, (c) whether the fairness in the procedures for the Transaction is ensured, (d) in addition to (a) through (c) above, whether the Transaction is not deemed to be disadvantageous to the minority shareholders of the Target Company, and (e) whether it is appropriate for the Target Company's board of directors to express an opinion in favor of the Tender Offer and to express its opinion recommending that the shareholders of the Target Company and the Stock Acquisition Right Holders tender their shares in the Tender Offer (collectively, the "Consultation Matters"), and the Target Company requested the Special Committee to submit the Report on the Consultation Matters to the Target Company.

In addition, the Target Company's board of directors has resolved that the Target Company will authorize the Special Committee (a) to be substantially involved in the negotiation process regarding the terms and conditions of the Transaction by confirming the Target Company's policy in the negotiations on the terms and conditions of the Transaction in advance, receiving reports on the status of the negotiations in a timely manner, stating its opinions, giving instructions and making requests, and, as necessary, conducting negotiations directly by itself, (b) to appoint and seek advice from its own financial advisors, third-party valuation agencies, and legal advisors at the Target Company's expense when deemed necessary by the Special Committee, (c) to approve (including ex post facto approval) the financial advisors, third-party valuation agencies, and legal advisors appointed by the Target Company, (d) to seek professional advice from the financial advisor, third-party valuation agency, and legal advisor appointed by the Target Company and (e) to receive information necessary for consideration and judgment regarding the Transaction from the Target Company's officers and employees (including the authority to request such officers or employees to attend the Special Committee meetings and provide explanations on necessary information as deemed necessary by the Special Committee). The Target Company's board of directors has resolved that, upon consultation with the Special Committee, it will give the utmost respect to the Special Committee's judgment regarding decisions on this Transaction and that if the Special Committee determines that the purpose of this transaction is unreasonable or the Transaction terms and conditions are inappropriate, it will not approve the implementation of the Transaction.

(ⅱ) Background of consideration

The Special Committee held a total of 12 meetings during the period from December 5, 2025 to February 3, 2026, for a total of approximately 15 hours, to discuss and consider the Consultation Matters. In addition, during the intervals between the meetings, the members of the Special Committee exchanged opinions as necessary via email and other means.

Specifically, the Special Committee approved the appointment of Nomura Securities as its financial advisor and AMT as its legal advisor after confirming that they are not related to any of the parties involved in the Tender Offer, they do not have any material interests in relation to the Transaction including the Tender Offer, and there is no issue with their independence and expertise with respect to the Transaction, and that the Special Committee may receive expert advice therefrom as necessary. The Special Committee confirmed that that there is no issue with the independence of the Target Company's internal system for reviewing the Transaction (including the scope of the Target Company's officers and employees involved in the review, negotiation, and decision-making and their duties related to the Transaction).

Furthermore, the Special Committee presented questions to the Tender Offeror regarding the background leading to the consideration of the Transaction, its significance and purpose, the structure and terms of the Transaction, the timing and method of implementation, and the management structure, management policies, and treatment of employees after the Transaction. After receiving responses from the Tender Offeror, the Special Committee conducted an interview-style question-and-answer session regarding those responses. Thereafter, the Special Committee provided the Target Company with questions regarding the background leading to the consideration of the Transaction, its significance and purpose, the structure and terms of the Transaction, the timing and method of implementation, and the management structure, management policies, and treatment of employees after the Transaction, requested attendance of the Target Company's management and responsible personnel, and conducted an interview-style question-and-answer session after receiving answers from the Target Company.

Additionally, the Special Committee received explanations from the Target Company regarding the Business Plan, conducted Q&A sessions, and confirmed the reasonableness of the Business Plan. Furthermore, the Special Committee received explanations from Nomura Securities, the Target Company's financial advisor and third-party valuator, regarding the valuation methods and results used in the valuation of the Target Company's Stock. After conducting Q&A sessions as well as deliberations and reviews, the Special Committee confirmed the reasonableness of these methods and results. The Special Committee also received explanations about the content of legal advice that the Target Company had obtained from AMT, the Target Company's legal advisor, regarding key considerations for the Target Company's decision-making concerning the Transaction, including the Tender Offer, and conducted its own examination.

The Special Committee deliberated and reviewed matters concerning negotiations with the Tender Offeror, taking into account reports received from the Target Company and Nomura Securities as appropriate. By expressing opinions on matters to be discussed with the Tender Offeror to achieve the terms and conditions of the Tender Offer and the significance and purpose of the Transaction for the Target Company, the Special Committee has been substantially involved in critical phases of the negotiation process regarding the terms and conditions of the Transaction, including the Tender Offer Price.

(ⅲ) Determinations

Under the circumstances described above and taking into account the advice received from AMT, the Special Committee carefully discussed and deliberated on the Consultation Matters, and as a result, on February 3, 2026, the Special Committee submitted a written report unanimously approved by all committee members, the contents of which are outlined below, to the Target Company's board of directors.

(a) Whether the purpose of the Transaction is reasonable (including whether the Transaction contributes to the enhancement of the Target Company's corporate value)

By comprehensively taking into consideration the following points, the Transaction is considered to contribute to the enhancement of the Target Company's corporate value, and its purpose is considered to be reasonable.

・With respect to the Target Company's understanding of its business environment and management issues, as described in "① Background, purposes, and decision-making process leading to the implementation of the Tender Offer by the Tender Offeror" under "(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer " which was explained to the Special Committee by the Target Company, there are no inconsistencies or points that clearly contradict objective facts. Accordingly, while it is necessary to consider, on a case-by-case basis, the risks and disadvantages associated with measures to address such business environment and management issues described above (including, but not limited to M&A), in general terms, implementing such measures can be considered to contribute to the enhancement of the Target Company's corporate value.

・The Tender Offeror believes that, as described in "①) Background, purposes, and decision-making process leading to the implementation of the Tender Offer by the Tender Offeror" above under "(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management

Policy after the Tender Offer " the Transaction will enable the realization of synergies, including: (i) leverage of the Tender Offeror Group's financial base and brand; (ii) implementation of medium- to long-term, large-scale growth investments by joining the Tender Offeror Group; (iii) cost reductions and the securing of overall competitive advantages through the sharing of sales-related information, the common use of equipment, and centralized procurement; and (iv) mutual leverage of technological development capabilities and intellectual capital.

・On the other hand, the Target Company also believes that, as described in "② Decision-making process leading to and reasons for the Target Company's opinion in favor of the Tender Offer" above under "(2)

The Tender Offeror believes that, as described in "①) Background, purposes, and decision-making process leading to the implementation of the Tender Offer by the Tender Offeror" above under "(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer " the Transaction will enable the realization of synergies, including: (i) leverage of the Tender Offeror Group's financial base and brand; (ii) implementation of medium- to long-term, large-scale growth investments by joining the Tender Offeror Group; (iii) cost reductions and the securing of overall competitive advantages through the sharing of sales-related information, the common use of equipment, and centralized procurement; and (iv) mutual leverage of technological development capabilities and intellectual capital.

" the Transaction will enable the realization of synergies, including: (i) expansion of business scope by leveraging the Tender Offeror Group's financial base and brand; (ii) increases in sales and profits through the establishment of a supply system by sharing manufacturing capital; (iii) growth of the Target Company's product-sales business through expansion of sales channels by leveraging manufacturing and sales capabilities; and (iv) securing of its competitive position and establishment of an research and development framework through the integration of technological development and intellectual capital.

・According to the Tender Offeror, the Tender Offeror carefully considered whether to structure the transaction on the premise that the Target Company would remain listed or on the premise that the Target Company would become a wholly-owned subsidiary. However, if the transaction were structured to maintain the Target Company's listing, a parent-subsidiary listed company structure would be expected. Such a structure would constantly give rise to potential conflicts of interest between the Tender Offeror's consolidated interests and the interests of the Target Company's minority shareholders.

In particular, intragroup transactions and business reorganizations aimed at realizing synergies would be subject to significant governance constraints to protect minority shareholders, which could impede prompt decision-making and make it difficult to achieve early realization of synergies. In addition, maintaining a parent-subsidiary listed company structure would result in duplicated costs associated with maintaining listing status, and the Target Company would be unable to benefit from the permanent cost reductions (including reductions in IR-related and listing maintenance expenses) that could be achieved through delisting, thereby losing opportunities to enhance corporate value. By making the Target Company a wholly-owned subsidiary through the Transaction, accountability and governance constraints as a listed company owed to independent shareholders will be eliminated, and intragroup sharing of confidential information such as client and technical information, and integration measures will be implemented promptly and without restrictions, as well as making it mutually possible to allocate management resources within the group, which would strongly promote the resolution of the Target Company's management issues and the enhancement of the Target Company's value. According to the Tender Offeror, while a share exchange could be considered as a form of organizational restructuring involving share consideration, the Tender Offeror believes that cash consideration is considered to be preferable from the perspectives of ensuring certainty of the Transaction and enhancing the Target Company's corporate value.

・On the other hand, as potential disadvantages to the Target Company arising from the Transaction, issues include: (i) whether, after the Transaction, any carve-out transactions such as share transfers, company splits, or business transfers, or the dissolution of subsidiaries or discontinuation of businesses, may occur with respect to the Target Company’s business; (ii) whether there will be any workforce reductions after the Transaction and whether there would be any adverse impact on existing employees (including the introduction of incentive-based compensation); (iii) whether the Transaction have any adverse impact on the Target Company’s ability to raise funds or recruit personnel; (iv) whether there will be any adverse impact on the Target Company's compliance and governance framework; and (v) whether there will be any adverse impact on relationships with business partners after the Transaction. However, with respect to item (i), after the Transaction, the Tender Offeror does not intend to conduct any organizational restructuring of the Br.Holdings Group (including the transfer or sale of any portion of the Group's businesses), nor does it intend to dispose of or acquire any material assets, or withdraw from any of the businesses currently conducted by the Target Company. With respect to item (ii), after the Transaction, the

Tender Offeror does not plan to consider any workforce reductions within the Br.Holdings Group, nor does it currently anticipate any large-scale personnel transfers or any adverse changes to the treatment of employees. In order to achieve synergies from the Transaction at an early stage, there is a possibility that limited personnel transfers associated with job rotations, as well as secondments or transfers of officers and employees aimed at strengthening coordination within the group, may occur. However, the Tender Offeror intends to ensure that such measures do not result in any disadvantage to the Target Company's employees and, to that end, plans to maintain the Target Company's current personnel systems to the maximum extent possible and to promptly commence discussions, after the completion of the Transaction, regarding the alignment of personnel systems within the group. With respect to item (iii), the Tender Offeror Group has established strong and reliable relationships with financial institutions, and there are no concerns regarding funding for the Tender Offeror Group as a whole, and therefore the Transaction is not expected to have any material adverse impact on the Target Company's financing. In addition, given that the Tender Offeror enjoys a well-established level of recognition within the relevant industry and region, any impact on recruitment activities is expected to be limited. With respect to item (iv), while it is generally recognized that, following the delisting of the Target Company's Stock, the absence of perspectives of general shareholders may give rise to concerns regarding a potential decline in governance awareness, the Tender Offeror intends to remain listed and, following the Transaction, plans to continue efforts to ensure that an appropriate governance and compliance framework is maintained. With respect to item (v), there is limited overlap between the business domains and products of the Tender Offeror and those of the Target Company, and therefore no particular disadvantages are expected to arise from the Transaction.

・Based on the foregoing, synergy effects expected from the Transaction are reasonable, and there are no inconsistencies or discrepancies between the assumptions of the Tender Offeror and those of the Target Company, and the implementation of the Transaction is considered to contribute to resolution of the management issues recognized by the Target Company. The reasons explained for conducting the Transaction rather than using other methods are also deemed reasonable, and the implementation of the Transaction is considered appropriate. No circumstances are apparent that would significantly impede the enhancement of the Target Company's corporate value through the Transaction. Accordingly, it is deemed that the Transaction would contribute to the enhancement of corporate value, and its purpose is reasonable.

(b) Whether the fairness and appropriateness of the terms and conditions of the Transaction (including the Tender Offer Price) are ensured

Taking the following points into comprehensive consideration, it is deemed that the fairness and appropriateness of the terms of the Transaction are secured.

- It can be inferred that the agreement on the Tender Offer Price and the Stock Acquisition Right Purchase Price in the Transaction was reached as a result of negotiations conducted between the Target Company and the Tender Offeror based on objective and consistent discussions equivalent in substance to those conducted between independent parties, and there are no circumstances that would give rise to doubts as to the transparency or fairness of the agreement process.
- Specifically, starting from the initial price proposed by the Tender Offeror (420 yen per share), the Target Company, taking into account the preliminary share valuation results obtained from Nomura Securities and the request from the Special Committee to increase the purchase price based on its deliberations and consideration, repeatedly negotiated with the Tender Offeror with the advice of Nomura Securities. As a result, the Target Company elicited from the Tender Offeror 4 successive proposals to increase the purchase price and ultimately reached agreement on the Tender Offer Price of 530 yen per share. Consequently, the final Tender Offer Price represents a meaningful increase over the price initially proposed by the Tender Offeror, and it is recognized, as a matter of process, that the Target Company conducted negotiations with the aim of achieving transaction terms that are as favorable as reasonably possible for minority shareholders. The same applies to the Stock Acquisition Right Purchase Price.
- In addition, the Business Plan has been prepared on a stand-alone basis, without assuming the implementation of the Transaction, as the Target Company's financial forecasts for the period from the fiscal year ending March 2026 through the fiscal year ending March 2031. The Target Company commenced the formulation of the Business Plan as a continuation of its medium-term management plan with the fiscal year ending March 2027 as its final year, and there was no change in the formulation process before or after the receipt of the Letter of Intent dated November 14, 2025, which may be regarded as a bona fide proposal relating to the Transaction. The Business Plan had been examined and prepared by the Target Company in the ordinary course of its internal deliberations, and there is no indication that the Tender Offeror or any of its affiliates was involved in or exerted any influence over its preparation. Furthermore, while the Target Company provided the Tender Offeror with a certain level of explanation regarding the Business Plan in the course of negotiations with the Tender Offeror, there is no indication that the Business Plan was formulated or revised at the

direction of, or in deference to the intentions of, the Tender Offeror.

・The Special Committee requested the Target Company to provide, at the meetings of the Special Committee, a detailed explanation regarding the basis and other matters underlying the Business Plan. In response to this request, opportunities were provided at the third and fourth meetings of the Special Committee for the Target Company to explain the Business Plan to the Special Committee, and question-and-answer sessions were conducted. In the course thereof, no circumstances were identified that would require revisions to the Business Plan or otherwise give rise to doubts as to the reasonableness of the Business Plan. Accordingly, it is concluded that, with respect to the Business Plan, no facts are recognized indicating that pressure from the Tender Offeror was involved in its formulation process, nor are any aspects identified in which the forecasts contained therein are unreasonable.

・With respect to the valuation method and the basis for the valuation of the Tender Offer Price, among the valuation methods adopted by Nomura Securities, the average market share price method evaluates the value per share of the Target Company's Stock using, as the valuation reference date, the last business day prior to the public announcement of the Transaction, based on the closing price on such reference date and the simple average of the closing prices for each of the most recent 5 business days, 1 month, 3 months, and 6 months prior thereto. In light of the trends in the share value of the Target Company's Stock, which show no material fluctuations attributable to special factors and no particularly abnormal movements, it is considered that the share price valuation period used by Nomura Securities is appropriate, and that the price range evaluated under the average market share price method is sufficiently reasonable.

・With respect to the comparable company method, the share value of the Target Company's Stock is evaluated by comparing it with financial indicators indicating the market share price or profitability of a listed company that is engaged in business similar to that of the Target Company. With respect to the selection of such comparable listed companies, the Target Company received explanations from Nomura Securities to the effect that they were selected taking into account the Target Company's own understanding as well as market assessments, and no particularly unreasonable aspects were identified in such explanations. Accordingly, it is considered that the price range evaluated based on the respective multiples of such comparable listed companies is sufficiently reasonable.

・With respect to the DCF method, if arbitrary manipulation of numerical inputs or the adoption of unreasonable assumptions were to occur in the individual valuation components, the final valuation result could fluctuate significantly. From this perspective, the Target Company raised questions and sought confirmation from Nomura Securities regarding its valuation process through hearings and other discussions. As a result, with respect to the various bases used in the DCF method, no particular instances of arbitrary manipulation of numerical inputs or the adoption of unreasonable assumptions were identified.

・As described above, no unreasonable aspects were identified with respect to the selection of the average market share price method, the comparable company method, and the DCF method, nor with respect to the valuation methods and bases for the valuation under each of these methods. Accordingly, the Special Committee evaluated that, in examining the share value of the Target Company's Stock, it could rely on the Share Valuation Report (Nomura Securities) prepared by Nomura Securities. Furthermore, the Tender Offer Price is recognized as (i) exceeding the upper limit of the range of the value per share of the Target Company's Stock evaluated under the average market share price method, (ii) exceeding the upper limit of the range of the value per share of the Target Company's Stock evaluated under the comparable company method, and (iii) being at a level around the median value of the range of the value per share of the Target Company's Stock evaluated under the DCF method. In light of the foregoing, the Tender Offer Price is considered to have reached a level that is not disadvantageous to minority shareholders.

・In addition, with respect to the premium over the Tender Offer Price, when compared to the premium level of Similar Transactions (the median value of the premium over the closing price as of the business day immediately preceding the announcement date (47.14%), the median value of the premium over the simple average closing price for the past one month (51.87%), the median value of the premium over the simple average closing price for the past three months (51.08%), and the median value of the premium over the simple average closing price for the past six months (54.10%)), although the premium over the simple average closing price for the past one month falls below the median value of the premium over the simple average closing price for Similar Transaction for the past one month, the premium over the simple average closing price for the past three months and the past six months exceeds the median value of the premium over the simple average closing price for Similar Transactions for such period,, and the premium is considered to be comparable to Similar Transactions, and therefore reasonable.

・Given that the Tender Offer Price is evaluated as being at a level at which its cannot be denied, and the Stock Acquisition Right Purchase Price is determined based on the difference between the Tender Offer Price and the exercise price of each Stock

Acquisition Right, it is likewise considered that the Stock Acquisition Right Purchase Price is evaluated as being at a level at which its appropriateness cannot be denied.

- In addition, as the Squeeze-out Process is expected to be implemented through either the Demand for Share Cash-out or the Share Consolidation, in either case the cash consideration to be delivered to the Target Company's shareholders is expected to be evaluated so as to be equal to the amount obtained by multiplying the Tender Offer Price by the number of shares of the Target Company's Stock held by each shareholder. Furthermore, it has also been clarified that, in the event that cash consideration is paid to holders of the Stock Acquisition Rights who do not tender such rights in the Tender Offer, cash in an amount equal to the Stock Acquisition Right Purchase Price will be paid as consideration per Stock Acquisition Right held by such holders.

(c) Whether the fairness is ensured in the procedures for the Transaction

Taking the following facts comprehensively into account, it is deemed that the fairness is ensured in the procedures for the Transaction.

- As stated in section "(V) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee," the Special Committee has been consulted by the Target Company, and it is deemed that the Special Committee is functioning effectively as a measure to ensure fairness, considering the fact that (i) after receiving the Letter of Intent from the Tender Offeror on November 14, 2025, the Special Committee was established on November 21, 2025 and the first meeting of the Special Committee was held on December 5, 2025, which means that the Special Committee was established as soon as practically possible after receiving a proposal of acquisition from the Tender Offeror, (ii) the Special Committee is composed of three outside directors (Audit and Supervisory committee members) and it is confirmed that each member is independent from the Tender Offeror and the outcome of the Transaction, (iii) the Special Committee is authorized to be substantially involved in the negotiation process of the terms of the Transaction and may effectively influence the negotiation process for the terms of the Transaction by confirming the Target Company's policy in the negotiations on the terms and conditions of the Transaction in advance, receiving reports on the status of the negotiations in a timely manner, stating its opinions, giving instructions and making requests, (iv) the Special Committee is authorized to appoint its own advisor from the Target Company's board of directors or appoint or approve the Target Company's advisor as its own advisor (including subsequent approvals), and to seek advice from the Target Company's advisor when the Special Committee deems that the Target Company's advisor has high level of expertise and there is no issue with their independence and the Special Committee can rely on the Target Company's advisor for their expert advice, (v) in addition to sending questions to the Tender Offeror and receiving answers thereto, the Special Committee sent questions to the Target Company and received explanations from the Target Company's management or requested information; and the Special Committee has collected information necessary for review and judgment, (vi) the members of the Special Committee will be paid a fixed amount, and no performance fee is adopted, and (vii) it has been resolved that, upon decision-making on the Transaction, the Target Company's board of directors shall give its utmost respect to the Special Committee's decision including whether the Tender Offer is approved or not, and that the Target Company's board of directors shall not approve the Transaction including the Tender Offer if the Special Committee judges that the terms of the Transaction including the Tender Offer is not appropriate.

・According to the Target Company, eight disinterested directors (including directors who also serve as Audit and Supervisory committee members) at the Target Company's board of directors meeting are expected to resolve with unanimous approval to express its opinion in favor of the Tender Offer and recommend that the shareholders of the Target Company and the Stock Acquisition Right Holders tender their shares in the Tender Offer. Regarding the late Mr. Fujita, who was the former representative director of the Target Company, as the Tender Offeror had indicated its intention to enter into a tender agreement with Mr. Fujita concerning the tendering of his shares and stock acquisition rights in the Target Company to the Tender Offer, to avoid any suspicion of conflict of interests and to ensure the fairness of the Transaction, until his resignation as a director of the Target Company on December 15, 2025, Mr. Fujita did not participate in any deliberations or resolutions of the Target Company's board of directors related to the Transaction, including those at the aforementioned board meeting nor did he participate in any discussions or negotiations with the Tender Offeror on behalf of the Target Company. Considering the above, there is no issue with fairness in the decision-making process of the Target Company.

・To ensure fairness and appropriateness in decision-making by the Target Company's board of directors for the Transaction including the Tender Offer, the Target Company has received advice from Anderson Mori & Tomotsune, a legal advisor independent from the Offer-Affiliated Parties and the outcome of the Transaction, regarding the establishment of the Special Committee and appointment of its members, and other measures to ensure fairness. Furthermore, to ensure fairness of the Tender Offer Price, the Target Company has obtained the Share Valuation Report (Nomura Securities) from

Nomura Securities, a third-party valuator independent from the Tender Offeror, the Target Company and the outcome of the Transaction, as a reference material on the value per share of the Target Company's Stock. In the Share Valuation Report (Nomura Securities,) as stated in (b) above, multiple valuation methods are employed in order to avoid arbitrary valuation. Upon preparation of the Business Plan, which is to be the basis of valuation, no evidence of arbitrary actions by officers or employees of the Tender Offeror or the Target Company was found, and no circumstances were identified that would cast doubt on the fairness of the valuation process. While the Target Company has not obtained a fairness opinion, the M&A guidelines do not require obtaining a fairness opinion and the Transaction is to be conducted between independent parties; given that the Transaction is not a transaction that typically involves structural conflicts of interests and other measures have been taken to ensure fairness, it is deemed that there is no issue of fairness in the Target Company's decision to approve the Transaction and to recommend tendering of shares based on the Share Valuation Report (Nomura Securities.)

・The Tender Offer Period is set to be 30 days, which is longer than the statutory minimum of 20 days. By setting the tender offer period longer than the statutory minimum, the Tender Offeror intends to ensure that the Target Company's shareholders and the Stock Acquisition Rights Holders have adequate opportunity to make informed decisions regarding tendering their shares to the Tender Offer, and that persons other than the Tender Offeror have an opportunity to make competing purchase offers, etc. The Tender Offeror and the Target Company have not made any agreement that includes transaction protection clauses that would prohibit the Target Company from engaging with competing offerors or any other agreements that would restrict such offerors from contacting the Target Company. Accordingly, in the Transaction, it can be deemed that an indirect market check is conducted by implementing the M&A after creating an environment where other potential purchasers are allowed to make competing proposals following the announcement.

・The minimum number of shares to be purchased in the Tender Offer is set to exceed the number representing a majority of the Target Company's Stock held by the Target Company's shareholders who do not have conflicts of interests with the Tender Offeror.. Accordingly, the Tender Offer shall not take place if a majority of the Target Company's shareholder without any conflict of interests with the Tender Offeror does not approve the Tender Offer, thereby placing weight on the intentions of the Target Company's minority shareholders.

・In the Transaction, comprehensive disclosure is planned regarding the scope of authority granted to the Special Committee, the deliberation process within the Special Committee and its involvement in negotiation of the terms of the Transaction with the Tender Offeror, the content of the Report, the fees for Special Committee members, an overview of this Share Valuation Report (Nomura Securities), the process leading to the Transaction and negotiation process, which is expected to provide the Target Company's shareholders with important information for making a judgment regarding the appropriateness of the Transaction terms.

・Considering the fact that, in the Squeeze-Out Process, it is planned that, upon making the Demand for Shares, etc. Cash-out or conducting a share consolidation, the cash consideration to be delivered to the Target Company's shareholders shall be calculated in such a manner that the amount equals the Tender Offer Price multiplied by the number of the Target Company's Stock held by each shareholder, that in the case of a cash provision to the Stock Acquisition Right Holder who did not tender their shares in the Tender Offer, it is planned that the amount equivalent to the Stock Acquisition Right Purchase Price shall be delivered as consideration for one unit of the Stock Acquisition Rights held by each Stock Acquisition Right Holder, and that upon Demand for Shares, etc., the Target Company's shareholder and the Stock Acquisition Right Holders have the right to file a petition to the court for price determination, upon a share consolidation, the Target Company's shareholders have the right to request a purchase of shares and to file a petition to the court for price determination, it can be deemed that measures have been taken to prevent coercion.

(d) Based on (a) through (c) above, whether the decision to conduct the Transaction by the Target Company's board of directors is not disadvantageous to the Target Company's minority shareholders

・As stated in (a) through (c) above, the Special Committee believes that the consulted matters in (a) through (c) above will serve as factors for consideration when reviewing (d). As a result of the Special Committee's review, as stated in (a) through (c) above, there is no issue with (a) through (c) above.

・Accordingly, the Special Committee hereby states its opinion that the decision to conduct the Transaction is not considered disadvantageous to the Target Company's minority shareholders.

(e) Whether the Target Company's board of directors should express its opinion in favor of the Tender Offer and recommend the Target Company's shareholders and the Stock Acquisition Right Holders to tender their shares in the Tender Offer

- The Special Committee believes that (e) should be approved if the reasonableness of the purpose of the Transaction, the fairness of the procedures for the Transaction and the appropriateness of the terms of the Transaction are confirmed in (a) through (d) above and if it is confirmed that the decision to conduct the Transaction would not be disadvantageous to the Target Company's minority shareholders. As a result of the Special Committee's review, there was no issue with (a) through (d) above, as stated above.
- Accordingly, the Special Committee states its opinion hereby that it is appropriate for the Target Company's board of directors to approve the Tender Offer and to recommend the Target Company's shareholders and the Stock Acquisition Right Holders to tender their shares in the Tender Offer.

⑥ Unanimous approval of all disinterested directors of the Target Company (including directors serving as audit and supervisory committee members)

According to the Target Company’s Press Release,as stated in the section "② The Decision-Making Process and Reasons Leading the Target Company to Support the Tender Offer" in "(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer" above, the Target Company carefully discussed and considered the Transaction, taking into account the legal advice received from AMT, the advice from Nomura Securities from a financial perspective and the content of the Share Valuation Report (Nomura Securities), with utmost respect for the content of the Report submitted by the Special Committee, from the perspectives of enhancing the Target Company's corporate value and the appropriateness of the terms of the Transaction, including the Tender Offer Price.

As stated in the section "② The Decision-Making Process and Reasons Leading the Target Company to Support the Tender Offer" in "(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer" above, as a result, the Target Company determined that the Transaction will enhance the corporate value of the Target Company and the terms of the Transaction including the Tender Offer Price are appropriate, and resolved at its board of directors meeting held on February 4, 2026 with unanimous approval of all present disinterested eight directors of the Target Company (including four directors serving as audit and supervisory committee members) out of a total of eight directors of the Target Company to express its opinion in favor of the Tender Offer and recommend that the shareholders of the Target Company and the Stock Acquisition Right Holders tender their shares in the Tender Offer.

⑦ Securing Objective Circumstances Ensuring Fairness in Tender Offer

The Tender Offeror has set the Tender Offer Period at 30 business days, despite the shortest period prescribed by law being 20 business days. By setting the Tender Offer Period at a longer period as compared to the shortest period prescribed by law, the Tender Offeror provides the shareholders of the Target Company and the Share Option Holders with an appropriate decision-making opportunity regarding the tendering of the Tender Offer.

The Tender Offer-related Parties have also not come to an agreement restricting competing bidders from contacting the Target Company such as agreement including a deal protection provision which prohibits the Target Company from contacting any competing bidders.

Accordingly, together with setting the Tender Offer Period mentioned above, the Tender Offeror has taken care to ensure fairness in the Tender Offer by securing an opportunity for any competing tender offers.

⑧ Setting the Lower Limit Satisfying the Majority of Minority

As provided in "(1) Overview of Tender Offer" above, in the Tender Offer, the lower limit of the number of expected shares for which the Tender Offer will be made (29,659,800 shares; shareholding ratio: 65.15%) will be more than the sum (26,341,214 shares; shareholding ratio: 57.86%) of (i) number of shares relating to the Tender Agreement (7,157,800 shares in total; shareholding ratio: 15.72%) and (ii) a majority of number of shares (19,183,414 shares; shareholding ratio: 42.14%) which is equivalent to Standard Number of Shares (45,524,628 shares) after deducting the number of shares relating to the Tender Agreement (7,157,800 shares in total; shareholding ratio: 15.72%) (which will amount to 38,366,828 shares; shareholding ratio: 84.28%). In other words, such lower limit is the number of shares more than so-called "majority of minority" which is majority of number of Target Company's Shares held by the shareholders of the Target Company who have no interest in the Tender Offeror. The Tender Offeror views that the Tender Offer will not be successful if the majority of shareholders of Target Company, who have no interest in the Tender Offeror, are not in favor of the Tender Offer and that the Tender Offer takes heavily into account the will of all minority shareholders of the Target Company.

(4) Policy on Reorganization, etc. after Tender Offer (Matters Concerning So-called Two-Tier Takeover Strategy)

As provided in "(1) Overview of Tender Offer" above, in case the Tender Offeror could not acquire all Target Company's Shares (including the Target Company's Shares to be issued through the exercise of Share Options and excluding the Restricted Stocks and the treasury shares owned by the Target Company) through the Tender Offer, the Tender Offeror is planning to take the Squeeze-Out Procedures by using the following methods after the conclusion of Tender Offer.

① Demand to Cash Out

Through the conclusion of Tender Offer, the total number of voting rights in the Target Company to be held by the Tender Offeror will be no less than 90% of total number of voting rights in the Target Company and if the Tender Offeror becomes a special controlling shareholder as prescribed in Article 179, paragraph (1) of the Companies Act, the Tender Offeror plans to demand all shareholders of Target Company (excluding the Tender Offer-related Parties) (the "Shareholders Subject to Cash Out") to cash out all of the Target Company's Shares held by them (the "Share Cash Out Demand") and to demand all Share Option Holders (the "Share Option Holders Subject to Cash Out") to cash out all of the Share Options held by them (the "Share Option Cash Out Demand"; hereinafter together with Share Cash Out Demand collectively referred to as "Cash Out Demand") promptly after the completion of closing of Tender Offer pursuant to PART II, Chapter II, Section 4-2 of the Companies Act. The Cash Out Demand is scheduled to state that as consideration for Target Company's Shares per share, the amount equivalent to the Tender Offer Price will be paid to the Shareholders Subject to Cash Out and that as consideration for Share Option per unit, the amount equivalent to the Share Option Purchase Price will be paid to the Share Option Holders Subject to Cash Out. In such case, the Tender Offeror plans to notify the Target Company of this fact and to request the Target Company for approval on the Cash Out Demand. If the Target Company approves the Cash Out Demand through the resolution at its Board of Directors meeting, the Tender Offeror will obtain all of Target Company's Shares held by the Shareholders Subject to Cash Out and all of Share Options held by the Share Option Holders Subject to Cash Out as of the procurement date prescribed in the Cash Out Demand without obtaining the approval of each Shareholder Subject to Cash Out and each Share Option Holder Subject to Cash Out, in accordance with the procedures in the relevant laws and regulations. In such case, the Tender Offeror plans to pay each Shareholder Subject to Cash Out the amount equivalent to the Tender Offer Price as consideration for Target Company's Shares per share held by respective Shareholders Subject to Cash Out and each Share Option Holder Subject to Cash Out the amount equivalent to the Share Option Purchase Price as consideration for Share Options per unit held by respective Share Option Holders Subject to Cash Out.

Furthermore, if the Target Company receives a notice from the Tender Offeror of Tender Offeror's plan to make Cash Out Demand and matters under the items in Article 179-2, paragraph (1) of the Companies Act, the Target Company plans to approve the Cash Out Demand at its Board of Directors meeting.

As the provision in the Companies Act whose purpose is to protect the rights of minority shareholders in connection with the Cash Out Demand, Article 179-8 of the Companies Act and other provisions in the relevant laws and regulations prescribe that the Shareholders Subject to Cash Out and the Share Option Holders Subject to Cash Out are entitled to petition to the court for determination of sales prices of Target Company's Shares and Share Options held by them. If such petition has been made, the court will ultimately determine the sales prices of Target Company's Shares and Share Options.

② Share Consolidation

If the total number of voting rights in the Target Company held by the Tender Offeror after the conclusion of Tender Offer is less than 90% of voting rights all shareholders of Target Company, the Tender Offeror plans to request the Target Company to hold an extraordinary general meeting of shareholders of Target Company including a proposal to consolidate the Target Company's Shares (the "Share Consolidation") and a proposal to partially amend the Articles of Incorporation which will delete the provision on share unit on the condition that the Share Consolidation becomes effective (the "Extraordinary General Meeting of Shareholders") promptly after the completion of closing of Tender Offer, pursuant to Article 180 of the Companies Act. The Tender Offeror also views that it is preferable to hold the Extraordinary General Meeting of Shareholders soon from the perspective of enhancing the corporate value of the Target Company and plans to request the Target Company to issue a public notice setting the record date so that the date, which is shortly after the commencement date of settlement of Tender Offer, will become the record date of Extraordinary General Meeting of Shareholders. As of today, the Extraordinary General Meeting of Shareholders is scheduled to be held in mid-May 2026, although the date when the Extraordinary General Meeting of Shareholders will be held is subject to change depending on the date of conclusion of the Tender Offer. If the Target Company receives such request from the Tender Offeror, the Target Company plans to agree to such request. The Tender Offeror also plans to vote in favor of each of the proposals above at the Extraordinary General Meeting of Shareholders.

f the proposal for the Share Consolidation is approved at the Extraordinary General Meeting of Shareholders, each of shareholders of Target Company will hold number of Target Company's Shares in proportion to the Share Consolidation ratio approved at the Extraordinary General Meeting of Shareholders as of the effective date of Share Consolidation. If the Share Consolidation produces any fractional share less than 1 share in the number of shares, the shareholder of Target Company will receive the proceeds which are obtained through the sale, etc. of number of Target Company's Share(s) equivalent to the sum of such fractional shares (If the sum of such fractional shares includes a fractional share, such fractional share is to be rounded off; hereinafter the same.), in accordance with the procedures prescribed in Article 235 of the Companies Act and other relevant laws and regulations. With respect to the sales price of number of Target Company's Shares equivalent to the sum of such fractional shares, the Tender Offeror is planning to request the Target Company to petition to the court for approval of voluntary sale, upon calculating so that the amount of proceeds to be provided to the shareholders of Target Company who did not accept the Tender Offer (excluding Tender Offer-related Parties) as a result of such sale will be same as the amount equivalent to the Tender Offer Price multiplied by the number of Target Company's Shares held by each of such shareholders. The Share Consolidation ratio is to be determined as of today, but the Tender Offeror is planning to request the Target Company to come to a decision so that the number of Target Company's Shares held by the shareholders of Target Company, who did not accept the Tender Offer (excluding the Tender Offer-related Parties), will become a fractional share less than 1 share so that only the Tender Offeror will hold all of the Target Company's Shares (excluding treasury shares held by the Target Company). According to the Target Company's Press Release, in case of conclusion of Tender Offer, the Target Company plans to agree to such request from the Tender Offeror.

In the event that the Share Consolidation occurs and the Share Consolidation produces any fractional share less than 1 share in the number of the shares, as the provisions in the Companies Act whose purpose is to protect the rights of minority shareholders in connection with the Share Consolidation, Articles 182-4 and 182-5 of the Companies Act and other provisions in the relevant laws and regulations prescribe that the shareholders of Target Company (excluding the Tender Offer-related Parties) are entitled to request the Target Company to purchase all of the fractional Target Company's Shares held by them which are less than 1 share at a fair price and to petition to the court for determination of sales price of Target Company's Shares. The purchase of Target Company's Shares in case such petition is made will ultimately be determined by the court.

If the Tender Offeror is not able to acquire all of Share Options through the Tender Offer and the Share Options remain without being exercised after the conclusion of the Tender Offer, the Tender Offeror plans to request the Target Company to take procedures which are reasonably necessary to implement the Transaction such as recommending the Share Option Holders to waive the Share Options. According to the Target Company, if the Target Company receives such request, the Target Company intends to cooperate with the Tender Offeror on taking such procedures promptly after the commencement date of settlements of the Tender Offer.

ursuant to the share allotment agreement executed between such director and Target Company, (a) if the matters concerning the Share Consolidation are approved at the general meeting of shareholders of the Target Company or the matters concerning the Share Cash Out Demand are approved at the Board of Directors meeting of the Target Company (provided that it is limited to cases in which the effective date of Share Consolidation or the acquisition day prescribed in Article 179-2, paragraph (1), item (v) of the Companies Act (the "Squeeze-Out Effective Date") comes prior to the time of expiration of transfer restriction period) during the transfer restriction period, the transfer restriction period on the number of Restricted Stocks calculated under such share allotment agreement will be removed as of the time immediately prior to the business day immediately preceding the Squeeze-Out Effective Date and (b) in the cases prescribed in (a) above, the Target Company will automatically acquire free of charge all of Restricted Stocks, whose transfer restrictions have not been removed as of the time immediately prior to the business day immediately preceding the Squeeze-Out Effective Date, as of the same time. Therefore, under the Squeeze-Out Procedures, the Restricted Stocks, whose transfer restrictions are not removed as of the time immediately prior to the business day immediately preceding the Squeeze-Out Effective Date, are scheduled to become subject to the Share Consolidation or the Share Cash Out Demand pursuant to the share allotment agreement mentioned above as described in (a) above and the Target Company is scheduled to acquire the Restricted Stocks, whose transfer restrictions are not removed as of the time immediately prior to the business day immediately preceding the Squeeze-Out Effective Date, free of charge pursuant to the share allotment agreement mentioned above as described in (b) above. With respect to the Restricted Stocks, the Tender Offeror also plans to take measures so that economic benefits, which the recipients of Restricted Stocks should receive, will not substantially be harmed upon discussion with the Target Company hereafter, and expects to decide on the specific methods of such measures upon discussion with the Target Company. Therefore, the Tender Offeror views that there will not be any economic detriments to any recipients of Restricted Stocks.

With respect to the Restricted Stocks owned by the Employee Stock Ownership Plan of Target Company, under the share allotment agreement between such Employee Stock Ownership Plan and the Target Company, if the matters concerning the Share Consolidation are approved at the shareholders meeting of Target Company or the matters concerning the Share Cash Out Demand are approved at the Board of Directors meeting of Target Company (which shall be limited to the case where the effective date of Share Consolidation or the acquisition day under Article 309, paragraph (2), item (v) of the Companies Act comes prior to the expiration date of transfer restriction period) during the transfer restriction period, the transfer restriction of all of the Restricted Stocks owned by the members of Employee Stock Ownership Plan who agreed to the matters designated by the Employee Stock Ownership Plan will be removed as of the time immediately preceding the business day immediately preceding the Squeeze-Out Effective Date and the Target Company is entitled to acquire free of charge as of the business day immediately preceding the Squeeze-Out Effective Date all of the shares whose transfer restriction has not been removed and which are owned by the members of Employee Stock Ownership Plan who agreed to the matters designated by the Employee Stock Ownership Plan as of the business day immediately preceding the Squeeze-Out Effective Date.

There is a possibility that the procedures described in ① and ② above may take time for their implementation or the methods for such procedure may change depending on the situation such as amendment or effectuation of relevant law or interpretation of relevant authority. However, even in such case, if the Tender Offer is concluded, a method is scheduled to be adopted under which payment will ultimately be made to any shareholders of Target Company who did not accept the Tender Offer (excluding the Tender Offer-related Parties) and in such case, the amount of payment to be made to such shareholders is scheduled to be calculated in a way so that such amount will be equivalent to the Tender Offer Price multiplied by the number of Target Company's Shares owned by such shareholders. With respect to each of the matters mentioned above, the Target Company plans to promptly announce the details of procedures, their implementation dates and other related matters as soon as they have been decided after discussion between the Tender Offeror and the Target Company.

The Tender Offer is not a solicitation to have all shareholders of Target Company and Share Option Holders agree at the Extraordinary General Meeting of Shareholders. Furthermore, with respect to the tax treatment of acceptance of Tender Offer or each of the procedures mentioned above, the shareholders of Target Company are requested to check with tax expert, such as certified public tax account, at their responsibility.

(5) Possibility of Delisting and Its Reason

The Target Company's Shares are listed on the TSE Prime Market as of today, but since the Tender Offeror does not set an upper limit on the number of shares for which tender offer will be made in the Tender Offer, there is a possibility that the Target Company's Shares will be delisted by going through prescribed procedures in accordance with the criteria for delisting of TSE depending on the outcome of Tender Offer.

Furthermore, even in the case where such criteria are not met as of the time of conclusion of Tender Offer, if the Tender Offeror implements the Squeeze-Out Procedures as provided in "(4) Policy on Reorganization, etc. after Tender Offer (Matters Concerning So-called Two-tier Takeover Strategy)" above, the Target Company's Shares will be delisted by going through the prescribed procedures. After the delisting, the Target Company's Shares cannot be traded in the TSE Prime Market.

(6) Matters Concerning Material Agreements Relating to Tender Offer

① Tender Agreement

The Tender Offeror entered into the Tender Agreement with the Agreed Tendering Shareholders (i.e., legal heiresses of Mr. Fujita (i.e., Ms. Hiroko Fujita, Ms. Ayako Fujita, Ms. Yukiko Fujita, Ms. Shoko Ado and Ms. Moeko Fujita), other relatives of Mr. Fujita (i.e., Ms. Keiko Fujita, Mr. Hiromasa Fujita, Ms. Mayuko Fujita and Ms. Yuko Endo) and Tosho Asset Management whose representative director is Ms. Ayako Fujita) as of February 4, 2026 and came to an agreement with the Agreed Tendering Shareholders that the Agreed Tendering Shareholders will tender all of Target Company's Shares held by them. The Tender Offeror has not entered into any agreement with the Agreed Tendering Shareholders other than the Tender Agreement and there are no benefits provided by the Tender Offeror to the Agreed Tendering Shareholders other than the payment which the Agreed Tendering Shareholders will receive from tendering in the Tender Offer. There are also no conditions precedent for Agreed Tendering Shareholders' tendering in the Tender Offer under the Tender Agreement.

2. Overview of Tender Offer, etc.

(1) Overview of Target Company

① Name	Br.Holdings Corporation	
② Location	2-6-31 Hikarimachi Hiroshima	
③ Name and Title of Representative	Takashi Yamane, President and Representative Director	
④ Business Contents	Management and administration of subsidiaries engaged in civil engineering, construction, etc.	
⑤ Capital	4,813,847,000 yen	
⑥ Date of Establishment	September 27, 2002	
⑦ Major Shareholders and Their Shareholding Ratios (as of September 30, 2025)	The Master Trust Bank of Japan, Ltd. (Trust account)	11.33%
	Tosho Asset Management Kabushiki Kaisha	8.92%
	Kimiyasu Fujita	3.51%
	Br. Group Employee Stock Ownership Association	2.34%
	KOSEI CORPORATION	2.18%
	Br. Group Business Partners Stock Ownership Association Hiroshima Branch	2.16%
	Custody Bank of Japan, Ltd. (Trust account)	1.79%
	MUFG Bank, Ltd	1.76%

	Br. Group Business Partners Stock Ownership Association Osaka Branch	1.61％
	Eisei Fujita	1.47％

⑧ Relationship with Tender Offeror and Target Company	
Capital Relationship	Not applicable.
Personnel Relationship	Not applicable.
Transaction Relationship	The Tender Offeror participates in the same joint venture as the Target Company with respect to the deck replacement work. The Tender Offeror also has transaction relationship with the Target Company such as (i) its purchase from the Target Company the PC deck to be used in the deck replacement work based on the order accepted by the Tender Offeror and (ii) its sale of steel materials to the Target Company to be used for bridge superstructure construction based on the order accept by the Target Company.
Status of Applicability to Relevant Parties	Not applicable.

(Note) "⑦ Major Shareholders and Their Shareholding Ratios (as of September 30, 2025)" is cited from "Status of Major Shareholders" in the Target Company Semi-Annual Report.

(2) Class of Share Certificates, etc. under Tender Offer, etc.

① Common Shares

② Share Options

(i) Share options issued based on the resolution at Target Company's Board of Directors meeting held on June 25, 2015 (the "1st Share Option") (Exercise period is from July 28, 2015 to July 27, 2045.)

(ii) Share options issued based on the resolution at Target Company's Board of Directors meeting held on June 24, 2016 (the "2nd Share Option") (Exercise period is from July 22, 2016 to July 21, 2046.)

(iii) Share options issued based on the resolution at Target Company's Board of Directors meeting held on June 23, 2017 (the "3rd Share Option"; hereinafter together with the 1st Share Option and 2nd Share Option shall be referred to as the "Share Options") (Exercise period is from July 25, 2017 to July 24, 2047.)

(3) Schedule, etc.

① Schedule

Date of Resolution at Board of Directors Meeting	February 4, 2026 (Wednesday)
Date of Public Notice for Commencing Tender Offer	February 5, 2026 (Thursday) Electronic public notice will be made and such fact will be published in Nihon Keizai Shimbun. Electronic Public Notice Web Address: (https://disclosure2.edinet-fsa.go.jp/)
Filing Date of Notification of Tender Offer	February 5, 2026 (Thursday)

② Filed Initial Period of Tender Offer, etc.
From February 5, 2026 (Thursday) to March 23, 2026 (Monday) (30 business days)

③ Possibility of Extension Based on Request by Target Company
Not applicable.

④ Contact Information to Check the Extension
Not applicable.

(4) Price of Tender Offer, etc.

① 530 yen per common share

② Share Options
(i) 105,800 yen per unit of 1st Share Option
(ii) 105,800 yen per unit of 2nd Share Option
(iii) 105,800 yen per unit of 3rd Share Option

(5) Basis of Valuation, etc. of Price of Tender Offer, etc.

① Basis of Valuation

When deciding the Tender Offer Price, the Tender Offeror requested Mizuho Securities, who is its financial advisor, for the valuation of Target Company's Shares as a third-party valuation firm independent from the Tender Offer-related Parties. Mizuho Securities does not fall under the Tender Offer-related Parties and does not have any material conflict of interest with the Tender Offer-related Parties in relation to the Tender Offer. Mizuho Bank, Ltd. ("Mizuho Bank"), which is a group company of Mizuho Securities, has entered into loan transactions, etc. with the Tender Offer-related Parties as a part of normal bank transaction and plans to provide bank loan to the Tender Offeror in connection with the Tender Offer. Mizuho Trust & Banking Co., Ltd. ("Mizuho Trust & Banking"), which is a group company of Mizuho Securities, has also entered into loan transactions, etc. with the Tender Offeror as a part of normal bank transaction. According to Mizuho Securities, Mizuho Securities has developed and implemented an appropriate conflict of interest management structure and has valuated the Target Company's Shares independently from Mizuho Bank's and Mizuho Trust & Banking's position as a lender, in accordance with Article 36 of the Act and Article 70-4 of the Cabinet Office Order on Financial Instruments Business, etc. (Cabinet Office Order No. 52 of 2007, as amended) (the "Financial Instruments Business Cabinet Office Order"). The Tender Offeror appointed Mizuho Securities as a third-party valuation firm after determining that Mizuho Securities has developed and implemented an appropriate conflict of interest management structure. Although the fees to Mizuho Securities for the Transaction include contingency fee which is conditioned upon the success of Transaction among other things, the Tender Offeror has appointed Mizuho Securities as a third-party valuation firm under the abovementioned fee structure after determining Mizuho Securities' independence would not be denied by the inclusion of contingency fee which is conditioned upon completion of Tender Offer, by taking into account the fact that such inclusion is common customary practice in similar cases.

Mizuho Securities viewed that it was appropriate to conduct valuation from multiple perspectives upon considering the financial condition and trend of market share price of Target Company's Shares among other things and valuated the Target Company's Shares by using the market share price method, the comparable listed companies method and the DCF method after considering the valuation method to be used out of multiple share valuation methods. The Tender Offeror has obtained from Mizuho Securities and used as a reference the Share Valuation Report (Mizuho Securities) as of February 3, 2026. Due to the fact that the Tender Offeror views that the Tender Offer-related Parties have implemented the measures to ensure the fairness of Tender Offer and the measures to avoid any conflict of interest, the Tender Offeror has not obtained a fairness opinion on the fairness of Tender Offer Price.

The methods used in the Share Valuation Report (Mizuho Securities) and the results of valuation of Target Company's Shares per share by using such methods are as provided below.

Market Share Price Method	341 yen ~ 356 yen
Comparable Listed Companies Method	171 yen ~ 243 yen
DCF Method	405 yen ~ 679 yen

Under the market share price method, the valuation range of Target Company's Shares per share is analyzed as between 341 yen and 356 yen by having the base date as February 3, 2026 and based on the closing price of Target Company's Shares in the TSE Prime Market on the such date which is 354 yen, the simple average of closing price during the period of 1 month immediately prior to such date which is 356 yen, the simple average of closing price during the period of 3 months immediately prior to such date which is 341 yen and the simple average of closing price during the period of 6 months immediately prior to such date which is 342 yen.

Under the comparable listed companies method, the valuation range of Target Company's Shares per share is analyzed as between 171 yen and 243 yen by valuating the Target Company's Shares by comparing with market prices of listed companies running relatively similar business and financial index showing profitability of such companies.

Under the DCF Method, the valuation range of Target Company's Shares per share is analyzed as between 405 yen and 679 yen by valuating the Target Company's Shares by discounting at a certain discount rate the cash flow which the Target Company is expected to generate in and after the third quarter of the fiscal year ending March 31, 2026 based on the business plan provided by the Target Company (for 6 fiscal years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2031), which the Tender Offeror estimated by taking into consideration various factors such as trend of Target Company's business performance until most recently, information made available to the public, results of due diligence which the Tender Offeror conducted on the Target Company from early December 2025 to mid-January 2026 and information generally available to the public. On an additional note, the synergy effect expected to materialize from the implementation of Transaction is not incorporated into the earnings forecast due to the fact that it is difficult to estimate at the present time. In terms of financial forecast of Target Company under a certain premise under the DCF method, the business years, in which a large increase or decrease in profit or a large fluctuation in free cash flow, are included. Specifically, large increase in profit and decrease in free cash flow are expected in the fiscal year ending March 31, 2028 mainly due to increase in the monetary amount of acceptance of construction orders, and large increase in free cash flow as compared to the previous fiscal year is expected in the fiscal year ending March 31, 2029 due to the bounce back from the decrease in free cash flow from the previous fiscal year.

In addition to the results of valuation of Target Company's shares in the Share Valuation Report (Mizuho Securities) obtained from Mizuho Securities, the Tender Offeror decided to make the Tender Offer Price as 530 yen on February 4, 2026, by taking into overall consideration various factors such as results of due diligence which the Tender Offeror conducted on the Target Company from early December 2025 to mid-January 2026, trend of market shares of Target Company's Shares (i.e., the closing price of Target Company's Shares on February 3, 2026 which is the business day immediately prior to the announcement date of Tender Offer which is 354 yen, the simple average of closing price during the period of 1 month immediately prior to such date which is 356 yen, the simple average of closing price during the period of 3 months immediately prior to such date which is 341 yen and the simple average of closing price during the period of 6 months immediately prior to such date which is 342 yen), vote for or against the Tender Offer at the Board of Directors meeting of Target Company and outlook of acceptance of Tender Offer and by taking into account the discussions and negotiations between the Tender Offeror and the Target Company.

The Tender Offer Price of 530 yen yen per share is a price which (i) premium of 49.72% is added to 354 yen which is the closing price of Target Company's Shares in the TSE Prime Market on February 3, 2026 which is business day immediately preceding the announcement date of implementation of Tender Offer, (ii) premium of 48.88% is added to 356 yen which is simple average of closing price during the period of 1 month immediately prior to such date, (iii) premium of 55.43% is added to 341 yen which is the simple average of closing price during the period of 3 months immediately prior to such date and (iv) premium of 54.97% is added to 342 yen which is the simple average of closing price during the period of 6 months immediately prior to such date.

(Note) For the valuation of Target Company's Shares, Mizuho Securities generally used as is the information provided by the Target Company and the information generally available to the public among other things. Mizuho Securities assumes, among other things, that all of such materials and information are accurate and complete and there are no facts undisclosed to Mizuho Securities which may have material impact on the analysis and valuation of Tender Offer Price, relies on such materials and information, and has not independently verified their accuracy. In addition, Mizuho Securities assumes that the information on financial forecast of Target Company was reasonably prepared based on best possible forecasts and decisions of Target Company's management obtainable at the present time and was approved by Target Company's management to be used by Mizuho Securities for valuation after carefully examining the contents of such information. Mizuho Securities also has not independently evaluated or assessed the assets and liabilities of Target Company and its affiliated companies (including off-the-book assets and liabilities and other contingent liabilities) and has not requested any third-party firm to appraise or assess them. The valuation of Mizuho Securities incorporates the abovementioned information up to February 3, 2026.

② Background Information on Valuation

The Tender Offeror decided to make the Tender Offer at the Tender Offer Price of 530 yen and the Share Option Purchase Price of 105,800 yen on February 4, 2026 after going through the circumstances provided in "① Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer" in "(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer" in "1. Purpose of the Tender Offer, etc." as provided above.

③ Relationship with Valuation Firm

Mizuho Securities, who is financial advisor of Tender Offeror and third-party valuation firm, does not have any material conflict of interest with the Tender Offer-related Parties in relation to the Tender Offer. Mizuho Bank, which is a group company of Mizuho Securities, has entered into loan transactions, etc. with the Tender Offer-related Parties as a part of normal bank transaction and plans to provide a loan to the Tender Offeror necessary to make payments in the Tender Offer. Mizuho Trust & Banking, which is a group company of Mizuho Securities, has also entered into loan transactions, etc. with the Tender Offeror as a part of normal bank transaction. According to Mizuho Securities, Mizuho Securities has developed and implemented an appropriate conflict of interest management structure such as firewall between Mizuho Securities and Mizuho Bank and between Mizuho Securities and Mizuho Trust & Banking, and has valuated the Target Company's shares independently from Mizuho Bank's and Mizuho Trust & Banking's position as a lender, in accordance with Article 36 of the Act and Article 70-4 of the Financial Instruments Business Cabinet Office Order.

(6) Number of Share Certificates, etc. for which Tender Offer Will be Made

Class of Share Certificates, etc.	Number of Share Certificates for Which Tender Offer Will be Made	Minimum Number of Share Certificates for Which Tender Offer Will be Made	Maximum Number of Share Certificates for Which Tender Offer Will be Made
Common Shares	45,524,628 shares	29,659,800 shares	- shares

Total	45,524,628 shares	29,659,800 shares	- shares

(Note 1) If the total number of Tendered Share Certificates, etc. does not meet the minimum number of share certificates for which tender offer will be made (29,659,800 shares), tender offer, etc. of all Tendered Share Certificates, etc. will not be made. If the total number of Tendered Share Certificates, etc. is no less than the minimum number of share certificates for which tender offer will be made (29,659,800 shares), tender offer, etc. of all Tendered Share Certificates, etc. will be made.

(Note 2) There is no plan to acquire the treasury shares held by the Target Company through the Tender Offer.

(Note 3) Since maximum number of share certificates for which tender offer will be made is not set in the Tender Offer, the number of share certificates for which tender offer will be made provides the Standard Number of Shares (45,524,628 shares) is provided as the maximum number of Target Company's Shares to be acquired by the Tender Offeror through the Tender Offer.

(Note 4) There is a possibility that the Share Options will be exercised by the final day of Tender Offer Period and the Target Company's Shares to be issued or granted through such exercise are also subject to the Tender Offer.

(Note 5) Shares less than 1 unit share are also subject to the Tender Offer. On an additional note, if any shareholder of Target Company exercises the right to request for purchase of shares less than 1 unit share pursuant to the Companies Act, there may be a case where the Target Company purchases its own shares during the Tender Offer Period in accordance with the procedures under the laws and regulations.

(7) Change in Ownership Ratio of Share Certificates, etc. through Tender Offer, etc.

Number of Voting Rights Relating to Share Certificates, etc. Owned by Tender Offeror before the Tender Offer, etc.	- unit	(Ownership Ratio of Share Certificates, etc. before the Tender Offer, etc.: - %)
Number of Voting Rights Relating to Share Certificates, etc. Owned by Specially Related Parties before the Tender Offer, etc.	- unit	(Ownership Ratio of Share Certificates, etc. before the Tender Offer, etc.: - %)
Number of Voting Rights Relating to Share Certificates, etc. Owned by Tender Offeror after the Tender Offer, etc.	455,246 units	(Ownership Ratio of Share Certificates, etc. after the Tender Offer, etc.: 100.00%)

Number of Voting Rights Relating to Share Certificates, etc. Owned by Specially Related Parties after the Tender Offer, etc.	- unit	(Ownership Ratio of Share Certificates, etc. after the Tender Offer, etc.: - %)
Number of Voting Rights of All Shareholders of Target Company	452,233 units	

(Note 1) "Number of Voting Rights Relating to Share Certificates, etc. Owned by Specially Related Parties before the Tender Offer, etc." provides the sum of number of voting rights relating to the share certificates, etc. owned by all specially related parties (excluding persons excluded from specially related party under Article 3, paragraph (2), item (i) of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended) (the "Cabinet Office Ordinance") when calculating the ownership ratio of share certificates, etc. pursuant to the items in Article 27-2, paragraph (1) of the Act. On an additional note, if any corrections are necessary upon checking the Target Company's share certificates, etc. owned by specially related parties today or after today, the Tender Offeror plans to disclose the details of such corrections.
(Note 2) "Number of Voting Rights Relating to Share Certificates, etc. Owned by Tender Offeror after the Tender Offer, etc." provides the number of voting rights (455,246 units) relating to the number of expected shares for which Tender Offer will be made (45,524,628 shares).
(Note 3) "Number of Voting Rights of All Shareholders of Target Company" is the number of voting rights of all shareholders, etc. as of September 30, 2025 as provided in the Target Company Semi-Annual Report (Number of shares in 1 unit share is provided as 100 shares.). However, due to the fact that any shares less than 1 unit share (excluding treasury shares less than 1 unit share owned by the Target Company) and the Target Company's Shares to be provided through the exercised of Share Options are also subject to the Tender Offer, the calculation of "ownership ratio of share certificates, etc. after the tender offer, etc." is made by putting the number of voting rights (455,246 units) relating to the Standard Number of Shares (45,524,628 shares) as a denominator.
(Note 4) "Ownership ratio of share certificates, etc. before the tender offer, etc." and "ownership ratio of share certificates, etc. after the tender offer, etc." are rounded to the nearest hundredth.

(8) Tender Offer Price: 24,128,000,000 yen

(Note) "Tender Offer Price" means the amount equivalent to the number of expected shares for which Tender Offer will be made (45,524,628 shares) multiplied by the Tender Offer Price

(530 yen).

(9) Method of Settlement

① Name and Location of Head Office of Securities Firm, Bank, etc. Who Will Settle the Tender Offer, etc.

Mizuho Securities Co., Ltd. 5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo

The TOB agent has appointed the following sub-agent to oursource a part of its work:

Rakuten Securities, Inc. 6-21 Minami-aoyama 2-chome, Minato-ku, Tokyo

② Commencement Date of Settlement

March 30, 2026 (Monday)

③ Method of Settlement

(In case of tendering through Mizuho Securities)

The notice on the tender offer, etc. through the Tender Offer will be sent to the address of tendering shareholder, etc. (i.e., shareholder of Target Company and Share Option Holder) (the "Tendering Shareholder, etc.") (address of standing proxy in case of shareholder (including corporate shareholder) residing in foreign country (the "Foreign Shareholder")) without delay after the end of Tender Offer Period. Purchase will be made in cash. Payment of sale price relating to tendered share certificates, etc. will be remitted from TOB agent to the location designated by the Tendering Shareholder, etc. (or its standing proxy in case of Foreign Shareholder) or such payment will be made to the account of Tendering Shareholder, etc. at which TOB agent accepted the tender, without delay on or after the commencement date of settlements, based on the instructions of Tendering Shareholder, etc. (or its standing proxy in case of Foreign Shareholder, etc.).

(In case of tendering through Rakuten Securities, Inc.)

The notice on the tender offer, etc. through the Tender Offer will be sent to the Tendering Shareholder, etc. by electromagnetic means without delay after the end of Tender Offer Period. Purchase will be made in cash. Payment of sale price relating to tendered share certificates, etc. will be remitted from sub-agent to the account of Tendering Shareholder, etc. (at the sub-agent) without delay on or after the commencement date of settlements.

④ Method of Returning Share Certificates, etc.

(In case of tendering through Mizuho Securities)

In case the tender offer, etc. of all Tendered Share Certificates, etc. under the conditions provided in "① Existence and Contents of Conditions Set Out in Items in Article 27-13, paragraph (4) of the Act" or "② Existence and Contents of Conditions of Withdrawal, etc. of Tender Offer and Method of Disclosing Withdrawal, etc." in "(10) Other Conditions and Methods of Tender Offer, etc." below will not be made, the TOB agent will return the share certificates, etc., which are required to be returned, without delay on or after the day which is 2 days after the final day of Tender Offer Period (i.e., the day when the withdrawal, etc. is made in case the withdrawal, etc. of Tender Offer is made). The Target Company's Shares will be returned by restoring to the condition as of the time of tendering, and the documents submitted at the time of tendering of Share Options will be returned to the Tendering Shareholders, etc. by hand or by delivering to the addresses of Tendering Shareholders, etc. based on the instructions of respective Tendering Shareholders, etc.

(In case of tendering through Rakuten Securities, Inc.)
In case the tender offer, etc. of all Tendered Share Certificates, etc. under the conditions provided in "① Existence and Contents of Conditions Set Out in Items in Article 27-13, paragraph (4) of the Act" or "② Existence and Contents of Conditions of Withdrawal, etc. of Tender Offer and Method of Disclosing Withdrawal, etc." of "(10) Other Conditions and Methods of Tender Offer, etc." below will not be made, the sub-agent will return the share certificates, etc., which are required to be returned, without delay on or after the day which is 2 days after the final day of Tender Offer Period (i.e., the day when the withdrawal, etc. is made in case the withdrawal, etc. of Tender Offer is made).

(10) Other Conditions and Methods of Tender Offer, etc.

① Existence and Contents of Conditions Set Out in Items in Article 27-13, paragraph (4) of the Act

If the total number of Tendered Share Certificates, etc. does not meet the minimum number of share certificates for which tender offer will be made (29,659,800 shares), the tender offer, etc. of all Tendered Share Certificates, etc. will not be made. If the total number of Tendered Share Certificates, etc. is no less than the minimum number of share certificates for which tender offer will be made (29,659,800 shares), the tender offer, etc. of all Tendered Share Certificates, etc. will be made.

② Existence and Contents of Conditions of Withdrawal, etc. of Tender Offer and Method of Disclosing Withdrawal, etc.

If any of the events prescribed in Article 14, paragraph (1), item (i)(a) through (j) and (m) through (s), item (iii)(a) through (h) and (j) and item (iv) and Article 14, paragraph (2), item (iii) through item (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (the "Order"), there may be cases where the withdrawal, etc. of Tender Offer will be made. On an additional note, "facts equivalent to those set forth in (a) to (i)" as prescribed in Article 14, paragraph (1), item (iii)(j) of the Order with respect to the Tender Offer means (i) the case where it became clear that there were false statements in the material items or material items were missing with respect to legally-required disclosure documents submitted by the Target Company in the past or (ii) the case where any of the facts set out in item (iii)(a) through (g) occurred to material subsidiary of Target Company.

In case that withdrawal, etc. is planned, electronic public notice will be made and such fact will be published in Nihon Keizai Shimbun. However, if it will be difficult to make a public notice by the final day of Tender Offer Period, it will be announced by using the method prescribed in Article 20 of the Cabinet Office Ordinance and public notice will be made immediately thereafter.

③ Existence and Contents of Conditions to Reduce the Price of Tender Offer, etc. and Method of Disclosure of Reduction

In case that the Target Company engages in any act prescribed in Article 13, paragraph (1) of the Order during the Tender Offer Period, there may be cases where the price of tender offer, etc. will be reduced in accordance with the criteria prescribed in Article 19, paragraph (1) of the Cabinet Office Ordinance, pursuant to the provision of Article 27-6, paragraph (1), item (i) of the Act.

In case that reduction of price of tender offer, etc. is planned, electronic public notice will be made and such fact will be published in Nihon Keizai Shimbun. However, if it will be difficult to make a public notice by the final day of Tender Offer Period, it will be announced by using the method prescribed in Article 20 of the Cabinet Office Ordinance and public notice will be made immediately thereafter. If the price of tender offer, etc. is reduced, the tender offer, etc. will be made at the price of tender offer, etc. after the reduction even for Tendered Share Certificates, etc. on or prior to the day when such public notice has been made.

④ Matters Concerning Right of Tendering Shareholder, etc. to Terminate Contract

(In case of tendering through Mizuho Securities)

The Tendering Shareholder, etc. can terminate the contract on the Tender Offer at any time during the Tender Offer Period. If the Tendering Shareholder, etc. will terminate the contract, the Tendering Shareholder, etc. is requested to provide or send the termination document to terminate the contract on tender offer (the "Termination Document") to the head office or any of the Japan branch offices of TOB agent who accepted the tendering by 15:00 of final day of Tender Offer Period. The termination of contract will become effective at the time when the TOB agent receives the Termination Document or when the Termination Document reaches the TOB agent. Therefore, when sending the Termination Document, please note that the contract cannot be terminated unless the Termination Document reaches the TOB agent by 15:00 of final day of Tender Offer Period.

Person with Authority to Receive the Termination Document

Mizuho Securities Co., Ltd.	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo (Other Japan branch offices of Mizuho Securities Co., Ltd.)

(In case of tendering through Rakuten Securities, Inc.)

The Tendering Shareholder, etc. can terminate the contract on the Tender Offer at any time during the Tender Offer Period. With respect to the termination of contract, the Tendering Shareholder, etc. is requested to log into sub-agent's website (https://www.rakuten-sec.co.jp) and to carry out the termination procedure from the "Tender Offer (TOB)" screen by first clicking "Domestic Stock" and then clicking "Tender Offer (TOB)" by 15:00 of final day of Tender Offer Period.

Person with Authority to Receive the Termination Document

Rakuten Securities, Inc.	6-21 Minami-aoyama 2-chome, Minato-ku, Tokyo

On an additional note, the Tender Offeror will not bring a claim against the Tendering Shareholder, etc. for compensation of damages or for termination fee in connection with the termination of contract by the Tendering Shareholder, etc. Furthermore, the cost for returning the Tendered Share Certificates, etc. will be borne by the Tender Offeror. In case of request for termination, the Tendered Share Certificates, etc. will be returned promptly after the completion of such procedure by using the method provided in "④ Method of Returning Share Certificates, etc." in "(8) Method of Settlement" above.

⑤ Method of Disclosure in Case of Change in Terms of Tender Offer, etc.

There may be cases where the Tender Offeror will change the terms of tender offer, etc. during the Tender Offer Period, except in the case where it is prohibited under Article 27-6, paragraph (1) of the Act and Article 13 of the Order. In case that change in terms of tender offer, etc. is planned, electronic public notice will be made and such fact will be published in Nihon

Keizai Shimbun. However, if it will be difficult to make a public notice by the final day of Tender Offer Period, it will be announced by using the method prescribed in Article 20 of the Cabinet Office Ordinance and public notice will be made immediately thereafter. If change in terms of tender offer, etc. is made, the tender offer, etc. will be made under the changed terms of tender offer, etc. even with respect to the Tendered Share Certificates, etc. on or prior to the day when such public notice has been made.

⑥ Method of Disclosure in Case Amended Statement Is Filed

In case that the amended statement is filed to the Director-General of Kanto Local Finance Bureau (excluding the cases prescribed in the proviso to Article 27-8, paragraph (11) of the Act), out of the contents provided in the amended statement, the matters relating to the contents provided in the public notice for commencing tender offer will be announced by means prescribed in Article 20 of the Cabinet Office Order. Furthermore, the tender offer explanation will be amended immediately and with respect to the Tendering Shareholders, etc. who already received the tender offer explanation, the tender offer explanation will be amended by providing such Tendering Shareholders, etc. with the amended tender offer explanation. However, if the scope of amendment is small, the amendment will be made by preparing a document providing the reason for amendment, the matters amended and the amended content and by providing such document to the Tendering Shareholders, etc.

⑦ Method of Disclosure of Results of Tender Offer

The results of Tender Offer will be announced on the day immediately following the final day of Tender Offer Period by using the method prescribed in Article 9-4 of the Order and Article 30-2 of the Cabinet Office Ordinance.

⑧ Other

The Tender Offer is not being made and will not be made directly or indirectly in or to, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of (including, without limitation, facsimile, e-mail, internet communication, telex and telephone), or through any facilities of national securities exchange of, the United States of America. The shares may not be tendered in the Tender Offer by means or instrumentality mentioned above, through the facilities mentioned above, or from the United States of America.

he tender offer statement relating to the Tender Offer or any related tender offer documents will not be sent or distributed and may not be sent or distributed by use of the mails or other means to or from the United States of America. Tendering of shares in the Tender Offer, which is in direct or indirect violation of any restrictions mentioned above, will not be accepted.

Upon tendering shares in the Tender Offer, the Tendering Shareholder, etc. (standing proxy in case of Foreign Shareholder) may be requested to provide the TOB agent with the representations and warranties provided below.

As of the time of tendering of shares and the time when the tender offer acceptance form is sent, the Tendering Shareholder, etc. does not reside or is not located in the United States of America. None of the information on the Tender Offer (including its copies) is directly or indirectly received or sent in, to or from the United States of America. The tender offer, etc. is not being made or the tender offer acceptance form is not being signed directly or indirectly by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of (including, without limitation, facsimile, e-mail, internet communication, telex and telephone), or through any facilities of national securities exchange of, the United States of America. The Tendering Shareholder, etc. is not a person acting as agent or trustee/delegatee of another person without discretionary power (excluding the case where such another person is giving all instructions on the tender offer, etc. from outside the United States of America).

(11) Date of Public Notice for Commencing Tender Offer

February 5, 2026 (Thursday)

(12) TOB agent

Mizuho Securities Co., Ltd.	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo

The TOB agent has appointed the following sub-agent to whom the TOB agent will outsource a part of its work:

Rakuten Securities, Inc.	6-21 Minami-aoyama 2-chome, Minato-ku, Tokyo

3. Policy, etc. after Tender Offer and Future Outlook

For policy, etc. after the Tender Offer, please see “(2) Background, Purpose and Process of Decision Leading up to Deciding the Implementation of the Tender Offer and the Management Policy after the Tender Offer,” “(4) Policy on Reorganization, etc. after Tender Offer (Matters Concerning So-called Two-Tier Takeover Strategy)” and “(5) Possibility of Delisting and Its Reason” in “1. Purpose of the Tender Offer, etc.” above.

4. Other

(1) Existence and Contents of Agreement between Tender Offeror and Target Company or Its Officer

① Expression of Approval of Tender Offer

According to the Target Company's Press Release, at its meeting of Board of Directors held today, the Target Company has passed a resolution to express its opinion that it approves the Tender Offer and to recommend to all shareholders of Target Company to tender the shares in the Tender Offer.

For details of decision-making process of Target Company, please see the Target Company's Press Release and "⑥ Approvals from all Directors (including Directors Who Are Audit and Supervisory Committee Member) Having No Interest in Target Company" in "(3) Measures to Ensure the Fairness of the Tender Offer Such as Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest, etc." in "1. Purpose of Tender Offer, etc."

② Agreement between Tender Offeror and Officers of Target Company

Not applicable.

(2) Other Information Deemed as Necessary for Investors to Decide Whether or Not to Accept the Tender Offer, etc.

① Publication of "Consolidated Earnings Report for the Third Quarter of the Fiscal Year Ending March 2026 [Japanese Accounting Standards]"

As of today, the Target Company published the Earnings Report. For details, please see the relevant published materials.

(i) Profit and Loss (consolidated)

Fiscal Period	Fiscal Year Ending March 2026 (Nine Months Ended December 31, 2025)
Net sales	26,905million yen
Operating profit	1,211million yen
Ordinary profit	1,100million yen
Profit attributable to owners of parent	751million yen

(ii) Per Share Information (consolidated)

Fiscal Period	Fiscal Year Ending March 2026 (Nine Months Ended December 31, 2025)
Net income per share for the quarter	16.66yen
Book value per share	337.11yen

② Publication of "Notice Regarding the Transfer of Fixed Assets and Recognition of Extraordinary Gains and the Revision of the Consolidated Full-Year Earnings Forecast"

At today's board of directors meeting, the Target Company resolved to transfer the fixed assets owned by the Target Company and to revise the full-year consolidated earnings forecast for the fiscal year ending March 31, 2026. For details, please see the relevant published materials.

③ Publication of "Notice Regarding and the Year-End Dividend Forecast (No Dividend Payment)"

At today's board of directors meeting, the Target Company resolved to revise the year-end dividend forecast for the fiscal year ending March 31, 2026 announced May 14, 2025 and resolved not to pay a year-end dividend for the fiscal year ending March 31, 2026, on the condition that the Tender Offer is successfully completed. For details, please see the relevant published materials.