October 14, 2025

(Correction) Notice Regarding Partial Amendments to
Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares

Company name:	Freund Corporation	Listing: Tokyo Stock Exchange
Securities code:	6312	URL: https://www.freund.co.jp
Representative:	Iwao Fusejima, President & CEO	
Contact:	Hiroaki Sekiwa, Executive Officer, General Manager, Corporate Administration Division	
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We (the "Company") hereby announce, as set forth below, that certain matters described in "Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares" , "(Correction) Notice Regarding Partial Amendments to Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares" , "(Correction) Notice Regarding Partial Amendments to Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares" and "(Correction) Notice Regarding Partial Amendments to Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares" released by the Company respectively on July 14, 2025 , on August 8, 2025 , on August 27, 2025 and September 29, 2025 require amendments.

Yuu Corporation (the "Tender Offeror"), the tender offeror of the Tender Offer, entered into on October 14, 2025, a tendering/non-tendering agreement with Mr. Hiroyuki Maki with respect to all of the Company Shares held by him (the "Tendering/Non-Tendering Agreement (Mr. Maki)").
In addition, in light of the tendering status of the shareholders of the Company, the Tender Offeror has decided to extend the tender offer period of the Tender Offer until October 28, 2025, making the total tender offer period 71 business days, in order to provide the Company's shareholders with further opportunity to consider whether to tender their Company Shares and to enhance the likelihood of the Tender Offer being successfully completed.
Furthermore, the Company hereby announces that, at the meeting of its Board of Directors held today, it has resolved to maintain its opinions previously announced in the initial opinion press release, namely, its opinion in support of the Tender Offer and its recommendation that the Company's shareholders tender their shares in the Tender Offer.

The underlines show the Corrections.

3. Details, Grounds, and Reasons for the Opinion Regarding the Tender Offer

(1) Details of the Opinion

Pre-Amendment

At the meeting of the Board of Directors held today, the Company resolved, based on the grounds and reasons set forth in "(2) Grounds and Reasons for the Opinion" below, to express its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares in the Tender Offer.

This resolution of the Board of Directors was made in the manner described in "⑦Opinion of All Disinterested Directors and

Disinterested Statutory Auditors of the Company Stating No Objection" from "(6) Measures to Ensure the Fairness of the Tender Offer, including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest" below.

Post-Amendment

At the meeting of the Board of Directors held on July 14, 2025, the Company resolved, based on the grounds and reasons set forth in "③ Decision-Making Process and Reasons Leading to the Company's Support for the Tender Offer" from "(2) Grounds and Reasons for the Opinion" below, to express its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares in the Tender Offer.

Subsequently, taking into account that the Company received a proposal from the Tender Offeror to change the transaction scheme to execute with Hiroyuki Maki the Tendering/Non-Tendering Agreement (Mr. Maki) (the "Scheme Change"), the Company carefully discussed and deliberated, at the meeting of its Board of Directors held on October 14, 2025, the terms and conditions of the Tender Offer following the Scheme Change.
As a result, as described in "③ Decision-Making Process and Reasons Leading to the Company's Support for the Tender Offer" from "(2) Grounds and Reasons for the Opinion" below, the Company determined that the Scheme Change does not give rise to any circumstances that would impair the reasonableness of the purpose of the Transaction, the fairness of its terms, or the fairness of its procedures, and that it is able to maintain its decision that the Transaction, including the Tender Offer, will contribute to enhancing the Company's corporate value and that the terms and conditions of the Tender Offer remain reasonable for the Company's shareholders. Accordingly, the Company resolved to maintain the aforementioned resolution.
The resolutions of the Board of Directors made on July 14, 2025 and October 14, 2025 were made in the manner described in "⑦ Opinion of All Disinterested Directors and Disinterested Statutory Auditors of the Company Stating No Objection" from "(6) Measures to Ensure the Fairness of the Tender Offer, including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest" below.

(2) Grounds and Reasons for the Opinion

The descriptions regarding the Tender Offeror set forth in "(2) Grounds and Reasons for the Opinion" below are based on explanations provided by the Tender Offeror.

① Overview of the Tender Offer

Pre-Amendment

<preceding text omitted>

In implementing the Tender Offer, the Tender Offeror executed on July 14, 2025, a tendering agreement with JAVF, of which Kaname Capital, L.P. serves as the Investment Manager ("Tendering Agreement (JAVF)"), and reached an agreement that JAVF would tender the Company Shares it holds ("Agreed Tendering Shares") in the Tender Offer. Subsequently, on July 29, 2025, the Tender Offeror was informed by Kaname Capital, L.P. that Kaname Capital, L.P. had received a proposal from Mr. Hiroyuki Maki to acquire the Agreed Tendering Shares. On August 1, 2025, Kaname Capital, L.P. indicated its intention to cancel the Tendering Agreement (JAVF) according to the provisions thereof to sell the Agreed Tendring Shares to Mr. Hiroyuki Maki. After that, on August 4, 2025, the Tender Offeror confirmed in the report of the amendment submitted by Mr. Hiroyuki Maki the fact that JAVF had sold the Agreed Tendering Shares to Mr. Hiroyuki Maki. As of today, the number of shares of the Company Shares owned by Mr. Hiroyuki Maki is 5,164,100 shares (ownership ratio: 30.50%).

The Tender Offeror does not plan to raise the purchase price per Target Company Share in the Tender Offer ("Tender Offer

Price") as of today, and on that condition, it is still continuing negotiations with Mr. Hiroyuki Maki to execute a tendering agreement for the Company Shares owned by him as of September 29th.

In addition, in implementing the Tender Offer, the Tender Offeror agreed in writing on July14, 2025, with the Company's second largest shareholder, Fusejima Yokosha (number of shares owned: 1,648,000 shares, ownership ratio: 9.73%), the Company's fourth largest shareholder, Mr. Yasutoyo Fusejima who is the founder of the Company and currently Senior Corporate Counsel, and also Mr. Iwao Fusejima's father (number of shares owned: 1,217,900 shares, ownership ratio: 7.19%), the Company's Representative Director, Mr. Iwao Fusejima (number of shares owned: 316,028 shares, ownership ratio: 1.87%), and the Company's seventh largest shareholder and Company's business alliance partner, Okawara Mfg. Co., Ltd. (number of shares owned: 673,600 shares, ownership ratio: 3.98%) (hereinafter, Fusejima Yokosha, Mr. Yasutoyo Fusejima, Mr. Iwao Fusejima, and Okawara Mfg. Co., Ltd. are collectively referred to as the "Non-Tendering Shareholders" or "the Fusejimas, etc.") that the Non-Tendering Shareholders will not tender any of the Company Shares they respectively hold (total number of shares owned: 3,855,528 shares, total ownership ratio: 22.77%; the "Non-Tendered Shares") in the Tender Offer, and that if the Tender Offer is completed, at the Extraordinary General Shareholders Meeting (defined in "(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)"; the same applies hereinafter), they will support resolutions relating to the Squeeze-out Procedures (defined below; the same applies hereinafter). Further, there is also an agreement in writing that, upon the Tender Offeror's decision, before the share consolidation of the Company Shares to be implemented as part of the Squeeze-out Procedures (the "Share Consolidation") comes into force, the Tender Offeror will execute with the respective Non-Tendering Shareholders a loan agreement for the Company Shares and conduct the Share Lending Transaction (defined below; the same applies hereinafter) (these agreements collectively referred to as the "Non-Tendering Agreements"). For further details of the Non-Tender Agreements, please refer to "4. Material Agreements Between the Tender Offeror and Shareholders of the Company Regarding Tendering in the Tender Offer" below.

With these agreements, if the Tender Offer is completed, the Company will have its shareholders as follows: (i) the Tender Offeror, which will hold at least 7,408,200 shares, or the minimum number of shares to be purchased below (ownership ratio: 43.76%), (ii) the Non-Tendering Shareholders (ownership ratio: 22.77%), and (iii) the Company's shareholders who did not tender their shares in the Tender Offer (excluding the Tender Offeror and the Non-Tendering Shareholders). Moreover, it is expected that, as a result of the Squeeze-out Procedures scheduled to be conducted after the Tender Offer's completion and of the subsequent unwinding of the Share Lending Transaction, only (i) the Tender Offeror and (ii) the Non-Tendering Shareholders will remain as the Company's shareholders.

The Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 7,408,200 shares (ownership ratio: 43.76%), and, if the total number of Share Certificates tendered in the Tender Offer ("Tendered Share Certificates") does not reach the minimum number of shares to be purchased (7,408,200 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates. Meanwhile, because the purpose of the Tender Offer is to delist the Company Shares, the Tender Offeror has not set the maximum number of shares to be purchased in the Tender Offer, and as long as the total number of the Tendered Share Certificates is at or above the minimum number of shares to be purchased (7,408,200 shares), all the Tendered Share Certificates will be purchased.

The minimum number of shares to be purchased (7,408,200 shares) is obtained by multiplying the number of voting rights (169,296) represented by the Number of Reference Shares (16,929,628) by two-thirds (resulting in 112,864, rounded up to the nearest whole number), subtracting from this product the total number of voting rights (227) represented by the number of the Restricted Shares held by the Company's directors (total of 22,803 shares; ownership ratio: 0.13%) (Note 4) and the total number of voting rights (38,555) represented by the Non-Tendered Shares held by the Non-Tendering Shareholders, and multiplying that result (74,082) by 100, which is the number of shares in one share unit of the Company. The minimum number of shares to be purchased also satisfies the requirements set forth in "Setting a minimum number of shares to be purchased that is greater than the number corresponding to the "Majority of Minority"" from "(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest" below. The reason for setting such minimum number of shares to be purchased is as follows: the object of the Transactions is to delist the Company Shares, and given that implementation of the Share Consolidation procedures explained below in "(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)" will require a special resolution of a general shareholders meeting as specified in the Companies Act (Act No. 86 of 2005; as amended; "Companies Act"), Article 309, paragraph (2), the minimum number of shares to be purchased was set to make it certain that the Transactions can be implemented. Furthermore, the Tender Offeror and the Non-Tendering Shareholders have agreed that the Non-Tendering Shareholders will not tender their shares in the Tender Offer and that they will support the resolutions relating to the Squeeze-out Procedures at the Extraordinary General Shareholders Meeting if the Tender Offer is completed, therefore the Non-Tendered Shares are subtracted from the calculation of the number of voting rights above.

(Note 4) The Restricted Shares cannot be tendered in the Tender Offer because there are restrictions on their transfer, but at a meeting of the Company's Board of Directors held on July 14, 2025, a resolution was made to express an opinion in support of the Tender Offer subject to the delisting; all directors to whom the Restricted Shares have been granted voted in favor of the resolution, and thus appear likely to agree to the Squeeze-out Procedures if the Tender Offer is completed. Therefore, the number of voting rights represented by such Restricted Shares granted to the directors was deducted when considering the minimum number of shares to be purchased.

<subsequent text omitted>

The Company resolved at the meeting of its Board of Directors held today to express its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares in the Tender Offer.

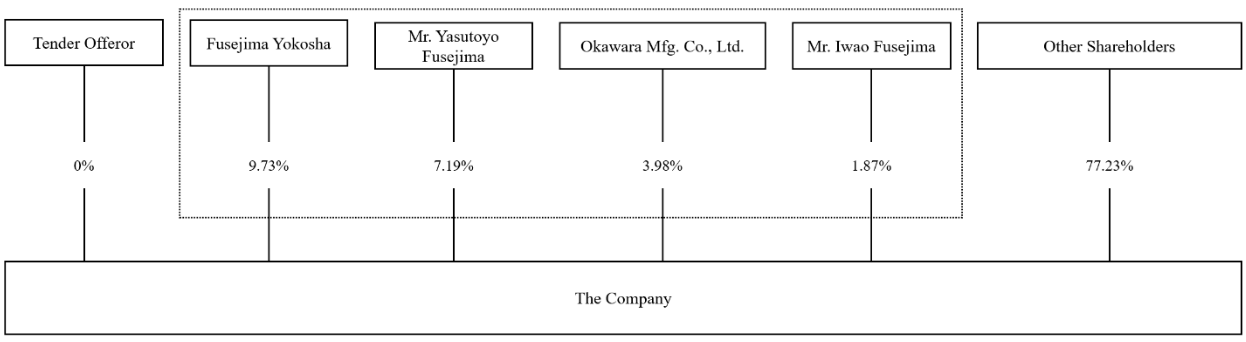
For further details regarding the resolution of the Board of Directors, please refer to ⑦Opinion of All Disinterested Directors and Disinterested Statutory Auditors of the Company Stating No Objection" from "(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest".

<subsequent text omitted>

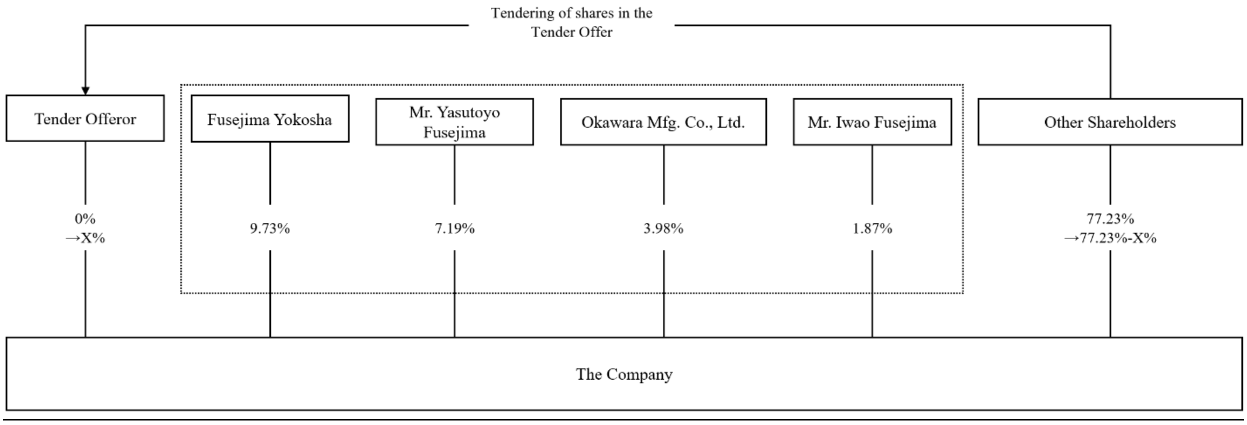
Furthermore, on September 29, 2025, the Tender Offeror decided to extend the Tender Offer period to October 14, 2025, making it a total of 61 business days.

As of today, the Tender Offeror does not plan to raise the Tender Offer Price.

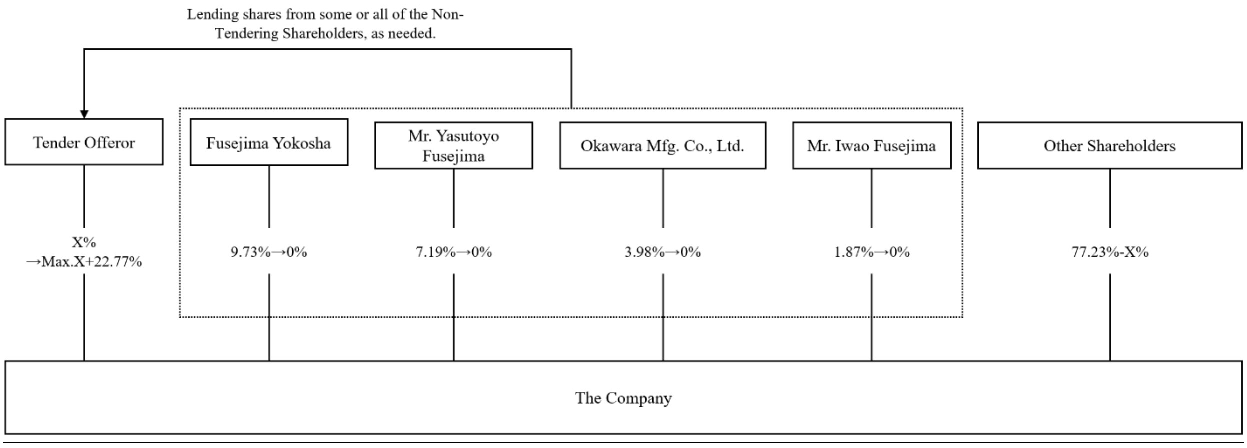
I. Current Situation



II. Settlement of the Tender Offer

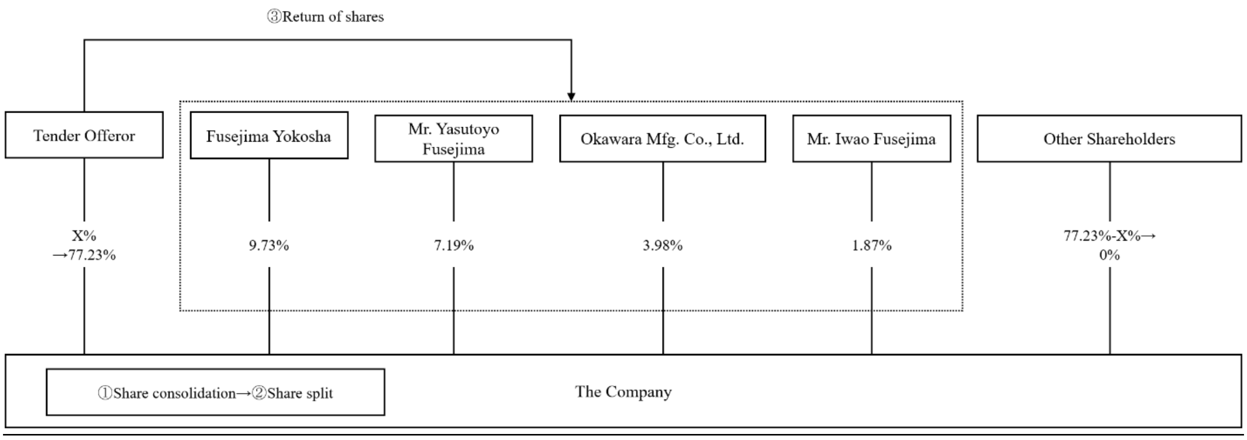


III. Execution of Share Lending Transaction before the Share Consolidation comes into effect, as needed (scheduled for late December 2025 to early January 2026)



IV. Implementation of the Squeeze-Out Procedures

If Share Lending Transactions were executed, it is expected that the shares will be returned after share split is conducted (scheduled for late December 2025 to early January 2026)



Post-Amendment

In implementing the Tender Offer, the Tender Offeror executed on July 14, 2025, a tendering agreement with JAVF, of which Kaname Capital, L.P. serves as the Investment Manager ("Tendering Agreement (JAVF)"), and reached an agreement that JAVF would tender the Company Shares it holds ("Agreed Tendering Shares") in the Tender Offer. Subsequently, on July 29, 2025, the Tender Offeror was informed by Kaname Capital, L.P. that Kaname Capital, L.P. had received a proposal from Mr. Hiroyuki Maki to acquire the Agreed Tendering Shares. On August 1, 2025, Kaname Capital, L.P. indicated its intention to cancel the Tendering Agreement (JAVF) according to the provisions thereof to sell the Agreed Tendring Shares to Mr. Hiroyuki Maki. After that, on August 4, 2025, the Tender Offeror confirmed in the report of the amendment submitted by Mr. Hiroyuki Maki the fact that JAVF had sold the Agreed Tendering Shares to Mr. Hiroyuki Maki. As of today, the number of shares of the Company Shares owned by Mr. Hiroyuki Maki is 5,164,100 shares (ownership ratio: 30.50%).

Subsequently, the Tender Offeror executed the Tendering/Non-Tendering Agreement (Mr. Maki) with Mr. Hiroyuki Maki dated October 14, 2025.

In addition, in implementing the Tender Offer, the Tender Offeror agreed in writing on October14, 2025, with the Company's second largest shareholder, Fusejima Yokosha (number of shares owned: 1,648,000 shares, ownership ratio: 9.73%), the Company's fourth largest shareholder, Mr. Yasutoyo Fusejima who is the founder of the Company and currently Senior Corporate Counsel, and also Mr. Iwao Fusejima's father (number of shares owned: 1,217,900 shares, ownership ratio: 7.19%), the Company's Representative Director, Mr. Iwao Fusejima (number of shares owned: 316,028 shares, ownership ratio: 1.87%), the Company's seventh largest shareholder and Company's business alliance partner, Okawara Mfg. Co., Ltd. (number of shares owned: 673,600 shares, ownership ratio: 3.98%) and Mr. Hiroyuki Maki, who executed the Tendering/Non-Tendering Agreement (Mr. Maki) (number of shares owned: 5,164,100 shares, ownership ratio: 30.50%%) (hereinafter, Fusejima Yokosha, Mr. Yasutoyo Fusejima, Mr. Iwao Fusejima, Okawara Mfg. Co., Ltd. and Mr. Hiroyuki Maki are collectively referred to as the "Non-Tendering Shareholders" or "the Fusejimas, etc.") that the Non-Tendering Shareholders (number of shares owned: 680,387 shares, ownership ratio 4.02%) will not tender any of the Company Shares they respectively hold (however, for Mr. Hiroyuki Maki, limited to the Company Shares subject to the non-tendering; total number of shares owned: 4,535,915 shares, total ownership ratio: 26.79%; the "Non-Tendered Shares") in the Tender Offer, and that if the Tender Offer is completed, at the Extraordinary General Shareholders Meeting (defined in "(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)"; the same applies hereinafter), they will support resolutions relating to the Squeeze-out Procedures (defined below; the same applies hereinafter). It should be noted that Mr. Yasutoyo Fusejima passed away on October 12, 2025, and accordingly, the above agreement with Mr. Yasutoyo Fusejima has been executed with his heirs. The same applies hereinafter. Further, there is also an agreement in writing that, upon the Tender Offeror's decision, before the share consolidation of the Company Shares to be implemented as part of the Squeeze-out Procedures (the "Share Consolidation") comes into force, the Tender Offeror will execute with the respective Non-Tendering Shareholders a loan agreement for the Company Shares and conduct the Share Lending Transaction (defined below; the same applies hereinafter) (the agreements entered into with the Non-Tendering Shareholders other than Mr. Hiroyuki Maki collectively referred to as the "Non-Tendering Agreements"; and the agreement entered into with Mr. Hiroyuki Maki referred to as the Tendering/Non-Tendering Agreement (Mr. Maki).). For further details of the Non-Tender Agreements and the Tendering/Non-Tendering Agreement (Mr. Maki), please refer to "4. Material Agreements Between the Tender Offeror and Shareholders of the Company Regarding Tendering in the Tender Offer" below.

With these agreements, if the Tender Offer is completed, the Company will have its shareholders as follows: (i) the Tender Offeror, which will hold at least 6,727,900 shares, or the minimum number of shares to be purchased below (ownership ratio: 39.74%), (ii) the Non-Tendering Shareholders (ownership ratio: 26.79%), and (iii) the Company's shareholders who did not tender their shares in the Tender Offer (excluding the Tender Offeror and the Non-Tendering Shareholders). Moreover, it is expected that, as a result of the Squeeze-out Procedures scheduled to be conducted after the Tender Offer's completion and of the subsequent unwinding of the Share Lending Transaction, only (i) the Tender Offeror and (ii) the Non-Tendering Shareholders will remain as the Company's shareholders.

The Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 6,727,900 shares (ownership ratio: 39.74%), and, if the total number of Share Certificates tendered in the Tender Offer ("Tendered Share Certificates") does not reach the minimum number of shares to be purchased (6,727,900 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates. Meanwhile, because the purpose of the Tender Offer is to delist the Company Shares, the Tender Offeror has not set the maximum number of shares to be purchased in the Tender Offer, and as long as the total number of the Tendered Share Certificates is at or above the minimum number of shares to be purchased (7,408,200 shares), all the Tendered Share Certificates will be purchased.

The minimum number of shares to be purchased (6,727,900 shares) is obtained by multiplying the number of voting rights (169,296) represented by the Number of Reference Shares (16,929,628) by two-thirds (resulting in 112,864, rounded up to the nearest whole number), subtracting from this product the total number of voting rights (227) represented by the number of the Restricted Shares held by the Company's directors (total of 22,803 shares; ownership ratio: 0.13%) (Note 4) and the total number of voting rights (45,358) represented by the Non-Tendered Shares held by the Non-Tendering Shareholders, and multiplying that result (67,279) by 100, which is the number of shares in one share unit of the Company. The reason for setting such minimum number of shares to be purchased is as follows: the object of the Transactions is to delist the Company Shares, and given that implementation of the Share Consolidation procedures explained below in "(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)" will require a special resolution of a general shareholders meeting as specified in the Companies Act (Act No. 86 of 2005; as amended; "Companies Act"), Article 309, paragraph (2), the minimum number of shares to be purchased was set to make it certain that the Transactions can be implemented. Furthermore, the Tender Offeror and the Non-Tendering Shareholders have agreed that the Non-Tendering Shareholders will not tender their shares in the Tender Offer and that they will support the resolutions relating to the Squeeze-out Procedures at the Extraordinary General Shareholders Meeting if the Tender Offer is completed, therefore the Non-Tendered Shares are subtracted from the calculation of the number of voting rights above.

(Note 4) The Restricted Shares cannot be tendered in the Tender Offer because there are restrictions on their transfer, but at meetings of the Company's Board of Directors held on July 14, 2025 and October 14, 2025, a resolution was made to express an opinion in support of the Tender Offer subject to the delisting; all directors to whom the Restricted Shares have been granted voted in favor of the resolution, and thus appear likely to agree to the Squeeze-out Procedures if the Tender Offer is completed. Therefore, the number of voting rights represented by such Restricted Shares granted to the directors was deducted when considering the minimum number of shares to be purchased.

<subsequent text omitted>

Since the commencement of the Tender Offer, Mr. Hiroyuki Maki has bought the Company Shares on the market through a margin transaction with Tachibana Securities Co., Ltd. For that reason, the Tender Offeror confirmed, through Mr. Hiroyuki Maki's attorney, his purpose of acquiring and holding the Company Shares, and had multiple dialogues with Mr. Hiroyuki Maki, including direct discussions between both, toward the realization of the Transactions, and eventually the implementation of measures for enhancing the corporate value of the Company. In the process, the Tender Offeror confirmed that, from the aspect of enhancing the corporate value of the Company, Mr. Hiroyuki Maki has showed a shared understanding on the business environment and management challenges of the Company as stated in "[(ｉ) Background, Purpose, and Decision-Making Process Leading to the Implementation of the Tender Offer" in "② Background, Purpose, and Decision-Making Process Leading to the Tender Offeror's Decision to Conduct the Tender Offer, and Post-Tender Offer Management Policy" below. Therefore, the Tender Offeror reached the conclusion that it would be best to ask Mr. Hiroyuki Maki, who has a shared understanding of the problem perception, to remain as a shareholder of the Company from the aspect of ensuring the implementation of the Tender Offer and the measures for enhancing the corporate value of the Company. As Mr. Hiroyuki Maki has indicated his intention to tender 4,483,713 shares, a portion of the Company Shares held by him, in the Tender Offer, the Tender Offeror reached the execution with Mr. Hiroyuki Maki the Tendering/Non-Tendering Agreement (Mr. Maki) under which a portion of the Company Shares held by him (number of shares owned: 4,483,713 shares, ownership ratio: 26.48%) will be tendered in the Tender Offer, and the remaining portion of the same (number of shares owned: 680,387 shares, ownership ratio: 4.02%) will not be tendered in the Tender Offer.

Additionally, it is planned to execute the Shareholders' Agreement (defined below) among the Tender Offer and the Non-Tendering Shareholders, targeting the day when the Share Swap comes into effect, regarding the operation of the Tender Offeror and the Company following the implementation of the Transactions; however, its details have not yet been determined as of October 14, 2025.

The Company resolved at the meeting of its Board of Directors held today to express its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares in the Tender Offer.

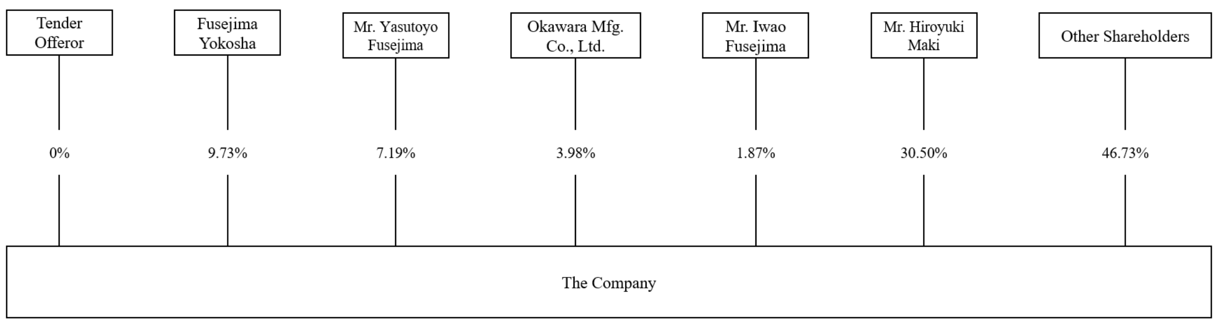
For further details regarding the resolution of the Board of Directors, please refer to ⑦Opinion of All Disinterested Directors and Disinterested Statutory Auditors of the Company Stating No Objection" from "(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest".

<subsequent text omitted>

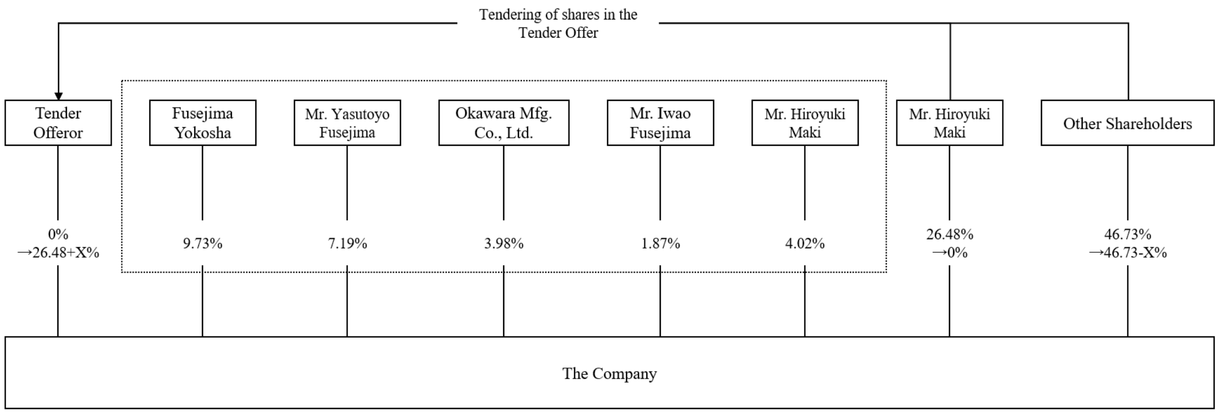
Furthermore, on September 29, 2025, the Tender Offeror decided to extend the Tender Offer period to October 14, 2025, making it a total of 61 business days, and then on October 14, 2025, decided to extend the Tender Offer period further to October 28, 2025, making it a total of 71 business days.

As of today, the Tender Offeror does not plan to raise the Tender Offer Price.

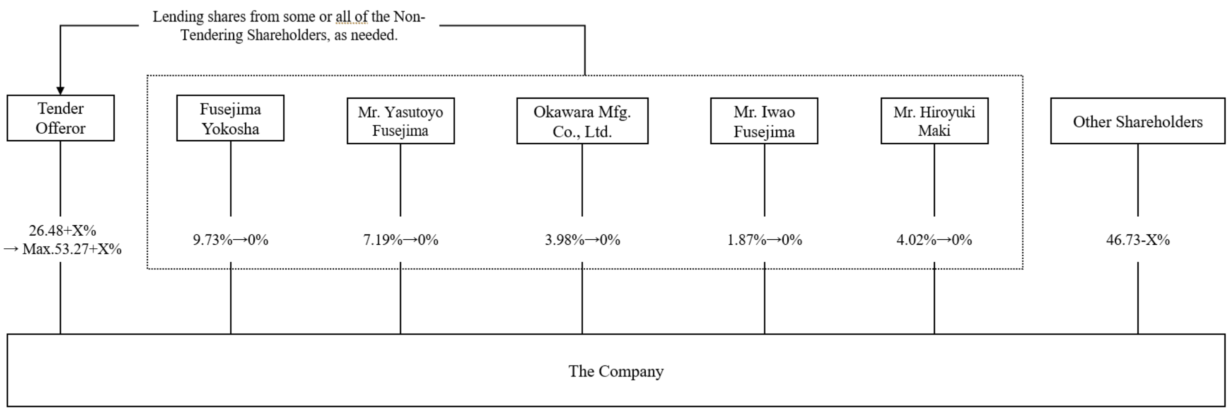
I. Current Situation



II. Settlement of the Tender Offer

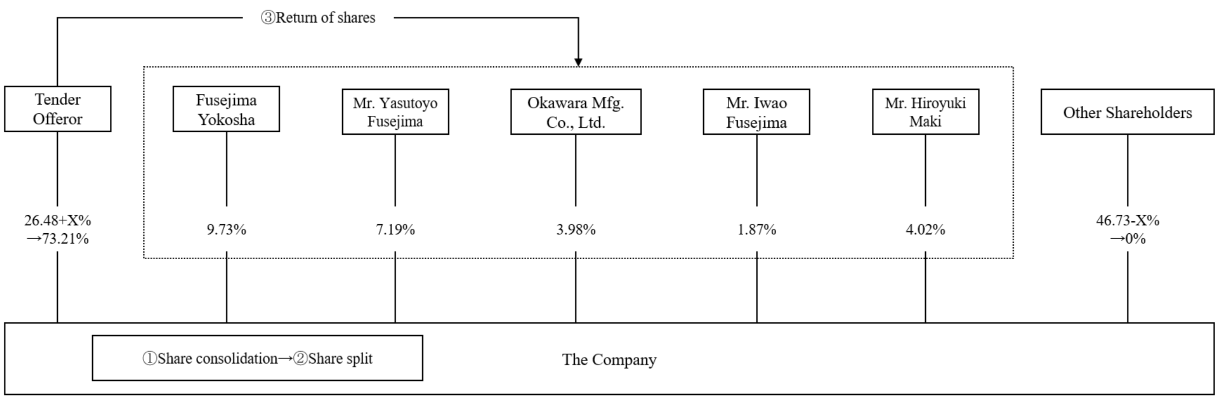


III. Execution of Share Lending Transaction before the Share Consolidation comes into effect, as needed (scheduled for January 2026 to February 2026)



IV. Implementation of the Squeeze-Out Procedures

If Share Lending Transactions were executed, it is expected that the shares will be returned after share split is conducted (scheduled for January 2026 to February 2026)



Subsequently, on October 2, 2025, the Company received a proposal of the Scheme Change from the Tender Offeror. After receiving the proposal of the Scheme Change from the Tender Offeror, the Company carefully examined it, giving the utmost respect to an additional report dated October 14, 2025, received from the Special Committee (defined below) ("Additional Committee Report," for details, please see the relevant explanations below ("③ Establishment of an Independent Special Committee and Receipt of the Committee Report by the Company" in "(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest"). As a result, the Company resolved at its Board of Directors meeting held on October 14, 2025, to keep its opinion in support of and recommendation to its shareholders to tender their shares in the Tender Offer even considering the Scheme Change because there is no specific situation that can be judged that the Scheme Change would lead to the loss of the reasonableness of the purpose of the Transactions, the appropriateness of the deal terms, and the fairness of the procedures.

② Background, Purpose, and Decision-Making Process Leading to the Tender Offeror's Decision to Conduct the Tender Offer, and Post-Tender Offer Management Policy

(i) Background, Purpose, and Decision-Making Process Leading to the Implementation of the Tender Offer

Pre-Amendment

<preceding text omitted>

Through the above discussions and negotiations, on July 14, 2025, the Tender Offeror decided to set a Tender Offer Price of 1,085 yen and implement the Tender Offer as part of the Transactions.

The Tendering Agreement (JAVF) has been terminated by today.

Post-Amendment

<preceding text omitted>

Through the above discussions and negotiations, on July 14, 2025, the Tender Offeror decided to set a Tender Offer Price of 1,085 yen and implement the Tender Offer as part of the Transactions.

The Tendering Agreement (JAVF) has been terminated by today.

Subsequently, the Tender Offeror executed the Tendering/Non-Tendering Agreement (Mr. Maki) with Mr. Hiroyuki Maki with respect to all of the Company Shares held by him dated October 14, 2025.

③ Decision-Making Process and Reasons Leading to the Company's Support for the Tender Offer

Pre-Amendment

Based on the foregoing, at the Board of Directors meeting held today, all directors of the Company who participated in the deliberation and resolution (six out of seven directors, excluding Mr. Iwao Fusejima) unanimously resolved to express the Company's opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares.

Mr. Iwao Fusejima is expected to continue to be involved in the management of the Company following the completion of the Tender Offer and is also considering making a direct investment in the Tender Offeror. In light of the existence of a conflict of interest between Mr. Fusejima and the Company regarding the Transactions, he is deemed a special interested director and therefore did not participate in any deliberation or resolution at the aforementioned Board meeting. Moreover, he did not engage in any discussions or negotiations with the Tender Offeror on behalf of the Company.

Post-Amendment

Based on the foregoing, at the Board of Directors meeting held on July 14, 2025, all directors of the Company who participated in the deliberation and resolution (six out of seven directors, excluding Mr. Iwao Fusejima) unanimously resolved to express the Company's opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares.

Mr. Iwao Fusejima is expected to continue to be involved in the management of the Company following the completion of the Tender Offer and is also considering making a direct investment in the Tender Offeror. In light of the existence of a conflict of interest between Mr. Fusejima and the Company regarding the Transactions, he is deemed a special interested director and therefore did not participate in any deliberation or resolution at the aforementioned Board meeting. Moreover, he did not engage in any discussions or negotiations with the Tender Offeror on behalf of the Company.

Subsequently, after receiving the proposal of the Scheme Change from the Tender Offeror on October 2, 2025, the Company carefully examined it, giving the utmost respect to the Additional Committee Report received from the Special Committee, the Company resolved at its Board of Directors meeting held on October 14, 2025, to keep its opinion in support of and recommendation to its shareholders to tender their shares in the Tender Offer even considering the Scheme Change because there is no specific situation that can be judged that the Scheme Change would lead to the loss of the reasonableness of the purpose of the Transactions, the appropriateness of the deal terms, and the fairness of the procedures.

(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)

Pre-Amendment

<preceding text omitted>

Specifically, after the completion of the Tender Offer, the Tender Offeror plans to request the Company to convene an extraordinary general shareholders meeting that includes in its agenda items a resolution for the Share Consolidation in accordance with Article 180 of the Companies Act and an amendment to its articles of incorporation to eliminate the provisions for number of shares in a share unit, subject to the coming into effect of the Share Consolidation (the "Extraordinary General Shareholders Meeting"). The Tender Offeror and the Non-Tendering Shareholders plan to vote in favor of all of the agenda items at the Extraordinary General Shareholders Meeting. From the viewpoint of enhancing the Company's corporate value, believing that it is desirable to hold the Extraordinary General Shareholders Meeting at an earlier stage, the Tender Offeror plans to request the Company to make a public notice during the Tender Offer Period to set a record date for the Extraordinary General Shareholders Meeting after, but as close as possible to the commencement date of settlement of the Tender Offer. The Extraordinary General Shareholders Meeting is scheduled to be held around November 2025. The Company plans to respond to such request in good faith, should it be made by the Tender Offeror.

Post-Amendment

Specifically, after the completion of the Tender Offer, the Tender Offeror plans to request the Company to convene an extraordinary general shareholders meeting that includes in its agenda items a resolution for the Share Consolidation in accordance with Article 180 of the Companies Act and an amendment to its articles of incorporation to eliminate the provisions for number of shares in a share unit, subject to the coming into effect of the Share Consolidation (the "Extraordinary General Shareholders Meeting"). The Tender Offeror and the Non-Tendering Shareholders plan to vote in favor of all of the agenda items at the Extraordinary General Shareholders Meeting. From the viewpoint of enhancing the Company's corporate value, believing that it is desirable to hold the Extraordinary General Shareholders Meeting at an earlier stage, the Tender Offeror plans to request the Company to make a public notice during the Tender Offer Period to set a record date for the Extraordinary General Shareholders Meeting after, but as close as possible to the commencement date of settlement of the Tender Offer. The Extraordinary General Shareholders Meeting is scheduled to be held around December 2025. The Company plans to respond to such request in good faith, should it be made by the Tender Offeror.

(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest

Pre-Amendment

The Tender Offeror and the Company recognized that the Tender Offer constitutes part of a so-called Management Buyout (MBO), and that such a transaction may give rise to structural conflicts of interest. Accordingly, in order to ensure the fairness of the Tender Offer Price, eliminate arbitrariness in the decision-making process leading to the implementation of the Tender Offer, and avoid conflicts of interest, the following measures were implemented to ensure the overall fairness of the Transactions, including the Tender Offer.

Please note that the descriptions below regarding measures taken by the Tender Offeror are based on explanations provided by the Tender Offeror.

Post-Amendment

The Tender Offeror and the Company recognized that the Tender Offer constitutes part of a so-called Management Buyout (MBO), and that such a transaction may give rise to structural conflicts of interest. Accordingly, in order to ensure the fairness of the Tender Offer Price, eliminate arbitrariness in the decision-making process leading to the implementation of the Tender Offer, and avoid conflicts of interest, the following measures were implemented to ensure the overall fairness of the Transactions, including the Tender Offer.

Please note that the descriptions below regarding measures taken by the Tender Offeror are based on explanations provided by the Tender Offeror.

According to the Tender Offor, it considers that for the Tender Offer, setting a minimum number of shares to be purchased by a so-called "Majority of Minority" will make the completion of the Tender Offer uncertain, and be likely not to contribute to the interests of general shareholders of the Company, who wish to tender their shares in the Tender Offer, therefore, it does not set a minimum number of shares to be purchased by the Majority of Minority. However, as the Tender Offeror and the Company have implemented the following measures from ① through ⑧ to secure the fairness of the Tender Offer Price and avoid conflicts of interest, the Tender Offeror believes that full consideration is given to the interests of general shareholders of the Company.

③ Establishment of an Independent Special Committee and Receipt of the Committee Report by the Company

Pre-Amendment

IV. In light of I through III above and other relevant considerations, a resolution by the Company's Board of Directors to proceed with the Transactions is not detrimental to minority shareholders

In the course of the Special Committee's deliberations, no specific events were identified that would cause undue harm to the Company's minority shareholders. Taking into account the matters described in Sections I through III above, and after carefully examining the potential impact of the Transactions, namely, the Tender Offer and the subsequent squeeze-out procedures (the share consolidation etc.), the Special Committee concluded that a decision by the Company's Board of Directors to proceed with the Transactions would not be detrimental to the interests of the Company's minority shareholders.

Post-Amendment

IV. In light of I through III above and other relevant considerations, a resolution by the Company's Board of Directors to proceed with the Transactions is not detrimental to minority shareholders

In the course of the Special Committee's deliberations, no specific events were identified that would cause undue harm to the Company's minority shareholders. Taking into account the matters described in Sections I through III above, and after carefully examining the potential impact of the Transactions, namely, the Tender Offer and the subsequent squeeze-out procedures (the share consolidation etc.), the Special Committee concluded that a decision by the Company's Board of Directors to proceed with the Transactions would not be detrimental to the interests of the Company's minority shareholders.

Subsequently, the Special Committee held two meetings on October 10 and October 14, 2025, to carefully discuss and deliberate whether the conclusions stated in the Committee Report could be maintained even after taking into account the Scheme Change. As a result, on October 14, 2025, the Special Committee submitted to the Board of Directors of the Company the Additional Committee Report outlining the following opinions and reasons.

(i) Opinion

Even after taking into account the Scheme Change, the Special Committee considers that the conclusion stated in the Committee Report can be maintained.

(ii) Reasons for the Opinion

I. Reasonableness of the Purpose of the Transaction

According to the explanations received from the Company and Mr. Iwao Fusejima, the Special Committee understood the following:

- Since the public announcement of the Tender Offer on July 14, 2025, there has been no material change in the business environment or management issues of the Company Group, which formed the background to the Transaction and served as the basis for the Special Committee's judgment in the Committee Report.
- Mr. Iwao Fusejima continues to believe that, even after the Scheme Change, in order to implement the following measures—(i) maintaining and enhancing a high-quality and stable production system, (ii) continuing investments aimed at capturing overseas markets, (iii) offering solutions through innovation, (iv) building a flexible business portfolio, (v) strengthening research and development capabilities and enhancing business creation through open innovation and (vi) redesigning and reinforcing human capital strategies to support sustainable growth—the most effective means is to take the Company private through a management buyout (MBO) under the Transaction. Also, through discussions with Mr. Hiroyuki Maki, it has been confirmed that Mr. Hiroyuki Maki shares the same understanding as the Company, the Tender Offeror, and Mr. Iwao Fusejima with respect to the business environment, management issues, and medium- to long-term value enhancement initiatives of the Company Group that form the background of the Transaction, and that Mr. Hiroyuki Maki has expressed his intention to support and cooperate with the Company in implementing such initiatives.
- Although the Tendering/Non-Tendering Agreement (Mr. Maki) has been executed, Mr. Hiroyuki Maki's shareholding in the Company after completion of the Tender Offer will remain below 5%. Furthermore, although under the Shareholders' Agreement to be entered into, Mr. Hiroyuki Maki is expected to be granted

the right to nominate one director to either the Tender Offeror or the Company, Mr. Hiroyuki Maki has indicated his intention to support and cooperate, as a shareholder, with the initiatives pursued by Mr. Iwao Fusejima to enhance corporate value. In light of these circumstances, the Special Committee considers that the Scheme Change will not cause any material alteration to the Company's corporate value enhancement initiatives or its post-Transaction management policies as initially envisaged at the time of the announcement of the Transaction.

- Based on these circumstances, the Tender Offeror determined that allowing Mr. Hiroyuki Maki to continue to hold shares of the Company as a shareholder would contribute to enhancing the Company's corporate value.

Considering the above, since Mr. Hiroyuki Maki shares with the Company, the Tender Offeror, and Mr. Iwao Fusejima a common understanding regarding the background, management issues, and value enhancement initiatives underlying the Transaction, and since he has expressed his intention to support and cooperate with such initiatives, the Tender Offeror's judgment that permitting Mr. Maki to remain a shareholder contributes to the enhancement of the Company's corporate value is not deemed unreasonable. Moreover, the degree of Mr. Hiroyuki Maki's involvement in the Company's management is considered limited, and the premise for the enhancement of the Company's corporate value through the MBO led by Mr. Iwao Fusejima remains unchanged. Further, as Mr. Hiroyuki Maki, who was completely independent from both the Tender Offeror and the Company at the commencement of the Tender Offer, independently acquired shares of the Company and, while tendering the majority of such shares (4,483,713 shares out of 5,164,100 shares, representing approximately 86.8%), expressed his desire to retain part of his shareholding, such conduct can be interpreted as providing an objective validation of the value enhancement expected from the Transaction. In addition, Mr. Hiroyuki Maki's participation in the Tender Offer can be evaluated as reinforcing the likelihood of realizing the value-enhancing effects of the Transaction. Based on the foregoing, the Special Committee considers that, even after the Scheme Change, the purpose of the Transaction remains reasonable and continues to contribute to the enhancement of the Company Group's corporate value.

II. Fairness of the Transaction Terms

Taking into account the following considerations, the Special Committee determined that the Scheme Change would not be detrimental to the Company's general shareholders and therefore found no need to alter the Committee Report's conclusion that the terms of the Transaction are fair and reasonable:

- The Tendering/Non-Tendering Agreement (Mr. Maki) was executed with Mr. Hiroyuki Maki, who became a shareholder holding 30.50% of the Company's shares, and can be evaluated as enhancing the likelihood of realizing the Transaction, which aims to increase the Company's corporate value.
- According to the Tender Offeror, the shareholders' agreement to be entered into is expected to grant the Tender Offeror a call option over the Company Shares held by Mr. Hiroyuki Maki. However, since the exercise and timing of such option will be determined solely at the discretion of the Tender Offeror, and no minimum sale price or other economic guarantee for Mr. Hiroyuki Maki's shares is provided, the arrangement is not considered to prejudice the interests of minority shareholders of the Company.
- As Mr. Hiroyuki Maki, who was entirely independent of both the Tender Offeror and the Company at the commencement of the Tender Offer, voluntarily acquired shares of the Company and tendered the majority of such shares (4,483,713 shares out of 5,164,100 shares, representing approximately 86.8%), the terms of the Transaction are considered fair and reasonable.

III. Fairness of the Transaction Process

Initially, under the Transaction, the minimum number of shares to be purchased in the Tender Offer had been set to satisfy the so-called "Majority of the Minority" condition, and the Special Committee had concluded in the Committee Report that such threshold was designed to respect the will of the Company's general shareholders.

Following the Scheme Change, the Tender Offeror entered into the Tendering/Non-Tendering Agreement (Mr. Maki) with Mr. Hiroyuki Maki, under which Mr. Hiroyuki Maki agreed to tender 4,483,713 shares in the Tender Offer. If Mr. Hiroyuki Maki were regarded as a shareholder sharing a significant common interest with the Tender Offeror, the minimum number of shares to be purchased in the Tender Offer would, taking into account Mr. Hiroyuki Maki's shareholding (5,164,100 shares, representing 30.50%), fall below the threshold satisfying the "Majority of the Minority" condition.

Nevertheless, (i) with respect to the "Majority of the Minority" condition, it is pointed out in the Fair M&A Guidelines (published by the Ministry of Economy, Trade and Industry dated June 28, 2019) that there are potential concerns that such conditions could hinder value-enhancing M&A transactions, particularly in cases of acquisitions by controlling shareholders of their subsidiaries. Although the Transaction currently does not fall under such a case, if the minimum number of shares to be purchased were raised to a level satisfying the "Majority of the Minority" condition after excluding Mr. Hiroyuki Maki's shareholding, the opportunity for general shareholders to sell their Company Shares at a fair and appropriate price might be impaired.

(ii) Furthermore, as of the date of the Additional Committee Report, the measures to ensure the fairness—such as (a) the establishment of an independent special committee and (b) obtaining independent advice from external experts remain effective and are functioning appropriately. Also, (c) with respect to the tender offer period, it has been extended well beyond the statutory minimum given the Scheme Change. Further, other measures to ensure the fairness including (d) the maintenance of transparency and sufficient information disclosure for general shareholders remain effective and are functioning appropriately. Accordingly, even without applying the "Majority of the Minority" condition, it can be evaluated that the fairness of the overall process of the Transaction is sufficiently ensured through these robust measures, and through such a fair process, sufficient consideration continues to be given to the interests of the Company's general shareholders.

Based on the above, the Special Committee concluded that the procedures of the Transaction continue to adequately protect the interests of the Company's general shareholders and that there is no need to revise the Committee Report's conclusion that the fairness of the Transaction process is ensured.

IV. In light of I through III above and other relevant considerations, (i) whether a resolution by the Company's Board of Directors to proceed with the Transactions is not detrimental to minority shareholders and (ii) whether it is necessary to change the conclusion of the Committee Report

Even after the Scheme Change, the Special Committee considers that the purpose of the Transaction remains reasonable, the terms remain fair and appropriate, and the procedural fairness remains ensured. Accordingly, there is no need to amend the Committee Report's conclusion that the implementation of the Transaction would not be disadvantageous to the Company's minority shareholders.

⑦Opinion of All Disinterested Directors and Disinterested Statutory Auditors of the Company Stating No Objection

Pre-Amendment

<preceding text omitted>

As a result, and as described in "(2) Grounds and Reasons for the Opinion," subsection "③ Decision-Making Process and Reasons Leading to the Company's Support for the Tender Offer," the Company's Board of Directors concluded that the Transactions, including the Tender Offer, is expected to enhance the Company's corporate value. It also determined that the Tender Offer Price and the other terms and conditions of the Tender Offer are reasonable for the Company's shareholders and that the Tender Offer provides shareholders with a fair opportunity to sell their shares. Accordingly, at the Board of Directors meeting held today, all directors of the Company who participated in the deliberation and resolution (six out of seven directors, excluding Mr. Iwao Fusejima) unanimously resolved to express the Company's opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares.

Mr. Iwao Fusejima, who is expected to continue in a management role at the Company following the completion of the Tender Offer and is also considering making a direct investment in the Tender Offeror, is deemed to have a conflict of interest with respect to the Transactions. Therefore, as an interested director, he did not participate in any deliberations or resolutions at the aforementioned Board meeting and did not take part in any discussions or negotiations with the Tender Offeror on behalf of the Company.

Post-Amendment

<preceding text omitted>

As a result, and as described in "3. Details, Grounds, and Reasons for the Opinion Regarding the Tender Offer," "(2) Grounds and Reasons for the Opinion," subsection "③ Decision-Making Process and Reasons Leading to the Company's Support for the Tender Offer," the Company's Board of Directors concluded that the Transactions, including the Tender Offer, is expected to enhance the Company's corporate value. It also determined that the Tender Offer Price and the other terms and conditions of the Tender Offer are reasonable for the Company's shareholders and that the Tender Offer provides shareholders with a fair opportunity to sell their shares. Accordingly, at the Board of Directors meeting held on July 14, 2025, all directors of the Company who participated in the deliberation and resolution (six out of seven directors, excluding Mr. Iwao Fusejima) unanimously resolved to express the Company's opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares.

Mr. Iwao Fusejima, who is expected to continue in a management role at the Company following the completion of the Tender Offer and is also considering making a direct investment in the Tender Offeror, is deemed to have a conflict of interest with respect to the Transactions. Therefore, as an interested director, he did not participate in any deliberations or resolutions at the aforementioned Board meeting and did not take part in any discussions or negotiations with the Tender Offeror on behalf of the Company.

Subsequently, as described in as described in "3. Details, Grounds, and Reasons for the Opinion Regarding the Tender Offer," "(2) Grounds and Reasons for the Opinion," subsection "③ Decision-Making Process and Reasons Leading to the Company's Support for the Tender Offer," the Company resolved at its Board of Directors meeting held on October 14, 2025, to keep its opinion in support of and recommendation to its shareholders to tender their shares in the Tender Offer even considering the Scheme Change because there is no specific situation that can be judged that the Scheme Change would lead to the loss of the reasonableness of the purpose of the Transactions, the appropriateness of the deal terms, and the fairness of the procedures.

Pre-Amendment

⑧ Setting a minimum number of shares to be purchased that is greater than the number corresponding to the "Majority of Minority"

The minimum number of shares to be purchased in the Tender Offer is equivalent to the number of shares (6,537,101), which is the number of shares corresponding to a majority of the number of shares obtained by subtracting the 3,855,428 Non-Tendered Shares from the Number of Reference Shares. In other words, if the consent of the majority of shareholders who do not have an interest in the Tender Offeror cannot be obtained, the Tender Offer will not be completed, and in this sense, the Tender Offeror places an importance on the intentions of the minority shareholders of the Company; thus, the setting of the minimum number of shares to be purchased satisfies the conditions for a "Majority of Minority".

Post-Amendment

<deleted>

Pre-Amendment

⑨ Securing an objective state where the fairness of the Tender Offer is ensured

The minimum purchase period under laws and regulations is 20 Business Days, but the Tender Offeror has set the Tender Offer Period of 61 Business Days. This is a comparatively long period compared to the minimum period under laws and regulations; thus, such period ensures opportunities for all shareholders of the Company to appropriately determine whether or not to tender their shares in the Tender Offer, and for any competing offerors to make a competing purchase, or the like of the Company Shares. In this way, the Tender Offeror intends to ensure the fairness of the Tender Offer Price.

Additionally, the Tender Offeror and the Company have not entered into any agreement that restricts the Company's contact with any competing offeror, such as an agreement containing a deal protection clause that prohibits the Company from contacting a competing offeror. In this way, in addition to adjusting the Tender Offer Period as above, the Tender Offeror ensures an opportunity for competing purchase, or the like, thereby giving consideration to ensuring the fairness of the Tender Offer.

Post-Amendment

⑧ Securing an objective state where the fairness of the Tender Offer is ensured

The minimum purchase period under laws and regulations is 20 Business Days, but the Tender Offeror has set the Tender Offer Period of 61 Business Days. This is a comparatively long period compared to the minimum period under laws and regulations; thus, such period ensures opportunities for all shareholders of the Company to appropriately determine whether or not to tender their shares in the Tender Offer, and for any competing offerors to make a competing purchase, or the like of the Company Shares. In this way, the Tender Offeror intends to ensure the fairness of the Tender Offer Price.

Additionally, the Tender Offeror and the Company have not entered into any agreement that restricts the Company's contact with any competing offeror, such as an agreement containing a deal protection clause that prohibits the Company from contacting a competing offeror. In this way, in addition to adjusting the Tender Offer Period as above, the Tender Offeror ensures an opportunity for competing purchase, or the like, thereby giving consideration to ensuring the fairness of the Tender Offer.

4. Material Agreements Between the Tender Offeror and Shareholders of the Company Regarding Tendering in the Tender Offer

Pre-Amendment

On July 14, 2025, the Tender Offeror executed the Non-Tendering Agreement with each of the Non-Tendering Shareholders. Details of the Non-Tendering Agreement are as follows:

(i) Agreement on non-tendering in the Tender Offer

The Non-Tendering Shareholders have agreed not to tender their Non-Tendered Shares in the Tender Offer.

(ii) Agreement on exercise of voting rights attached to the Company Shares

If the Tender Offeror cannot acquire all of the Company Shares (including the Restricted Shares but excluding treasury shares held by the Company and the Non-Tendered Shares) in the Tender Offer, after the completion of the Tender Offer, the Tender Offeror plans to request the Company to convene an extraordinary general shareholders meeting that includes in its agenda items a resolution for the Share Consolidation and an amendment to the articles of incorporation eliminating the provisions for number of shares in a share unit, subject to the coming into effect of the Share Consolidation, so that the Tender Offeror and the Non-Tendering Shareholders will be the only shareholders of the Company, and the Non-Tendering Shareholders have agreed to vote in favor of all of the agenda items, exercising the voting rights attached to the Non-Tendered Shares.

(iii) Agreement on share-lending

In order to avoid, to the extent possible, the existence of a Company's shareholder (excluding the Tender Offeror and the Non-Tendering Shareholders) who holds the Company Shares equal to or greater than the smallest number of the Company Shares owned by any of the Tender Offeror or the Non-Tendering Shareholders as of the Effective Date of the Share Consolidation, and enhance the stability of the Squeeze-out Procedures, Mr. Iwao Fusejima has agreed that the Tender Offeror may, at its decision, carry out the Share Lending Transaction with the Non-Tendering Shareholders effective before the Share Consolidation comes into effect. The share-lending fee is expected to be free.

Post-Amendment

(1) The Non-Tendering Agreement

On October 14, 2025, the Tender Offeror executed the Non-Tendering Agreement with each of the Non-Tendering Shareholders other than Mr. Hiroyuki Maki. Details of the Non-Tendering Agreement are as follows:

(i) Agreement on non-tendering in the Tender Offer

The Non-Tendering Shareholders have agreed not to tender their Non-Tendered Shares in the Tender Offer.

(ii) Agreement on exercise of voting rights attached to the Company Shares

If the Tender Offeror cannot acquire all of the Company Shares (including the Restricted Shares but excluding treasury shares held by the Company and the Non-Tendered Shares) in the Tender Offer, after the completion of the Tender Offer, the Tender Offeror plans to request the Company to convene an extraordinary general shareholders meeting that includes in its agenda items a resolution for the Share Consolidation and an amendment to the articles of incorporation eliminating the provisions for number of shares in a share unit, subject to the coming into effect of the Share Consolidation, so that the Tender Offeror and the Non-Tendering Shareholders will be the only shareholders of the Company, and the Non-Tendering Shareholders have agreed to vote in favor of all of the agenda items, exercising the voting rights attached to the Non-Tendered

Shares.

(iii) Agreement on share-lending

In order to avoid, to the extent possible, the existence of a Company's shareholder (excluding the Tender Offeror and the Non-Tendering Shareholders) who holds the Company Shares equal to or greater than the smallest number of the Company Shares owned by any of the Tender Offeror or the Non-Tendering Shareholders as of the Effective Date of the Share Consolidation, and enhance the stability of the Squeeze-out Procedures, Mr. Iwao Fusejima has agreed that the Tender Offeror may, at its decision, carry out the Share Lending Transaction with the Non-Tendering Shareholders effective before the Share Consolidation comes into effect. The share-lending fee is expected to be free.

(2) The Tendering/Non-Tendering Agreement (Mr. Maki)

The Tender Offeror executed with Mr. Hiroyuki Maki the Tendering/Non-Tendering Agreement (Mr. Maki) on October 14, 2025, under which he agreed to tender a portion of the Company Shares held by him (number of shares owned: 4,483,713 shares; ownership ratio: 26.48%) in the Tender Offer, and not to tender the remaining portion of the same (number of shares owned: 680,387 shares; ownership ratio: 4.02%) in the Tender Offer. The agreement above does not contain the precondition for tendering the Company Shares subject to the tendering in the Tender Offer. The Tender Offor also agreed with Mr. Hiroyuki Maki on the same terms as described in "(1) The Non-Tendering Agreement" above with respect to the Company Shares subject to non-tendering.

In the said agreement, there are no conditions precedent for the tender of the Company Shares subject to tendering in the Tender Offer, and, other than the payment of the Tender Offer Price, no special benefit will be granted to Mr. Hiroyuki Maki in connection with the Tender Offer. In addition, the parties have agreed on the following matters.

(i) From the date of execution of the Tendering/Non-Tendering Agreement (Mr. Maki), Mr. Hiroyuki Maki shall not transfer, create a security interest in or otherwise dispose of the Company Shares he holds, conduct any transaction that is substantively in conflict with the Tender Offer or may make it difficult to execute the Tender Offer, enter into any agreement relating thereto, nor make any proposal, solicitation, discussion, negotiation or provision of information regarding such transactions, directly or through a third party, other than tendering in the Tender Offer.

(ii) From the date of execution of the Tendering/Non-Tendering Agreement (Mr. Maki), absent the Tender Offeror's prior written consent, Mr. Hiroyuki Maki shall not exercise its rights as the Company's shareholder, including the right to request the convocation of a general shareholders' meeting, the right to make a proposition thereat, and any other shareholder's rights.

(iii) Mr. Hiroyuki Maki shall not, from the date of execution of the Tendering/Non-Tendering Agreement (Mr. Maki), directly or indirectly purchase, acquire, or otherwise obtain any shares or other securities of the Company, nor shall he engage in any discussions or negotiations with any third party regarding any such acquisition, without the prior written consent of the Tender Offeror.

(3) Shareholders' Agreement (to be executed)

The Tender Offeror and the Non-Tendering Shareholders plan to execute a shareholders' agreement targeting the day when the Share Swap comes into effect, regarding the matters, including the Tender Offeror's right to buy shares (Call Option) and the Non-Tendering Shareholders' rights to appoint directors ("Shareholders' Agreement"). Although its details have not yet been determined, it is planned to be structured in a manner that does not conflict with the principle of uniform tender offer price set forth in Article 27-2, Paragraph 3 of the Financial Instruments and Exchange Act.