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Securities Code: 7092

March 4, 2026

(Date of commencement of electronic provision measures: February 26, 2026)

To Our  
Shareholders

Kiyooki Yamabe  
President and Representative Director  
Fast Fitness Japan, Inc.  
Shinjuku-I-Land Wing 10F,  
6-3-1 Nishishinjuku, Shinjuku-ku,  
Tokyo

## Notice of Convening an Extraordinary Shareholders Meeting

We would like to express our sincere appreciation to all our shareholders for your support.

We are pleased to announce the Extraordinary Shareholders' Meeting of Fast Fitness Japan, Inc. (the "Company"). The meeting will be held as stated below. For the convening of this Extraordinary Shareholders' Meeting, we have taken measures to electronically provide the information, and matters subject to the measures for electronic provision are posted on the following websites on the Internet as the Notice of Convening an Extraordinary Shareholders' Meeting. Please visit either of the websites below to examine the notice.

**【The Company's website】**

<https://www.fastfitnessjapan.jp/en/ir/meeting/>



**【Tokyo Stock Exchange website】**

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



(Please visit the website above, enter/search "Fast Fitness Japan" under "Issue name (company name)" or its securities code "7092" under "Code," and choose "Basic information," "Documents for public inspection/PR information" and "Notice of Extraordinary Shareholders' Meeting / Informational Materials for a Extraordinary Shareholders' Meeting." However, after the shares of the Company are delisted, please visit the above Tokyo Stock Exchange website, click "Delisted companies" to examine with similar procedures.)

You may exercise your voting rights in advance in writing or via the Internet in lieu of voting in person at the meeting. After reviewing the Reference Documents for the Extraordinary Shareholders' Meeting included in the matters provided electronically, please exercise your voting rights following the instructions below no later than 7:00 p.m. on Wednesday, March 18, 2026 (JST).

## Details

1. Date and Time: 10:00 a.m. on Thursday, March 19, 2026 (reception starts at 9:30 a.m.) (JST)
2. Place: Belle Salle Shinjuku Grand Conference Center Room M, Sumitomo Fudosan Shinjuku  
Grand Tower 5F, 8-17-1 Nishishinjuku, Shinjuku-ku, Tokyo

3. Meeting Agenda:

Proposals to be Resolved:

Proposal No.1: Share Consolidation

Proposal No.2: Partial Amendments to the Articles of Incorporation

- If there are any changes to the matters subject to the measures for electronic provision, we will post the corrections on each website.
- The documents sent to you also include documents stating the matters subject to the measures for electronic provision delivered on request for the delivery of documents.

## Guidance for Exercising Voting Rights

The exercise of voting rights at the Company's Extraordinary Shareholders' Meeting is shareholders' important right.

Please review the Reference Documents for the Extraordinary Shareholders' Meeting provided as the matters subject to the measures for electronic provision and exercise your voting rights.

There are three ways to exercise your voting rights as described below.

■ **When exercising voting rights by attending the meeting in person**

**Date and time of the meeting: 10:00 a.m., Thursday, March 19, 2026 (reception starts at 9:30 a.m.) (JST)**

Please submit the Voting Rights Exercise Form at the reception desk.

■ **When exercising voting rights in writing by postal mail**

**Exercise deadline: To be arrived no later than 7:00 p.m. on Wednesday, March 18, 2026 (JST)**

Please indicate your vote of approval or disapproval of each proposal on the Voting Rights Exercise Form and return the completed Voting Rights Exercise Form to the Company without a postage stamp. If there is no indication of approval or disapproval of each proposal on the Voting Rights Exercise Form, we will treat it as an indication of your approval.

■ **When exercising voting rights via the Internet**

**Exercise deadline: To be entered no later than 7:00 p.m. on Wednesday, March 18, 2026 (JST)**

Please follow the instructions on the next page to enter your vote of approval or disapproval.

**How to fill out the Voting Rights Exercise Form**

Please indicate your vote of approval or disapproval of each proposal here.

**For Proposal No.1 and Proposal No.2**

- If you approve the proposal, please mark a circle in the box labeled “賛” [Approve].
- If you disapprove the proposal, please mark a circle in the box labeled “否” [Disapprove]

If you exercise your voting rights both via the Internet and in writing, the vote via the Internet will be deemed valid. If you exercise your voting rights multiple times via the Internet, only the final vote will be deemed valid. In addition, if no indication of approval or disapproval is provided for each proposal, it will be deemed approved.

## How to Exercise Voting Rights via the Internet

### By scanning the QR code

You can log in to the Voting Right Exercise Website without having to enter your “Login ID” and “Temporary password” provided on the Voting Rights Exercise Form.

1. Scan the QR code provided on the Voting Rights Exercise Form.  
\*QR code is a registered trademark of DENSO WAVE INCORPORATED.
2. Follow on-screen instructions to indicate your approval or disapproval of each proposal.

### By entering login ID and temporary password

Voting Right Exercise Website: <https://evote.tr.mufg.jp/>

1. Access the Voting Right Exercise Website.
2. Enter your “Login ID” and “Temporary password” provided on the Voting Rights Exercise Form and click on “Log in.”  
Enter “Login ID” and “Temporary password”  
Click on “Log in”
3. Follow on-screen instructions to indicate your approval or disapproval of each proposal.

For inquiries regarding how to operate your computer, smartphone or any other device to exercise voting rights via the Internet, please contact the following.

Corporation Agency Division (Help Desk)  
Mitsubishi UFJ Trust and Banking Corporation  
Tel: 0120-173-027 (toll-free)(available in Japanese only)  
Service hours: 9:00 a.m.–9:00 p.m. (JST)

## Reference Documents for the Extraordinary Shareholders Meeting

### Proposals and Reference Matters

#### Proposal No.1: Share Consolidation

##### 1. Reasons for Conducting the Share Consolidation

As stated in the “Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Offer” announced by the Company on December 1, 2025 (including the corrections made by the ‘(Amendment) Notice regarding Partial Amendment to the “Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Offer”’ announced by the Company on January 5, 2026; hereinafter referred to as the “Opinion Statement Press Release”), JG35 Inc. (hereinafter referred to as the “Tender Offeror”) determined on December 1, 2025 to implement a tender offer (hereinafter referred to as the “Tender Offer”) for the common shares of the Company (hereinafter referred to as the “Company Shares”), as part of a series of transactions (hereinafter referred to as the “Transactions”) intended to acquire all of the Company Shares listed on the Tokyo Stock Exchange, Inc. (hereinafter referred to as “Tokyo Stock Exchange”) Prime Market (including the Company Shares to be delivered upon the exercise of the Share Options (as defined below), as well as the Company’s restricted shares granted to the Company’s Directors as restricted share compensation existing as of December 1, 2025 (hereinafter referred to as the “Restricted Shares”), but excluding 9,108,900 Company Shares owned by Oak Corporation (hereinafter referred to as “Oak”) (hereinafter referred to as the “Non-tendered Shares”) and the treasury shares held by the Company), and the fifth series share options issued pursuant to a resolution of the Board of Directors of the Company dated March 2, 2018 (hereinafter referred to as the “Share Options”) and to privatize the Company.

Further, as stated in the “Notice Concerning the Result of the Tender Offer for the Company’s Share Certificates, etc. by JG35 Inc. and Change of the Parent Company and Major Shareholder” announced by the Company on January 21, 2026, as a result of the Tender Offer conducted by the Tender Offeror from December 2, 2025 to January 20, 2026, the Tender Offeror came to hold 8,972,661 Company Shares (ownership ratio (Note 1): 47.19%) as of January 27, 2026 (the commencement date of settlement of the Tender Offer) (including the number of the Company Shares underlying the Share Options; the same shall apply hereinafter). The purposes and background of the Transactions, including the Share Consolidation (as defined below), are as announced in the Opinion Statement Press Release; however, the outline thereof is restated below. The descriptions concerning the Tender Offeror set forth below are based on explanations received from the Tender Offeror.

(Note 1) Ownership ratio means the ratio (rounded to the nearest hundredth) to the number of shares calculated as follows: (i) the total number of issued shares as of September 30, 2025 as stated in the "Consolidated Financial Results for the Six Months of the Fiscal Year Ending March 31, 2026 (under Japanese GAAP)" announced by the Company on November 14, 2025 (18,771,180 shares), minus (ii) the number of treasury shares that the Company owns as of September 30, 2025 (16,568 shares) (resulting in 18,754,612 shares), plus (iii) the number of the Company Shares (259,740 shares) underlying 333 Share Options as remained outstanding as of September 30, 2025 (resulting in 19,014,352 shares). The same applies hereinafter.

It is explained that the Tender Offeror is a kabushiki kaisha (joint stock company) established on October 21, 2025 for the primary purpose of acquiring and holding the Company’s share certificates, etc. and of controlling and managing the Company’s business operations, and that, as of the date hereof, 33% of the Tender Offeror’s voting rights are owned by JG29 Investment Limited Liability Partnership (“JG29”), the general partner of which is JG28 Inc., whose issued shares are wholly owned by Japan Growth Investments Alliance, Inc. (“JGIA”) and its subsidiaries or affiliates, and 67% of the Tender Offeror’s voting rights are owned by Oak.

The Company Group (comprising the Company and seven consolidated subsidiaries, for a total of eight companies as of December 1, 2025; the same applies hereinafter) operates as the master franchisee of “Anytime Fitness” in Japan, and manages both company-operated and franchise (FC) stores.

In May 2010, the Company was established for the purpose of operating fitness clubs, and in June 2010, it entered into a master franchise agreement with Anytime Fitness, LLC, the master franchisor of “Anytime Fitness.” Since then, the Company has grown as a pioneer of 24-hour, machine-focused gyms in Japan, expanding the number of company-operated and franchise stores under the “Anytime Fitness” brand, which is built on the concepts of being “staffed”, “safe”, “secure”, “comfortable”, and “clean.” As of the end of September 2025, the Company operates 1,217 stores in Japan, making it the second largest in the world in terms of the number of fitness clubs under the “Anytime Fitness” brand, following the United States.

The Company Group, under its corporate philosophy of the purpose of "Get to a healthier place," the mission "Make fitness a part of everyday life to foster a vibrant and fulfilling society," and the vision "Become a partner who supports lifestyle of each and every individual as a commonplace for society," is committed to providing and developing services

aimed at realizing a society where everyone can live healthily and with a fulfilling life.

Regarding the market environment surrounding the Company Group, the fitness participation rate in Japan is 5.0%, which remains low compared with 23.7% in the United States, 15.9% in the United Kingdom, and 13.4% in Germany (Note 2) and accordingly, the Company recognizes significant long-term growth potential for its domestic Anytime Fitness business and The Bar Method business. On the other hand, new entrants, particularly in the 24-hour self-service gym segment, have been rapidly increasing, with this trend being especially pronounced in the lower-priced segment. Although these conditions have intensified competition with other companies in the domestic Anytime Fitness business, the Company has leveraged its strengths in brand power, convenience, operational know-how, and data utilization, and the Company's domestic Anytime Fitness business has continued to show steady growth in both the number of clubs and members, reaching 1,217 clubs and 1,087,443 members as of the end of September 2025.

In addition, in Germany, where a consolidated subsidiary of the Company holds the master franchise rights, the fitness participation rate is 13.4%, which is relatively high in Europe. Given the large market size, Germany appears to be a highly attractive market. On the other hand, as there are numerous established major players, the Company Group, as a later entrant, recognizes the need to conduct its business operations with full awareness of the competitive environment. Even in such a highly competitive environment, the Company believes that Germany remains a market with significant growth opportunities, provided that it can leverage its differentiated strengths, including store operation know-how, store development capabilities, and brand penetration. The Company aims to develop its overseas Anytime Fitness business as a second growth driver by implementing flexible formats tailored to the characteristics of each country in which it operates.

(Note 2) This information is based on "Trends in the Japanese Fitness Club Industry, 2025 Edition" (published by Fitness Business Editorial Department, Club Business Japan Co., Ltd., June 25, 2025).

Amidst the above circumstances, Mr. Akira Okuma, the Director and Chairman of the Company (hereinafter referred to as "Mr. Akira Okuma"), had recognized that since its founding, the Company has centered on its purpose to "Get to a healthier place" and has strived to provide healthy lifestyles through its business activities while staying close to its customers and communities and furthermore, building upon its strong brand recognition and position as a fitness club, the Company has also developed a diverse service portfolio through actively pursuing growth strategies, such as expanding into new business styles and developing online stores. However, within the domestic fitness market where the Company operates, the fitness participation rate per capita remains low compared to those of Europe, the United States, and the advanced Asian nations, and the competitive environment is undergoing significant change, such as the proliferation of operators including new entrants driven by the diversification in price range and business formats. Mr. Akira Okuma considered that responding to these changes is an urgent necessity for the Company to achieve further growth going forward. Under such circumstances, he came to believe that the Company Group will be able to achieve further growth and enhancement of corporate value in the medium to long term by pursuing the following specific measures: (a) more proactive new store openings and strengthened marketing; (b) achieving discontinuous growth through domestic and cross-border M&As; (c) standardizing store profitability at a high level; and (d) maximizing customer satisfaction and lifetime value (LTV) by leveraging the existing customer base and digital technology in an integrated manner. At the same time, Mr. Akira Okuma came to recognize that such measures entail major transformations of the business structure and new undertakings, and will not contribute immediately to the Company Group's performance, requiring a considerable amount of time and upfront investment.

Furthermore, Mr. Akira Okuma came to believe that it would be difficult for the Company to implement the above measures while maintaining its listing because, while the Company is required to respond to the demands of the stock market for short-term profit pursuit as a listed company, executing growth strategies while maintaining awareness on the stock price and also by using the existing resources would decrease feasibility compared to if the Company went private, and there is also a risk that the Company may not receive sufficient recognition from the capital market, which could lead to a decline in the share price of the Company Shares and in turn, harm the interests of the existing shareholders.

Given the above, around July 2024, while considering the business strategy for the Company Group, Mr. Akira Okuma began exploring the possibility of privatizing the Company Shares as one potential means to execute business strategies. Then, Mr. Akira Okuma carefully considered the various factors described above, including, among others: a. the high possibility that the implementation of each of the measures contemplated by Mr. Akira Okuma will require a certain amount of time; b. amid the intensifying competition in the fitness market, it is becoming increasingly important for the Company to open new stores in white spaces more rapidly than the competitors and provide higher-value-added services, and it is necessary to expeditiously and dually implement new store openings in Japan and launch new businesses in and outside Japan; and c. the feasibility of the privatization as well as the impact the privatization may have on the Company's business and financial aspects and each stakeholder. As a result of the consideration, Mr. Akira Okuma reached the conclusion that in order to enhance the corporate value of the Company Group in the medium to long term in a sustainable

manner, rather than being bound by short-term profits, privatizing the Company Shares as soon as possible is the most effective means to implement the above measures fundamentally, flexibly, and consistently from a medium- to long-term perspective while avoiding the risk burden for the Company's shareholders that may arise in connection with the implementation of the said measures and in addition, it will make it possible to provide the Company's shareholders with a reasonable opportunity to sell their shares at a price with a certain premium over the market price. At the same time, Mr. Akira Okuma considered that in order to move forward with the measures described above without being bound by short-term profits, upon privatizing the Company Shares, Mr. Akira Okuma, who most deeply understands the management of the Company Group as a member of the founding family and the current Director and Chairman of the Company, should continue to be involved in the management and carry out business judgments in a flexible and agile manner. Thereupon, Mr. Akira Okuma came to believe that, in order to maintain and develop the corporate culture that has been cultivated since the Company's foundation and also to ensure the continuity of the relationships with the Company's stakeholders, the method of management buyout (MBO) (Note 3) is the optimal approach, and decided that Oak, which is an asset management company of the founding family that already holds 47.91% of the Company Shares and for which Mr. Akira Okuma serves as the Representative Director, should act as the entity to implement the Transactions.

(Note 3) A "management buyout (MBO)" generally refers to a transaction in which the management of a target company acquires shares of the target company, by contributing all or part of the acquisition funds, on the premise of continuing the target company's business.

From the perspective of further enhancing the Company's corporate value, Oak believed that it would be preferable to conduct the Transactions jointly with an external partner possessing the expertise and resources to support the Company's further business development rather than privatizing the Company on its own, while from the perspective of the continuity of the relationships with the Company's stakeholders, it is desirable to externally clarify that the founding family will own the majority interest in the Company. Thus, around September 2024, Oak began to consider potential partners that meet these criteria. Subsequently, from around September 2024 to around February 2025, Oak held interviews and discussions with two potential partners including JGIA, who expressed interest in a co-investment based on the premise that the founding family will own the majority interest.

Thereafter, around February 2025, Oak held initial interviews with JGIA towards making a co-investment and then commenced discussions regarding the co-investment. Following multiple rounds of further discussions, around July 2025, Oak selected JGIA as its co-investment partner and began concrete discussions and deliberations toward an initial proposal.

On July 24, 2025, the Company commenced specific consideration of the Transactions upon receipt of the Letter of Intent for the Transactions from Oak, for which Mr. Akira Okuma serves as the Representative Director, and JGIA (hereinafter collectively referred to as the "Proposers".)

As set out in "[1] Procurement of a Share Valuation Report from an Independent Third-Party Valuator retained by the Company" and "[2] Procurement of Advice from an Independent Law Firm by the Company" under "(3) Matters Considered to Ensure That the Interests of the Company's Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced" in "3. Matters Concerning the Appropriateness of the Provisions Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act" below, in order to eliminate arbitrariness in the decision-making of the Company and its Board of Directors with respect to the Transactions and to ensure the fairness, transparency, and objectivity of the decision-making process, at the meeting of the Board of Directors held on August 13, 2025, the Company appointed TMI Associates as a legal advisor independent of the Tender Offeror, Mr. Akira Okuma, Oak and JGIA (hereinafter collectively referred to as the "Tender Offer Related Parties") and the Company Group, and appointed Daiwa Securities Co., Ltd. (hereinafter referred to as "Daiwa Securities") as a financial advisor and third-party valuator independent of the Tender Offer Related Parties and the Company Group, respectively. Furthermore, because the Transactions constitute a management buyout (MBO) and therefore present structural conflict-of-interest concerns, in order for the Company to carefully make decisions on the Transactions and to eliminate the risk of arbitrariness and conflicts of interest in the decision-making process of the Company's Board of Directors and to ensure fairness thereof, at the same Board meeting held on August 13, 2025, the Company established a special committee to consider the proposal for the Transactions (hereinafter referred to as the "Special Committee." For the composition and specific activities of the Special Committee, please see "[3] Establishment of an Independent Special Committee at the Company and Procurement of Opinion (Report)" under "(3) Matters Considered to Ensure That the Interests of the Company's Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced" in "3. Matters Concerning the Appropriateness of the Provisions Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act" below.).

In addition, as set out in "[3] Establishment of an Independent Special Committee at the Company and Procurement of Opinion (Report)" under "(3) Matters Considered to Ensure That the Interests of the Company's Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced" in "3. Matters Concerning the Appropriateness of the Provisions

Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act” below, on September 19, 2025, the Special Committee resolved to appoint Plutus Consulting Co., Ltd. (hereinafter referred to as “Plutus Consulting”) as the Special Committee's own third-party valuator.

Furthermore, as set out in “[5] Establishment of an Independent Discussion System within the Company” in “(3) Matters Considered to Ensure That the Interests of the Company’s Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced” under “3. Matters Concerning the Appropriateness of the Provisions Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act” below, the Company has established an internal structure under which examinations, negotiations, and decision-making concerning the Transactions are conducted from a position independent of the Tender Offer Related Parties. Specifically, since Mr. Akira Okuma is in a structural conflict-of-interest position with respect to the Company regarding the Transactions, he has not participated at all in the deliberations or resolutions at meetings of the Board of Directors concerning the Transactions, nor has he, from the Company’s side, participated in any discussions or negotiations with the Tender Offer Related Parties. The review process has been conducted exclusively by officers and employees who are recognized as independent of the Tender Offer Related Parties, and this approach has been maintained until December 1, 2025.

After establishing the above structure, the Company accepted due diligence by the Proposers from late August 2025 through early October 2025. In addition, while receiving advice from TMI Associates and Daiwa Securities, the Company held multiple discussions and negotiations with the Proposers regarding whether to proceed with the Transactions. Specifically, on September 5, 2025, the Special Committee submitted written questions to the Proposers regarding the purpose and significance of the Transactions, their timing, structure, and terms, as well as the Company's management policy after the Transactions, and on September 19, 2025, the Special Committee received written responses from the Proposers. Thereafter, on October 3, 2025, with respect to matters including the purpose and significance of the Transactions, their terms, and the Company's management policy after the Transactions for which responses had been received from the Proposers on September 19, 2025, the Special Committee submitted additional written questions to the Proposers, and received responses to those questions both in writing and during interviews with the Proposers held on October 8 and October 10, 2025. Mr. Akira Okuma was also present during the interviews.

Based on the results of such discussions and negotiations, the Company conducted, as set forth below, that by leveraging JGIA's extensive experience, track record, human resources, and management know-how, the Company could secure its medium- to long-term competitiveness and enhance its corporate value even with respect to challenges that would be difficult to achieve using only the management resources currently available to the Company Group.

Under the foregoing circumstances, the Company received necessary legal advice from TMI Associates regarding the decision-making methods and processes of the Company's Board of Directors and other matters to be considered including various procedures related to the Transactions, and received, dated December 1, 2025, a report (hereinafter referred to as the “Report”) from the Special Committee (please see “[3] Establishment of an Independent Special Committee at the Company and Procurement of Opinion (Report)” under “(3) Matters Considered to Ensure That the Interests of the Company’s Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced” in “3. Matters Concerning the Appropriateness of the Provisions Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act” below for an outline of the Report and the specific activities of the Special Committee).

In addition, on November 28, 2025, the Company received from Daiwa Securities a share valuation report concerning the Company Shares (hereinafter referred to as the “Valuation Report (Daiwa Securities)”).

Furthermore, on November 28, 2025, the Special Committee received from Plutus Consulting a share valuation report concerning the Company Shares (hereinafter referred to as the “Valuation Report (Plutus)”) and a fairness opinion (hereinafter referred to as the “Fairness Opinion”) stating that the tender offer price of JPY 2,315 per share is fair to the Company's general shareholders from a financial point of view (please see “(ii) Summary of Valuation” and “(iii) Outline of the Fairness Opinion” in “[7] Acquisition by the Special Committee of a Share Valuation Report and a Fairness Opinion from an Independent Third-Party Valuator” under “(3) Matters Considered to Ensure That the Interests of the Company’s Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced” in “3. Matters Concerning the Appropriateness of the Provisions Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act” below for outlines of the Valuation Report (Plutus) and the Fairness Opinion).

On that basis, taking into account the legal advice received from TMI Associates, the financial advice received from Daiwa Securities and the contents of the Valuation Report (Daiwa Securities) received from Daiwa Securities, as well as the contents of the Valuation Report (Plutus) and the Fairness Opinion obtained by the Special Committee, and while giving maximum respect to the contents of the Report submitted by the Special Committee, the Company carefully deliberated and discussed, among other matters, whether the Transactions would improve the Company's corporate value and whether the Transactions, being conducted through fair procedures, would ensure the interests to be enjoyed by the general shareholders.

As a result, the Company determined that the Transactions would contribute to enhancing the Company's corporate value and that the various terms and conditions related to the Transactions are reasonable, based on the following

perspectives.

The domestic fitness market to which the Company belongs has continued to expand against a backdrop of heightened public health awareness following the COVID-19 pandemic, governmental measures to promote "exercise habits," advancements in "health and productivity management" within companies, and efforts by various companies to instill exercise habits among consumers through the web and social media. In fiscal 2024, the market size reached a record high of approximately JPY 538.9 billion (Note 4), and the fitness participation rate exceeded 5.0%. On the other hand, Japan's fitness participation rate remains relatively lower than that of the United States, the United Kingdom, and Germany, and the Company recognizes significant room for long-term growth. In Japan, new entrants—particularly 24-hour self-service gyms—have surged, with notable expansion among low-price formats, leading to intensified competition.

In light of this operating environment, the Company recognizes that its principal management challenges include: further strengthening strategies to reliably pursue growth opportunities; maintaining and enhancing brand value by standardizing operating quality and service levels across both franchise and directly operated stores; and balancing both the refurbishment of existing stores and the development of new stores. Specifically, while the Company Group operates more than 1,200 stores in Japan including those run through franchisees, approximately 500 stores will reach 10 years of operation during the three years starting in 2026 and will sequentially require remodeling. At the same time, as stated in the Company's medium-term management plan announced on May 14, 2024 for the fiscal years ending March 2025 to March 2027 (hereinafter referred to as the "Medium-Term Plan"), the Company intends to continue steadily opening 70 - 80 new stores per year; therefore, achieving a balance between "refurbishment of existing stores" and "development of new stores" constitutes a major challenge. In addition, urgently needed are the acquisition of new customer segments including youth and women; development of human resources and strengthening of the management personnel at directly operated stores; and improvements in member experience and realization of efficient operations through the enhancement and expanded utilization of digital infrastructure, including CRM, applications, and membership management.

Moreover, with respect to overseas expansion, it is necessary to steadily advance the early monetization of the businesses in Germany and Singapore; in addition, by establishing new revenue sources including e-commerce retail and new brand businesses, the Company is required to build a sustainable growth foundation by means of two pillars: the existing businesses and these new growth areas.

In addressing these management challenges, the Company, based on the Medium-Term Plan, has maintained a pace of opening 70 - 80 new stores annually and, since the fiscal year ended March 2024, has conducted nationwide campaigns twice a year - deploying advertisements through TV commercials, connected TV, web advertising and social media- to expand the membership base. The number of members exceeded one million in May 2025, and, as of the end of September 2025, the number of members per store reached 894. In the domestic Anytime Fitness business, membership numbers have continued to trend upward, sustaining a growth trend.

On the other hand, challenges remain, including the perceived scarcity of suitable locations for new store openings in certain areas and constraints on digital investments in the official Anytime Fitness app that support members' trainings and membership management systems arising from global development and deployment policies.

In directly operated stores, the pace of developing new store models and of DX investments has not been sufficient, and there remains room for improvement in the future in rollout schemes to franchise stores. In the corporate market, an important theme for future growth is the development and expansion of partnership programs with companies in response to heightened health and productivity management needs, and in overseas expansion, in addition to the early stabilization of the Germany and Singapore businesses, consideration of expansion into other regions is in view. Furthermore, the Company recognizes as priority issues the diversification of revenue through new business development in areas with high affinity to existing businesses, such as the medical and wellness fields.

These are issues it faces as it advances diversification of business and challenges to new areas of business, and at the same time represent areas for future improvement and growth opportunities.

Under these circumstances, while the Company has implemented various measures to address these management challenges, the Company has determined that implementing the Transactions will be beneficial to swiftly overcoming these challenges and accelerating the Company's growth rate, and that implementing the Transactions will contribute to enhancing the Company's corporate value. By implementing the Transactions and taking the Company Shares private, the Company believes it will be able to make bold management and investment decisions to address its management challenges without being constrained by short-term share price movements due to fluctuation of business performance and cash flow impacts, and that integrating ownership and management through an MBO will expedite decision-making, thereby enabling earlier determination and execution of various measures. In addition, compared to remaining a publicly listed company, it is expected to be easier to consider and implement more fundamental and large-scale investments, which will contribute to the steady execution of strategic investments and the early realization of management goals. Specifically, the Company has concluded that implementing the following measures earlier and more reliably will contribute to further enhancing the Company's corporate value:

(a) Redefinition of existing territories and development of new markets

Currently, the Company sets a certain territory (trade area) for each store and has established a system that prevents opening of new stores within such territory. However, due to the broadness of the territory setting scope, the Company is missing opportunities to open stores in locations within the existing territories, where it can expect to acquire sufficient memberships. Therefore, the Company will review the scope of existing territories and strengthen openings in regional cities and redevelopment districts where store openings have not been sufficient. In addition, the Company will focus on securing new locations through collaboration with other industries, including inside commercial facilities, on the premises of companies and factories, within university campuses, and within hospital premises. Furthermore, the Company will work to create opportunities for store openings through collaboration with local governments and companies in regional revitalization and redevelopment projects, etc., promoting store development that contributes to community activation and health promotion.

(b) Model development centered on directly operated stores

Aiming to further improve customer satisfaction, the Company will expand investments in the latest equipment and in DX initiatives, actively deploy directly operated stores with new concepts that combine the latest equipment and DX, and roll out successful measures to franchise stores.

(c) Further advancement in the digital domain

The Company will actively expand both personnel engaged in data analytics and investments for data analytics, strengthen analysis of member behavior through AI and data utilization, provide personalized health support functions, and reinforce cross-selling with e-commerce and retail.

(d) Deepening the corporate market

The Company will strengthen partnerships with companies that actively promote health and productivity management and expand fitness introduction programs for employees of partner companies. The Company will also promote adoption as part of employee benefits.

(e) Acceleration of overseas expansion

In Germany, the Company will establish a hybrid model that expands the number of stores by leveraging both directly operated stores and franchise stores and will build a certain scale of store network at an early stage. In addition, with an eye toward entry into European and Asian markets, the Company will further advance its global business development.

(f) Exploration of new business domains

By deepening collaboration with the medical and wellness fields through cooperation with external partners, the Company will promote the provision of health value across all aspects of lifestyle, including driving additional growth in its existing businesses such as The Bar Method and the e-commerce and merchandise business.

(Note 4) Based on “Trends in the Japanese Fitness Club Industry, 2025 Edition” (published by Fitness Business Editorial Department, Club Business Japan Co., Ltd., June 25, 2025).

In addition, in implementing the above measures, the Company believes that leveraging various management resources available to JGIA will enable it to further accelerate its growth strategy. Specifically, by utilizing JGIA's alliance partners' management resources, including the dispatch of managerial resource personnel, including individuals who can lead data analytics and corporate sales, branding and marketing support to expand business in the increasingly competitive domestic market and in overseas markets where awareness is not yet sufficiently widespread, and support for promoting DX, the Company believes this will contribute to further growth of the Company. However, in executing measures to realize the synergies described above, while significant growth opportunities are anticipated from a medium- to long-term perspective, such measures will not necessarily contribute to the profits of the Company Group in the short term; rather, in the short term, employment of highly specialized personnel and investments for data analytics and DX may cause sales and profitability of the Company Group to stagnate or deteriorate. Remaining a publicly listed company under such circumstances entails a risk of negative impacts such as decrease in the Company Shares price in the short term, and if business does not develop as planned, there is a possibility of causing significant adverse effects on the Company's shareholders.

Therefore, it has determined that it is the best choice to achieve further enhancement of the Company's corporate value to provide the Company's shareholders with an opportunity to sell their shares without suffering short-term adverse effects, and by privatizing the Company Shares, to establish a new, strong, and stable management structure in which shareholders and management are united, free from focus on short-term stock market evaluations and enabling agile and flexible decision-making, and fully leverage the management resources and know-how possessed by the Proposers.

In addition, given that Mr. Akira Okuma is well-acquainted with the Company Group's businesses and has a proven track record of having led the Company Group to date, and that, going forward, the Company will incorporate JGIA's policies and measures to realize enhancements in corporate value, the Company has determined that it is sufficiently

reasonable for Mr. Akira Okuma to continue to serve in the Company's management under an MBO structure—that is, for Mr. Akira Okuma to assume both ownership and management.

Furthermore, from the perspective of shareholders as well, Purpose Brands Intermediate, LLC (hereinafter referred to as “PB”), which is the parent company of RM Japan, LLC, a shareholder of the Company, or an affiliate of PB—which has supported the Company’s growth to date—is expected to continue to be involved in the Company’s business growth even after the successful completion of the Tender Offer. In addition, if PB or an affiliate of PB exercises its right to make a contribution to the Tender Offeror, it will make an equity contribution to the Tender Offeror following the implementation of the Transactions, thereby maintaining its capital relationship with the Company. Accordingly, the Company believes that stable business operations can be ensured even after the Company becomes a private company.

It should be noted that, if the Company Shares are privatized, the Company will no longer be able to raise funds through equity financing in the capital markets. In addition, there is a possibility of affecting the securing of superior personnel and the expansion of business partners that the Company has benefited as a listed company due to improvements in social credibility and name recognition. However, considering that the Company already benefits high name recognition and credibility in society, and in light of the Company's current financial condition, large-scale financing through equity financing is not expected to be necessary over the next several years. Therefore, the Company finds little necessity to continue maintaining a listing of the Company Shares. Accordingly, the Company's Board of Directors has determined that the advantages of taking the Company Shares private outweigh the disadvantages.

In view of the foregoing, the Company's Board of Directors has determined that taking the Company Shares private through the Transactions, including the Tender Offer, will contribute to enhancing the Company's corporate value.

For the reasons stated above, at the meeting of the Board of Directors held on December 1, 2025, the Company resolved to express its opinion in support of the Tender Offer and to recommend that the Company’s shareholders and the share option holders tender in the Tender Offer. In addition, at the above meeting of the Board of Directors of the Company, Mr. Akira Okuma, one of the Company’s eight Directors, did not participate at all in the deliberations or resolutions at the Board meeting above in order to avoid any suspicion of conflicts of interest, as he is in a structural conflict-of-interest position with respect to the Company in connection with the Transactions. Furthermore, from the Company’s side, he has not participated in any discussions or negotiations with the Tender Offer Related Parties concerning the Transactions.

For details of the resolution at such Board meeting, see “[4] Approval of All Directors (Including Directors Who Are Audit and Supervisory Committee Members) Who Do Not Have an Interest at the Company” under “(3) Matters Considered to Ensure That the Interests of the Company’s Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced” in “3. Matters Concerning the Appropriateness of the Provisions Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act” below.

As described above, although the Tender Offer was successfully completed, the Tender Offeror was unable to acquire all of the Company Shares through the Tender Offer (including Company Shares to be delivered upon the exercise of the Share Options and the Restricted Shares, but excluding the Non-tendered Shares and the Company’s treasury shares). Accordingly, at the request of the Tender Offeror, the Company resolved to submit to the Extraordinary Shareholders Meeting a proposal for a Share Consolidation whereby 4,554,450 Company Shares will be consolidated into (1) share (hereinafter referred to as the “Share Consolidation”), as described in “2. Matters Listed in Article 180, Paragraph 2 of the Companies Act” below, for the purpose of making the Tender Offeror and Oak the only shareholders of the Company, and hereby seeks the approval of the shareholders for the Share Consolidation.

As a result of the Share Consolidation, the number of the Company Shares held by shareholders other than the Tender Offeror and Oak is expected to be reduced to fractional shares of less than one (1) share.

2. Matters Listed in Article 180, Paragraph 2 of the Companies Act

(1) Consolidation ratio

With respect to the Company Shares, 4,554,450 shares will be consolidated into one (1) share.

(2) Effective Date of the Share Consolidation

April 22, 2026

(3) Total Number of Authorized Shares as of the Effective Date

16 shares

3. Matters Concerning the Appropriateness of the Provisions Regarding the Matters Listed in Article 180, Paragraph 2, Items 1 and 3 of the Companies Act

The ratio of the consolidation in the Share Consolidation shall be 4,554,450 Company Shares consolidated into one share. As described in “1. Reasons for Conducting the Share Consolidation” above, the Company has determined that the ratio of the consolidation in the Share Consolidation is appropriate, in light of the fact that the Share Consolidation is conducted for the purpose of making the Tender Offeror and Oak the only shareholders of the Company, that the

Tender Offer conducted as part of the Transactions was completed following the process described in “1. Reasons for Conducting the Share Consolidation” above, and the matters set forth below.

(1) Matters Concerning the Method of Treatment of Fractional Shares of Less Than One Share in Cases Where the Treatment Thereof Is Expected to Be Made Pursuant to Article 235 of the Companies Act

[1] Which provision—Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 thereof—is expected to be applied for the treatment, and the reasons therefor

As stated above in “1. Reasons for Conducting the Share Consolidation,” as a result of the Share Consolidation, the number of Company Shares held by shareholders other than the Tender Offeror and Oak is expected to become fractional shares of less than one (1) share.

With respect to fractional shares of less than one (1) share arising as a result of the Share Consolidation, the Company will sell a number of shares corresponding to the aggregate of such fractional shares (provided that, pursuant to Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same shall apply), any fraction of less than one (1) share included in such aggregate shall be rounded down), in accordance with Article 235 of the Companies Act and the provisions of other relevant laws and regulations, and will deliver the proceeds obtained from such sale to the shareholders in proportion to their respective fractional shares.

With respect to such sale, given that the Company Shares are scheduled to be delisted as of April 20, 2026 and will become shares without a market price, making it highly unlikely that a purchaser would appear through an auction, and further considering that the Share Consolidation is conducted for the purpose of making the Tender Offeror and Oak the only shareholders of the Company and privatizing the Company Shares, and that, in light of such purpose, it is consistent for the Tender Offeror to become the purchaser of the shares corresponding to such fractional interests, the Company plans to sell such shares to the Tender Offeror upon obtaining court approval, pursuant to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 thereof.

In such case, if the court approval described above is obtained as scheduled, the sale price is planned to be set at a level that will enable the Company to deliver to each shareholder an amount of cash equivalent to the number of the Company Shares owned by each shareholder entered or recorded in the Company’s final shareholders register as of April 21, 2026, being the day immediately preceding the effective date of the Share Consolidation, multiplied by JPY 2,315, which is the same amount as the price for purchase, etc. per Company Share in the Tender Offer (hereinafter referred to as the “Tender Offer Price”). However, if court approval is not obtained or if adjustments of fractions are required in the calculations, the actual amount delivered may differ from the amount described above.

[2] Name of the person expected to purchase the shares subject to sale  
JG35 Inc. (Tender Offeror)

[3] Method by which such person will secure funds for payment of the sale consideration and the reasonableness of such method

As stated in “[1] Overview of the Tender Offer” in “(2) Grounds and Reasons for the Opinion” in “3. Content, Grounds and Reasons for the Opinion Regarding the Tender Offer” of the Opinion Statement Press Release, in the event that the Tender Offer was successfully completed, the Tender Offeror had planned to fund the acquisition of the Company Shares corresponding to the aggregate number of fractional shares arising from the Share Consolidation through capital contributions from JG29 and Oak and borrowings from MUFG Bank, Ltd. and Nomura Capital Investment Co., Ltd. The Company has confirmed the method by which the Tender Offeror secures such funds by reviewing the tender offer registration statement submitted by the Tender Offeror on December 2, 2025, as well as the Tender Offeror’s certificates of capital contribution and loan commitment letters, etc. attached thereto.

In addition, according to the Tender Offeror, no events have occurred that could impede the payment of the sale consideration for the Company Shares corresponding to the aggregate number of fractional shares of less than one (1) share arising from the Share Consolidation, nor is the Tender Offeror aware of any such events likely to occur in the future. Accordingly, the Company has determined that the method for securing funds for payment of the sale consideration for the Company Shares corresponding to the aggregate number of fractional shares of less than one (1) share arising from the Share Consolidation is reasonable.

[4] Expected timing of the sale and the timing of delivery of the proceeds of the sale to shareholders

The Company plans to file an application with the court around early or mid-May 2026, pursuant to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 thereof,

seeking approval to sell to the Tender Offeror the Company Shares corresponding to the aggregate number of fractional shares of less than one (1) share arising from the Share Consolidation. Upon obtaining such court approval, the Company expects to sell such Company Shares to the Tender Offeror around late May or early June 2026, and thereafter, after making the necessary preparations to deliver the proceeds obtained from such sale to the shareholders, to deliver such proceeds to the shareholders around mid or late July 2026.

Taking into account the period required for the series of procedures related to the sale following the effective date of the Share Consolidation, the Company has determined, that the sale of the Company Shares corresponding to the aggregate number of fractional shares of less than one (1) share arising from the Share Consolidation and the delivery of the sale proceeds to the shareholders will be carried out at the respective times set forth above.

(2) Matters Concerning the Amount of Cash Expected to Be Delivered to Shareholders as a Result of the Fractional Share Treatment and the Appropriateness of Such Amount

[1] Basis and Reasons for the Amount of Cash Expected to Be Delivered to Shareholders as a Result of the Fractional Share Treatment

In the Share Consolidation, it is planned that an amount of cash equivalent to the number of the Company Shares held by each shareholder multiplied by JPY 2,315, which is the same amount as the Tender Offer Price, will be delivered to each shareholder entered or recorded in the Company's final shareholders register as of April 21, 2026, being the day immediately preceding the effective date of the Share Consolidation.

The Company has determined that the Tender Offer Price (JPY 2,315) is fair and that the Tender Offer provides the Company's shareholders with an opportunity to sell their Company Shares at a price that includes a reasonable premium and on reasonable terms, based on the following considerations:

- (a) As set forth in “(3) Matters Considered to Ensure That the Interests of the Company's Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced,” “[1] Procurement of a Share Valuation Report from an Independent Third-Party Valuator retained by the Company,” “(ii) Summary of Valuation,” according to the valuation results of the Company Shares by Daiwa Securities, such price exceeds the upper end of the valuation range calculated under the Market Price Method, falls within the valuation range calculated under the Comparable Multiple Valuation Method, and falls within the valuation range calculated under the Discounted Cash Flow Method (hereinafter referred to as the “DCF Method”).
- (b) As set forth in “(3) Matters Considered to Ensure That the Interests of the Company's Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced,” “[7] Acquisition by the Special Committee of a Share Valuation Report and a Fairness Opinion from an Independent Third-Party Valuator,” according to the share valuation results of the Company Shares by Plutus Consulting in the Valuation Report (Plutus), the price exceeds the upper end of the valuation range calculated under the Market Price Method, exceeds the median of the valuation range calculated under the Comparable Multiple Valuation Method, and falls within the valuation range calculated under the DCF Method. In addition, the Special Committee has obtained from Plutus Consulting the Fairness Opinion to the effect that the tender offer price of JPY 2,315 per share is fair to the Company's general shareholders from a financial point of view.
- (c) The tender offer price represents a premium of 29.26% over the closing price of JPY 1,791 for the Company Shares on the Prime Market of the Tokyo Stock Exchange on October 31, 2025, the business day immediately preceding the speculative media reports by certain information magazines regarding the privatization of the Company Shares, which were observed on November 1, 2025 (hereinafter referred to as the “Speculative Reports”); a premium of 33.05% over the simple average closing price of JPY 1,740 for the one-month period (from October 1, 2025 to October 31, 2025) up to the same date; a premium of 31.09% over the simple average closing price of JPY 1,766 for the three-month period (from August 1, 2025 to October 31, 2025) up to the same date; and a premium of 42.73% over the simple average closing price of JPY 1,622 for the six-month period (from May 1, 2025 to October 31, 2025) up to the same date. While such premium levels cannot necessarily be described as high when compared to similar cases—namely, in 43 completed management buyouts (MBO) announced after June 28, 2019 (the date on which Ministry of Economy, Trade and Industry published the M&A Guidelines), excluding cases where the target company's PBR was below 1x based on the share price on the business day immediately preceding the announcement date, two-step TOB cases, and TOB cases targeting REITs, the median of the respective premium rates, calculated based on the closing price on the business day immediately preceding the public announcement date, as well as the simple average of the closing prices over the one-month, three-month, and six-month periods up to and including such date (38.5%, 41.1%, 42.3%, and 42.3%, respectively), the closing price of the Company Shares have risen from JPY 1,480 to JPY 1,791 (an increase of 21.01%) over the six-month period up to October 31, 2025, the business day immediately preceding the Speculative Reports for the Tender Offer. In light of this upward share-price trend of the Company Shares, it cannot be considered unreasonable to refer to longer-term average prices, rather than

solely the most recent share price of the Company Shares. Given that the premium level of the tender offer price exceeds the median premium level relative to the simple average of closing price for the most recent six-month period in the comparable cases, the tender offer price can be evaluated as reflecting a reasonable premium.

- (d) The price was determined after multiple rounds of discussions and negotiations between the Company and the Proposers equivalent to those in a transaction between independent parties, while implementing measures to eliminate conflicts of interest.
- (e) The tender offer price and the other conditions of the Tender Offer were determined while implementing the measures to ensure the fairness of the Tender Offer as described in “(3) Matters Considered to Ensure That the Interests of the Company’s Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced.”

Based on the foregoing, the Company has determined that the amount of cash expected to be delivered to the Company’s shareholders as a result of the fractional share treatment is reasonable.

(3) Matters Considered to Ensure That the Interests of the Company’s Shareholders (Excluding the Parent Company, etc.) Are Not Prejudiced

Given that the Tender Offer constitutes part of the Transactions classified as a so-called management buyout (MBO) and that structural conflicts of interest exist, the Tender Offeror and the Company implemented the following measures to ensure the fairness of the Transactions including Tender Offer from the perspectives of ensuring the fairness of the Tender Offer Price, eliminating arbitrariness in the decision-making process leading to the decision to implement the Tender Offer, and avoiding conflicts of interest.

The Tender Offeror has stated that it did not set a minimum number of shares to be purchased from “majority of minority” in the Tender Offer, as doing so could render the completion of the Tender Offer uncertain and might not serve the interests of the Company’s minority shareholders who wish to tender their shares in the Tender Offer. Nevertheless, the Tender Offeror considers that sufficient consideration has been given to the interests of the Company’s minority shareholders, as the measures described below have been implemented by Tender Offeror and the Company to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest. The descriptions below concerning measures implemented by the Tender Offeror are based on explanations received from the Tender Offeror.

[1] Procurement of a Share Valuation Report from an Independent Third-Party Valuator Retained by the Company

(i) Name of the Valuator and its Relationship with the Company and the Tender Offeror

In expressing its opinion regarding the Tender Offer, in order to ensure fairness in the decision-making process with respect to the tender offer price presented by JG35, the Company engaged Daiwa Securities, as a financial advisor and third-party valuator independent of the Tender Offer Related Parties and the Company Group, to value the Company Shares, and obtained, dated November 28, 2025, the Valuation Report (Daiwa Securities). As described below, because the Tender Offeror and the Company have implemented measures to ensure the fairness of the Tender Offer and to avoid conflicts of interest, the Company did not obtain an opinion from Daiwa Securities regarding the fairness of the tender offer price (fairness opinion). The fees payable to Daiwa Securities in connection with the Transactions include a success fee contingent upon the completion of the Transactions, among other events. The Company has determined that the inclusion of a success fee contingent upon the completion of the Transactions, among other events, does not negate Daiwa Securities’ independence, given that this is a common market practice in transactions of this nature, and accordingly appointed Daiwa Securities as its financial advisor and third-party valuator under such fee structure. In addition, the Special Committee has confirmed that there are no issues with respect to the independence and expertise of Daiwa Securities.

(ii) Summary of Valuation

After considering, among multiple valuation methods, those to be adopted for the valuation of the Company Shares and based on the view that it is appropriate to evaluate the value of the Company Shares from multiple perspectives on the premise that the Company is a going concern, Daiwa Securities analyzed the per-share value of the shares of the Company using the following valuation methods: the Market Price Method, given that the Company Shares are listed on the Tokyo Stock Exchange Prime Market and have a market price; the Comparable Multiple Valuation Method, as there are multiple listed companies comparable to the Company and it is possible to infer the equity value of the Company Shares by comparison with such companies; and the DCF Method, in order to reflect the Company’s business performance and future projections in the valuation. The Company obtained the Valuation Report (Daiwa Securities) dated November 28, 2025.

Based on each of the foregoing methods, the ranges of per-share value of the Company Shares were as follows:

Market Price Method (Reference Date [1]):	JPY 1,622~JPY 1,791
Market Price Method (Reference Date [2]):	JPY 1,726~JPY 2,200
Comparable Multiple Valuation Method:	JPY 2,103~JPY 2,398
DCF Method	JPY 2,032~JPY 2,900

Under the Market Price Method, (i) using October 31, 2025—which is considered a date on which the market price of the Company Shares was not affected by the Speculative Reports—as the valuation reference date, Daiwa Securities calculated a per-share value range of JPY 1,622 to JPY 1,791 for the Company Shares based on the closing price of JPY 1,791 on the reference date on the Prime Market of the Tokyo Stock Exchange, the simple average closing price of JPY 1,740 for the one-month period immediately preceding such date, the simple average closing price of JPY 1,766 for the three-month period immediately preceding such date, and the simple average closing price of JPY 1,622 for the six-month period immediately preceding such date; and (ii) using November 28, 2025 as the valuation reference date, Daiwa Securities calculated a per-share value range of JPY 1,726 to JPY 2,200 for the Company Shares based on the closing price of the Company Shares of JPY 2,200 on the reference date on the Prime Market of the Tokyo Stock Exchange, the simple average closing price of JPY 2,102 for the one-month period immediately preceding such date, the simple average closing price of JPY 1,899 for the three-month period immediately preceding such date, and the simple average closing price of JPY 1,726 for the six-month period immediately preceding such date.

Under the Comparable Multiple Valuation Method, Daiwa Securities selected RIZAP Group, Inc., Curves Holdings Co., Ltd., and LOIVE Inc. as comparable listed companies determined to be comparable to the Company, and calculated the range of the per-share value of the Company Shares to be JPY 2,103 to JPY 2,398 using valuation based on enterprise value-to-EBITDA multiples.

Under the DCF Method, based on the business plan that Daiwa Securities used as the premise for its valuation of the shares of the Company (hereinafter referred to as the “Business Plan”), and taking into account factors such as the revenues and investment plans set forth in the Business Plan, the Company’s financial information for the second quarter of the fiscal year ending March 2026, and publicly available information, Daiwa Securities analyzed the enterprise value and equity value of the Company by discounting to present value using a certain discount rate the free cash flows expected to be generated by the Company from the third quarter of the fiscal year ending March 2026 onward, and calculated a per-share value range of the Company Shares to be JPY 2,032 to JPY 2,900. The discount rate was based on the weighted average cost of capital, with rates ranging from 9.30% to 11.07% being applied, and was calculated taking into account the Company’s size and including a size risk premium. In calculating the terminal value, both the multiple model and the constant growth model were employed. Under the multiple model, an enterprise value-to-EBITDA multiple of 5.0 times to 7.0 times was applied, resulting in a terminal value ranging from JPY 45.0 billion to JPY 63.0 billion. Under the constant growth model, taking into account the domestic inflation rate and the growth rate of the industry to which the Company belongs, a perpetual growth rate of 0.5% to 1.5% was applied, resulting in a terminal value of the Company ranging from JPY 41.2 billion to JPY 55.8 billion. Cash and cash equivalents were added to the equity value after deducting operating cash and cash equivalents estimated based on a comprehensive consideration of the Company’s historical cash flow performance.

In addition, the Business Plan was prepared by a team composed of Directors and employees of the Company who do not have any material interest with the Tender Offer Related Parties, for the purpose of examining the reasonableness of the terms of the Transactions, and was subsequently reviewed and approved by the Special Committee. The Business Plan covers the forecast period of six years from the fiscal year ending March 2026 through the fiscal year ending March 2031, as a period for which reasonable forecasts can be made, taking into account the Company’s recent performance and capital expenditure outlook across its businesses, including the domestic Anytime Fitness business, the overseas Anytime Fitness business, The Bar Method business, and the e-commerce and merchandise business. Synergy effects expected to be realized as a result of the implementation of the Transactions have not been incorporated into the Business Plan, as they are difficult to estimate with reasonable accuracy at the time of valuation.

Although the Business Plan does not include any business years in which significant fluctuations in net income are expected, it does include business years in which substantial changes in free cash flow are anticipated. Specifically, the Company continues to make capital investments associated with new store openings and the increase in remodeled stores for purposes of business expansion; however, for the fiscal year ending March 2027, free cash flow is expected to increase significantly due to a decrease in capital expenditure compared with the fiscal year ending March 2026, during which initial investments associated with overseas expansion were made. For the fiscal year ending March 2028, free cash flow is expected to increase significantly primarily due to an increase in operating profit. For the fiscal year ending March 2029, free cash flow is expected to decrease significantly due to a substantial increase in capital expenditure compared with the previous fiscal year, in particular as a result of the increase in remodeling of stores implemented at the time of contract renewal for stores reaching their tenth year of operation. For the fiscal years ending March 2030 and March 2031, although the Company will continue to make capital investments associated with new store openings and an increase in remodeled stores for the purpose of business expansion, free cash flow is expected

to increase significantly as a result of a decrease in the amount of capital investment compared with the previous fiscal year. The financial projections based on the Business Plan, which served as the basis for the DCF Method valuation by Daiwa Securities, are as follows.

Item	(in million yen)					
	FY 2026 (6 months)	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Net Sales	10,453	23,340	25,884	28,793	31,173	33,316
Operating Income	1,810	4,231	4,993	5,753	6,218	6,840
EBITDA	2,439	5,616	6,462	7,438	8,233	8,971
Free Cash Flow	636	1,557	2,169	1,397	2,534	4,115

In conducting its valuation of the Company Shares, Daiwa Securities used the information provided by the Company and publicly available information, assuming that all such materials and information are accurate and complete, and did not conduct its own verification of their accuracy or completeness. Daiwa Securities did not perform any independent appraisal or assessment of the Company's assets or liabilities (including off-balance-sheet assets and liabilities and other contingent liabilities), nor did it request any appraisals or assessments from third-party institutions. The valuation by Daiwa Securities reflects the above information up to November 28, 2025.

[2] Procurement of Advice from an Independent Law Firm by the Company

The Company appointed TMI Associates as a legal advisor independent of the Tender Offer Related Parties and the Company Group, and obtained necessary legal advice from TMI Associates on the method and process of the decision-making by the Company's Board of Directors and other points of attention including procedures for the Transactions including the Tender Offer, to ensure the fairness and appropriateness of the decision-making by the Company's Board of Directors with respect to the Transactions including the Tender Offer. For the avoidance of doubt, TMI Associates is not a party related to the Tender Offer Related Parties and the Company Group, nor does it have any material interest in the Transactions including the Tender Offer. The compensation payable to TMI Associates does not include any success fee contingent upon the announcement or consummation of the Transactions. The Special Committee has confirmed that there is no issue with respect to TMI Associates' independence or expertise.

[3] Establishment of an independent special committee at the Company and procurement of its opinion (report)

Pursuant to a resolution of the Board of Directors dated August 13, 2025, and prior to the Board's deliberation and resolution on whether to proceed with the Transactions including the Tender Offer, the Company established the Special Committee composed of six members who are independent of the Tender Offer Related Parties and have no interest in the Company: Mr. Mitsuhiro Uehira (the Company's outside director), Ms. Sachiko Oi (the Company's outside director), Mr. Masahiro Tanida (the Company's outside director and audit and supervisory committee member), Mr. Hirofumi Kubota (the Company's outside director and audit and supervisory committee member), Mr. Masami Hamaoka (the Company's outside director and audit and supervisory committee member), and Mr. Daisuke Sakai (the Company's outside director and audit and supervisory committee member), in order to eliminate arbitrariness from the Company's decision-making regarding the Transactions including the Tender Offer, and to ensure the fairness, transparency and objectivity of the decision-making process. By mutual election by the members of the Special Committee, Mr. Mitsuhiro Uehira was appointed as chairperson of the Special Committee. The members of the Special Committee have not changed since its establishment. Each member of the Special Committee will receive a fixed remuneration as consideration for performance of their duties during the term of the Special Committee, regardless of the content of the committee's report.

Based on the above-mentioned resolution of the Company's Board of Directors, the Company requested the Special Committee to inquire into, and submit a report to the Company regarding (a) whether the Transactions would contribute to enhancing the corporate value of the Company, (b) the fairness of the procedures involved in the negotiation process of the Transactions, (c) the fairness of the terms and conditions of the Transactions (including the process of discussions and negotiations with the acquirer, the content of the share valuation and the reasonableness of the underlying financial projections and assumptions, and the reasonableness of the premium levels as compared to historical market share prices and comparable transactions), and (d) based on items (a) through (c) above and other relevant information, whether the Transactions (including the Company's statement of its opinion regarding the Tender Offer) are fair to the Company's general shareholders (items (a) through (d) are hereinafter collectively referred to as the "Inquired Matters").

In referring these matters to the Special Committee, the Company's Board of Directors decided that the opinions of the Special Committee be fully respected by the Company in making its decisions regarding the Transactions, and that

the Transactions not be implemented if the Special Committee determined that the Transactions were not fair. At the same time, the Board resolved to grant the Special Committee the authority to (i) ask questions to, and request explanations or advice from, the Company's officers and employees involved in, or the Company's advisors for, the Transactions, and otherwise conduct investigations with regard to matters necessary for considering the Inquired Matters, (ii) express opinions to the Company regarding the policy for discussions and negotiations with the Tender Offer Related Parties and give necessary instructions and requests, and (iii) retain its own legal counsel, certified public accountants, or other advisors at the expense of the Company and ask for their advice, if deemed necessary by the Special Committee.

The Special Committee held a total of 18 meetings between August 21, 2025 and December 1, 2025, where it carefully considered and discussed the Inquired Matters. Specifically, the Special Committee received explanations from the Company and conducted Q&A sessions with it regarding the background for receiving the offer of and purpose of the Transactions, the Company's business environment, business plans, management issues, and other related matters. The Special Committee also received explanations from the Proposers and conducted Q&A sessions with them regarding the background and reasons for proposing the Transactions, the purpose of the Transactions, and the terms and conditions thereof.

The Special Committee confirmed that the Business Plan was prepared by persons independent of the Tender Offer Related Parties, received explanations from the Company regarding key assumptions for the Business Plan, and confirmed and approved the reasonableness of the final content of the Business Plan, its key assumptions, the process of its preparation, etc.

Furthermore, the Special Committee received explanations from Daiwa Securities on the Valuation Report (Daiwa Securities) and from Plutus Consulting on the Valuation Report (Plutus) and the Fairness Opinion and conducted interviews on the assumptions for and other matters relating to the valuation of the Company Shares.

Subsequently, after receiving timely reports from the Company on the progress and content of discussions and negotiations between the Company and the Proposers regarding the Transactions, the Special Committee deliberated thereon. As described in "[3] Decision-making process leading to the Company's decision to support the Tender Offer and reason therefor" under "(2) Basis and Reasons for the Opinion" in "3. Details of the Opinion Regarding the Tender Offer, and the Basis and Reasons Thereof" in the Opinion Statement Press Release, negotiations were conducted regarding the tender offer price and the price for the acquisition of the Share Options (hereinafter referred to as the "Share Option Purchase Price"), and until the Proposers presented their final proposal of JPY 2,315 for the tender offer price and JPY 1,761,240 for the Share Option Purchase Price, the Special Committee was involved in the negotiation process, including by advising the Company to request the Proposers to increase the tender offer price and the Share Option Purchase Price. The Special Committee also received explanations from TMI Associates and conducted Q&A sessions with it regarding the measures being taken to mitigate or prevent conflicts of interest in connection with the Transactions, as well as regarding the Transactions themselves. In addition, the Special Committee received explanations from the Company and conducted Q&A sessions with it regarding the history of negotiations and the process of decision-making on the terms and conditions of the Transactions.

The Special Committee approved the appointment by the Company of Daiwa Securities as its financial advisor and third-party valuator and of TMI Associates as its legal advisor, after confirming that there was no issue with their independence or expertise.

On September 19, 2025, the Special Committee decided to appoint Plutus Consulting as its own independent third-party valuator.

The Special Committee confirmed that Daiwa Securities, TMI Associates, and Plutus Consulting are not related parties of the Tender Offer Related Parties or the Company Group, that they have no material interest in the Transactions including the Tender Offer, and that there is no issue with their independence or expertise in the Transactions.

Based on the above, the Special Committee deliberated and discussed the Inquired Matters while conducting multiple discussions with Daiwa Securities, TMI Associates, and Plutus Consulting. After these careful deliberations and discussions on the Inquired Matters, on December 1, 2025, the Special Committee unanimously submitted to the Company's Board of Directors the Report, whose summary is provided below. For details, please refer to the Report attached as Appendix 1 to the Opinion Statement Press Release.

(i) Whether the Transactions Contribute to the Enhancement of the Company's Corporate Value

The Special Committee conducted interviews with the Company and the Tender Offer Related Parties concerning the purpose of the Transactions and the specific details of how the Company's corporate value is expected to be enhanced through the Transactions as described in "1. Reasons for Conducting the Share Consolidation" above.

As a result, the Special Committee concluded that there is nothing unreasonable about the purpose and other aspects of the Transactions, including the Tender Offer, and that the Transactions are intended to enhance the Company's corporate value. The Special Committee has concluded that the Transactions are deemed to contribute to enhancing

the Company's corporate value. Going forward, the Special Committee expects that the Transactions will contribute to enhancing the Company's corporate value, as believed by the Company's executive directors, in the context of the Tender Offer Related Parties' steady enhancement of the Company's corporate value through prompt clarification of the details of, and prompt implementation of, specific individual strategies and measures.

(ii) Fairness of the Procedures Involved in the Negotiation Process of the Transactions

(a). Professional Advice from External Experts

In considering the Transactions, the Company carefully reviewed and discussed, for the purpose of enhancing the Company's corporate value and ultimately protecting the common interests of its shareholders, the appropriateness of the terms and conditions of the Tender Offer, including the Tender Offer Price and the Share Option Purchase Price, as well as the fairness of the series of procedures for the Transactions. These reviews and discussions were conducted with advice, opinions, etc. from Daiwa Securities as the Company's financial advisor and third-party valuator and from TMI Associates as the Company's legal advisor, both of which were independent of the Tender Offer Related Parties and the Company Group.

The Special Committee confirmed that Daiwa Securities and TMI Associates are not related parties of the Tender Offer Related Parties or the Company Group, have no material interest in the Transactions including the Tender Offer, and therefore have no problem with their independence. Accordingly, the Special Committee approved Daiwa Securities' engagement as the Company's financial advisor and third-party valuator and TMI Associates' engagement as the Company's legal advisor.

(b). Establishment of the Special Committee and the Policy to Fully Respect its Opinions

Given that the Transactions constitute a management buyout (MBO) and involves inherent structural conflicts of interest, the Company, with legal advice from TMI Associates, resolved at its Board of Directors meeting held on August 13, 2025, to establish the Special Committee composed solely of members independent of the Tender Offer Related Parties to establish the system to discuss the Transactions. This was done to address the structural conflicts of interest and information asymmetry in the Transaction, to eliminate arbitrariness from the Company's Board of Directors' decision-making process, and to ensure the fairness, transparency, and objectivity of the Transactions.

The Company also resolved in advance that, with respect to the inquiry to the Special Committee, in making its decisions relating to the Transactions, it would fully respect the opinions of the Special Committee, and if the Special Committee determined that the Transactions were not appropriate, the Company would not proceed with the Transactions.

The members of the Special Committee have remained unchanged since its establishment. The fees paid to the members of the Special Committee are limited to fixed fees to be paid regardless of the content of the report, and do not include any contingency fees that would be paid subject to successful completion or the like of the Transactions, including the Tender Offer.

(c). Procurement of a Share Valuation Report and a Fairness Opinion from the Special Committee's Own Third-Party Valuator

The Special Committee requested Plutus Consulting, the committee's own third-party valuator independent of the Company Group and the Tender Offer Related Parties, to calculate the value of the Company Shares and to provide a fairness opinion, and obtained from Plutus Consulting the Valuation Report (Plutus) and the Fairness Opinion on November 28, 2025. The Fairness Opinion expresses the opinion that in light of, among others, the valuation results of the Company Shares based on the Business Plan, the Tender Offer Price of 2,315 yen is fair to the Company's general shareholders from a financial perspective.

Plutus Consulting is not a related party of the Tender Offer Related Parties or the Company Group and has no material interest in the Transactions, including the Tender Offer. The fees paid to Plutus Consulting in connection with the Transactions are limited to fixed fees to be paid regardless of the success or failure of the Transactions, and do not include any contingency fees that would be paid subject to successful completion of the Transactions.

(d). Negotiations and Discussions Conducted by the Company

To ensure the fairness of the Tender Offer Price and the Share Option Purchase Price to protect the interests of general shareholders, the Company engaged in multiple substantive discussions and negotiations with the Tender Offeror.

Specifically, through Daiwa Securities, the Company repeatedly engaged in price negotiations with the Tender Offer Related Parties, including requesting the re-submission of price proposals six times after October 21, 2025, in response to their proposals for the Tender Offer Price and the Share Option Purchase Price. During these discussions and negotiations, the Special Committee was substantively involved in the process of negotiations with the Tender Offer Related Parties, such as by being timely informed by the Company of the progress, details, etc. of such discussions and negotiations, allowing the Company to deliberate policy and other matters through

the Special Committee, and providing specific opinions regarding the Company's negotiation positions vis-à-vis the Tender Offer Related Parties.

As a result of these negotiations, the Tender Offer Price was raised from the Tender Offeror's initial proposal of 2,100 yen per Company Share by 215 yen, leading to the determination of the Tender Offer Price of 2,315 yen, which also led to the increase in the Share Option Purchase Price by 167,700 yen per right.

(e). No Involvement of Specially Related Parties in the Negotiation Process of the Transactions

No persons who have a special interest in the Transactions, including Mr. Akira Okuma, are included in the directors discussing and negotiating the Transactions on behalf of the Company. There is no other fact suggesting that in the process of discussion, consideration, and negotiation of the Transactions, any of the Tender Offer Related Parties or any other person who has a special interest in the Transactions had undue impact on the Company side.

(f). Securing an Objective Situation Where the Fairness of the Tender Offer Is Ensured

The Tender Offeror has set the tender offer period at 30 business days, which is longer than the minimum period of 20 business days specified by law. By setting the Tender Offer Period longer than the period specified by law, the Tender Offeror intends to ensure the fairness of the Tender Offer by ensuring an appropriate opportunity for the Company's shareholders and the holders of the Share Options to make judgment regarding whether to tender their shares in the Tender Offer as well as an opportunity for any person other than the Tender Offeror to make a competing tender offer for the Company Shares.

In addition, the Tender Offeror and the Company have not made any agreement that would restrict a competing tender offeror from contacting the Company, such as an agreement containing a transaction protection clause that prohibits the Company from contacting such a competing tender offeror. In this way, the Tender Offeror and the Company ensure the fairness of the Tender Offer by setting the tender offer period as described above and ensuring opportunities for competing tender offers or the like.

As described in "1. Reasons for Conducting the Share Consolidation" above, Oak met multiple potential partner candidates and discussed the Transactions with them. Therefore, the Special Committee considers that an active market check has been conducted to a certain extent with regards to implementing investigations and study about the existence of potential acquirers in the market.

(g). Majority of Minority

In the Transactions, no minimum number of shares to be purchased constituting a so-called "majority of minority" has been set. Setting a minimum number of shares to be purchased that would constitute a majority of minority would make the successful completion of the Tender Offer uncertain, and this would not contribute to the interests of the Company's minority shareholders who wish to tender their shares in the Tender Offer, and for that reason, such condition has not been set. Such reasoning is considered reasonable to a certain degree. Additionally, as described in (a) through (f) above, given that in the Transactions, measures to ensure fairness have been taken, and sufficient consideration has been given to the interests of the Company's shareholders through the fair procedures, the Special Committee believes that even without setting such condition for the Tender Offer, the fairness of the terms and conditions of the Transactions is not denied.

(h). Appropriate Disclosure of Information and Elimination of Coercion

In the Transactions, if the Tender Offer is successfully completed, sufficient disclosure regarding the subsequent series of procedures to privatize the Company Shares (hereinafter referred to as the "Squeeze-Out Procedures") will be fully disclosed in the tender offer statement submitted by the Tender Offeror and a press release etc. published by the Company.

The Squeeze-Out Procedures will be conducted through a share consolidation, in which shareholders opposing the Transactions will be granted the right to demand share purchase or determination of the purchase price. The Special Committee finds that in preparation for the Share Consolidation, a press release or the like will announce that the sales proceeds for the sum of fractional shares arising as a result of the Share Consolidation will be calculated so that the amount of cash to be delivered to the Company's shareholders who do not tender their shares in the Tender Offer will be the same as the price that would have been obtained by multiplying the number of Company Shares that had been held by each of those shareholder by the Tender Offer Price. Therefore, the Special Committee concludes that appropriate measures have been taken to reduce the coercion of tender in the Tender Offer.

(i). Summary

As a result of careful deliberations and discussions in view of the matters described above, the Special Committee determined that in the Transactions, procedures for ensuring the fairness of the transactional terms and conditions have been fully taken, and the procedures involved in the negotiation process of the Transactions are fair.

(iii) Fairness of the Terms and Conditions of the Transactions

(a). Share Valuation Report by Daiwa Securities

According to the Valuation Report (Daiwa Securities) dated November 28, 2025 obtained by the Company from Daiwa Securities as the Company's financial advisor and third-party valuator that is independent from the Company Group and the Tender Offer Related Parties, the per-share value of the Company Shares is JPY 1,622 to JPY 1,791 based on Market Price Method [1] (using October 31, 2025 as the valuation base date, as the market price of the Company Shares was not likely to have been affected by the Speculative Reports), JPY 1,726 to JPY 2,200 based on Market Price Method [2] (using November 28, 2025 as the valuation base date), JPY 2,103 to JPY 2,398 based on the comparable multiple valuation method, and JPY 2,032 to JPY 2,900 based on the DCF Method.

The Tender Offer Price exceeds the upper limit of the price range calculated by the Market Price Method and is also within the price ranges calculated by the DCF Method and the Comparable Multiple Valuation Method in the Valuation Report (Daiwa Securities).

The Special Committee received detailed explanations from Daiwa Securities regarding, among other things, the valuation methods used to evaluate the share value, and conducted Q&A sessions with Daiwa Securities and the Company regarding, among other things, the choice of valuation methods and the assumptions for calculation, including financial projections based on the Business Plan.

While the Business Plan does not include fiscal years for which a significant change in profit is expected, it does include fiscal years for which a significant change in free cash flow is expected. Specifically, a significant change in free cash flow is expected for the following fiscal years for the following reasons: the fiscal year ending March 2027, due to a decrease in capital expenditures from the previous fiscal year; the fiscal year ending March 2028, primarily due to an increase in operating income; the fiscal year ending March 2029, due to a significant increase in capital expenditures from the previous fiscal year; and the fiscal years ending March 2030 and March 2031, due to a decrease in investment from the previous fiscal year.

The discount rate was calculated by incorporating a size risk premium that accounts for the scale of the Company.

After reviewing the above, the Special Committee found nothing unreasonable in light of generally accepted valuation practices.

(b). Share Valuation Report by Plutus Consulting

According to the Valuation Report (Plutus) dated November 28, 2025 obtained by the Special Committee from Plutus Consulting as the Special Committee's own third-party valuator that is independent from the Company Group and the Tender Offer Related Parties, the per-share value of the Company Shares is JPY 1,622 to JPY 1,791 based on Market Price Method [1] (using October 31, 2025 as the valuation base date, as the market price of the Company Shares was not likely to have been affected by the Speculative Reports), JPY 1,726 to JPY 2,200 based on Market Price Method [2] (using November 28, 2025 as the valuation base date), JPY 1,706 to JPY 2,506 based on the Comparable Multiple Valuation Method, and JPY 1,879 to JPY 2,856 based on the DCF Method.

The Tender Offer Price exceeds the upper limit of the price range calculated by the Market Price Method and is also within the price ranges calculated by the DCF Method and the Comparable Multiple Valuation Method in the Valuation Report (Plutus).

The Special Committee received detailed explanations from Plutus Consulting regarding, among other things, the valuation methods used to evaluate the share value, and conducted Q&A sessions with Plutus Consulting and the Company regarding, among other things, the choice of valuation methods and the assumptions for calculation, including financial projections based on the Business Plan.

While the Business Plan does not include fiscal years for which a significant change in profit is expected, it does include fiscal years for which a significant change in free cash flow is expected. Specifically, a significant change in free cash flow is expected for the following fiscal years for the following reasons: the fiscal year ending March 2027, due to a decrease in capital expenditures from the previous fiscal year; the fiscal year ending March 2028, primarily due to an increase in operating income; the fiscal year ending March 2029, due to a significant increase in capital expenditures from the previous fiscal year; and the fiscal years ending March 2030 and March 2031, due to a decrease in investment from the previous fiscal year.

After reviewing the above, the Special Committee found nothing unreasonable in light of generally accepted valuation practices.

(c). Reasonableness of the Premium Levels Compared to Historical Market Share Prices and Comparable Transactions

The Tender Offer Price (2,315 yen) represents a 29.26% premium over the closing price of 1,791 yen for the Company Shares on the Prime Market of the Tokyo Stock Exchange on the business day immediately prior to the Speculative Reports (October 31, 2025), a 33.05% premium over the simple average closing price of 1,740 yen for the past one month up to that date, a 31.09% premium over the simple average closing price of 1,766

yen for the past three months up to that date, and a 42.73% premium over the simple average closing price of 1,622 yen for the past six months up to that date. Accordingly, while not entirely sufficient when compared to the average value used in similar cases, the Tender Offer Price deserves the evaluation that it represents a premium that is not unreasonable.

(d). Fairness of the Procedures Involved in the Negotiation Process

As described above, the Special Committee finds the procedures involved in the negotiation process of the Transactions, including the Tender Offer, to be fair, and finds that the Tender Offer Price was determined by reflecting the results of negotiations through that process.

(e). Consideration to be Delivered in the Procedures following the Tender Offer

Shareholders who do not tender their shares in the Tender Offer will eventually receive cash consideration in the procedures for privatization of the Company Shares that will follow the Tender Offer. The amount of cash consideration to be delivered in these procedures will be calculated to equal the Tender Offer Price multiplied by the number of shares held by each of those shareholders.

(f). Consideration to be Delivered to the Holders of Share Options

Since the Tender Offer Price of 2,315 yen exceeds the exercise price of the Share Option (57 yen), the Share Option Purchase Price was determined based on the Tender Offer Price, by multiplying the difference between the Tender Offer Price (2,315 yen) and the exercise price of the Share Options (57 yen) by the number of underlying Company Shares (780 shares) for the Share Option.

(g). Appropriateness of the Form of Consideration in the Transactions

The consideration for the Transactions to be delivered through the Tender Offer and the proposed subsequent Squeeze-out Procedures will be cash. Given that the Tender Offeror is an unlisted company, the Special Committee finds it appropriate that the consideration will be cash rather than shares of the Tender Offeror, which would have limited liquidity.

(h). Summary

As a result of careful deliberations and discussions in view of the matters described above, the Special Committee concluded that the terms and conditions of the Transactions are fair.

(iv) Whether the Transactions are fair to the Company's General Shareholders

During its deliberations, the Special Committee found no other event that would have a particularly adverse impact on the general shareholders of the Company. As a result of careful consideration of the impact of the Transactions on the general shareholders of the Company in light of the matters described in (i) through (iii) above, the Special Committee has concluded that the Transactions, including the Company's expression of its opinion on the Tender Offer, are fair to the general shareholders of the Company.

[4] Unanimous approval of all disinterested directors (including audit and supervisory committee members) of the Company

The Company carefully considered the terms and conditions of the Transactions, including the Tender Offer, by taking into account the Valuation Report (Daiwa Securities) obtained from Daiwa Securities, the Valuation Report (Plutus) and the Fairness Opinion obtained from Plutus Consulting, and the legal advice received from TMI Associates, as well as by giving full respect to the content of the Report. As a result, as described in "1. Reasons for Conducting the Share Consolidation" above, the Company's Board of Directors resolved, at the meeting held on December 1, 2025 and by the unanimous approval of the directors who participated in the deliberations and the resolution (seven of the Company's eight directors, excluding Mr. Akira Okuma), that, if the Tender Offer is commenced, the Company would express its opinion in support of the Tender Offer and would recommend that the Company's shareholders and share option holders tender in the Tender Offer.

At the above meeting of the Board of Directors of the Company, Mr. Akira Okuma, one of the Company's eight Directors, refrained from participating in any way in the deliberations or resolutions at the above Board of Directors meeting, in order to avoid any suspicion of conflicts of interest as he has interests in the Transactions that structurally conflict with the interests of the Company. He also refrained from participating in any way on behalf of the Company in any discussions or negotiations with the Tender Offer Related Parties on the Transactions.

[5] Establishment of an independent discussion system at the Company

In order to eliminate structural conflicts of interest, the Company established an internal system to discuss, negotiate, and make decisions regarding the Transactions from a position independent of the Tender Offer Related Parties. Specifically, since Mr. Akira Okuma has interests in the Transactions that structurally conflict with the interests of the Company, he refrained from participating in any way in the deliberations or resolutions at the Board of Directors meetings concerning the Transactions. He also refrained from participating in any way on behalf of the Company in any discussions or negotiations with the Tender Offer Related Parties. The review system consists solely of four

officers and employees recognized as independent of the Tender Offer Related Parties (namely, Mr. Kiyooki Yamabe, director of the Company, and three other employees of the Company), and this arrangement has been maintained up to December 1, 2025.

Including the foregoing arrangements, the Transactions review system established within the Company, specifically the scope of officers and employees involved in the deliberations, negotiations, and decisions relating to the Transactions and their duties (including duties requiring a high degree of independence, such as preparation of the business plan forming the basis for the valuation of the Company Shares) have been determined based on advice from TMI Associates.

[6] Securing an Objective Situation Where the Fairness of the Tender Offer Is Ensured

While the statutory minimum period for a tender offer is 20 business days, the Tender Offeror has set the tender offer period at 30 business days. By setting the tender offer period longer than the statutory minimum period, the Tender Offeror intends to ensure the fairness of the Tender Offer by ensuring an appropriate opportunity for the Company's shareholders and the holders of the Share Options to make a decision on whether to tender in the Tender Offer, as well as an opportunity for any person other than the Tender Offeror to make a competing tender offer for the Company Shares.

In addition, the Tender Offeror and the Company have not made any agreement that would restrict a competing tender offeror from contacting the Company, such as an agreement containing a transaction protection clause that prohibits the Company from contacting such a competing tender offeror. In this way, the Tender Offeror and the Company ensure the fairness of the Tender Offer by setting the tender offer period as described above and ensuring opportunities for competing tender offers or the like.

Furthermore, by announcing the following measures, the Tender Offeror secures an opportunity for the Company's shareholders to make an appropriate decision on whether to tender in the Tender Offer, which is intended to avoid any coercion: (i) the Tender Offeror intends to request, promptly after the settlement of the Tender Offer, that the Company convene an Extraordinary Shareholders Meeting whose agenda includes a proposal for the Share Consolidation and a proposal for partial amendments to the Articles of Incorporation to abolish the provisions on the share unit number subject to the Share Consolidation becoming effective, which request is intended to avoid employing any method that would not secure for the Company's shareholders their appraisal rights or the right to file a petition for price determination; and (ii) when conducting the Share Consolidation, the cash to be delivered to the Company's shareholders in consideration of it will be calculated such that it equals the tender offer price multiplied by the number of Company Shares held by each of the shareholders (excluding the Tender Offeror, Oak, and the Company).

[7] Procurement of a share valuation report and a fairness opinion from an independent third-party valuator retained by the Special Committee

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

In considering the Inquired Matters, the Special Committee, in order to ensure the fairness of the terms of the Transactions, including the tender offer price, engaged Plutus Consulting, an independent third-party valuator independent of the Tender Offer Related Parties and the Company Group, to provide a valuation of the Company Shares and an opinion on the financial fairness of the terms of the Transactions, including the tender offer price, to the Company's general shareholders. The Special Committee received the Valuation Report (Plutus) and the Fairness Opinion, both dated November 28, 2025. Plutus Consulting is not a related party to the Tender Offer Related Parties or the Company Group and has no material interest in the Transactions, including the Tender Offer. The fees payable to Plutus Consulting in connection with the Transactions are limited to fixed fees to be paid regardless of whether or not the Transactions are successfully completed, and do not include any contingency fees that would be paid subject to successful completion or the like of the Transactions, including the Tender Offer.

(ii) Outline of the calculation

After considering, among multiple valuation methods, those to be adopted for the valuation of the Company Shares and based on the view that it is appropriate to evaluate the value of the Company Shares from multiple perspectives on the premise that the Company is a going concern, Plutus Consulting calculated the per-share value of the Company Shares using the following valuation methods: the Market Price Method, given that the Company Shares are listed on the Prime Market of the Tokyo Stock Exchange and have a market price; the Comparable Multiple Valuation Method, as there are multiple listed companies comparable to the Company and it is possible to infer the equity value of the Company Shares by comparison with such companies; and the DCF Method, in order to reflect the Company's future business activities in the valuation.

The following are the ranges of per-share value of the Company Shares calculated by Plutus Consulting based on the above methods:

Market Price Method (Reference Date [1]):	JPY 1,622~JPY 1,791
Market Price Method (Reference Date [2]):	JPY 1,726~JPY 2,200
Comparable Multiple Valuation Method:	JPY 1,706~JPY 2,506
DCF Method	JPY 1,879~JPY 2,856

Under the Market Price Method, [1] using October 31, 2025—which is considered a date on which the market price of the Company Shares was not affected by the Speculative Reports—as the valuation reference date, Plutus Consulting calculated a per-share value range of JPY 1,622 to JPY 1,791 for the Company Shares based on the closing price of JPY 1,791 on the reference date on the Prime Market of the Tokyo Stock Exchange, the simple average closing price of JPY 1,740 for the one-month period immediately preceding such date, the simple average closing price of JPY 1,766 for the three-month period immediately preceding such date, and the simple average closing price of JPY 1,622 for the six-month period immediately preceding such date; and [2] using November 28, 2025 as the valuation reference date, Plutus Consulting calculated a per-share value range of JPY 1,726 to JPY 2,200 for the Company Shares based on the closing price of the Company Shares JPY 2,200 on the reference date on the Prime Market of the Tokyo Stock Exchange, the simple average closing price of JPY 2,102 for the one-month period immediately preceding such date, the simple average closing price of JPY 1,899 for the three-month period immediately preceding such date, and the simple average closing price of JPY 1,726 for the six-month period immediately preceding such date.

Under the Comparable Multiple Valuation Method, Plutus Consulting selected RIZAP Group, Inc., Renaissance Inc., Central Sports Co., Ltd., TOSHO Co., Ltd., Curves Holdings Co., Ltd., JSS Co., Ltd., FIT-EASY Co., Ltd., and Twenty-four seven Holdings Inc. as listed companies engaged in businesses comparable to those of the Company and, using the enterprise value to EBITDA ratio, estimated the value of the Company Shares at a per-share value range of JPY 1,706 to JPY 2,506.

Under the DCF Method, based on the financial projections contained in the Business Plan—which was prepared by the Company for the period that is reasonably foreseeable at the time of valuation in light of the current earnings environment, the Company's recent performance, etc.—, the Company's most recent performance trends, publicly available information, and other relevant factors—Plutus Consulting estimated the enterprise value and equity value of the Company by discounting to present value using a certain discount rate the free cash flows expected to be generated by the Company from the third quarter of the fiscal year ending March 2026 onward, and calculated a per-share value range of JPY 1,879 to JPY 2,856 for the Company Shares. The discount rate applied was the weighted average cost of capital, which ranged from 7.30% to 10.89%. In calculating the terminal value, Plutus Consulting adopted the perpetual growth method, in which a perpetual growth rate of 0% was applied by taking into consideration long-term economic conditions theoretically assumed to prevail. The resulting estimated terminal value was in the range of JPY 405 million to JPY 605 million. In addition, as non-operating assets, excess cash (calculated by deducting from the Company's cash and cash equivalents business-use cash balances estimated by the Company based on a comprehensive consideration of, among other things, the Company's historical cash flow performance) was added to the equity value. The Business Plan was prepared by a team composed of directors and employees of the Company who do not have any material interest in the Tender Offer Related Parties, for the purpose of examining the reasonableness of the terms of the Transactions, and was subsequently reviewed and approved by the Special Committee. The Business Plan covers the forecast period of a six-year period from the fiscal year ending March 2026 through the fiscal year ending March 2031, as a period for which reasonable forecasts can be made, taking into account the Company's recent performance and capital expenditure outlook across its businesses, including the domestic Anytime Fitness business, the overseas Anytime Fitness business, The Bar Method business, the e-commerce, and merchandise business. Synergy effects expected to be realized as a result of implementing the Transactions have not been incorporated into the Business Plan, as they are difficult to estimate with reasonable accuracy at the time of valuation.

Although the Business Plan does not include fiscal years for which a significant change in profit is expected, it does include fiscal years for which a significant change in free cash flow is expected. Specifically, the Company continues to make capital investments associated with new store openings and the increase in remodeled stores for the purpose of business expansion; however, for the fiscal year ending March 2027, free cash flow is expected to increase significantly due to a decrease in capital expenditure as compared to the fiscal year ending March 2026, during which initial investments were made in association with overseas business expansion. For the fiscal year ending March 2028, free cash flow is expected to increase significantly due to business growth. For the fiscal year ending March 2029, free cash flow is expected to decrease significantly due to a substantial increase in capital expenditure as compared to the previous fiscal year as a result of intense remodeling activities. For the fiscal years ending March 2030 and March 2031, although the Company will continue to make capital investments associated with an expected increase in remodeled stores, free cash flow is expected to increase significantly as a result of a decrease in the amount of capital investment as compared to the previous fiscal year.

The financial projections based on the Business Plan, which were used by Plutus Consulting as the basis for its valuation by the DCF Method, are as follows.

Item	(in million yen)					
	FY 2026 (6 months)	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Net Sales	10,453	23,340	25,884	28,793	31,173	33,316
Operating Income	1,810	4,231	4,993	5,753	6,218	6,840
EBITDA	2,439	5,616	6,462	7,438	8,233	8,971
Free Cash Flow	9	1,390	1,983	1,219	2,444	4,032

In conducting its valuation of the Company Shares, Plutus Consulting used the information provided by the Company and publicly available information as they were in principle, assuming that all such materials and information are accurate and complete, and did not conduct its own verification of their accuracy or completeness. Plutus Consulting did not perform any independent appraisal or assessment of the assets and liabilities of the Company or its affiliates (including off-balance-sheet assets and liabilities and other contingent liabilities), nor did it request any appraisals or assessments from third-party institutions. In addition, with respect to the financial projections of the Company, Plutus Consulting assumed that such projections were reasonably prepared based on the best forecasts and judgments available to Company's management at the time of their valuation.

(iii) Outline of the Fairness Opinion

The Special Committee received from Plutus Consulting the Fairness Opinion, dated November 28, 2025, which states that the tender offer price of JPY 2,315 is fair to the Company's general shareholders from a financial perspective (Note 5). The Fairness Opinion expresses the opinion that in light of, among others, the valuation results of the Company Shares based on the Business Plan, the tender offer price of 2,315 yen is fair to the Company's general shareholders from a financial perspective. The Fairness Opinion was issued by Plutus Consulting based on: the results of its valuation of the Company Shares, which was conducted after receiving disclosures and related explanations from the Company concerning the current status, prospect etc. of the business of the Company Group; Q&A sessions conducted with the Company regarding the overview, background, and objectives of the Tender Offer; review by Plutus Consulting, to the extent that it deemed necessary, of the Company Group's business environment, economic, market, and financial conditions, and other factors; and a review process by a review committee independent of the Plutus Consulting's engagement team.

(Note 5) In preparing and submitting the Fairness Opinion and calculating the share value forming the basis of the Fairness Opinion, Plutus Consulting relied on information and basic data received from or discussed with the Company and on publicly available data, assuming that they were accurate and complete, and that there were no facts that may have material impact on the analysis and calculation of the value of the Company Shares that had not been disclosed to Plutus Consulting, and did not and had no duty to independently investigate or verify the accuracy or completeness of such information and data.

Plutus Consulting assumes that the Company's business prospect and other materials used as underlying data for the Fairness Opinion were reasonably prepared by the Company's management based on the best forecasts and judgments available at the time of their preparation. Plutus Consulting does not guarantee their feasibility, and expresses no opinion on the analyses or projections that served as the basis for the preparation of those materials or on the key assumptions underlying such analyses or projections.

Plutus Consulting did not perform any independent evaluation or appraisal of the assets and liabilities of the Company or its affiliated companies (including off-balance sheet assets and liabilities and other contingent liabilities), including any analysis or evaluation of their individual assets and liabilities, nor did it receive any evaluation reports or appraisal reports regarding such assets and liabilities. Therefore, Plutus Consulting did not assess the payment capacity of the Company or its affiliated companies. Since Plutus Consulting is not a professional legal, accounting, or tax agency, it does not and has no duty to express any opinions whatsoever concerning legal, accounting, or tax issues relating to the Tender Offer.

The Fairness Opinion expresses Plutus Consulting's opinion on the fairness of the tender offer price from a financial perspective, for the purpose of assisting by the Company with its consideration before expressing its opinion on the Tender Offer. Therefore, the Fairness Opinion does not express any opinion regarding the superiority or inferiority of the Tender Offer to transactions that are potential alternative options, the benefits that may be generated by the Tender Offer, or the advisability of implementing the Tender Offer.

The Fairness Opinion does not express any opinion to the holders of securities issued by the Company, the Company's creditors, or other related persons. Therefore, Plutus Consulting has no liability to any shareholders or third parties who may rely on the Fairness Opinion.

Plutus Consulting does not and is not authorized to solicit any investment or the like in the Company. Therefore, the Fairness Opinion does not recommend that the Company's shareholders tender their shares in the Tender Offer or engage in any other conduct.

The Fairness Opinion states Plutus Consulting's opinion valid as of the date of its submission on whether the Tender Offer Price is fair to the general shareholders of the Company from a financial perspective, based on the conditions of the financial and capital markets, economic conditions, and other circumstances as of such date and on information submitted to or obtained by Plutus Consulting as of such date. Even if these assumptions change due to future changes in the circumstances, Plutus Consulting has no duty to correct, change, or supplement its opinion. The Fairness Opinion implies or suggests no opinion on any matters not expressly set forth therein or on any time after the date of its submission.

4. Dispositions of Material Assets, Assumption of Significant Liabilities, or Other Events That Have a Material Impact on the Status of the Company's Assets Occurring After the End of the Most Recent Business Year

(1) Tender Offer

As described above in "1. Reasons for Conducting the Share Consolidation," the Tender Offeror conducted the Tender Offer for the Company Shares and the Share Options from December 2, 2025 to January 20, 2026, and as a result thereof, the Tender Offeror came to hold 8,972,661 Company Shares (ownership ratio: 47.19%) as of January 27, 2026, the commencement date of settlement of the Tender Offer.

(2) Cancellation of Treasury Shares

The Company resolved, at the meeting of the Board of Directors held on February 13, 2026, to cancel 70,240 shares of treasury shares of the Company (which represents the total number of treasury shares held by the Company as of January 28, 2026 (17,040 shares) plus the number of restricted shares of the Company granted to the Company's Directors as restricted share remuneration, which the Company plans to acquire without consideration as treasury shares (53,200 shares)), effective April 21, 2026. Such cancellation of treasury shares is subject to the condition that the proposal concerning the Share Consolidation is approved as proposed at the Extraordinary Shareholders' Meeting, and the total number of issued shares of the Company after such cancellation will be 18,700,940 shares.

## Proposal No.2: Partial Amendment to the Articles of Incorporation

### 1. Reasons of Amendment to Articles of Incorporation

- (1) As described in Proposal No. 1, if the proposal for the Share Consolidation is approved and adopted as originally proposed at the Extraordinary Shareholders' Meeting and if the Share Consolidation becomes effective, the total number of authorized shares of the Company will be 16 shares in accordance with the provisions of Article 182, paragraph (2) of the Companies Act. In order to further clarify this point, Article 6 (Total Number of Authorized Shares) of the current Articles of Incorporation regarding this matter will be amended, subject to the Share Consolidation becoming effective.
- (2) As described in Proposal No. 1, if the proposal for the Share Consolidation is approved and adopted as originally proposed at the Extraordinary Shareholders' Meeting and if the Share Consolidation becomes effective, the total number of issued shares of the Company will be four shares, and which makes it no longer necessary to set the share unit number. Accordingly, in order to abolish the provisions on the share unit number for the Company Shares, which is currently 100 shares per share unit, subject to the Share Consolidation becoming effective, Article 7 (Share Unit Number), Article 8 (Rights Attached to Shares Less than One Unit) and Article 9 (Additional Purchase of Shares Less than One Unit) of the current Articles of Incorporation will be deleted and the subsequent articles renumbered in accordance with these amendments.
- (3) As described in Proposal No.1, if the proposal for the Share Consolidation is approved and adopted as originally proposed at the Extraordinary Shareholders Meeting and if the Share Consolidation becomes effective, the Tender Offeror and Oak will be the only shareholders of the Company, which makes the provisions regarding the record date for an ordinary shareholders meeting no longer necessary. Accordingly, subject to the Share Consolidation becoming effective, Article 13 (Record Date for an Ordinary Shareholders Meeting) of the current Articles of Incorporation will be deleted and the subsequent articles renumbered in accordance with this amendment. In addition, if the Share Consolidation becomes effective, JG35 and Oak will be only shareholders of the Company, which makes the provisions regarding the electronic provision of materials for shareholders meetings no longer necessary. Accordingly, subject to the Share Consolidation becoming effective, Article 15 (Electronic Provision Measures) of the current Articles of Incorporation will be deleted and the subsequent articles renumbered in accordance with this amendment.

### 2. Details of the Amendments to the Articles of Incorporation

The details of the amendments are as follows. These amendments to the Articles of Incorporation will become effective on April 22, 2026, i.e., the effective date of the Share Consolidation, subject to the proposal for the Share Consolidation being approved and adopted as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation becoming effective.

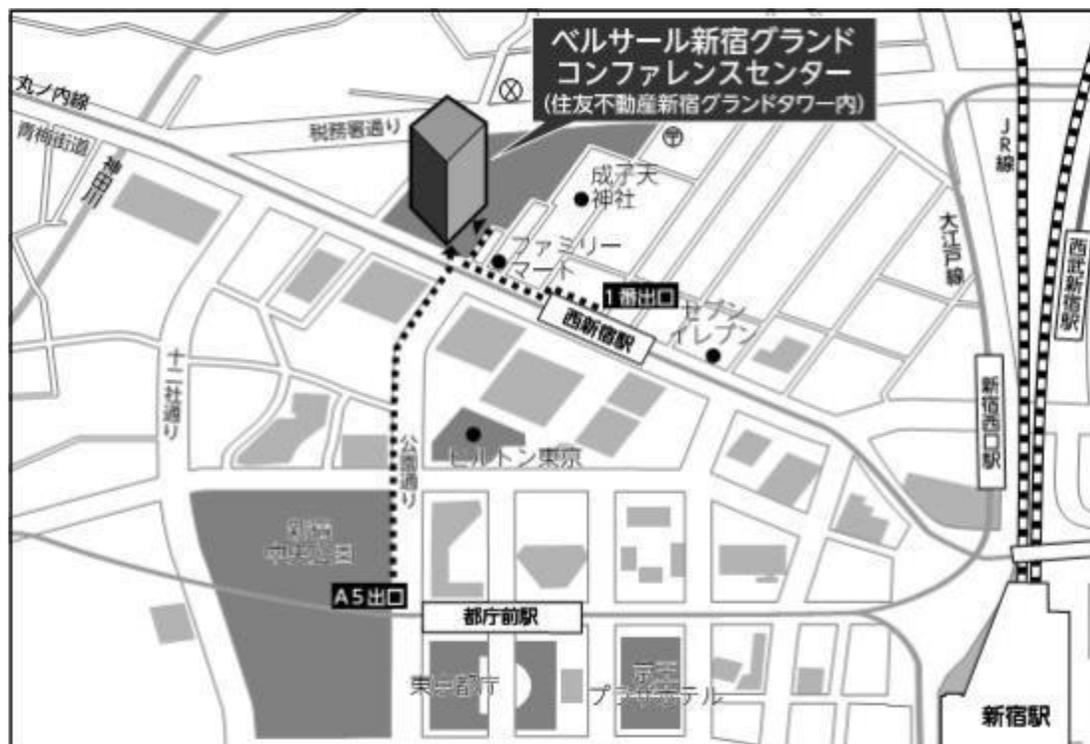
(Underlines denote amendments.)

Current Articles of Incorporation	Proposed changes
(Total Number of Authorized Shares) Article 6 The total number of shares authorized to be issued by the Company shall be <u>31,200,000</u> shares.	(Total Number of Authorized Shares) Article 6 The total number of shares authorized to be issued by the Company shall be <u>16</u> shares.
(Share Unit Number) Article 7 The share unit number of the Company shall be <u>100</u> shares.	(Deleted)
(Rights Attached Shares Less than One Unit) Article 8 Shareholders of the Company may not exercise any rights other than those listed below with respect to shares less than one unit held by them: (1) the rights set forth in the items of Article 189, paragraph (2) of the Companies Act; (2) the right to make a demand under the provisions of Article 166, paragraph (1) of the Companies Act; (3) the right to be allotted shares for subscription and be allotted share options for subscription in proportion to the number of shares held by shareholders; and (4) the right to make a demand as set forth in the following Article.	(Deleted)
(Additional Purchase of Shares Less than One Unit) Article 9 A shareholder of the Company may, subject to the provisions of the Share Handling Regulations, demand that the Company sell to the shareholder such number of shares as will constitute one unit of shares when added to the number of the shares constituting less than one unit held by the shareholder.	(Deleted)
Articles 10 - 12 (Omitted)	Articles 7 - 9 (Unchanged)
(Record Date for an Ordinary Shareholders Meeting) Article 13 The record date for voting rights exercisable at an ordinary shareholders meeting of the Company shall be <u>March 31 of each year.</u>	(Deleted)
Article 14 (Omitted)	Article 10 (Unchanged)
(Measures for Electronic Provision) Article 15 When convening a shareholders meeting, the Company shall take measures to provide information contained in the reference documents and the like for the shareholders meeting electronically. 2 With regard to the matters for which the Company will take measures for electronic provision and which are specified in the applicable Ministry of Justice Order, the Company may choose not to include all or part of these matters in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents by the record date for voting rights.	(Deleted)
Article 16 – Article 44 (Omitted)	Article 11- Article 39 (Unchanged)



## Map to the venue of the Extraordinary Shareholders' Meeting

**Venue** Belle Salle Shinjuku Grand Conference Center Room M,  
Sumitomo Fudosan Shinjuku Grand Tower 5F,  
8-17-1 Nishishinjuku, Shinjuku-ku, Tokyo



### Access by public transportation

- |          |  |                            |
|----------|--|----------------------------|
| <b>M</b> | Nishi-shinjuku Station (Marunouchi Line) | 3-min walk from Exit 1     |
| <b>E</b> | Tochomae Station (Oedo Line)             | 8-min walk from Exit A5    |
|          | Shinjuku Station (JR and other lines)    | 20-min walk from West Exit |

- Please refrain from driving to the venue.
- A designated space is available for shareholders in wheelchairs.
- Please ask for help at the reception if you need assistance finding your seats or the restroom.