

[Translation]

September 30, 2025

To whom it may concern:

Company Name: Mitsubishi Logisnext Co., Ltd.
Name of Representative: Yuichi Mano, Representative Director and
President
(Securities Code 7105 Tokyo Stock Exchange Standard Market)
Inquiries: Masamichi Oyake, General Manager, General Affairs
Division
(TEL: 075-951-7171)

Company Name: LVJ Holdings 2 LLC
Name of Representative: Representative Director Shinichi Inagaki

Notice Regarding Planned Commencement of Tender Offer for the Shares of Mitsubishi Logisnext Co., Ltd. (Securities Code: 7105) by LVJ Holdings 2 LLC

LVJ Holdings 2 LLC hereby announces that it has released today a press release entitled "Notice Regarding Planned Commencement of Tender Offer for the Shares of Mitsubishi Logisnext Co., Ltd. (Securities Code: 7105)" as attached.

End

This disclosure material is published pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act at the request of LVJ Holdings 2 LLC (the Offeror) to Mitsubishi Logisnext Co., Ltd. (the Target of the Tender Offer).

(Attachment)

"Notice Regarding Planned Commencement of Tender Offer for the Shares of Mitsubishi Logisnext Co., Ltd. (Securities Code: 7105)" dated September 30, 2025

[Translation]

September 30, 2025

To whom it may concern:

Company Name: LVJ Holdings 2 LLC
Representative: Japan Industrial No.6 GP Inc.,
Representative Member
Shinichi Inagaki, Executive Manager

Notice Regarding Planned Commencement of Tender Offer for the Shares of Mitsubishi Logisnext Co., Ltd.
(Securities Code: 7105)

LVJ Holdings 2 LLC (the "Offeror") hereby announces that it has decided on September 30, 2025 (the "Announcement Date"), as part of a series of transactions (the "Transaction") intended to make the Offeror the sole shareholder of Mitsubishi Logisnext Co., Ltd. (the "Target;" Securities Code: 7105, Standard Market of the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange")) and to privatize the common stocks (the "Target's Stock") listed on the Standard Market of the Tokyo Stock Exchange as of the Announcement Date, to acquire all of the Target's Stock and the Stock Acquisition Rights (as defined in "(3) Price for purchase, etc." in "2. Outline of Purchase, etc." below; hereinafter the same) of the Target through a tender offer (the "Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the "Act").

The Tender Offer requires obtaining clearances (collectively, the "Clearances") pertaining to the necessary permits, approvals, licenses, authorizations, consents, registrations, notifications, or other similar acts or procedures (collectively, the "Permits and Licenses") under competition laws of Japan, the United States, the EU, Egypt, the United Arab Emirates, Kuwait, Saudi Arabia, and South Africa and domestic and foreign investment regulatory laws including Japan's Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; the "Foreign Exchange Act"), and the procedures for obtaining the Clearances will require a certain period of time. Therefore, the Tender Offer is planned to be commenced promptly once the conditions precedent for the Tender Offer (Note 1) (the "Conditions Precedent for the Tender Offer"), such as the completion of obtaining the Clearances, are satisfied (or waived by the Offeror) in accordance with the Tender Offer Agreement (the "Tender Offer Agreement") that the Offeror has entered into with the Target as of the Announcement Date, as well as the Mater Agreement (the "Mater Agreement") that the Offeror has entered into with Mitsubishi Heavy Industries, Ltd., the parent company of the Target (number of shares held: 68,888,181 shares, Ownership Ratio (as defined in "(1) Overview of the Tender Offer" in "1. Purpose of the Purchase, etc." below): 64.41%; "Mitsubishi Heavy Industries") as of the Announcement Date.

With respect to the procedures under domestic and foreign competition law, preparations for filings are underway and filings are expected to be made promptly once preparations are complete. In addition, regarding the procedures under domestic and foreign investment regulatory laws including Japan's Foreign Exchange Act, preparations for filings are underway and the filing is also expected to be made promptly once preparations are complete. As of the Announcement Date, the Offeror aims to commence the Tender Offer in late December 2025, in light of consultations with the Japanese and foreign legal counsels concerning procedures for obtaining the Clearances; provided, however, that since it is difficult to accurately forecast the time required for the procedures with Japanese and foreign authorities, the Offeror will promptly announce the details of the Tender Offer schedule once it is decided.

The reason for announcing in this Press Release the planned commencement of the Tender Offer prior to obtaining the Clearances and before the commencement of the Tender Offer is to prevent the European Commission overseeing the procedures related to the Clearances in the EU member states and the Competition Commission of South Africa overseeing the procedures related to the Clearances in South Africa, which are likely to announce the Offeror's acquisition of the Target's Stock if the Clearances are obtained in the EU and South Africa, from making such public announcement before the Offeror itself makes a public announcement regarding the

Tender Offer.

(Note 1) (I) The Board of Directors of the Target has passed a resolution to express its opinion in favor of the Tender Offer and such resolution has been disclosed pursuant to applicable laws and regulations, and such expressed opinion has not been withdrawn or amended, and no resolution has been adopted that is inconsistent with it, (II) the Special Committee (as defined in (II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee" in (3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" in "1. Purpose of the Purchase, etc." below; hereinafter the same) has recommended to the Board of Directors of the Target that it is appropriate for the board to express its opinion in favor of the Tender Offer, and such recommendation has not been withdrawn or amended; (III) no claims, lawsuits or other proceedings have been pending before any judicial or administrative agency seeking to restrict or prohibit the Transaction, and no judgement has been issued by any judicial or administrative agency restricting or prohibiting the Transaction, and there is no threat thereof; (IV) no breach in material respect exists or is continuing regarding the Target's obligations (Note 2) or the Target's representations and warranties (Note 3) under the Tender Offer Agreement; (V) required Permits and Licenses (Note 4) have been obtained or otherwise performed (including the expiration of any applicable waiting periods without objection from the relevant authorities) (Note 5); (VI) written confirmation has been obtained from the Target that, as of the business day immediately preceding the commencement date of the Tender Offer, there are no undisclosed material facts relating to the Target (collectively referring to the material facts related to business or other particulars set forth in Article 166, Paragraph 2 of the Act (excluding those disclosed pursuant to Paragraph 4 of the same Article) and the fact that the tender offer, etc. will be launched or the fact that the tender offer, etc. will be suspended as set forth in Article 167, Paragraph 2 of the Act (excluding the Tender Offer and those disclosed pursuant to Paragraph 4 of the same Article); hereinafter the same); (VII) there has been no event preventing loan disbursement under any loan agreement entered into for the purpose of the Offeror's procurement of settlement funds for the Tender Offer and other funds necessary to consummate the Transaction (limited to (i) the outbreak of natural disasters, war or terrorism; (ii) failures or disruptions of electric power, communications or various payment and settlement systems; (iii) circumstances in the Tokyo interbank market that prevent funding transactions in yen or (iv) other causes comparable to (i) to (iii) above that are not attributable to the relevant financial institution and which such financial institution objectively and reasonably determines would render it impossible or materially difficult to execute funding); and (VIII) no event or circumstance has occurred or has been discovered that would be expected to cause a material adverse effect on the financial condition, results of operations, business value or credit standing, business operations, cash flows, business, assets, liabilities, future earnings plans of the Target Group (the Target and its subsidiaries and affiliates; hereinafter the same) or prospects thereof, or the value of Target's Stock (excluding: (i) with respect to any specific event about which the Offeror has received explanations or disclosures from the Target, those arising from or relating to such specific event if, as a result of or in relation to such specific event, (a) judgement has been issued to the Target Group by any judicial or administrative agency, or (b) the Target Group has received a claim from a counterparty, has informed the Offeror and Mitsubishi Heavy Industries of that fact, and, to the extent the claim from such counterparty is reasonably justified, the Target has actually made payments of damages, losses, costs or other monetary amounts to such counterparty, has acknowledged that it has an obligation to make such payments, or it can be objectively and reasonably determined that the Target has such an obligation, and the aggregate amount of damage, loss or expense as a result (limited to amounts for which no provision has been recognized in the Target's consolidated financial statements for the fiscal year ended March 2025) that has incurred by or can be objectively and reasonably expected to be incurred by the Target Group does not exceed a level that would materially adversely affect the Target Group's business operations; (ii) those arising from or relating to the United States' imposition of the series of tariff

measures such as additional tariffs and reciprocal tariffs, and (iii) those arising from or relating to the termination or expiration of agreements between the Target Group and its material business partners or licensors by reason of the consummation of the Transaction. Also, (iv) effects arising from changes in domestic or international political conditions, economic conditions, or the financial or securities markets (including effects caused by the deterioration of international diplomatic relations, acts of terrorism, political instability or other domestic or international political crises), (v) effects arising from the occurrence or escalation of hostilities, war, natural disasters or man-made disasters, (vi) effects arising from fluctuations in conditions affecting the industry generally to which the Target's business belongs, (vii) effects arising from the outbreak, continuation or spread of COVID-19 or any other infectious disease, and (viii) effects arising from changes in laws, regulations, accounting standards or their interpretation shall not be deemed to constitute a "material adverse effect" (as for (iv) through (viii) above, excluding the cases where circumstances, events, changes or effects that have a disproportionately material adverse impact on the Target as compared with businesses operating in the same industry as the Target)); and (IX) the Shareholders Agreement ("(II) Master Agreement" in "(6) Matters regarding material agreements related to the Tender Offer " in "1. Purpose of the Purchase, etc." below.) among Mitsubishi Heavy Industries, the Offeror and the Offeror's Parent Company (as defined in "(1) Overview of the Tender Offer" in "1. Purpose, etc. of the Tender Offer" has been duly and validly executed and is in full force, except for any provisions which, under such agreement, are stipulated to take effect upon or after the commencement of the Tender Offer.

- (Note 2) For details regarding the Target's obligations under the Tender Offer Agreement, please see "(I) Tender Offer Agreement" in "(6) Matters regarding material agreements related to the Tender Offer " in "1. Purpose of the Purchase, etc." below.
- (Note 3) For representations and warranties of the Target under the Tender Offer Agreement, please see "(I) Tender Offer Agreement" in "(6) Matters regarding material agreements related to the Tender Offer " in "1. Purpose of the Purchase, etc." below.
- (Note 4) Permits and Licenses required under competition laws of Japan, the United States, the EU, Egypt, the United Arab Emirates, Kuwait, Saudi Arabia, and South Africa and foreign and domestic investment regulatory laws including Japan's Foreign Exchange Act.
- (Note 5) The Offeror will implement necessary procedures and actions required under competition laws of Japan, the United States, the EU, Egypt, the United Arab Emirates, Kuwait, Saudi Arabia, and South Africa and under foreign and domestic investment regulatory laws including Japan's Foreign Exchange Act based on legal advice from Japanese and foreign legal counsels. From the Announcement Date onward, the Offeror plans to hold discussions with the relevant authorities overseeing these procedures and actions in order to ensure that such procedures and actions will be duly implemented.

Details

1. Purpose of the Purchase, etc.

(1) Overview of the Tender Offer

The Offeror is a limited liability company (*godo kaisha*) established on September 29, 2025, for the purpose of acquiring and owning share certificates, etc. of the Target listed on the Standard Market of the Tokyo Stock Exchange through the Tender Offer. As of the Announcement Date, Japan Industrial Fund VI GP, Inc. whose issued shares are wholly owned by Japan Industrial Partners, Inc. ("JIP") owns all of the equity interests in the Offeror. During the period up to the commencement of the Tender Offer, Japan Industrial No.6 GP Inc. intends to transfer all of its equity interests in the Offeror to LVJ Holdings LLC (the "Offeror's Parent Company"), and thereafter the Offeror will be reorganized from a limited liability company (*godo kaisha*) into a stock company (*kabushiki kaisha*). As of the Announcement Date, Japan Industrial No.6 GP Inc. owns all of the equity interests in the Offeror's Parent Company. However, during the period up to the commencement date of the Tender Offer, it intends to transfer all of such equity interests to an investment fund to

which JIP or its affiliates provide investment advisory services, or to a company all of the shares or equity interests of which are directly or indirectly owned by such fund (collectively, "JIP Fund"). As of the Announcement Date, neither JIP nor the Offeror owns any of the Target's Stock or the Stock Acquisition Rights.

JIP was established in Japan in November 2002 to engage in the Japanese-style private equity investment business that contributes to the reorganization and restructuring of Japanese companies. JIP has provided capital and management support to Japanese companies to help them leverage their existing business foundation, revitalize their potential, and accelerate their business growth. JIP has made 31 investments (as of the Announcement Date) in carve-outs (spin-offs of businesses or subsidiaries) and privatization transactions in Japan, including a carve-out of NEC BIGLOBE Ltd. from NEC Corporation, a carve-out of PC business from Sony Corporation, a carve-out of Hitachi Kokusai Electric Inc. from Hitachi, Ltd. and a subsequent carve-out of the image and communications solutions business from Hitachi Kokusai Electric Co., Ltd. and privatization of Toshiba Corporation. JIP's investment policy is to maximize corporate values of its portfolio companies by enabling them to realize their potential for medium- to long-term business expansion and growth. Therefore, JIP does not seek to pursue short-term profits through the acquisition and sale of businesses, but rather aims to realize values of its portfolio companies by expanding their operations, improving their profitability, and establishing their management systems so that they can sustain themselves as independent entities. In addition, JIP strives to understand the origin, history, and corporate culture of its portfolio companies, and supports their management by making the most of the strengths of their executives and employees so as to leverage the potential of their "people" and "business." JIP also uses the know-how and expertise it has accumulated to support the businesses of its portfolio companies from both financial and management perspectives, including formulating business strategies and action plans to realize business plans formulated by management, arranging financing, and providing system solutions, with the aim of achieving their autonomous business growth and enhancing their corporate values.

Subject to the satisfaction (or waiver by the Offeror) of the Conditions Precedent for the Tender Offer, as part of the Transaction, the Offeror has decided to conduct the Tender Offer for the Target's Stock (including the Target's Stock to be delivered upon the exercise of the Stock Acquisition Rights and excluding the Non-tendered Shares (as defined below; hereinafter the same) and the shares of treasury stock owned by the Target; the "Shares Subject to the Tender Offer") and all of the Stock Acquisition Rights.

The Transaction consists of (I) the Tender Offer by the Offeror, (II) the Share Consolidation (as defined in "(4) Post-tender offer reorganization policy (two-step acquisition)" below; hereinafter the same) to be conducted by the Target in order to make the Offeror and Mitsubishi Heavy Industries the sole shareholders of the Target (the "Squeeze-out Procedures"), in the event that the Offeror fails to acquire all of the Shares Subject to the Tender Offer and Stock Acquisition Rights through the Tender Offer, (III) (a) provision of funds by the Offeror to the Target (which is expected to be made through a third-party allotment with the Offeror as the allottee (the "Capital Increase;" the amount of the Capital Increase has not yet been determined), and a loan from the Offeror to the Target (the "Loan;" the amount of the Loan has not yet been determined); the Capital Increase and the Loan are hereinafter collectively referred to as the "Funding"), and (b) the reduction of the amount of the Target's capital stock, capital reserves, and retained earnings reserves pursuant to Article 447, Paragraph 1 and Article 448, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same) (the "Capital Reduction") (Note 4), each for the purpose of securing the distributable amounts and funds necessary for the Target to repurchase the Non-tendered Shares (Note 1) owned by Mitsubishi Heavy Industries as of the effective date of the Share Consolidation on the condition that the Share Consolidation becomes effective (the "Share Repurchase;" in calculating the repurchase price in the Share Repurchase (the "Share Repurchase Price"), in respect of Mitsubishi Heavy Industries, a corporation to which the provision for non-inclusion in gross profits of deemed dividends under the Corporation Tax Act (Act No. 34 of 1965, as amended; hereinafter the same) applies, the Share Repurchase Price has been set on the basis that (i) the amount calculated as the net proceeds after tax that Mitsubishi Heavy Industries would receive if it accepts the Share Repurchase at the Share Repurchase Price (JPY 1,081)

is equal to (ii) the amount calculated as the net proceeds after tax that Mitsubishi Heavy Industries would receive if it tenders its shares in the Tender Offer at the purchase price per share of the Target's Stock (JPY 1,537) (the "Tender Offer Price"), and (IV) the Share Repurchase, respectively, ultimately in order for the Offeror to make the Target its wholly-owned subsidiary. After the Share Repurchase takes effect, Mitsubishi Heavy Industries plans to subscribe for Class B Preferred Stock (Note 5) and Class D Stock (Note 6) to be issued by the Offeror (the "Mitsubishi Heavy Industries Capital Contribution") (Note 7). For details of the Share Consolidation, please see "(4) Post-tender offer reorganization policy (two-step acquisition)" below.

(Note 1) "Non-tendered Shares" means all shares of the Target's Stock currently owned by Mitsubishi Heavy Industries as of the Announcement Date (number of shares held: 68,888,181 shares; Ownership Ratio (Note 2): 64.41%).

(Note 2) "Ownership Ratio" means the ratio (rounded to two decimal places) to the number of shares (106,948,249 shares) (the "Base Number of Shares"), which is the sum of (I) the difference between (i) the total number of issued shares (106,810,013 shares) as of June 30, 2025, as stated in the "Financial Results Summary for the First Quarter of the Fiscal Year Ending March 2026 Japanese GAAP (Consolidated)" released by the Target on August 5, 2025 and (ii) the number of shares of treasury stock owned by the Target (66,764 shares) as of July 24, 2025 calculated by deducting the number of shares of treasury stock that have been disposed of (46,848 shares) as described in the press release titled "Notice regarding Disposal of Treasury Stock as Restricted Stock Compensation" released by the Target on July 24, 2025, from the number of shares of treasury stock owned by the Target (113,612 shares) as of March 31, 2025 as stated in the 124th Annual Securities Report (the "Target's Annual Securities Report") filed by the Target on June 25, 2025, and (II) the number of shares of the Target's Stock (205,000 shares) underlying 205 Stock Acquisition Rights excisable as of September 2, 2025 out of the total of 246 Stock Acquisition Rights outstanding as of the same date (Note 3) as reported by the Target on the same date; hereinafter to the same for the calculation of the Ownership Ratio.

(Note 3) The breakdown of the 246 Stock Acquisition Rights and the number of underlying shares of the Target's Stock are as shown in the table below.

Name of Stock Acquisition Rights	Number of Stock Acquisition Rights as of September 2, 2025 (unit)	Number of Stock Acquisition Rights excisable as of September 2, 2025 (unit)	Number of shares of the Target's Stock underlying Stock Acquisition Rights excisable as of September 2, 2025 (shares)
Fourth Stock Acquisition Rights	8	8	8,000
Fifth Stock Acquisition Rights	43	43	43,000
Sixth Stock Acquisition Rights	24	24	24,000
Seventh Stock Acquisition Rights	14	13	13,000
Eighth Stock Acquisition Rights	43	37	37,000
Ninth Stock Acquisition Rights	36	29	29,000
Tenth Stock Acquisition Rights	39	30	30,000
Eleventh Stock Acquisition Rights	39	21	21,000
Total	246	205	205,000

(Note 4) The Target plans to implement the Capital Reduction only if the distributable amount required for the Share Repurchase cannot be secured. Additionally, according to the Target, if the Capital Reduction is implemented, the Target plans to reclassify all or part of the reduced amounts of capital stock, capital reserves, and retained earnings reserves to other capital

surplus or other retained earnings.

- (Note 5) Class B Preferred Stock will be non-voting and is expected to grant preferential rights to dividends and distributions of residual assets, the right to require repurchase of the shares for cash consideration, and subject to provisions for repurchase of the shares for cash consideration and restrictions on transfer.
- (Note 6) Class D Stock will be non-voting and is expected to grant rights to dividends and distributions of residual assets pari passu with the common stock, the right to require repurchase of the shares for cash consideration, and the right to require repurchase of the shares in exchange for common shares, and subject to provision for repurchase of the shares for cash consideration.
- (Note 7) The value of the Target's Stock, which serves as the basis for determining the subscription price per share of Class B Preferred Stock and Class D Stock in Mitsubishi Heavy Industries Capital Contribution, is planned to be set at the same price as the Tender Offer Price. Mitsubishi Heavy Industries Capital Contribution will be implemented for the purpose of allowing Mitsubishi Heavy Industries to remain involved with the Target while bearing the risks associated with the business operations of the Target through its capital contribution to the Offeror after the Transaction, and Mitsubishi Heavy Industries Capital Contribution has been contemplated independently regardless of whether or not Mitsubishi Heavy Industries will tender its shares in the Tender Offer. Therefore, Mitsubishi Heavy Industries Capital Contribution is not deemed to conflict with the purpose of the provision regarding the uniformity of the tender offer price (Article 27-2, Paragraph 3 of the Act).

In connection with the Tender Offer, the Offeror has entered into the Tender Offer Agreement with the Target as of the Announcement Date, regarding the implementation of the Transaction. For details of the Tender Offer Agreement, please see "(I) Tender Offer Agreement" in "(6) Matters regarding material agreements related to the Tender Offer" below.

In addition, in connection with the Tender Offer, the Offeror has entered into the Master Agreement with Mitsubishi Heavy Industries as of the Announcement Date, which provides, among other things, that (I) Mitsubishi Heavy Industries shall not tender the Non-tendered Shares it owns in the Tender Offer, (II) Mitsubishi Heavy Industries shall accept the Share Repurchase and sell the Non-tendered Shares, and that (III) Mitsubishi Heavy Industries will make the Mitsubishi Heavy Industries Capital Contribution. For details of the Master Agreement, please see "(II) Master Agreement" in "(6) Matters regarding material agreements related to the Tender Offer" below.

The Offeror has set the minimum number of shares to be purchased (Note 8) in the Tender Offer at 2,410,700 shares of the Target's Stock, and if the total number of share certificates, etc. tendered in the Tender Offer (the "Tendered Share Certificates, Etc.") is less than the above-mentioned minimum number of shares to be purchased, the Offeror will not purchase any of the Tendered Share Certificates, Etc. Conversely, because the Offeror intends to privatize the Target's Stock, the Offeror has not set the maximum number of shares to be purchased, and if the total number of Tendered Share Certificates, Etc. meets or exceeds the minimum number of shares to be purchased (2,410,700 shares), the Offeror will purchase all of the Tendered Share Certificates, Etc.

- (Note 8) The minimum number of shares to be purchased (2,410,700 shares) in the Tender Offer is the number of shares (2,410,700 shares) calculated by multiplying (I) the difference (24,107 units) between (i) the product (712,988 units; round up to the nearest whole number) of the number of voting rights pertaining to the Base Number of Shares (1,069,482 units) and two-thirds, and (ii) the number of voting rights (688,881 units) pertaining to the Non-tendered Shares (68,888,181 shares), by (II) the number of shares constituting one unit of the Target (100 shares). The number has been set in order to ensure the completion of the Transaction considering that, while the Transaction aims to acquire all the Shares Subject to the Tender Offer and the Stock Acquisition Rights, the procedures for the Share Consolidation as stated in "(4) Post-tender offer reorganization policy (two-step acquisition)" below requires a special resolution of the general meeting of shareholders

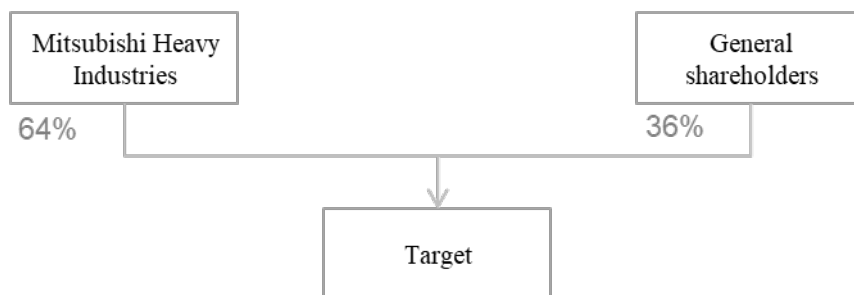
provided for in Article 309, Paragraph 2 of the Companies Act, and that it has been agreed that Mitsubishi Heavy Industries will not tender the Non-tendered Shares in the Tender Offer, and in the event the Tender Offer is completed, it will vote in favor of each proposal regarding the Share Consolidation.

<Structure Chart of the Transaction>

The outline of the Tender Offer and the subsequent procedures currently envisaged is as follows.

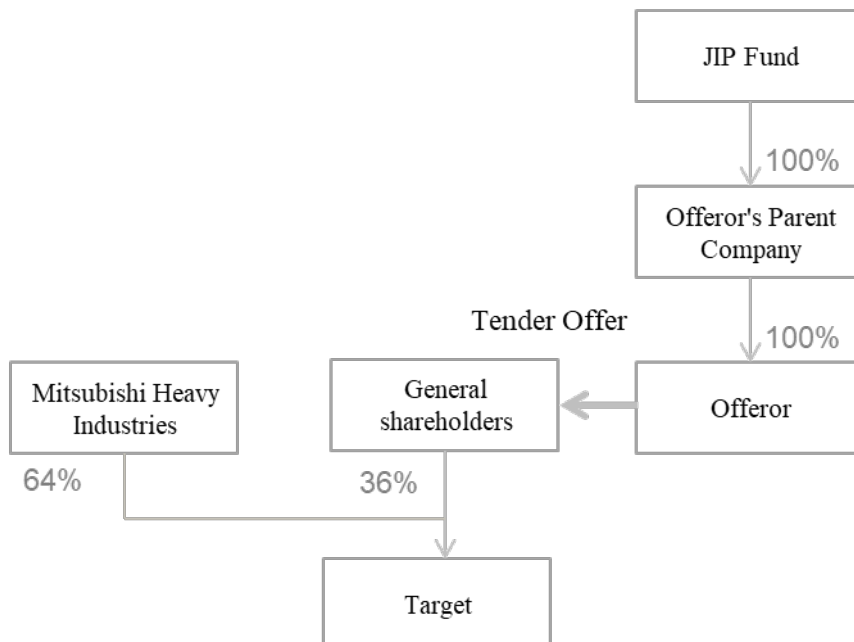
I. Before the implementation of the Tender Offer (current status)

As of the date of the Announcement Date, Mars owns 68,888,181 shares of the Target's Stock (Ownership Ratio: 64.41%), and the remaining shares of the Target's Stock and the Stock Acquisition Rights are owned by other minority shareholders. As of the Announcement Date, neither JIP nor the Offeror owns any shares of the Target's Stock or the Stock Acquisition Rights.



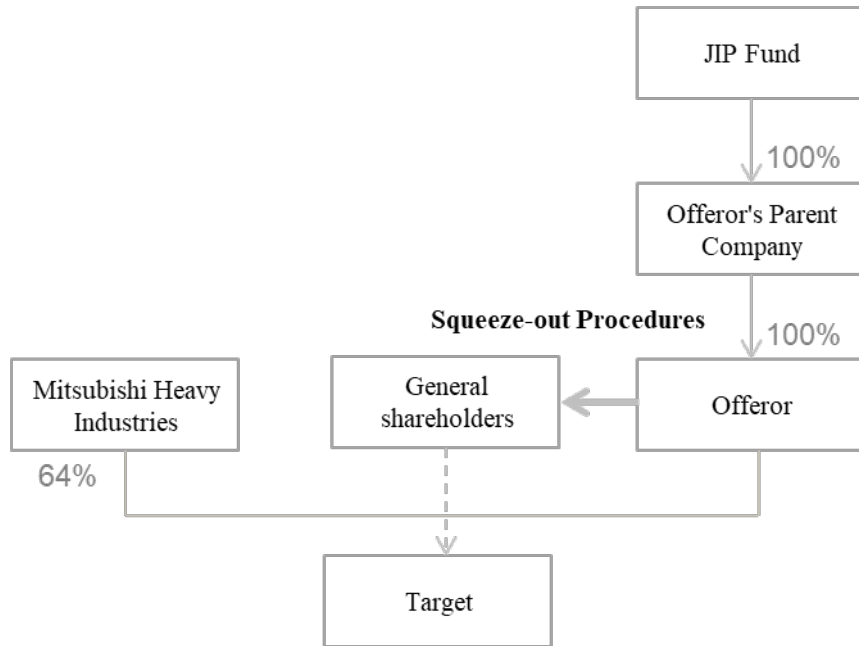
II. Tender Offer (Around late December 2025 to around late January 2026 (scheduled))

The Offeror intends to implement the Tender Offer with respect to all of the Shares Subject to the Tender Offer and the Stock Acquisition Rights.



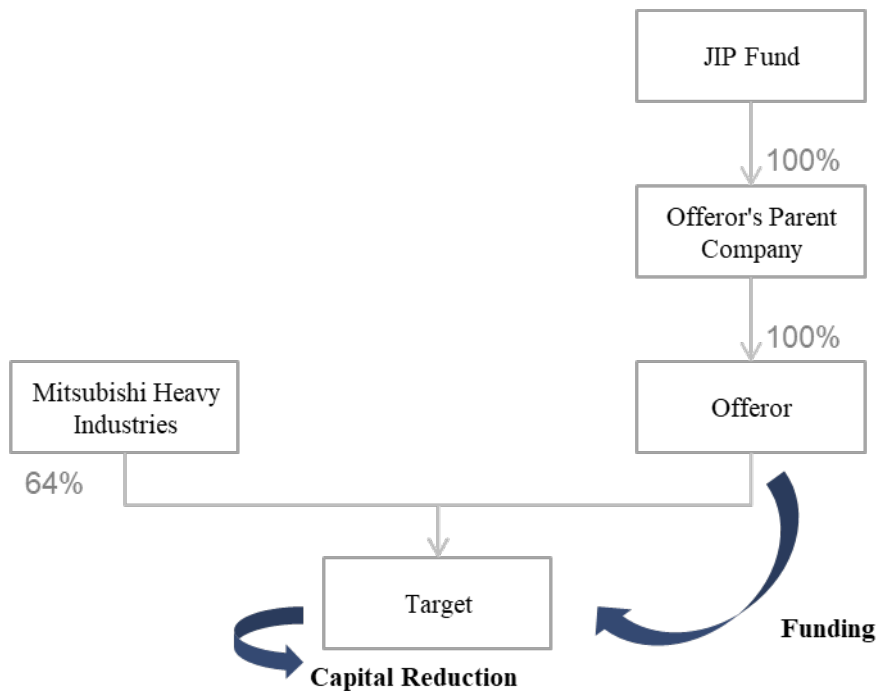
III. Squeeze-out Procedures (around March 2026 (scheduled))

If the Offeror fails to acquire all of the Shares Subject to the Tender Offer and Stock Acquisition Rights through the Tender Offer, it will, after the completion of the Tender Offer, request the Target to implement the Squeeze-out Procedures and take the necessary steps to make the Offeror and Mitsubishi Heavy Industries the Target's sole shareholders.



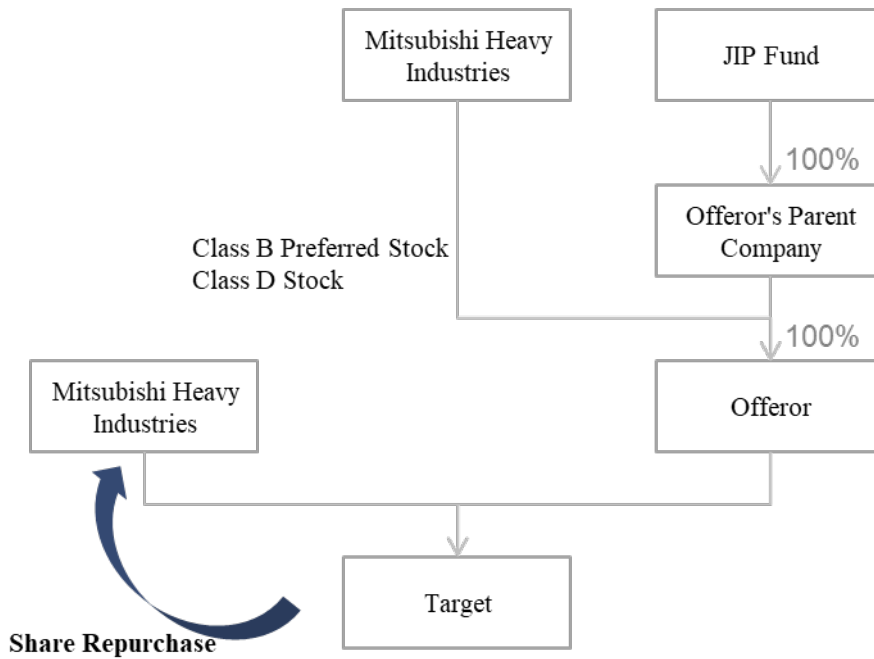
IV. Funding and Capital Reduction by the Target (around March 2026 (scheduled))

After the Share Consolidation takes effect, the Target plans to carry out the Funding and the Capital Reduction to secure the funds and distributable amount necessary for the Share Repurchase.

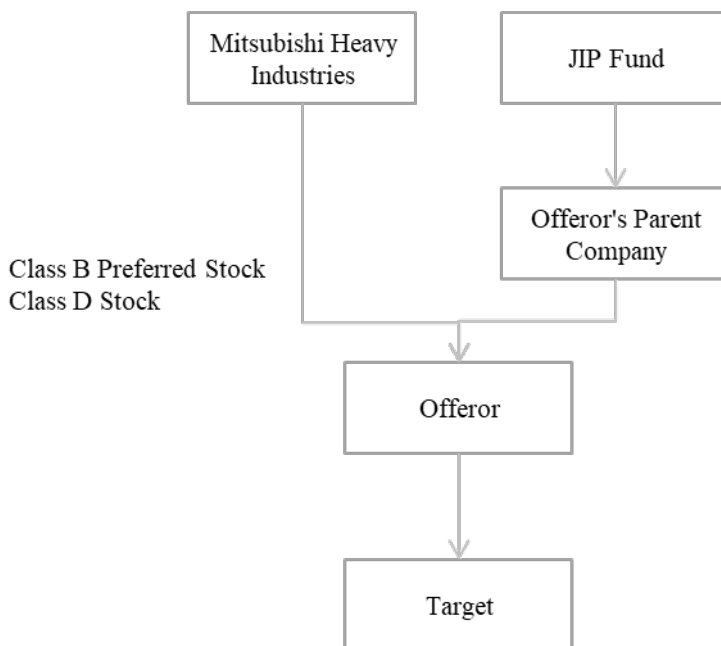


V. Target's Share Repurchase from Mitsubishi Heavy Industries and Mitsubishi Heavy Industries Capital Contribution (around March 2026 (scheduled))

The Target plans to utilize the funds and distributable amount secured through the Funding and the Capital Reduction described in IV. above to carry out the Share Repurchase to buy back the Non-Tendered Shares owned by Mitsubishi Heavy Industries. After the Share Repurchase takes effect, Mitsubishi Heavy Industries plans to make Mitsubishi Heavy Industries Capital Contribution to subscribe for the Class B Preferred Stock and Class D Stock to be issued by the Offeror.



VI. After the Transaction



If the Tender Offer is completed, the Offeror plans to procure the funds required for the Transaction including the Tender Offer by obtaining capital contributions from JIP Fund through the Offeror's Parent Company, as well as by borrowing from financial institutions (the "Acquisition Loan") by the business day immediately prior to the commencement date of settlement for the Tender Offer, and the Offeror intends to apply these funds to the settlement, etc. of the Tender Offer. The specific terms and conditions of the Acquisition Loan will be separately set forth in the loan agreement for the Acquisition Loan through negotiations with financial institutions. Under the loan agreement for the Acquisition Loan, it is expected that the Target's Stock, etc. acquired by the Offeror through the Tender Offer will be pledged as collateral.

Although the Share Repurchase will be conducted within the limits of the Target's distributable amount, the Offeror plans to secure

the necessary funds for the Share Repurchase to be implemented by the Target and to cover any shortfall in the distributable amount of the Target by implementing the Funding and the Capital Reduction or causing them to be implemented on the condition that the Share Consolidation becomes effective, in consideration of the amount of funds required by the Target for the Share Repurchase, the cash and deposits held by the Target, and the level of cash and deposits necessary for the Target's business operations. The Share Repurchase will be carried out with the aim of both maximizing the Tender Offer Price and ensuring fairness among shareholders by keeping the Share Repurchase Price low and increasing the allocation to minority shareholders of the Target, while setting the Share Repurchase Price on the basis that the net proceeds after tax that Mitsubishi Heavy Industries would receive if it tenders its shares in the Tender Offer is equal to the net proceeds after tax that Mitsubishi Heavy Industries would receive if it accepts the Share Repurchase, taking it into consideration that Mitsubishi Heavy Industries is expected to be subject to the provision for non-inclusion in gross profits of deemed dividends under the Corporation Tax Act.

According to the press release titled "Notice of Statement of Opinion Regarding the Scheduled Commencement of Tender Offer for Logisnext Shares, etc. by LVJ Holdings 2 LLC" issued by the Target as of the Announcement Date (the "Target's Press Release"), at the meeting of the Board of Directors of the Target held on the Announcement Date, the Target has resolved, as its opinion as of the Announcement Date, to express its opinion in favor of the Tender Offer if the Tender Offer is conducted, and to recommend that the shareholders of the Target and the holders of the Stock Acquisition Rights (the "Stock Acquisition Rights Holders") tender their shares or stock acquisition rights in the Tender Offer.

In addition, the Tender Offer is planned to be commenced promptly after the Conditions Precedent for the Tender Offer are satisfied (or waived by the Offeror), with the commencement currently aimed for around late December 2025 as of the Announcement Date. However, according to the Target, since it is difficult to accurately predict the time required for the procedures with the relevant Japanese and foreign authorities, the Target has, at the aforementioned meeting of the Board of Directors, resolved that, at the time the Tender Offer is commenced, it will request that the Special Committee (as defined in "(II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests"; hereinafter the same) review whether there have been any changes to its opinion expressed to the Board of Directors of the Target as of September 30, 2025, 2025, and inform whether its opinion remains unchanged or, if changed, present its revised opinion to the Board of Directors of the Target, and that the Target will, based on the Special Committee's opinion, re-express its opinion on the Tender Offer at the time the Tender Offer is commenced. For details of the resolution of the Board of Directors of the Target, please see "(VII) Unanimous consent of all disinterested directors and no objection from any auditors" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below.

(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer

The background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer, are as follows. Please note that the descriptions below regarding the Target are based on information publicly disclosed by the Target, press releases of the Target, and explanations received from the Target.

(I) Management environment surrounding the Target

According to the Target, the Target was established in August 1937 as Nippon Yusoki Co., Ltd. and, as the first manufacturer of reach-type electric forklift in Japan, it has developed its business of the manufacturing, sales, and maintenance services of small- and medium-sized electric forklifts and other logistics equipment and maintenance components, as well as logistics systems business focused on the manufacturing and sales of automated equipment for loading and picking operations, mainly in Japan and Asia. The Target was listed on the Second Section of the Tokyo Stock Exchange, the Second Section of the Osaka Securities Exchange, and the

Kyoto Stock Exchange in October 1961. It subsequently changed its market listing to the First Section of the Tokyo Stock Exchange and Osaka Securities Exchange in February 1971, and, following the reclassification of market segments by the Tokyo Stock Exchange in April 2022, transitioned from the First Section to the Standard Market of the Tokyo Stock Exchange. During this period, in April 2013, it succeeded, through an absorption-type company split from Mitsubishi Heavy Industries, the Forklift Division, which excelled in engine forklifts ranging from small to large models, produced and sold vehicles under the Mitsubishi brand as well as the Caterpillar brand, and conducted operations mainly in overseas markets such as North America and Europe, becoming one of its consolidated subsidiaries, and changed its name to Mitsubishi Nichiyu Forklift Co., Ltd. Then, in October 2017, the Target separated the non-domestic sales operations of its consolidated subsidiary, UniCarriers Corporation, succeeded those operations through an absorption-type company split, and changed its name to Mitsubishi Logisnext Co., Ltd., which remains its name on the Announcement Day. UniCarriers Corporation commenced its business in 2013 upon merger of TCM, which manufactured Japan's first domestically produced engine forklift and also produced bucket-type vehicles such as shovel loaders and skid steer loaders, as well as specialized transport vehicles used at ports, steelworks, and shipyards, and Nissan Forklift Co., Ltd., the predecessor of which was the industrial machinery division of Nissan Motor Co., Ltd. and which excels at technology development leveraging automotive expertise, and sells not only vehicles but also engine units to external customers. As an integrated logistics equipment manufacturer (Note 1), the Target aims to continuously provide optimal logistics solutions (Note 2) to customers worldwide and contribute to solving social challenges, under the corporate philosophy of "Moving the world forward as the leading provider of innovative logistics and material handling solutions."

According to the Target, the Target established "Long-Term Business Vision 2035" in November 2023 as guideline for its long-term direction as a group and for growth. This vision has the following two focus areas: "Supporting decarbonization as well as safety and security in the market for forklifts and other industrial vehicles."; and "Provision of automated and autonomous vehicles to fulfill the second pillar of our business, which is to meet the twin needs of "connectivity" and "automation and autonomous operation." We will also provide solutions to link these technologies and implement them in a safe and secure manner." With these focus areas, the Target aims to clarify its ideal future state and achieve further growth. In addition, in March 2024, the Target announced its medium-term business plan "Logisnext Transform 2026" with the key concepts of "Safety/Security," "Automation/Autonomy," and "Decarbonization" that define the needs surrounding logistics equipment, while pursuing a strategy centered on three pillars: (1) Further Growth in Industrial Vehicles; (2) Breakthrough in Logistics Solutions Business; and (3) Continuous Improvement for Corporate Resilience and Reform of Business Management Structure. Through this approach, the Target takes on the challenges of rapidly-changing business environment while accelerating the pace of the transformation.

(Note 1) According to the Target, the term "integrated logistics equipment manufacturer" refers to a manufacturer that provides forklifts and other logistics equipment capable of ensuring safety and efficient transportation of a wide variety of goods in diverse operational environments, including indoor locations such as storage warehouses and cold storage facilities, and outdoor locations such as between factories and at ports.

(Note 2) According to the Target, the term "logistics solutions" collectively refers to services related to logistics support, including sales of logistic equipment, as well as maintenance services and provision of logistics systems that focus on the automation of processes such as loading and picking.

(II) Background, purpose, and decision-making process with respect to conducting the Tender Offer

In late November 2024, JIP was approached through Goldman Sachs Securities Co., Ltd. ("Goldman Sachs"), the financial advisor of Mitsubishi Heavy Industries, when Mitsubishi Heavy Industries commenced making approaches to several potential purchasers regarding the sale of the Target's Stocks held by it and inviting them to commence the disposal process and participate in the bidding process (the "Bidding Process"). As a result of its review of the Target's growth potentials and profitability based on publicly available information and its own analysis, JIP decided to participate in the Bidding Process. JIP has commenced its analysis and review of the Target's growth potentials and profitability based on publicly available information regarding the Target and information disclosed by Goldman Sachs.

As a result of this review, JIP has come to highly value the Target's track record as a forklift manufacturer that ranks fifth (Note 1) in terms of sales volume on a global scale.

(Note 1) This ranking is based on the Target's sales volume for the fiscal year ended March 2024 as indicated in the "World

Ranking List of Industrial Trucks 2023/2024" published by the German magazine dhf intralogistik.

After privatizing the Target's Stock through the Transaction, JIP intends to support measures to maximize the Target's corporate value, drawing on its past investment experience and expertise. Specifically, by leveraging the expertise JIP has accumulated through its investments in Japanese companies to date, JIP believes it can provide support in the initiatives set out below.

1) Maximizing profitability across the value chain of the forklift business

In addition to selling new vehicles, JIP aims to capture customer demand at each phase—including finance, parts and maintenance, rentals, and used vehicles—so as to maximize overall profitability for the forklift business. While leveraging the expertise it has accumulated to date, JIP intends to strengthen the Target's after-sales service area through such support as maximization of profits of each customer, strengthening organizational structure, and M&A.

2) Improving the profitability of existing businesses,

While JIP recognizes that the PMI of the four predecessor companies of the Target (i.e., Nippon Yusoki Co., Ltd., Mitsubishi Heavy Industries Forklift Business, TCM, and Nissan Forklift Co., Ltd.) has already yielded certain results, JIP will continue to pursue the room for further improvement through the restructuring of domestic business operations, the efficient utilization of management resources, and the standardization of operations promoted by the Target.

3) Strengthening logistics solutions

According to the Target, the Target operates its business aiming to continuously provide optimal logistics solutions to customers worldwide and contribute to solving social challenges as an integrated logistics equipment manufacturer, under the corporate philosophy of "Moving the world forward as the leading provider of innovative logistics and material handling solutions." JIP recognizes the growing need for logistics solutions across various industries given the global expansion of e-commerce and labor shortages, and intends to provide necessary support (particularly M&A) for strengthening the Target's automation solutions initiatives.

Based on the above analysis and consideration, JIP appointed Anderson Mori & Tomotsune as its legal advisor in late December 2024 and submitted a non-binding letter of intent to Mitsubishi Heavy Industries stating its intention to proceed with its reviews on the Bidding Process on the premise that the Target would acquire the Non-tendered Shares by way of share repurchase after privatizing the Target's Stock through a tender offer and squeeze-out procedures. Subsequently, Goldman Sachs approached JIP regarding participation in the second bidding process (the "Second Bidding Process"), and JIP participated in the Second Bidding Process commenced in mid-January 2025. In the course of such Second Bidding Process, JIP conducted an initial due diligence regarding the Target's business, financial, tax, and legal matters and beginning in mid-January 2025, JIP conducted further analysis and consideration of the acquisition of the Target's Stocks through due diligence of the Target's business, financial and legal matters, as well as interviews with the Target's management. On February 25, 2025, based on the information obtained during the due diligence process regarding the Target, JIP submitted a non-binding proposal (the "Final Proposal") to the Target and Mitsubishi Heavy Industries. The Final Proposal was not legally binding, as some points (mainly the business operations of the Target) required further consideration before JIP could decide to proceed with the investment in the Transaction and commitment letters from financial institutions were not attached, and it was intended to request continued discussions regarding the Transaction with the Target and Mitsubishi Heavy Industries.

Subsequently, from early March to late April 2025, JIP conducted additional due diligence regarding the Target's business, financial, tax, and legal matters, and held discussions with the Target's management on business operations of the Target, thereby proceeding with further analysis and consideration regarding the acquisition of Target's Stock.

As a result of the above analysis and consideration, JIP continued to highly value the Target's track record as a forklift manufacturer that ranks fifth in terms of sales volume on a global scale. As a member of the Mitsubishi Heavy Industries Group, however, JIP considered that the Target has been subject to certain operational constraints, particularly financial constraints resulting from its relationship with other group companies. Therefore, in order to achieve maximization of the Target's corporate value, JIP considered that independence from the Mitsubishi Heavy Industries Group is crucial, enabling the Target to make optimal decisions flexibly as a standalone business without being restricted by its relationship with other group companies. To realize the Target's sustainable growth specifically through initiatives such as (i) maximizing profitability across the value chain of the forklift business, (ii) improving the

profitability of existing businesses, and (iii) strengthening logistics solutions, it will be necessary to consider a capital structure that allows for proactive investment of management resources. Deferring these initiatives could, in the medium to long term, result in diminishing competitiveness and hinder sustainable growth for the Target. On the other hand, these initiatives could lead to a decline in short-term profit levels and deterioration in cash flow. JIP considered that, if the Target were to remain publicly listed, it might not receive sufficient evaluation from investors who focus on short-term profit levels, which could adversely affect the Target's shareholders in the form of a decline in the share price. Accordingly, JIP concluded that by privatizing the Target's Stocks and making the Target a wholly owned subsidiary of the Offeror, decision-making can be conducted more swiftly and flexibly, and the Target's corporate value can be enhanced from a medium- to long-term perspective without adversely affecting the Target's shareholders through share price declines.

Generally, the disadvantages of privatizing a listed company include a reduction in credibility and recognition as a listed company, as well as the inability to raise funds from capital markets. However, the Target has already established a certain level of brand strength, recognition, and business track record. In addition, regarding the inability to raise funds from the capital markets, it is expected that any necessary future funding for business purposes will be secured through borrowings from financial institutions. Accordingly, JIP considers that, overall, the disadvantages of privatizing the Target are limited. Furthermore, JIP does not particularly anticipate any disadvantages arising from the Target being included within the Offeror after the Transaction, nor any negative impact on the Target's business resulting from the absence of capital relationships with its existing shareholders.

Then, on April 28, 2025, JIP submitted to the Target and Mitsubishi Heavy Industries a legally binding proposal (the "Final Revised Proposal") which includes setting the Tender Offer Price at JPY 1,537 and the Share Repurchase Price at JPY 1,081 based on the information obtained in the course of the due diligence on the Target, on the premise that, following the privatization of the Target's Stock through a tender offer and squeeze-out procedures, the Target would acquire the Non-tendered Shares by way of share repurchase. The Tender Offer Price indicated in the Final Revised Proposal is lower than the closing price of the Target's Stock on the Tokyo Stock Exchange Standard Market on April 25, 2025 (the business day immediately preceding the submission date of the Final Revised Proposal) of JPY 1,923 by 20.07% (rounded to two decimal places; the same applies to the calculation of premium and discount rates against stock prices hereinafter), as well as the simple average closing price over the past one month from such date (from March 26, 2025 to April 25, 2025) of JPY 1,937 (rounded to the nearest whole number; the same applies to the calculation of the simple average closing prices hereinafter) by 20.65%; the simple average closing price over the past three months from such date (from January 27, 2025 to April 25, 2025) of JPY 1,964 by 21.74%; and the simple average closing price over the past six months from such date (from October 28, 2024 to April 25, 2025) of JPY 1,779 by 13.60%. However, JIP considered that, as a result of speculative media reports on December 6, 2024 (the "Speculative Reports") regarding Mitsubishi Heavy Industries' commencement of procedures for contemplated sale of the Target's Stock, the price of the Target's Stock had rapidly surged to a level exceeding its all-time high and that, since said date, the stock price had excessively reflected expectations related to the transaction associated with the termination of the parent-subsidiary listings and did not represent changes in the Target's business or financial condition. It should be noted that the Tender Offer Price of JPY 1,537 set forth in the Final Revised Proposal reflects a premium of 35.42% over the closing price of JPY 1,135 on December 5, 2024, which was the business day immediately preceding the date of the Speculative Reports (December 6, 2024), as well as premiums of 25.16% over the simple average closing price of JPY 1,228 for the past one month from that date (from November 6, 2024 to December 5, 2024); 24.66% over the simple average closing price of JPY 1,233 for the past three months from that date (from September 6, 2024 to December 5, 2024); and 17.51% over the simple average closing price of JPY 1,308 for the past six months from that date (from June 6, 2024 to December 5, 2024).

Based on the expectation that the provision for the exclusion of deemed dividends from gross profits under the Corporation Tax Act would apply and that certain tax benefits would result in Mitsubishi Heavy Industries, JIP set the Share Repurchase Price (JPY 1,081) based on the amount at which the after-tax proceeds obtained if Mitsubishi Heavy Industries were to tender its shares in the Tender Offer would be equivalent to the after-tax proceeds obtained if it acceded to the Share Repurchase. By keeping the Share Repurchase Price low and allocating a greater portion to the minority shareholders of the Target, JIP believed that it is possible to balance the maximization of the Tender Offer Price and the fairness between shareholders and therefore presented the scheme for the Transaction that includes the Share Repurchase.

Subsequently, between April to September 2025, JIP had negotiations with Mitsubishi Heavy Industries on the terms of the

Transaction, including the Mitsubishi Heavy Industries Capital Contribution. JIP also conducted analysis and consideration of the impact that the introduction of reciprocal and additional tariffs by the United States government would have on the Target's business.

Then, based on the above analysis and considerations, JIP submitted to the Target and Mitsubishi Heavy Industries a non-binding revised proposal (the "Revised Proposal dated September 5") which included setting the Tender Offer Price at JPY 1,537, and the Share Repurchase Price at JPY 1,081 on September 5, 2025. The Tender Offer Price is lower than the closing price of the Target's Stock on the Tokyo Stock Exchange Standard Market on September 4, 2025 (the business day immediately preceding the date of the proposal) of JPY 1,817 by 15.41% as well as the simple average closing price over the past one month from such date (from August 5, 2025 to September 4, 2025) of JPY 1,934 by 20.53%; the simple average closing price over the past three months from such date (from June 5, 2025 to September 4, 2025) of JPY 1,965 by 21.78%; and the simple average closing price over the past six months from such date (from March 5, 2024 to September 4, 2025) of JPY 1,995 by 22.96%; however, it reflects a premium of 35.42% over the closing price on December 5, 2024, which was the business day immediately preceding the date of the Speculative Reports (December 6, 2024), of JPY 1,135, as well as premiums of 25.16% over the simple average closing price for the past one month from that date (from November 6, 2024 to December 5, 2024) of JPY 1,228; 24.66% over the simple average closing price for the past three months from that date (from September 6, 2024 to December 5, 2024) of JPY 1,233; and 17.51% over the simple average closing price for the past six months from that date (from June 6, 2024 to December 5, 2024) of JPY 1,308. Subsequently, on September 18, JIP received a request from the Target that, taking into account the opinion of the Special Committee, the Tender Offer Price should be reconsidered in light of the fact that the proposed price was lower than the current share price of the Target. However, on September 21, JIP responded that, considering the downward revision of the Target's earnings forecast for the fiscal year ending March 2026 as announced in the "Notice on Revision of Consolidated Earnings Forecast for the Fiscal Year Ending March 2026" dated August 5, 2025, the price stated in the Revised Proposal dated September 5 was the maximum price that JIP could offer. Then, on September 23, JIP received another request from the Special Committee to further consider raising the price, as the Tender Offer Price of JPY 1,537 proposed by JIP was below the current share price of the Target, and the premium relative to the share price of the Target prior to the Speculative Reports was significantly lower than the premiums seen in similar transactions. In response to this, on September 25, JIP responded that it did not see the need to revise the proposed price for the following reasons: It recognized that the Target's share price had been traded at a high level compared to its fundamental value due to expectations associated with resolution of the parent-subsidary listing as a result of the Speculative Reports; also, the share price of the Target prior to the Speculative Reports does not reflect the impact of the introduction of reciprocal and additional tariffs by the United States government, and therefore, it is not appropriate to reference the premiums of similar transactions. In response to this, the Target confirmed its view that the price stated in the Revised Proposal dated September 5 did not reach a satisfactory level from the perspective of the general shareholders and, on the same day as obtaining approval from the Special Committee, the Target once again requested JIP to raise the Tender Offer Price.

Then, on September 30, 2025, JIP submitted to the Target and Mitsubishi Heavy Industries a binding revised proposal (the "Final Proposal dated September 30") which included setting the Tender Offer Price at JPY 1,537 (it reflects a premium of 35.42% over the closing price on December 5, 2024, which was the business day immediately preceding the date of the Speculative Reports (December 6, 2024), of JPY 1,135, premiums of 25.16% over the simple average closing price for the past one month from that date (from November 6, 2024 to December 5, 2024) of JPY 1,228; 24.66% over the simple average closing price for the past three months from that date (from September 6, 2024 to December 5, 2024) of JPY 1,233; and 17.51% over the simple average closing price for the past six months from that date (from June 6, 2024 to December 5, 2024) of JPY 1,308, and the Share Repurchase Price at JPY 1,081. Also, it is discounted at the rate of 14.04% from the closing price on September 29, which was the business day immediately preceding the date of the proposal, of JPY 1,788, discounted at 15.32% over the simple average of closing prices over the most recent one month up to that date (from September 1, 2025 to September 29, 2025) of JPY 1,815, discounted at the rate of 19.44% from the simple average of closing prices over the most recent three months up to that date (from June 30, 2025 to September 29, 2025) of JPY 1,908, and discounted at the rate of 21.70% from the simple average of closing prices over the most recent six months up to that date (from March 31, 2025 to September 29, 2025) of JPY 1,963), and the Share Repurchase Price at JPY 1,081, which was accompanied by a binding commitment letter from a financial institution, and reached a final agreement with the Target. JIP considered that the Tender Offer Price represents a price that gives maximum consideration to the interests of the Target's shareholders, considering the downward revision of the Target's earnings forecast for the fiscal year ending March 2026 as announced in the "Notice on Revision of Consolidated Earnings Forecast for the Fiscal Year Ending March 2026" dated August 5 and the fact that a sufficient premium has been applied to

the share price prior to the Speculative Reports.

As stated above, after continuous discussions and negotiations among Mitsubishi Heavy Industries, the Target and JIP to implement the Transaction, Mitsubishi Heavy Industries, the Target and JIP reached an agreement on the Announcement Date to set the Tender Offer Price at JPY 1,537, the tender offer price of the Stock Acquisition Rights (the "Stock Acquisition Rights Purchase Price") at JPY 1, and the Share Repurchase Price at JPY 1,081. Therefore, the Offeror decided to enter into the Tender Offer Agreement with the Target and the Master Agreement with Mitsubishi Heavy Industries, respectively. The Offeror entered into the Tender Offer Agreement and Master Agreement and decided to conduct the Tender Offer as part of the Transaction, subject to the fulfillment of the Conditions Precedent for the Tender Offer (or their waiver by the Offeror) on the same day.

(III) Process and reasons of decision-making of the Target supporting the Tender Offer

Under the management environment described in "(I) Management Environment Surrounding the Target" above, according to the Target, the Target considered various management strategies aimed at increasing its corporate value. During such consideration, in late August 2024, the parent company of the Target, Mitsubishi Heavy Industries, expressed its intention to review its capital relationship with the Target by selling the Target's Stock held by Mitsubishi Heavy Industries (the "Mitsubishi Heavy Industries' Shares"), with the principal scenario being the privatization of the Target's Stock due to the necessity of transforming its business portfolio. Triggered by this, the Target started considering the appropriateness of implementing the capital transaction premised on the sale of the Mitsubishi Heavy Industries' Shares (the "Capital Transaction," which is not limited to transactions aimed solely at the privatization of the Target's Stock), and methods for selling the Mitsubishi Heavy Industries' Shares. In response to the above intentions of Mitsubishi Heavy Industries, the Target appointed Nomura Securities Co., Ltd. ("Nomura Securities") as its financial advisor and third-party valuation organization independent from Mitsubishi Heavy Industries, the Offeror, and JIP (the "Offeror Related Parties") and the Target and appointed Mori Hamada & Matsumoto as its legal advisor in late September 2024.

Subsequently, according to the Target, on October 11, 2024, the Target had a meeting with Mitsubishi Heavy Industries and again recognized Mitsubishi Heavy Industries' desire to promptly implement bidding procedures to select candidate buyer companies for the Capital Transaction. On the other hand, the Target analyzed the impact of the Capital Transaction on the short-term results of the Target, and on November 12, 2024, the Target submitted a proposal (the "Target Counteroffer") to Mitsubishi Heavy Industries concerning an approach to the Capital Transaction that the Target believes is more desirable from the perspective of increasing the Target's medium- to long-term, sustainable corporate value. The Target Counteroffer includes the proposals to mitigate the risk of an adverse effect on the Target's short-term results while broadening the options aimed at medium- to long-term enhancement of corporate value, such as (1) there could be short-term adverse effect on the Target's businesses by having investment funds as the purchaser of the Target's Stock, (2) from the perspectives of both minimizing the impact on the Target's results and ensuring the likelihood of the details of the proposal from investment funds, it is necessary to confirm that measures have been taken, prior to commencement of the Capital Transaction, to avoid the anticipated deterioration of the business environment, (3) the Target has specific requirements regarding the industry attributes of operating company partners with whom it can pursue operational synergies while mitigating the risk of changes in its business environment, and (4) prioritizing inviting operating companies over investment funds in the Bidding Process (defined below; hereinafter the same), and inviting investment funds only after concerns over deterioration of business environment after the acquisition of the Target's Stock have been resolved. However, Mitsubishi Heavy Industries continues to desire the prompt sale of the Target's Stock and has not changed its approach to the Capital Transaction in light of the contents of the Target Counteroffer. Although the Target continued to hold the view that the implementation of the Capital Transaction based on the contents of the Target Counteroffer would contribute to the enhancement of its medium- to long-term, sustainable corporate value, in consideration of the wishes of Mitsubishi Heavy Industries, which is the Target's major shareholder and the seller in the Capital Transaction, the Target agreed to conduct a bidding process for the acquisition of the Mitsubishi Heavy Industries' Shares for cash consideration by multiple candidates who appeared to have a strong interest in the Target's business, and therefore decided to proceed with the Bidding Process with Mitsubishi Heavy Industries. In light of the above background, starting in mid-November 2024, the Target and Mitsubishi Heavy Industries reached out to several business companies and investment funds to invite their participation in the Bidding Process through the Target's financial advisor Nomura Securities and Mitsubishi Heavy Industries' financial advisor Goldman Sachs. Thereafter, starting from November 20, 2024, the Target and Mitsubishi Heavy Industries initiated the first round of the bidding process (the "First

Bidding Process") by inviting a total of 14 companies—comprising several business companies and investment funds which expressed interests in participating in the Bidding Process (the "First-round Candidates")—to submit non-binding preliminary proposals regarding the acquisition of the Target's Stock for cash consideration. In late December 2024, since six of the First-round Candidates submitted letters of intent, the Target and Mitsubishi Heavy Industries carefully reviewed these letters of intent and, after discussions, selected three candidates (including JIP) (the "Second-round Candidates") to be invited to participate in the second-round of the bidding process for the purpose of determining the final candidate for the Capital Transaction. In selecting the Second-round Candidates, the Target and Mitsubishi Heavy Industries carefully compared and evaluated the contents of the letters of intent submitted by the First-round Candidates from various perspectives, including the conditions of the valuation of the shares, the tender offer price, funding capability and funding conditions, management strategy, employee treatment and management policy such as governance structure after the Capital Transaction (including growth strategy), and the maximization of the interests of the Target's minority shareholders. In addition, on December 19, 2024, the Target resolved to establish a special committee composed of independent outside directors and independent outside company auditors. The Target has been proceeding with the consideration of the Capital Transaction while also taking into account the advice of its financial advisor Nomura Securities, its legal advisor Mori Hamada & Matsumoto, and the opinions of the Special Committee.

Subsequently, from mid-January 2025, the Target and Mitsubishi Heavy Industries commenced the Second Bidding Process, during which Second-round Candidates conducted due diligence on the Target, and on February 25, 2025, they received a non-binding Final Proposal from JIP. The Final Proposal was not legally binding, as some points required further consideration (mainly the business operations of the Target) before JIP could decide to proceed with the investment in the Transaction and commitment letters from financial institutions were not attached, and was intended to request continued discussions regarding the Transaction with the Target and Mitsubishi Heavy Industries. Based on the Final Proposal, the Target and Mitsubishi Heavy Industries determined that continued consideration of JIP's proposal would be in the interests of the Target's general shareholders and would help facilitate the prompt sale of the Mitsubishi Heavy Industries' Shares. Therefore, they requested JIP to submit a legally binding proposal and, at the same time, granted JIP opportunities to conduct additional due diligence. After conducting additional due diligence from early March 2025 to late April, the Target and Mitsubishi Heavy Industries received the Final Revised Proposal from JIP on April 28, 2025, which was accompanied by legally binding commitment letters from financial institutions. Meanwhile, on March 19, 2025, the Target received advice from management team of Mitsubishi Heavy Industries on preparing a medium- to long-term management strategy that serves to enhance the corporate value of the Target (the "Grand Design"), and prepared and proposed the Grand Design to the management team of Mitsubishi Heavy Industries to jointly examine the best way to proceed with the Transaction. The Target informed Mitsubishi Heavy Industries that the Target considers that moving forward with a review of business, including its management foundation, over a period of two years in the Grand Design while maintaining the current capital relationship was the best course of action for minimizing the adverse effect on performance while aiming for medium- to long-term enhancement of corporate value, but the Target did not change its intention to promptly sell the Target's Stock; therefore, the Target carried out the assessment of the Final Proposal from JIP on the premise that the Capital Transaction will be implemented as planned.

According to the Target, beginning in early May, the Target and Mitsubishi Heavy Industries then continued detailed discussions with JIP regarding the implementation of the Capital Transaction, and on September 5, 2025, received a non-binding Revised Proposal dated September 5 from JIP. The Target comprehensively reviewed the Tender Offer Price stated in the Revised Proposal dated September 5, taking into consideration factors such as the current share price of the Target and comparison of the share price to the share price prior to the Speculative Reports, as well as the scheme of the Capital Transaction—including the Mitsubishi Heavy Industries Capital Contribution and the minimum number of shares to be acquired—and, with approval from the Special Committee, requested JIP on September 18 to reconsider the proposal conditions, including raising the Tender Offer Price. As a result, JIP responded on September 21 that, considering the downward revision of the earnings forecast for the fiscal year ending March 2026 as announced in the "Notice on Revision of Consolidated Earnings Forecast for the Fiscal Year Ending March 2026" dated August 5, 2025, the price stated in the Revised Proposal dated September 5 was the maximum price that JIP could offer. After discussions with the Special Committee, the Target continued to hold the view that the price stated in the Revised Proposal dated September 5 did not sufficiently take into account the interests of the general shareholders. Accordingly, on September 23, the Target again requested JIP to raise the Tender Offer Price, as the Tender Offer Price of JPY 1,537 proposed by JIP was below the current share price of the Target, and that the premium relative to the share price of the Target prior to the Speculative Reports was significantly lower than premiums

seen in similar transactions. In response to this, on September 25, the Target received response from JIP once again stating that JIP considers that it did not see the need to revise the proposed price for the following reasons: It recognized that the Target's share price had been traded at a high level compared to its fundamental value due to expectations associated with resolution of the parent-subsidary listing as a result of the Speculative Reports; also, the share price of the Target prior to the Speculative Reports does not reflect the impact of the introduction of reciprocal and additional tariffs by the United States government, and therefore, it is not appropriate to reference the premiums of similar transactions. To this, the Target once again confirmed its view that the price stated in the Revised Proposal dated September 5 did not reach a satisfactory level from the perspective of the general shareholders and, on the same day as receiving obtaining from the Special Committee, the Target once again requested JIP to consider raising the Tender Offer Price.

As a result, according to the Target, the Target received a response from JIP on September 29 stating that JIP does not intend to raise the price. Based on this response, the Target and the Special Committee concluded on September 30, 2025 that, as stated in "(II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interest" below, it would be appropriate to leave the decision of whether shareholders should apply for the Tender Offer to the shareholders themselves given that: it would be difficult to obtain any further concessions from JIP; that making the Target's request a condition of the Transaction could make it difficult to implement the Transaction; and that if the Transaction is not implemented, they could not deny the possibility that the current market price of the Target's Stock—reflecting to certain extent the expectations for implementation of the Target's privatization—may fall below the Tender Offer Price. Then, on September 30, the Target received the Final Re-Revised Proposal from JIP, which was accompanied by a binding commitment letter from a financial institution, and reached a final agreement with JIP regarding the implementation of the Transaction.

As explained above, based on the fact that the Target was required to select a new partner in place of Mitsubishi Heavy Industries to support medium- to long-term, sustainable enhancement of corporate value, the fact that the Final Re-Revised Proposal from JIP was the only final proposal which was legally binding, and the fact that the corporate value enhancement measures proposed by JIP had content that respects the Target's original corporate strategy and is expected to enhance corporate value, the Target has determined that accepting the proposal from JIP will contribute to improving the Target's corporate value going forward.

As described above, beginning in mid-November 2024, the Target initiated the Bidding Process consisting of the First Bidding Process and the Second Bidding Process. Through the bidding procedures, which involved due diligence conducted by several candidates and discussions with each candidate, the Target had discussions and considerations with JIP aimed at the execution of the Transaction (including negotiations regarding the final tender offer price).

In the Capital Transaction, it is expected that any one of the candidates which is ultimately selected as the purchaser will enter into the Master Agreement (including implementation of the Tender Offer) with Mitsubishi Heavy Industries, which is the principal shareholder of the Target (holding 68,888,181 shares, with the ownership ratio of 64.41%). Recognizing that the interests of the Target's minority shareholders and the interests of Mitsubishi Heavy Industries may not necessarily align, the Target, as described in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," established a Special Committee on December 19, 2024, after initiating consideration of the Capital Transaction, for the purpose of eliminating arbitrariness in the Target's decision-making process regarding candidate selection in the Capital Transaction and Bidding Process, as well as, from the perspectives of improving corporate value and protecting the interests of minority shareholders, considering and assessing the appropriateness of the transaction terms (including the appropriateness and structure of the Capital Transaction) and the fairness of the candidate (partner) selection process, and the Target seeks advice from the Special Committee on the fairness and appropriateness of the procedures in the Capital Transaction. In addition, after taking measures as described in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," the Target conducted careful discussions and considerations on whether the Transaction would contribute to increasing the Target's corporate value and whether the Transaction would ensure that minority shareholders receive appropriate benefits through fair procedures, based on the share valuation report submitted by its financial advisor Nomura Securities on September 29, 2025 (the "Share Valuation Report (Nomura Securities)") and legal advice from its legal advisor Mori Hamada & Matsumoto, while giving maximum respect to the contents of the report submitted by the Special Committee on

September 29, 2025 (the "Report").

According to the Target, the Target comprehensively reviewed the contents of the Final Re-Revised Proposal submitted by JIP from perspectives of the share valuation, the tender offer price, the transaction scheme, funding capability and funding conditions, management strategy after the Capital Transaction (including growth strategy), financial strategy aimed at maintaining the Target's financial soundness and the supporting frameworks therefor, management policies such as employee treatment and governance structure, as well as the maximization of the interests of its minority shareholders. Although the impact of the Capital Transaction on the Target's short-term results will not be small, the Target concluded that accepting the Final Proposal is the best course of action and that proceeding with the Transaction with JIP will enhance the Target's corporate value going forward and benefit the interests of the ordinary shareholders of the Target, based on the facts that: Mitsubishi Heavy Industries, which is a major shareholder of the Target and the seller in the Capital Transaction, is strongly committed to selling the Target's Stock, and it is necessary to select a new partner that will support the medium- to long-term, sustainable enhancement of the Target's corporate value; the Final Re-Revised Proposal from JIP was the only final proposal which was legally binding; and the corporate value enhancement measures proposed by JIP (as stated in (II) Background, purpose, and decision-making process with respect to conducting the Tender Offer) had content that respects the Target's original corporate strategy and is expected to enhance corporate value.

Generally, the disadvantages of privatizing a listed company include a reduction in credibility and recognition as a listed company, as well as the inability to raise funds from capital markets. However, the Target has already established a certain level of brand strength, recognition, and business track record. In addition, regarding the inability to raise funds from the capital markets, it is expected that any necessary future funding for business purposes will be secured through borrowings from financial institutions. Accordingly, the Target considers that, overall, the disadvantages of privatizing the Target are limited. In addition, it is not expected that the inclusion of the Target within the Offeror following the Transaction will result in any particular disadvantages. While the termination of capital relationships with existing shareholders may have a short-term impact on the Target's performance, the Target believes that the Transaction will contribute to the Target's corporate value in the medium to long term.

According to the Target, the Target also considers that the Tender Offer Price and the Stock Acquisition Rights Purchase Price are, taking into account the factors described below, reasonable prices that reasonably reflect the fundamental value of the Target, and that other terms and conditions of the Tender Offer are fair.

(A) Out of the share valuation results of the Target's Stock provided by Nomura Securities as stated in "(IV) Procurement of a share valuation report from an independent financial advisor and a third-party valuation organization by the Target" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interest" below, the Tender Offer Price is (i) above the range of calculation results obtained by the market price standard method (Reference Date (1)) (as defined in "(IV) Procurement of a share valuation report from an independent financial advisor and a third-party valuation organization by the Target" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interest"; the same applies hereinafter), (ii) within the range of the calculation result obtained by the comparable multiple valuation method, and (iii) within the range of the calculation result obtained by the DCF method.

(B) The Tender Offer Price is within the calculation range obtained by the DCF method adopted by Plutus Consulting Co., Ltd. ("Plutus") for share valuation of the Target's Stock as stated in "(V) Procurement of a share valuation report from an independent financial advisor and a third-party valuation organization by the Special Committee" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interest" below.

(C) As stated in "(II) Background, purpose, and decision-making process with respect to conducting the Tender Offer", the Final Re-Revised Proposal is the only legally-binding proposal submitted through the Bidding Process to which multiple operating companies and investment funds participated, and the Tender Offer Price is a price that has undergone a proactive market check in advance. Also, in response to the Speculative Reports (disclosed prior to trading hours on December 6, 2024), the Target made disclosure on December 6, 2024, stating that the Target was exploring various possibilities regarding the strategies for sustainable

growth and enhancing medium- to long-term corporate value of the Target group, including the matters reported in the media. Therefore, even investors who may be interested in a privatization transaction of the Target but did not participate in the Bidding Process had sufficient opportunity and time to express their interest to the Target, and an adequate prior market check was considered to have been conducted.

(D) As stated in "(II) Background, purpose, and decision-making process with respect to conducting the Tender Offer" above, the Target agreed on the Tender Offer Price after having several negotiations with JIP to raise the price with the involvement of the Special Committee and after taking sufficient measures to ensure the fairness of the transaction terms of the Capital Transaction (including the Tender Offer Price) as stated in "Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interest" below. Therefore, the Tender Offer Price was determined through a process in which reasonable efforts were made to achieve the most favorable transaction terms possible for general shareholders.

(E) The Tender Offer Price offers a premium of 35.42% over the closing price of the Target's shares on December 5, 2024—which is considered unaffected by the Speculative Reports—of JPY 1,135; 25.16% over the simple average closing price for the one-month period ended December 5, 2024 (from November 6, 2024 to December 5, 2024) of JPY 1,228; 24.66% over the simple average closing price for the three-month period ended December 5, 2024 (from September 6, 2024 to December 5, 2024) of JPY 1,233; and 17.51% over the simple average closing price for the six-month period ended December 5, 2024 (from June 6, 2024 to December 5, 2024) of JPY 1,308, and thus is a price to which a certain premium has been applied. Furthermore, although the level of premium in the Transaction as stated above is slightly lower compared to the premium levels of precedents of tender offers (Note) for the purpose of privatization by listed companies with a PBR of more than 1.0 but less than 2.0, where the settlement commencement date fell by September 29, 2025 and the market capitalization was JPY 100 billion or more as of the business day immediately preceding the announcement date (or, if there were any speculative reports, the business day immediately preceding those reports), among cases announced after the Ministry of Economy, Trade and Industry published its "Fair M&A Guidelines" on June 28, 2019 (19 cases in total) (excluding cases involving management buyouts (MBO) and competing proposals), the premium level of the Transaction cannot be considered significantly low in light of the impact of reciprocal and additional tariffs implemented by the United States government after the Speculative Reports.

(Note) For these cases, the median premium calculated based on the business day immediately preceding the announcement date (or, if there were speculative reports, the business day immediately preceding to those reports) is 27.35% over the closing price on that day, 34.988% over the simple average closing price for the one-month period ended on that day, 36.61% over the simple average closing price for the three-month period ended on that day, and 39.28% over the simple average closing price for the six-month period ended on that day.

(F) In the Transaction, although the tender offer period for the Tender Offer (the "Tender Offer Period") is set at 20 business days, which is the shortest period prescribed by relevant laws, a sufficiently long period exists between the announcement of the planned tender offer and its actual commencement. Therefore, adequate opportunities have been ensured for minority shareholders to make an informed decision regarding participation in the Tender Offer, as well as for parties other than the Offeror to purchase the Target's Stock.

(G) In the Transaction, the cash to be paid to shareholders as consideration upon the Share Consolidation will be set equal to the Tender Offer Price multiplied by the number of Target's Stock owned by shareholders of the Target who do not tender their shares or stock acquisition rights in the Tender Offer (excluding the Offeror, Mitsubishi Heavy Industries and the Target). Therefore, minority shareholders will be afforded the opportunity to make appropriate decisions on whether to tender their shares or stock acquisition rights in the Tender Offer, thereby avoiding coercive pressure.

(H) In the Share Repurchase, (i) by setting the Tender Offer Price higher than the Share Repurchase Price, a larger portion of the

funds required to acquire all of the Target's Stock and Stock Acquisition Rights will be allocated to the minority shareholders of the Target and Stock Acquisition Rights Holders, thereby providing them with a more favorable opportunity to sell and increasing their benefits; and (ii) the provision for the exclusion of deemed dividends from gross profits under the Corporation Tax Act is expected to apply to the Share Repurchase Price. Therefore, even after fully taking into account the tax benefits that Mitsubishi Heavy Industries could theoretically enjoy, the after-tax proceeds Mitsubishi Heavy Industries would receive from the Share Repurchase are set at an amount equivalent to the after-tax proceeds it would receive if it were to tender its shares or stock acquisition rights in the Tender Offer.

(I) As stated in "(II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interest" below, regarding the Tender Offer Price and other terms of tender offer, the Report obtained from the Special Committee also recognizes that the fairness and appropriateness of the terms of the Transaction (including the Tender Offer Price) are ensured.

(J) The Tender Offer Price represents discounts of 14.04%, 15.32%, 19.44% and 21.70% each to the closing price of the Target's Stock on September 29, 2025 (the business day immediately preceding the Announcement Date) and the simple average closing prices over the past one month (from September 1, 2025 to September 29, 2025), three months (from June 30, 2025 to September 29, 2025) and six months (from March 31, 2025 to September 29, 2025) (JPY 1,788, JPY 1,815, JPY 1,908 and JPY 1,963 respectively). However, the share price of the Target since the Speculative Reports has excessively reflected expectations of going-private transactions by the Target and is not considered to reflect changes in the Target's business or financial condition. Specifically, the share price of the Target rose by 52.86% from the closing price of JPY 1,135 on December 5, 2024 (the business day immediately preceding the Speculative Reports) to the closing price of JPY 1,735 on December 9, 2024, after two consecutive limit-up days on December 6 (the immediately following business day) and December 9 (the subsequent business day). This represents a significant increase compared to the TOPIX falling by 0.28% from 2,742.24pt to 2,734.56pt during the same period. Therefore, it is reasonable to assume that the surge in the price of the Target's Stock largely reflected expectations of going-private transactions by the Target. In addition, the price of the Target's Stock rose by 57.53% from the closing price of JPY 1,135 on December 5, 2024 (the business day immediately preceding the Speculative Reports) to the closing price of JPY 1,788 on September 29, 2025 (the business day immediately preceding the Announcement Date). Compared to the TOPIX, which rose by 14.20% from 2,742.24pt to 3,131.57pt during the same period, the price of the Target's Stock has maintained a significantly higher rate of increase. As of this press release, which is a considerable period after the Speculative Reports, the price of the Target's Stock is believed to remain at a level reflecting expectations for going-private transactions by the Target.

According to the Target, as stated in (g) above, the Tender Offer Price represents discounts of 14.04%, 15.32%, 19.44% and 21.70% each to the closing price of the Target's Stock on the Tokyo Stock Exchange Prime Market on September 29, 2025 (the business day immediately preceding the Announcement Date) and the simple average closing prices over the past one month (from September 1, 2025 to September 29, 2025), three months (from June 30, 2025 to September 29, 2025) and six months (from March 31, 2025 to September 29, 2025) (JPY 1,788, JPY 1,815, JPY 1,908 and JPY 1,963 respectively). According to the Target, as stated in (E) above, while there is a possibility that the current price of the Target's Stock remains elevated due to expectations of privatization triggered by the Speculative Reports, the Tender Offer Price can also be reasonably evaluated as appropriately reflecting the fundamental value of the Target. Therefore, it is possible to interpret the price as not necessarily being disadvantageous to the shareholders of the Target. Nevertheless, the Target has determined that it is appropriate to take a neutral stance on whether or not to recommend participation in the Tender Offer at this time and to leave the final decision regarding the participation to its shareholders.

Based on the above, at its board of directors meeting held on September 30, 2025, the Target resolved, as its current opinion, that it will express its support for the Tender Offer if the Tender Offer is commenced, and that the decision whether or not to tender the shares in the Tender Offer will be left to the discretion of the shareholders and the Stock Acquisition Rights Holders of the Target. In addition, the Offeror plans to promptly commence the Tender Offer once the Conditions Precedent for the Tender Offer have been satisfied (or

waived by the Offeror). As of the Announcement Date, in light of consultations with the Japanese and foreign legal counsels concerning procedures for obtaining the Clearance, the Offeror aims for the Tender Offer to be commenced around late December, 2025. However, it is difficult to accurately predict the time required for the procedures with Japanese and foreign relevant authorities.

According to the Target, the Target therefore resolved at the above-mentioned board of directors meeting that, upon commencement of the Tender Offer, the Target will request that the Special Committee review whether there have been any changes to its opinion expressed to the Board of Directors of the Target as of September 30, 2025, and inform whether its opinion remains unchanged or, if changed, present its revised opinion to the Board of Directors of the Target, and that the Target will, based on the Special Committee's opinion, re-express its opinion on the Tender Offer at the time the Tender Offer is commenced.

For the details of the board of directors meeting of the Target, please see "(VII) Unanimous consent of all disinterested directors and no objection from any auditors" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below.

(IV) Management policy after the Tender Offer

In the event the Tender Offer is completed, with respect to the management policy after the Tender Offer, as stated in the above "(II) Background, purpose, and decision-making process with respect to conducting the Tender Offer", after the Target's Stock is privatized through the Transaction, JIP intends to seek further enhancement of the Target's corporate value, taking into account its past investment track records and experiences.

Although JIP plans on dispatching officers to the Target, no decisions have been made at this time, and decisions are scheduled to be made through discussions and deliberations with the Target after the Tender Offer is completed. In principle, the current terms of employment of the employees of the Target are scheduled to be maintained after the completion of the Tender Offer.

(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests

As of the Announcement Date, the Offeror does not own any shares of the Target's Stock or the Stock Acquisition Rights, and the Tender Offer does not constitute a tender offer by the controlling shareholder. In addition, it is not expected that all or a part of the management of the Target will invest directly or indirectly in the Offeror, and the Transaction, including the Tender Offer, does not constitute so-called management buyout (MBO) transaction. However, given that the Transaction was proposed to the Offeror by Mitsubishi Heavy Industries, who is the parent company of the Target and holds 68,888,181 shares of the Target's Stock (Ownership Ratio: 64.41%) as of the Announcement Date, and (i) the Offeror has entered into the Master Agreement with Mitsubishi Heavy Industries, in which it agreed not to tender the Non-tendered Shares in the Tender Offer and to sell the Non-Tendered Shares in accordance with the Share Repurchase after the Share Consolidation takes effect, (ii) the Offeror intends to privatize the Target's Stock, making the Offeror the sole shareholders of the Target, and (iii) the Target will implement the Share Repurchase, in which it will acquire the Non-tendered Shares, the Offeror and the Target implemented the measures below in (I) to (IX) in the Transaction including the Tender Offer, to ensure the fairness of the Tender Offer from the stage of the Tender Offer, to eliminate arbitrariness in decision-making concerning the Transaction, and to ensure fairness, transparency, and objectiveness in the decision-making process, and to avoid doubts of conflicts of interest. In addition, among the descriptions below, the descriptions of the measures implemented by the Target are based on the Target's Press Release and explanation received from the Target.

Given that the number of Non-tendered Shares is 68,888,181 shares (Ownership Ratio:64.41%), the Offeror believes that setting a minimum number of tendered shares to be purchased by the so-called "Majority of Minority" in the Tender Offer would destabilize the consummation of the Tender Offer, which in turn might not serve the interests of minority shareholders who wish to tender their shares or stock acquisition rights in the Tender Offer, and therefore, it will not set a minimum number of tendered shares to be purchased by the so-called "Majority of Minority" in the Tender Offer. However, the Offeror believes that due consideration was given to the interests of the Target's minority shareholders, given that the measures below in (I) through (IX) have been taken by the Offeror and the Target.

(I) Implementation of bidding procedures

As stated in "(III) Process and reasons of decision-making of the Target supporting the Tender Offer" in "(2) Background, purpose,

and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, according to the Target, the Target and Mitsubishi Heavy Industries, following discussions, implemented the Bidding Process from mid-November 2024 with multiple potential bidders and granted several candidates, including JIP, the opportunity to conduct due diligence from mid-January 2025 to late February 2025. Thereafter, on February 25, 2025, they received a non-binding final proposal from JIP, and subsequently, on April 28, 2025, they received a legally binding revised final proposal from JIP after reconsideration. After several rounds of price-increase negotiations thereafter, the Target received from JIP a legally binding Final Re-Revised Proposal on September 3, 2025. Taking into account that the Target needed to select a new partner to replace Mitsubishi Heavy Industries who would support medium- to long-term and sustainable enhancement of corporate value; that JIP's Final Re-Revised Proposal was the only final proposal which had a legally binding effect; and that the corporate-value enhancement measures proposed by JIP respected the Target's existing management strategy and were expected to improve corporate value, the Target determined that, in response to JIP's proposal, leaving the decision whether to tender in this Tender Offer to the Target's shareholders would be in the best interests of the Target's shareholders.

(II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee

According to the Target, any one of the candidates who is ultimately selected as the purchaser and Mitsubishi Heavy Industries, which is the largest shareholder of the Target, holding 68,888,181 shares of the Target's Stock (Ownership Ratio: 64.41%) is scheduled to enter into a definitive agreement, including the implementation of the Tender Offer. Further, in view of the possibility that the interests of Mitsubishi Heavy Industries and those of the Target's minority shareholders may not necessarily align, and in order to eliminate arbitrariness in the Target's decision-making with respect to the candidate selection process in this Capital Transaction and the Bidding Process, as well as to examine and determine, from the standpoint of enhancing corporate value and protecting the interests of minority shareholders, the appropriateness of the transaction terms (including the propriety of this Capital Transaction and its structure) and the fairness of procedures (including the process for selecting the purchaser/partner), at the meeting of the Board of Directors of the Target held on December 19, 2024, the Target established a Special Committee comprising five independent officers who are independent of the Offeror Related Parties and the Target, namely, Mr. Osamu Ando (External Director of Target), Ms. Kyoko Kobayashi (External Director of Target), Mr. Fumio Kobayashi (External Director of Target), Mr. Kazuhiro Fukuoka (External Director of Target), and Mr. Hideki Sugiura (External Director of Target) (the "Special Committee"). Further, through an internal election among its members, Mr. Osamu Ando was appointed as the Chairperson of the Special Committee. The members of the Special Committee have reportedly not changed since its establishment. In addition, the members' compensation is structured as a fixed fee for their duties, regardless of the content of their recommendations, and no success-based remuneration is provided. The Board of Directors of the Target reportedly consulted the Special Committee upon its establishment, regarding the following matters (the "Consultation Matters") as a basis for considering the content of the opinions that the Target should express: (i) to consider whether the Board of Directors of the Target should support the Tender Offer, and whether it should recommend that the Target's shareholders participate in the Tender Offer, and to make a recommendation to the Board of Directors of the Target (including consideration of whether doing so would contribute to enhancing the Target's corporate value); (ii) to examine whether any decision by the Board of Directors of the Target regarding this Transaction is fair for the general (minority) shareholders of the Target, and to provide opinions to the Board of Directors of the Target. According to the Target, upon establishing the Special Committee, the Board of Directors of the Target resolved the following with respect to the treatment of the Special Committee's determinations: (I) the Board of Directors of the Target shall make its decisions regarding the implementation of the Transaction with the utmost respect for the determinations of the Special Committee, including with respect to whether to support or oppose the Tender Offer, and (II) if the Special Committee determines that implementation of the Transaction or its terms is not appropriate, the Board of Directors of the Target shall not approve the implementation of the Transaction. Further, the Board of Directors resolved that the authority of the Special Committee shall include the following: (a) to be substantially involved in the course of negotiations between the Target and potential purchasers (including, as necessary, issuing instructions or requests regarding negotiation policies with potential purchasers, and conducting negotiations directly with potential purchasers itself), (b) in making a report regarding the Consultation Matters, to appoint its own financial, legal, or other advisors, and a third party valuation organization (collectively, the "Advisors"), as necessary (with such costs to be borne by the Target), or to designate or approve (including retroactively) the Target's Advisors (provided that, if the Special Committee determines that it can rely on the Target's Advisors for professional advice, it may seek such advice from the Target's Advisors), (c) to require the

attendance of persons deemed necessary at meetings of the Special Committee and to request explanations regarding necessary information, (d) to receive from the Target's officers and employees information necessary for its review and determinations regarding the Transaction, including information relating to the content and assumptions underlying the Business Plan (as defined in "(IV) Procurement of a share valuation report from an independent financial advisor and a third party valuation organization by the Target" in "Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests"), and (e) to take such other actions as the Special Committee deems necessary in connection with its review and determinations regarding the Transaction. However, according to the Target, the Special Committee has not exercised its authority to appoint its own advisors, as it found no issues with the independence or expertise of the Target's financial advisor and third-party valuation organization, Nomura Securities, or its legal advisor, Mori Hamada & Matsumoto.

According to the Target, between January 8, 2025 and September 30, 2025, the Special Committee was convened a total of 18 times, over approximately 37 hours in total, during which it discussed and reviewed the Consultation Matters.

According to the Target, the Special Committee confirmed that there were no issues with the independence or expertise of Nomura Securities, which acted as the Target's financial advisor and third-party valuation organization, and approved its appointment. It also confirmed that Mori Hamada & Matsumoto, the Target's legal advisor, was not a related party of either the Target or the Offeror Related Parties and did not have any material conflict of interest in connection with this Capital Transaction, including the Tender Offer, and accordingly approved its appointment. In addition, the Special Committee confirmed that there were no issues with the independence or expertise of Plutus Consulting Co., Ltd. ("Plutus") and appointed it as the Special Committee's third-party valuation organization. Furthermore, as described in "(VI) Establishment of an independent review system by the Target " below, the Special Committee confirmed that the review framework established internally by the Target for this Capital Transaction (including the scope of the officers and employees of the Target involved in the review, negotiation, and decision-making regarding this Capital Transaction, and their respective roles) did not raise any concerns from the perspective of independence or fairness.

According to the Target, the Special Committee collected and reviewed various materials submitted by JIP and the Target, as well as other necessary information and documents, and also received explanations from the Target, Nomura Securities (the Target's financial advisor), and Mori Hamada & Matsumoto (the Target's legal advisor) regarding, among other things, (i) the outline of the process for selecting the Offeror, the methods and procedures for such selection, (ii) the background, history, substance, significance and purpose of this Capital Transaction including the Tender Offer, (iii) the impact on the Target's corporate value, (iv) the relationship with the Offeror, (v) the independence of each advisor, (vi) the reasonableness of the calculation methods for the Tender Offer Price, (vii) the appropriateness of the factual assumptions underlying such analysis, (viii) whether or not there is undue influence from interested parties, (ix) the situation of the Target and the reasonableness of the process leading to its decision-making, and (x) the appropriateness of disclosure, as well as other matters related to this Capital Transaction, and held a Q&A session. The Special Committee also received explanations from the Target's officers and employees regarding the Target's Business Plan, held a Q&A session, and confirmed the reasonableness of the Business Plan. In addition, it received explanations from Plutus, the Special Committee's third-party valuation organization, regarding the share valuation report submitted to the Special Committee on September 29, 2025 (the "Share Valuation Report (Plutus)"), and conducted interviews concerning the assumptions underlying such valuation. Furthermore, in the Second Bidding Process, each time the Target received a price proposal from the Second-round Candidates (including the Offeror), the Special Committee was promptly informed of the details, heard the Target's views based on financial advice provided by Nomura Securities, and deliberated and reviewed such matters and provided its opinions on the transaction terms including the Tender Offer Price at critical stages such as the selection of candidates. In this manner, the Special Committee was substantially involved in the selection process of the candidates and in the negotiation process regarding the transaction terms.

According to the Target, following the above course of events, the Special Committee deliberated on the Consultation Matters and submitted the Report (the "Report") to the Board of Directors of the Target on September 30, 2025, outlining the following key points.

A. Content of the Report

- (i) With respect to the Tender Offer and as the current opinion of the Target, the Special Committee believes that, upon the commencement of the Tender Offer, the Board of Directors of the Target should express its opinion in favor of the Tender Offer, as well as pass a resolution to leave the decision of whether or not to tender shares in the Tender Offer to the shareholders of the Target and the Stock Acquisition Rights Holders.
- (ii) The Special Committee believes that it is fair to the general shareholders (minority shareholders) of the Target for the

Board of Directors of the Target to express its opinion in favor of the Tender Offer, as well as pass a resolution to leave the decision of whether or not to tender shares in the Tender Offer to the shareholders of the Target and the Stock Acquisition Rights Holders at the meeting of the Board of Directors of the Target. The Special Committee also believes that the Transaction including the Tender Offer is fair to the general shareholders (minority shareholders) of the Target.

B. Grounds for the Report

- a. With respect to Consultation Matter (i)
- (i) Whether the Transaction would contribute to improving the Target's corporate value

(A) The business environment and management issues of the Target Group

While the content described in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, and the widening disparity in business scale with the competitors of the Target, there being room for further demonstration of potential through the merger of the four predecessor companies of the Target, request for speedy acceleration of change and ongoing review of global business strategy, etc. are believed to be the business environment and management issues surrounding the Target Group, the Special Committee shares the same recognition, and no unreasonable points have been found.

(B) The significance (advantages) of the Transaction

According to the Target, JIP believes that, after the Target's Stock is privatized through the Transaction, it could provide support in implementing each of the measures described in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, and the Final Proposal and the Final Revised Proposal, in light of its past experiences, etc. in investment performances.

In light of such recognition of JIP, the Target recognizes the significance of the Transaction, as follows.

- While the Target does not feel uncomfortable with the fact that each of such measures for improving corporate value may become measures that would resolve the management issues of the Target, and conducting M&As with related businesses is a possible option, whether synergies will materialize after an M&A requires careful consideration, and M&A transactions should be evaluated on their merits.
- Where Mitsubishi Heavy Industries carried out the Bidding Process with the aim of selling the Target's Stock, while JIP turned out to be the only potential purchaser that made a concrete proposal in the end, it may be said that it is unlikely that another PE fund would appear with a proposal for measures for improving the corporate value of the Target. It may also be said that each of the measures for improving corporate value proposed by JIP is found to be reasonable to a certain degree, and is not one that would damage the corporate value of the Target. In addition, the business reorganization of the Target Group and sales, etc. of part of the business are not intended at the moment. In light thereof, if Mitsubishi Heavy Industries, which intends to sell the Target's shares, is to become the shareholder of the Target, JIP is believed to be the best partner as of this point.
- Based on the grounds above, the Transaction including the Tender Offer would contribute to improving the Target's corporate value.

As stated above, with respect to each of the measures for improving the Target's corporate value assumed to be implemented after the Transaction given by JIP, the recognition of the Target is in general alignment therewith. In addition, from the viewpoint of improvement of corporate value, each of the measures may be evaluated as follows.

- Each of the measures supports both the organic growth of existing businesses and the inorganic growth through the M&A, and may be evaluated to be growth measures for closing the gap in business scale with competitors.
- Each of the measures may be evaluated as measures for responding to individual issues faced by the Target, such as the demonstration of potential through the merger of the four predecessor companies and the implementation of measures according to global regions.
- While there are measures for improving corporate value that require large investments in a short period of

time, if this is the case, it would be difficult to make large investments in a short period of time while taking into consideration the interests of its shareholders as a listed company. Therefore, it is assessed to be reasonable to privatize and implement the measures under JIP.

Each corporate value enhancement measure involves restructuring the business operations and requires significant short-term investment. These factors could potentially deteriorate the Target group's financial condition and business performance. Therefore, if the Target implements these measures while remaining listed, it cannot be ruled out that this may adversely affect the Target's general shareholders.

In addition, as stated in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, under the circumstances that Mitsubishi Heavy Industries wishes to implement the Capital Transaction under which it sells the Target's Stock, it is believed that it is most preferable for JIP that made the reasonable final proposal through the Bidding Process to become the shareholder of the Target. Further, if the Transaction is not implemented, while it is deemed that Mitsubishi Heavy Industries will continue to attempt to sell the Target's Stock, the possibility that the Tender Offer Price of JIP proposed through the Bidding Process may be the best price offered cannot be denied. If so, it is believed that conducting the Transaction with JIP at this point would be the best option for both the general shareholders and the Target.

(C) The disadvantages of the Transaction

Generally, the disadvantages associated with privatizing stock include a decline in the company's creditworthiness and recognition as a listed company, as well as the inability to raise funds from the capital markets.

However, in terms of funding, taking into account the Target's current financial position and Mitsubishi Heavy Industries' reinvestment, the need for equity financing is not considered high for the time being. Moreover, since the Company can use the relationship between JIP and financial institutions, etc. and funding methods, it is anticipated that securing the necessary funds for the Company's business is entirely feasible. In terms of talent recruitment and expansion of business partners, given the Target's established brand strength and name recognition, the privatization of the Target's Stock is not expected to have a significant impact on personnel acquisition, expanding business partners, or relationships with existing partners.

In addition, while the Mitsubishi Trade Committee plans to continue to permit the free use of the Mitsubishi brand for a certain period, and given that such a transition period has been fixed, the adverse effect of losing the Mitsubishi brand on personnel acquisition and business partners are expected to be limited.

Furthermore, the implementation of the Transaction may impact the Target's transactions with its key business partners and licensors, necessitating efforts to mitigate such potential effects. However, if the Target strives to maintain ongoing relationships with existing partners, conducts developments centered on electric vehicles, expands its product lineup, and implements measures such as providing products and logistics solutions tailored to regional demand, it is also considered likely to enhance the Company's corporate value over the medium to long term.

Considering the above, while the disadvantages of going private do exist to a certain extent, primarily concerning the impact on transactions with key business partners, the Company's judgment that this impact is limited at this point cannot be deemed entirely unreasonable.

(D) Summary

As stated above, the Transaction is deemed to contribute to improving the Target's corporate value.

(ii) Fairness of the transaction terms

(A) Results of the share valuation by independent third-party valuation organization

(a) Results of the share valuation and the reasonableness of its content

The Special Committee obtained and referenced the Share Valuation Report (Plutus) from Plutus, the third-party valuation institution independent of the Target and the Offerors, to ascertain the share value of the Target's stocks when determining the appropriateness of the terms of this transaction. (The details of the valuation are as described in "(IV) Procurement of a share valuation report from an independent financial advisor and a third-party valuation organization by the Target" below). The Special Committee received explanations from Plutus

regarding the calculation results mentioned above, the method used to calculate the Target's share value, the reasons for selecting that method, the reasons for not adopting the comparable listed companies method, and the assumptions underlying the DCF method calculation (including the perpetual growth rate, discount rate, and changes in working capital). After conducting a Q&A session on the content and key assumptions of the calculation, the Special Committee confirmed its reasonableness.

The Target's Business Plan underlying the DCF valuation has been adjusted to reflect refinements to the figures for fiscal 2025 based on the current stage of progress, as well as the addition of figures for the fiscal year ending March 2027. In the process of preparing the Business Plan, from the perspective of eliminating the issue of structural conflict of interest, officers and employees of the Target who had been officers and employees of Mitsubishi Heavy Industries in the past were not involved therein (except for Mr. Yuichi Mano and certain employees from Mitsubishi Heavy Industries who were essential to the review of the Capital Transaction and the preparation of the Business Plan), and it is found that the risk of being affected by the issue of structural conflict of interest has been reasonably eliminated. In addition, at the meeting of the Special Committee held on September 4, 2025, the Special Committee has approved of confirming the reasonableness of the Business Plan prepared by the Target and submitting it to JIP after being provided explanations from the Target and undergoing a Q&A session with respect to the details of the Business Plan, the material preconditions and the backgrounds to preparing the same (including the reasons for the amendments).

Furthermore, regarding the impact of claims for damages, etc. from external customers due to engine certification issues, while JPY 2,300,000,000 in provisions for contingent losses has been recorded in the financial statements as of March 31, 2025, at this point, market measures related to the EPA, fines, or the occurrence or amount of claims for damages, etc. from external customers have not been definitively determined, nor are they easily predictable. Therefore, it is not unreasonable that the business plan does not incorporate amounts exceeding the provision. The business plan underlying the share valuation is deemed reasonable in light of its underlying assumptions, the backgrounds to preparing the same, and the Target's current situation.

As stated above, no particularly unreasonable points have been found in the preconditions and the details of the valuation using the DCF method in the Share Valuation Report (Plutus).

Moreover, in light of the share valuation of the Target's Stock in the Share Valuation Report (Plutus), the Tender Offer Price within range of the DCF method. Therefore, the Tender Offer Price may be said to be reasonable, to a certain degree.

(b) Results of Nomura Securities' share valuation and the reasonableness of its content

The Special Committee obtained and referenced the Share Valuation Report (Nomura Securities) from Nomura Securities, the third-party valuation institution independent of the Target and the Offerors (The details of the valuation are as described in "(IV) Procurement of a share valuation report from an independent financial advisor and a third-party valuation organization by the Target" below). The Business Plan that formed the basis for Nomura Securities' DCF valuation is identical to the Business Plan that formed the basis for Plutus' DCF valuation. As described above in (A), there are no circumstances that would question the fairness of the process by which this Business Plan was prepared, and its contents are considered reasonable in light of its assumptions, the preparation process and the Target's current situation.

Accordingly, there are no particularly unreasonable aspects in the assumptions or the substance of the average market-price method and the DCF method calculations set out in the Share Valuation Report (Nomura Securities) prepared by Nomura Securities.

Further, in light of the equity-value assessment of the Target's Stocks set forth in the Share Valuation Report (Nomura Securities), the Tender Offer Price falls within the DCF range. Therefore, the Tender Offer Price can be said to possess a certain degree of reasonableness.

(B) Implementation of the bidding process

As described in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer," the Target and Mitsubishi Heavy Industries conducted the Bidding Process in which multiple potential purchasers were approached. In a competitive setting, and through comparison with several other potential purchasers, they commenced discussions and examinations with JIP, whose

final proposal was judged to be the best, toward implementing this Transaction (including negotiations on the final Tender Offer Price), and after continued discussions and negotiations, selected JIP as the final candidate. Although the negotiations did not result in an increase to the tender offer price, it can be assessed that the offer price was maintained at the same level as when the proposal was made in April 2025, despite the existence of recent earnings forecasts including the downward revisions.

Although ultimately, only JIP submitted a proposal in the Bidding Process, multiple candidates had, during that process, analyzed the presented business plan and conducted due diligence on the Target, and the Target received a proposal from JIP in a competitive setting, so this can be regarded as having constituted an active market check. Moreover, with respect to the proposal made by JIP in that competitive environment, including matters relating to the Tender Offer Price, the Special Committee did not find any unreasonable points.

On the basis of the foregoing, the Tender Offer Price can be evaluated as the result of a fair negotiation process conducted through the Bidding Process.

(C) Negotiation process and price-setting process

As described in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer," the Target and the Special Committee have, since receiving the Revised Proposal dated September 5, continuously discussed and negotiated with the Offerors the transaction terms relating to this Transaction, including the Tender Offer Price. Although an increase in the tender offer price was not achieved from those negotiations, given the existence of recent performance forecasts—including downward revisions—it is also possible to conclude that the proposed price was maintained at the same level as the proposal made in April 2025.

As noted above, negotiations with the Offeror were conducted with the Special Committee receiving timely reports on the negotiation status, expressing opinions to and issuing directions or requests to the Target and Nomura Securities at important phases, and, as necessary, engaging in direct negotiations, and no specific facts suggesting unfairness in the process for determining the Tender Offer Price were identified.

(D) Appropriateness of premium levels against past market prices and comparable transactions

The Tender Offer Price of JPY1,537 is, taking the day before the announcement date of this Transaction, September 29, 2025 as the reference date, is discounted at the rate of 14.04% from the closing price of the Target's Stocks on the Standard Market of the TSE on that reference date of JPY 1,788, discounted at the rate of 15.32% from the simple average of closing prices over the most recent one month up to that reference date of JPY 1,815, discounted at the rate of 19.44% from the simple average of closing prices over the most recent three months up to that reference date of JPY 1,908, and discounted at the rate of 21.70% from the simple average of closing prices over the most recent six months up to that reference date of JPY 1,963.

Also, the Tender Offer Price of JPY 1,537 is, taking the day before the Speculative Reports, December 5, 2024 as the reference date, represents a premium of 35.42% relative to the closing price on the Tokyo Stock Exchange Standard Market on that reference date of JPY 1,135, a premium of 25.16% relative to the simple average of closing prices over the most recent one month up to that date of JPY 1,228, a premium of 24.66% relative to the simple average of closing prices over the most recent three months of JPY 1,233, and a premium of 17.51% relative to the simple average of closing prices over the most recent six months of JPY 1,308.

Therefore, the Tender Offer Price of JPY 1,537 represents a discount when measured against the share price on September 29, 2025, which is the day before the announcement date of this Transaction, but represents a premium when measured against the share price on December 5, 2024, which is the day before the Speculative Reports were made.

The Target's stock price following this Speculative Reports appears to have been excessively reflected expectations of the Transaction, rather than changes in the Target's business or financial condition. Specifically, the Target's stock price rose 52.86% from its closing price of JPY 1,135 on December 5, 2024 (the business day before the Speculative Report), through consecutive limit-up days on the following business day (December 6) and the day after that (December 9), reaching a closing price of JPY 1,735 on December 9, 2024. This represents a significant increase compared to the TOPIX, which fell 0.28% from 2,742.24pts to 2,734.56pts during the same period. Therefore, it is reasonable to view this as the Target's stock price surging significantly, largely reflecting expectations

regarding the implementation of the privatization transaction. Furthermore, the Target's stock price rose 57% from its closing price of JPY 1,135 on December 5, 2024, the business day prior to the Speculative Report, to its closing price of JPY 1,788 on September 29, 2025, the business day prior to the announcement date. This represents a significant increase even compared to the TOPIX, which rose 14.20% from 2,742.24pts to 3,131.57pts over the same period. Consequently, even now, a considerable time after the Speculative Report, the Target's stock price is considered to be maintaining a level that reflects expectations for the privatization transaction.

On this point, while it is also reasonable to consider the premium using the business day prior to the day such Speculative Reports were published as the base date, The premium based on the stock price as of December 5, 2024, the business day prior to the date of the Speculative Reports, applies to transactions announced on or after June 28, 2019, the date of publication of the "Guidelines on Fair M&A Practices" formulated by the Ministry of Economy, Trade and Industry, where the settlement commencement date falls on or before September 29, 2025, and the settlement commencement date is the business day prior to the announcement date (or the business day prior if the Speculative Reports had already been published), the premium level for this transaction is somewhat lower. However, considering the impact of the U.S. government's introduction of reciprocal tariffs and additional tariffs following the aforementioned Speculative Reports, it cannot be considered significantly low.

Therefore, while the Tender Offer Price represents a discount to the current market share price, it is reasonable to recognize that the current market share price is influenced by the Speculative Reports. Furthermore, even when benchmarked against the period prior to these speculative reports, the price level is not unreasonable when compared to premium levels observed in similar past transactions.

(E) Reasonableness of Method of the Transaction

(a) Reasonableness of the Two-Step Acquisition

The two-step acquisition structure—i.e., a cash tender offer proposed by the offeror followed by a share consolidation—is a method commonly used in this type of privatization transaction. With respect to the share consolidation, it is to be announced that ordinary shareholders will be ensured to receive the same consideration amount as the Tender Offer Price whether they obtain consideration through the Tender Offer or through the post-Tender-Offer share consolidation. A long period will be provided between the announcement of the Tender Offer and its closing, and ordinary shareholders will be able to challenge the share price by filing a petition for determination of the price after exercising the right to demand purchase. For these reasons, no unreasonable aspects are recognized in the method of this Transaction.

The Offeror intends, conditional on the effectiveness of the Share Consolidation, to carry out the planned Capital Increase and Capital Reduction and thereafter to implement the proposed Share Repurchase. Such a sequence of measures is not uncommon in privatization transactions of listed companies that have a corporate major shareholder, and by setting a difference between the share repurchase price and the tender offer price, this approach can lead to an increase in the tender offer price and may therefore be beneficial to ordinary shareholders

(b) Reasonableness of the Share Repurchase

The Special Committee received the following explanation from Nomura Securities, the Target's financial advisor, regarding the reasonableness of the Share Repurchase.

The Share Repurchase Price of JPY 1,081 has been set with the aim of maximizing the economic benefit of the ordinary shareholders. Even if one fully accounts for the maximum theoretical tax benefit that Mitsubishi Heavy Industries could realize if it accepts the Share Repurchase the amount has been set by application of the the provision for non-inclusion in gross profits of deemed dividends under the Corporation Tax Act so that Mitsubishi Heavy Industries' net proceeds after tax would be equivalent whether it participates in the Tender Offer or accepts the Share Repurchase. Accordingly, the Share Repurchase Price can be evaluated, in comparison with the Tender Offer Price, as not conferring on Mitsubishi Heavy Industries an economic benefit greater than that afforded to ordinary shareholders as consideration for the Target's Stocks.

(c) Reasonableness off Mitsubishi Heavy Industries' reinvestment

As stated in above "(II) Background, purpose, and decision-making process with respect to conducting the Tender Offer," following the effective date of this treasury stock acquisition, the Mitsubishi Heavy Industries investment is

scheduled to be made.

According to the Offeror, the value of the Target's shares, which is the basis for determining the payment price per share for the Mitsubishi Heavy Industries Capital Contribution, is expected to be the same as the Tender Offer Price. Furthermore, since the Mitsubishi Heavy Industries Capital Contribution was considered independently of Mitsubishi Heavy Industries' decision to participate in the Tender Offer, it is believed that this does not conflict with the intent of the uniform tender offer price regulation (Article 27-2, Paragraph 3 of the Act).

Accordingly, it can be concluded that the Mitsubishi Heavy Industries Capital Contribution in this Transaction does not constitute Mitsubishi Heavy Industries obtaining an unfair advantage at the expense of the Target Company's general shareholders, and no unreasonable aspects are recognized.

(d) Supplement: Purchase Price of the Stock Acquisition Rights

The purchase price of the Stock Acquisition Rights is set at JPY 1. As a condition for exercising these Stock Acquisition Rights, they may only be exercised within a period of 10 years starting from the day following the date on which the holder loses any position as a director or executive officer of the Target during the exercise period. Since the Tender Offeror cannot exercise these stock acquisition rights even if acquired, the purchase price is set at JPY 1. This is not necessarily unreasonable.

Furthermore, the Tender Offeror has indicated that if these Stock Acquisition Rights remain outstanding after the Squeeze-Out Procedure, it may acquire them for consideration (calculated as the difference between the Tender Offer Price and the exercise price per 1,000 shares of these Stock Acquisition Rights, multiplied by the number of shares subject to these Stock Acquisition Rights). This aspect is also not unreasonable for the Stock Acquisition Rights Holders.

(F) Summary

Based on the above, given that (a)(i) the Tender Offer Price is within the DCF valuation ranges in the Share Valuation Report (Plutus) and in the Share Valuation Report (Nomura Securities), and within the range of the Comparable Company Analysis; (ii) the price was determined through the Bidding Process described above; (iii) although the Special Committee continually discussed and negotiated the transaction terms of the Transaction including the Tender Offer Price and no upward revision of the Tender Offer Price was made, the Tender Offer Price is the price proposed following the Bidding Process and, given that the Target revised downward its earnings forecast for the fiscal year ending March 2026 on August 5, 2025, the absence of a further increase in the price from the level proposed at the April 2025 bidding can be considered understandable in the circumstances; and (iv) regarding the relationship with market prices, while the range differs due to the disparity in the reference dates for the average market-price method in this Share Valuation Report (Nomura Securities), the Tender Offer Price is positioned above the range of the average market-price method (Reference Date (1)) and below the range of the market price average method (Reference Date (2)), and the Tender Offer Price is a discount to the market price and, as it is reasonably recognized that the current market stock price is influenced by this Speculative Reports, even when measured against the pre-Speculative Reports price, the Tender Offer Price is considered to possess a certain level of rationality when comprehensively evaluated against comparable premium levels observed in past similar transactions. However, the fact that the Tender Offer Price is below the market share price does not constitute a recommendation for the Target's shareholders to tender their shares. The decision to tender or not remains solely at the discretion of the Target's shareholders; and (b) there are no unreasonable aspects in the method of this Transaction, the fairness of the Transaction terms is considered to be ensured from the standpoint of protecting the interests of the Target's ordinary shareholders.

(iii) Fairness of the procedures

After considering the following points, the Special Committee concluded that sufficiently robust measures to ensure the fairness of the Transaction terms have been implemented as procedures to safeguard fairness, and that due consideration for the interests of the Target's ordinary shareholders has been given through fair procedures.

(A) The Target established an independent Special Committee independent from the Target, Mitsubishi Heavy Industries and JIP, which held a total of 18 meetings and has continuously engaged in discussions and negotiations with the Offeror. It can be evaluated that, in this Transaction, the Special Committee was substantially or directly

involved in the negotiation process over the Transaction terms between the Target and the Offeror.

- (B) The Target obtained advice from independent external advisers (Mori Hamada & Matsumoto and Nomura Securities).
- (C) In considering the Consultation Matters, the Special Committee commissioned an independent third-party valuation firm, Plutus, to calculate the Target's equity value and obtained the Share Valuation (Plutus).
- (D) In considering this matter, the Target also engaged an independent third-party valuation firm, Nomura Securities, to calculate the Target's equity value and obtained the Share Valuation Report (Nomura Securities).
- (E) Immediately after the Target began examining this Capital Transaction, and in order to eliminate structural conflicts of interest in the negotiation process over Transaction terms (including the Tender Offer Price) and in the process of preparing the business plan that forms the basis of the Target's equity valuation, the Target decided that, aside from Mr. Yuichi Mano and several employees seconded from Mitsubishi Heavy Industries whose involvement was essential to the review and to preparing the business plan, former Mitsubishi Heavy Industries officers and employees who are now officers and employees of the Target would not be involved. This approach has been maintained. In addition, the Special Committee approved that there are no problems from the perspective of independence and fairness with the Target's review structure (including the scope of officers and employees involved in reviewing, negotiating and deciding on the Capital Transaction and their duties).
- (F) Of the 7 directors of the Target, 6 (all except director Mr. Masayuki Suematsu) unanimously expressed support for the Tender Offer and plan to resolve to leave the decision whether to tender to the judgment of the Target's shareholders and the Stock Acquisition Rights Holders. All 4 auditors of the Target attended the board meeting referenced above and unanimously plan to resolve that they had no objection to that resolution. Director Masayuki Suematsu did not participate in any deliberation or resolution of the Target's board related to this Capital Transaction, including the referenced board meeting, in order to avoid any appearance of conflict of interest and to preserve the fairness of the Capital Transaction, given that he is an executive officer of Mitsubishi Heavy Industries. Similarly, Mr. Takashi Mikogami who was a director of the Target when the consideration of the Transaction was commenced plan not to participate in any deliberations and resolutions at the meetings of the Board of Directors of the Target related to the Capital Transaction during his term of office to avoid any potential conflict of interest and to ensure the fairness of the Capital Transaction in light of the fact that he worked for Mitsubishi Heavy Industries until 2023.
- (G) Target and Mitsubishi Heavy Industries conducted the Bidding Process in which multiple potential purchasers were approached. In a competitive setting, and through comparison with several other potential purchasers, they commenced discussions and examinations with JIP, whose final proposal was judged to be the best, toward implementing this transaction (including negotiations on the final Tender Offer Price), and after continued discussions and negotiations, selected JIP as the final candidate. Accordingly, it is recognized that sufficient procedures were followed as an active market check. The Special Committee also used the tender offer price obtained through such proposals as a reference in its negotiations with the offeror and in assessing the Target's equity value, and thus served a certain function.
- (H) The Offeror and the Target agree in this Tender Offer Agreement that the Target Company shall not, directly or indirectly: (i) enter into any agreement with any party other than the Offeror relating to a Competing Transaction; (ii) provide any party other than the Tender Offeror with information regarding the Target Company Group or other information in connection with such Competing Transaction; and (iii) solicit, propose, or negotiate any agreement, solicitation, or proposal for such competing transaction or solicitation of offers for such transactions, or engage in any discussions or negotiations regarding such transactions. However, this does not apply to relationships with third parties that have made counterproposals. Furthermore, the Offeror and the Target have not entered into any agreement restricting the Target's contact with counterproposers other than the Tender Offeror, so as to ensure that opportunities for tender offers or similar transactions by parties other than the Offeror are not unfairly restricted. They have taken care to avoid impeding opportunities for counterproposals. The Offeror gives due consideration for ensuring the fairness of the Tender Offer. The Target and Mitsubishi Heavy Industries conducted the Bidding Process by approaching multiple prospective purchasers. In a certain competitive environment, and after comparing proposals from several other prospective purchasers, they commenced

discussions and assessment with JIP, whose final proposal was determined to be the most favorable, regarding the implementation of the Transaction (including negotiations with respect to the final Tender Offer Price), and, following continued discussions and negotiations, selected JIP as the final candidate. Furthermore, since the period from the public announcement of the planned Tender Offer to the commencement of the Tender Offer is lengthy and it is therefore deemed that minority shareholders of the Target have been provided with an opportunity to decide whether to tender their shares or stock acquisition rights in the Tender Offer and that persons other than the Offeror have been provided with an opportunity to acquire the Target's Stock, the Offeror considers that sufficient opportunities have been provided for persons other than the Offeror to purchase the Target's Stock.

- (I) Although the Tender Offer Period in respect of the Tender Offer will be the statutory minimum of 20 business days, according to this press release, because procedures and actions required under domestic and foreign competition laws will require a certain amount of time prior to the commencement of the Tender Offer. Therefore, JIP plans to announce on September 30, 2025 that it intends to commence the Tender Offer, and thereafter aims to commence the Tender Offer around late December 2025, when certain conditions precedent are expected to be satisfied, including the completion of the procedures required under competition laws. However, based on the foregoing, since it will take approximately 3 months from the announcement of the intended commencement of the Tender Offer to the actual commencement, at least 2 months will be secured from the publication of the intention to implement the Tender Offer until the expiration of the Tender Offer Period in respect of the Tender Offer (i.e., the period during which competing proposals may be submitted).
 - (J) The Offeror intends not to include a so-called "majority-of-the-minority" condition in the Tender Offer. However, particularly in such transaction as the Transaction, where the controlling shareholder has agreed with the Offeror not to tender the shares of the Target's Stock it holds, the greater the proportion of the shares of the Target's Stock subject to such non-tender agreement, the more readily the Tender Offer may be thwarted by relatively small acquisitions of the shares of the Target such as purchasing shares of the Target's Stock during the Tender Offer Period. This increases concerns that the Tender Offer that would otherwise serve to enhance corporate value may be impeded. Nevertheless, as described above, and given that sufficient measures to ensure the fairness have been implemented in the Transaction and that adequate consideration has been given to the interests of the Target's shareholders through fair procedures, it is deemed that the absence of a majority-of-the-minority condition does not undermine the fairness of the Transaction.
 - (K) It is expected that comprehensive information disclosure will be made in connection with the Transaction.
 - (L) By giving due consideration in order to prevent any coercive issues from arising in respect of the Transaction, it can be said that the legality of the Squeeze-out Procedures has also been ensured.
- (iv) Conclusion

As a result of the foregoing review, and as described in (i) above, the Transaction is deemed to contribute to the enhancement of the Target's corporate value; as described in (ii) above, although the Tender Offer Price represents a discount to the current market price of the Target's Stock, the fairness of the terms of the Transaction, including the Tender Offer Price, has been ensured; and as described in (iii) above, fair procedures have been implemented. Accordingly, it is deemed that sufficient consideration has been given to the interests of the Target's general shareholders.

Therefore, the Board of Directors of the Target should, as the current opinion of the Target in respect of the Tender Offer, resolve that if the Tender Offer is commenced, it will express its opinion in favor of the Tender Offer and recommend that it will leave the decision whether to tender their shares and their stock acquisition rights in the Tender Offer to the judgment of the Target's shareholders and the Stock Acquisition Rights Holders.

b. With respect to Consultation Matter (ii)

As described in a. (iv) above, the Target's determination that the Transaction will contribute to the enhancement of the Target's corporate value is deemed reasonable, and, from the standpoint of protecting the interests of the Target's general shareholders, the fairness of the terms of the Transaction and the fairness of the procedures have also been recognized.

Accordingly, the Transaction is considered beneficial to the Target's general (minority) shareholders.

(III) Procurement of advice from outside legal advisor by the Target

According to the Target, as described in "(II) Target's establishment of an independent special committee and acquisition of a report

from the Special Committee" above, the Target appointed Mori Hamada & Matsumoto as its outside legal advisor independent from both the Target and the Offeror Related Parties, and has received legal advice from Mori Hamada & Matsumoto, regarding measures that should be taken to ensure the fairness of procedures in this Capital Transaction, various procedures of this Capital Transaction, and the methods and processes of the Target's decision-making in relation to this Capital Transaction, and other matters for consideration. According to the Target, Mori Hamada & Matsumoto is not a related party of either the Target or the Offeror Related Parties, and does not have any material conflict of interest in connection with this Capital Transaction including the Tender Offer. The Target has determined that Mori Hamada & Matsumoto's fee structure, which is calculated based on hourly rates multiplied by time spent, irrespective of the success or failure of this Capital Transaction, and which does not include any success-based fee contingent upon the completion of this Capital Transaction, presents no concerns regarding independence from the Offeror or the outcome of the Tender Offer. The Special Committee also confirmed at its first meeting that there were no issues with respect to the independence or expertise of Mori Hamada & Matsumoto.

(IV) Procurement of a share valuation report from an independent financial advisor and a third-party valuation organization by the Target

(i) Name of the third-party valuation organization and relationship with the Target and the Offeror

According to the Target, as described in "(II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee" above, the Target appointed Nomura Securities as a financial advisor and a third-party valuation organization independent of both the Target and the Offeror Related Parties and received from Nomura Securities financial advice and support, including valuation of the Target's Stock and advice regarding negotiation strategy with the Offeror, and obtained a Share Valuation Report (Nomura Securities) dated September 29, 2025. Nomura Securities is not a related party of either the Target or the Offeror Related Parties and does not have any material conflict of interest in this Capital Transaction, including the Tender Offer.

Further, according to the Target, the compensation to be paid to Nomura Securities in connection with this Capital Transaction includes a success fee that is contingent upon the consummation of the Transaction. Taking into account common practice in similar transactions as well as the appropriateness of a fee structure that could otherwise impose an undue financial burden on the Target if the Capital Transaction was not consummated, the Target determined that the mere inclusion of a success fee contingent upon completion of the Tender Offer does not impair independence. Accordingly, the Target appointed Nomura Securities as its financial advisor and third-party valuation organization under the above fee structure. The Special Committee also confirmed at its first meeting that there were no issues with respect to the independence or expertise of Nomura Securities.

(ii) Outline of calculation

According to the Target, based on the result of considering the calculation method to be used in the Tender Offer, Nomura Securities, based on its view that it is appropriate to evaluate the value of the Target's Stocks from a multifaceted perspective under the assumption that the Target is a going concern, calculated the value of the Target's Stocks by using: the market price standard method since the Target's Stocks are listed on the Prime Market of the TSE; the comparable multiple valuation method since the share value can be estimated by comparison with the market values of comparable companies; and the DCF method to reflect the status of future business activities of the Target in the calculation. The Target received from Nomura Securities, the Share Valuation Report (Nomura Securities) dated September 29, 2025.

In the Share Valuation Report (Nomura Securities), the range of the per-share value of the Target's Stock calculated using the above valuation methods is as follows:

Market price standard method (Reference Date (1)):	From JPY 1,135 to JPY 1,308
Market price standard method (Reference Date (2)):	From JPY 1,788 to JPY 1,963
Comparable multiple valuation method:	From JPY 1,387 to JPY 4,405
DCF method:	From JPY 1,386 to JPY 2,915

According to the Target, under the market price standard method, in order to eliminate the impact of the Speculative Reports on the share price, the reference date is set at December 5, 2024 (the "Reference Date (1)"), which is considered unaffected by such reporting,

and the per-share value of the Target's Stock was calculated to range from JPY 1,788 to JPY 1,963, based on the following prices of the Target's Stock on the Standard Market of the TSE: the closing price on the Reference Date (1) (JPY 1,135); the simple average of closing prices for the past five business days up to the reference date (JPY 1,148) the simple average of the closing prices for the past one month up to the Reference Date (1) (JPY 1,228); the simple average of the closing prices for the past three months up to that date (JPY 1,233); and the simple average of the closing prices for the past six months up to the Reference Date (1) (JPY 1,963).

According to the Target, under the comparable multiple valuation method, the per-share value of the Target's Stock was calculated to range from JPY 1,387 to JPY 4,405 by comparing the Target with financial indicators such as market prices and profitability of listed companies engaged in relatively similar businesses.

According to the Target, under the DCF method, the share value of the Target were calculated by discounting the free cash flow expected to be generated by the Target in and after the second quarter of the fiscal year ended March 2026 at a certain discount rate to the present value, based on various factors such as the business plan (the "Business Plan") prepared by the Target for the fiscal year ending March 2026 to the fiscal year ending March 2028, investment plans and information disclosed to the public. Using this method, the per-share value of the Target's Stock was calculated to range from JPY1,386 to JPY 2,9915. Further, the Business Plan forming the basis of the DCF model includes fiscal years that assume substantial swings in both profit and free cash flow. Specifically, for the fiscal year ending March 2027, a material increase in profit is expected (approximately 110% increase compared to the previous fiscal year) due to fixed-cost reductions from organizational restructuring in Japan and the renewal of operational systems across regions, as well as strong sales expansion of new products planned for each region. For the fiscal year ending March 2028, a substantial decline in free cash flow is expected (approximately 170% decline compared to the previous fiscal year) with an increase in investment spending for replacement and expansion of aging rental vehicles in the United States, renewal of aging production-related equipment at factories in Japan, and construction of global IT infrastructure.

In addition, according to the Target, synergy effects expected to be realized through the Capital Transaction are not considered in the Business Plan which has been used for the calculation by Nomura Securities under the DCF method since it is difficult to specifically estimate their impact at present.

(Note) In calculating the value of the Target's Stock, in principle, Nomura Securities has assumed that all information provided to Nomura Securities are accurate and complete, and Nomura Securities has not independently verified their accuracy or completeness. Further, Nomura Securities has not conducted any independent evaluation and assessment (including analyses and evaluations of individual assets and liabilities) of the assets and liabilities of the Target and its affiliates (including derivatives, off-the-book assets and liabilities and other contingent liabilities), nor has it requested any third party to conduct an evaluation or assessment therefor. The valuations by Nomura Securities reflect the information obtained by Nomura Securities up to September 29, 2025. The calculations are prepared solely for the purpose of serving as a reference for the Board of Directors of the Target in considering the value of the Target's Stock.

(V) Procurement of a share valuation report from an independent financial advisor and a third-party valuation organization by the Special Committee

(i) Name of the third-party valuation organization and relationship with the Target and the Offeror

According to the Target, as described in "(II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee" above, the Target appointed Plutus as a third-party valuation organization independent of both the Target and the Offeror Related Parties and obtained a Share Valuation Report (Plutus) dated September 29, 2025. Plutus is not a related party of either the Target or the Offeror Related Parties and does not have any material conflict of interest in this Capital Transaction, including the Tender Offer. The only compensation to be paid to Plutus in connection with this Capital Transaction is a fixed fee irrespective of the success or failure of this Capital Transaction, and success-based fee contingent upon the completion of this Capital Transaction is not included. The Special Committee also confirmed at its second meeting that there were no issues with respect to the independence or expertise of Plutus. As stated in "Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests", the Special Committee has determined that measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests have been taken and therefore, the fairness of the Tender Offer is sufficiently secured, it did not obtain an opinion on the fairness of the Tender Offer Price (fairness opinion) from

(ii) Outline of calculation

According to the Target, Plutus examined which valuation methods to adopt from among multiple methodologies for valuing the Target's Stocks and calculated the value of the Target's Stocks by using the DCF method in order to reflect the Target's operating results and forecasts in the assessment; and the market-price method because the Target's Stocks are listed on the Standard Market of the TSE and a market price exists, and on September 29, 2025, the Special Committee received the Share Valuation Report (Plutus) from Plutus. Given that the price of the Target's Stocks leapt after the Speculative Reports and has stayed above its listing high, the market price cannot be relied upon as entirely objective; consequently, the market-price-based result is provided only as reference.

The range of the per-share value of the Target's Stock calculated using the above valuation methods is as follows:

DCF method:	From JPY 1,221 to JPY 1,821
(Reference (1)) Market-price method	From JPY 1,135 to JPY 1,308
(Reference (2)) Market-price method	From JPY 1,788 to JPY 1,963

According to the Target, under the DCF method, the corporate value and share value of the Target were analyzed by discounting the free cash flow expected to be generated by the Target at a certain discount rate to the present value, based on various factors such as the Business Plan, recent developments in performance and information disclosed to the public. Using this method, the per-share value of the Target's Stock was calculated to range from JPY 1,221 to JPY 1,821.

According to the Target, under the market price standard method, which is for reference only, the reference date is set at December 5, 2024 (the "Reference Date (1)"), which is the day before the Speculative Reports, and the per-share value of the Target's Stock was calculated to range from JPY 1,135 to JPY 1,308, based on the following prices of the Target's Stock on the Standard Market of the TSE: the closing price on the Reference Date (1) (JPY 1,35) on the Standard Market of the TSE; the simple average of the closing prices for the past one month up to the Reference Date (1) (1,228); the simple average of the closing prices for the past three months up to the Reference Date (1) (JPY 1,223); and the simple average of the closing prices for the past six months up to the Reference Date (1) (1,308), as well as the per-share value of the Target's Stock calculated to range from JPY 1,788 to JPY 1,963 based on the reference date set at September 29, 2025 (the "Reference Date (2)"), based on the following prices of the Target's Stock on the Standard Market of the TSE: the closing price on the Reference Date (2) (JPY 1,788) on the Standard Market of the TSE; the simple average of the closing prices for the past one month up to the Reference Date (2) (JPY 1,815); the simple average of the closing prices for the past three months up to the Reference Date (2) (JPY 1,908); and the simple average of the closing prices for the past six months up to the Reference Date (2) (JPY 1,963).

According to the Target, the Business Plan includes fiscal years that assume a substantial increase in profit and a substantial decrease in free cash flow. Specifically, for the fiscal year ending March 2027, a material increase in profit is expected (approximately 110% increase compared to the previous fiscal year) due to fixed-cost reductions from organizational restructuring in Japan and the renewal of operational systems across regions, as well as strong sales expansion of new products planned for each region. For the fiscal year ending March 2028, a substantial decline in free cash flow is expected (approximately 170% decline compared to the previous fiscal year) with an increase in investment spending for replacement and expansion of aging rental vehicles in the United States, renewal of aging production-related equipment at factories in Japan, and construction of global IT infrastructure.

In addition, according to the Target, synergy effects expected to be realized through the implementation of the Transaction are not considered in the Business Plan which has been used by Plutus for the calculation under the DCF method since it is difficult to specifically estimate their impact at present.

(Note) In calculating the value of the Target's Stock, Plutus has, in principle, used the information provided by the Target and publicly disclosed information and other information as is, assuming that all such materials and information are accurate and complete, and has not independently verified their accuracy or completeness. Further, Plutus has not conducted any independent evaluation and assessment (including analyses and evaluations of individual assets and liabilities) of the assets and liabilities of the Target (including derivatives, off-the-book assets and liabilities and other contingent liabilities), nor has it requested any third party to conduct an evaluation or assessment therefor. In addition, the information regarding the Target's financial forecasts is premised on the assumption that they were reasonably prepared based on what the Target's management judged to be the best forecasts available at the time of

calculation. However, Plutus conducted multiple interviews concerning the Business Plan that formed the basis of the valuation and analyzed and reviewed its contents. Further, as described in "(II) Target's establishment of an independent special committee and acquisition of a report from the Special Committee" in "Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" the Special Committee has confirmed the reasonableness of the Business Plan's content, its key assumptions, and the process by which it was prepared.

(VI) Establishment of an independent review system by the Target

As described in "(III) Process and reasons of decision-making of the Target supporting the Tender Offer" in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, according to the Target, in the Capital Transaction, a definitive agreement which contains the implementation of the Tender Offer is to be entered into between a candidate ultimately selected as a purchaser and Mitsubishi Heavy Industries which is the largest shareholder holding 64.41% of the voting rights in the Target; hence, in light of the possibility that the interest of the minority shareholders in the Target and the interest of Mitsubishi Heavy Industries do not necessarily match, the Target has established an internal system to review, negotiate on and make judgments on the Capital Transaction in the position independent of the parties involved in the tender offer. Specifically, immediately after the commencement of the review of the Capital Transaction, the Target prevented officers and employees of the Target who were officers or employees of Mitsubishi Heavy Industries from being involved in the negotiation process for the terms and conditions of the Capital Transaction including the Tender Offer Price between the Target and the Offeror and in the process of preparing the Business Plan underlying the valuation of the Target's Stock from the perspective of eliminating the issue of structural conflict of interest, except for Mr. Yuichi Mano who is a director from Mitsubishi Heavy Industries and certain employees from Mitsubishi Heavy Industries who were essential to the review of the Capital Transaction and the preparation of the Business Plan, and the Target continues such treatment. For the avoidance of doubt, Mitsubishi Heavy Industries was not involved in the preparation of the Business Plan underlying the valuation of the Target's Stock, and Mr. Yuichi Mano who is a director from Mitsubishi Heavy Industries left Mitsubishi Heavy Industries more than 10 years ago and the Business Plan was prepared through the process independent of Mitsubishi Heavy Industries.

In addition, according to the Target, the Special Committee has confirmed that there is no issue in the Target's review system (including the scope and duties of its officers and employees involved in the review, negotiation on and judgment on the Capital Transaction) from the perspective of independence and fairness.

(VII) Unanimous consent of all disinterested directors and no objection from any auditors with no conflict of interest

According to the Target, as described in "(III) Process and reasons of decision-making of the Target supporting the Tender Offer" in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, the Board of Directors of the Target carefully deliberated and discussed whether the Capital Transaction including the Tender Offer would help enhance the corporate value of the Target and whether the terms and conditions of the Capital Transaction including the Tender Offer Price were reasonable, giving utmost respect to the judgments of the Special Committee stated in the Report while taking into account the legal advice from Mori Hamada & Matsumoto, and the advice from the financial perspective and the Share Valuation Report (Nomura Securities) received from Nomura Securities.

According to the Target, as a result of the above, as described in "(III) Process and reasons of decision-making of the Target supporting the Tender Offer" in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, the Target determined that agreeing to the JIP's offer would contribute to the enhancement of the corporate value of the Target, and resolved at the meeting of its Board of Directors held on the Announcement Day with the unanimous consent of 6 directors of the Target who participated in the deliberation and resolution out of 7 directors excluding Mr. Masayuki Suematsu as below, to express its opinion in favor of the Tender Offer and to leave to the shareholders in the Target and the Stock Acquisition Rights Holders the decision on whether to tender their shares in the Tender Offer. At the Board of Directors meeting above, all four auditors of the Target were present and unanimously resolved to not object to the foregoing resolution.

Furthermore, according to the Target, as described in "(III) Process and reasons of decision-making of the Target supporting the Tender Offer" in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, the Tender Offer is planned to be commenced promptly after the Conditions Precedent for the

Tender Offer are satisfied (or waived by the Offeror), with the commencement currently aimed for around late December 2025 as of the Announcement Date in light of the discussions with Japanese and foreign law firms on the procedures for obtaining the Clearances. However, since it is difficult to accurately predict the time required for the procedures with the relevant Japanese and foreign authorities, the Target has, at the aforementioned meeting of the Board of Directors, resolved that, at the time the Tender Offer is commenced, it will request that its Special Committee review whether there have been any changes to its opinion expressed to the Board of Directors of the Target as of the Announcement Day, and inform whether its opinion remains unchanged or, if changed, present its revised opinion to the Board of Directors of the Target, and that the Target will, based on the Special Committee's opinion, re-express its opinion on the Tender Offer at the time the Tender Offer is commenced.

According to the Target, among its directors, Mr. Masayuki Suematsu, the Executive Vice President of Mitsubishi Heavy Industries, did not participate in any deliberations and resolutions at the meetings of the Board of Directors of the Target related to the Capital Transaction including the deliberations and resolutions at the aforementioned Board of Directors meeting to avoid any potential conflict of interest and to ensure the fairness of the Capital Transaction. Furthermore, although Mr. Yuichi Mano and Mr. Hiroyuki Sugiura of the directors of the Target, and Mr. Shinji Ichihara of the auditors of the Target used to work for Mitsubishi Heavy Industries, they participated in the deliberations and resolutions at the meetings of the Board of Directors of the Target related to the Capital Transaction in light of the fact that they all left Mitsubishi Heavy Industries more than 10 years ago. On the other hand, Mr. Takashi Mikogami who was a director of the Target when the consideration of the Transaction was commenced did not participate in any deliberations and resolutions at the meetings of the Board of Directors of the Target related to the Capital Transaction during his term of office to avoid any potential conflict of interest and to ensure the fairness of the Capital Transaction in light of the fact that he worked for Mitsubishi Heavy Industries until 2023.

(VIII) Measures to ensure purchase opportunities of other purchasers

In the Tender Offer Agreement, the Offeror and the Target have agreed that the Target shall not directly or indirectly (i) make any agreement with any person other than the Offeror in relation to a Competing Transaction (as defined in "(I) Tender Offer Agreement" in "(6) Matters regarding material agreements related to the Tender Offer" below), (ii) provide any person other than the Offeror with information relating to the Target Group or other information in connection with such Competing Transaction, and (iii) make a proposal of, offer of or inducement to offer, such Competing Transaction, nor engage in any discussion or negotiation on such Competing Transaction. However, this shall not apply in relation to third parties who made a Competing Offer (as defined in "(I) Tender Offer Agreement" in "(6) Matters regarding material agreements related to the Tender Offer" below), and no agreement has been made to restrict the Target from contacting competing potential purchasers other than the Offeror in order to avoid unreasonably restricting opportunities for tender offers by persons other than the Target, thereby giving consideration to not prevent opportunities for competing purchase offers.

Furthermore, as described in "(II) Background, purpose, and decision-making process with respect to conducting the Tender Offer" in "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer" above, the Target and Mitsubishi Heavy Industries conducted a bidding process in which they approached several potential purchasers whereby in a certain degree of competition, they compared offers from several potential purchasers and then commenced discussions and reviews for conducting the Transaction (including negotiations regarding the final Tender Offer Price) with JIP which provided the best final offer, and continuously held several rounds of discussions and negotiations before selecting JIP as the final candidate. In addition to this, in the Tender Offer, a long period is provided between the announcement of the planned Tender Offer and its commencement, and it is thus considered that opportunities are ensured for the minority shareholders of the Target to make decisions on whether to tender their shares in the Tender Offer and for persons other than the Offeror to purchase the Target's Stock. As such the Offeror believes that sufficient opportunities for persons other than the Offeror to purchase the Target's Stock are provided.

The Tender Offer Agreement executed between the Offeror and the Target on the Announcement Day contains deal protection clauses that prohibit Competing Transactions (as defined in "(I) Tender Offer Agreement" in "(6) Matters regarding material agreements related to the Tender Offer" below; hereinafter the same) and that prohibit the Target from making proposals for Competing Transactions. Nevertheless, the deal protection clauses in the Tender Offer Agreement allow the Target to request the Offeror to hold consultation on changing the Tender Offer Price and the Share Repurchase Price subject to satisfaction of certain requirements, and as such it is

believed that the deal protection clauses do not undermine the effect of indirect market check.

(IX) Measures to ensure opportunities for Target's shareholders to make informed decisions on whether or not to tender shares in the Tender Offer

As described in "(4) Post-tender offer reorganization policy (two-step acquisition)" below, the Offeror disclosed that (i) it plans to request the Target to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") to which a proposal of the Share Consolidation and a proposal of partial amendments to the articles of incorporation to abolish the provision of the minimum trading share unit subject to effectuation of the Share Consolidation are submitted, promptly after the completion of the settlement of the Tender Offer and the Offeror will not adopt the method in which the Target's shareholders' rights to demand cash-out and to demand price determination are not secured, and (ii) the cash to be paid to each Target's shareholder as consideration upon the Share Consolidation will be calculated to be equal to the Tender Offer Price multiplied by the number of shares of the Target's Stock held by such shareholder. These ensure opportunities for the Target's shareholders to make an informed decision on whether to tender their shares in the Tender Offer, thereby preventing coercive pressure.

(4) Post-tender offer reorganization policy (two-step acquisition)

The Offeror plans that if, following the successful completion of the Tender Offer, the Offeror fails to acquire all Shares Subject to the Tender Offer and the Stock Acquisition Rights as described in "(1) Overview of the Tender Offer" above, the Offeror will request the Target to hold the Extraordinary Shareholders' Meeting around early March 2026 to which a proposal of consolidating shares of the Target's Stock in accordance with Article 180 of the Companies Act (the "Share Consolidation") and a proposal of making amendments to the articles of incorporation to abolish the provision of the minimum trading share unit subject to effectuation of the Share Consolidation are submitted, promptly after the completion of the settlement of the Tender Offer. Note that the Offeror and Mitsubishi Heavy Industries plan to support each of the proposals described above at the Extraordinary Shareholders' Meeting.

If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting, the Target's shareholders will each, as of the date the Share Consolidation is to take effect, retain the number of shares of the Target's Stock corresponding to the Share Consolidation ratio approved at the Extraordinary Shareholders' Meeting. If the Share Consolidation results in fractional shares that constitute less than one full share, the sum total of such fractional shares will be sold to the Target or the Offeror in accordance with the procedures under Article 235 of the Companies Act and other relevant laws and regulations, and the owners of such fractional shares will be provided with cash in exchange (if the total of fractional shares contains fractional shares that constitute less than one full share, such fractional shares will be rounded down; hereinafter the same). With respect to the sale price of the total number of fractional shares of the Target's Stock, the Offeror plans to file a petition with a court for permission for voluntary sale, after ensuring that as a result of such sale of fractional shares, the cash amount provided to the Target's shareholders who did not tender their shares in the Tender Offer (excluding the Offeror, Mitsubishi Heavy Industries, and the Target) will be the same as the value obtained by multiplying the number of shares of the Target's Stock owned by such shareholders by the Tender Offer Price. Furthermore, although the ratio of consolidation of shares of the Target's Stock is still undetermined as of the Announcement Date, the Offeror plans to determine the ratio to ensure that each shareholder in the Target who did not apply for the Tender Offer (excluding the Offeror, Mitsubishi Heavy Industries, and the Target) will own fractional shares less than one full share so that the Offeror and Mitsubishi Heavy Industries will retain all the shares of the Target's Stock (excluding shares of treasury stock retained by the Target).

For the purpose of protecting the rights of the minority shareholders in the procedures above, if the Share Consolidation is implemented, and such Share Consolidation results in fractional shares that constitute less than one full share, the Companies Act allows the Target's shareholders to demand that the Target purchase all fractional shares constituting less than one full share in their possession at a fair price, as well as to petition a court for a decision regarding the price of the Target's Stock, all in accordance with the provisions of Article 182-4 and 182-5 of the Companies Act and other relevant laws and regulations. In the event that such petition is filed, the final decision on the sale price of the Target's Stock will be made by the applicable court. With respect to restricted stock in the Target granted to directors of the Target as restricted stock units (the "Restricted Stock"), the Target's officer stock option rules prescribe that if a share consolidation (which must result in the number of restricted stock owned by the entitled persons being fractional shares less than one full share) is approved at a shareholders' meeting of the Target during the transfer restriction period, the restrictions on transfer will be lifted on the business day immediately preceding the effective date of the share consolidation with respect to the

number of shares of the restricted stock calculated by dividing the number of months from the month containing the commencement date of the servicing period to the month containing the date of the approval by the standard number of months of continuous service (12 months) (if the resulting number is more than 1, then the number shall be 1) and multiplying the resulting number by the number of shares allotted. The remaining portion of the restricted stock will be acquired for no consideration. The Restricted Stock will be subject to the Share Consolidation as the restriction is expected to be lifted on the business day immediately preceding the effective date of the Share Consolidation in accordance with the above rules.

The Offeror also intends that if despite the successful completion of the Tender Offer, the Offeror fails to acquire all Stock Acquisition Rights through the Tender Offer and some Stock Acquisition Rights remain unexercised, the Offeror will request the Target to take procedures reasonably necessary for implementing the Transaction such as acquiring the Stock Acquisition Rights or encouraging the Stock Acquisition Right Holders to waive the Stock Acquisition Rights.

With respect to the procedures described above, the implementation may take extra time, or the implementation method may be changed to other methods that have equivalent effects based on the status of amendments to, implementation of, and interpretation by relevant authorities of the relevant laws and regulations. Specifically, if there is a shareholder other than Mitsubishi Heavy Industries who owns the number of shares of the Target's Stock more than the number of shares owned by the Offeror, a method may be employed whereby the consolidation ratio of shares of the Target's Stock is determined in order for Mitsubishi Heavy Industries to own all the issued shares in the Target (excluding shares of the treasury stock owned by the Target) and the shares of the Target's Stock equivalent to the total number of fractional shares less than one full share (if the total number contains fractional shares less than one full share, such fractional shares will be rounded down) will be sold to the Offeror. Even in such case, as described in "(1) Overview of the Tender Offer" above, the Target will ultimately become a wholly-owned subsidiary of the Offeror through the Share Repurchase to be implemented after the Share Consolidation. However, even in such event, if the Tender Offer is successfully completed, the Offeror plans to employ a method whereby cash consideration is ultimately provided to the Target's shareholders who did not tender their shares in the Tender Offer (excluding Mitsubishi Heavy Industry and the Target), and the value of such cash consideration provided will equal to the price obtained by multiplying the number of shares of the Target's Stock owned by the relevant Target's shareholders by the Tender Offer Price.

The specific procedures and the timing of implementation for each of the situation described above will be promptly announced by the Target once they are determined through consultation between the Offeror and the Target.

Note that the Tender Offer is not intended as a solicitation for the approval of the shareholders of the Target and the Stock Acquisition Holders at the Extraordinary Shareholders' Meeting. Note also that the shareholders of the Target and the Stock Acquisition Holders are each personally responsible for consulting tax experts regarding the handling of taxes relating to application for the Tender Offer and each of the procedures described above.

(5) Possibility of delisting and reasons therefor

As of the Announcement Date, the Target's Stock is listed on the Standard Market of the Tokyo Stock Exchange, but, because the Offeror has not set any cap on the maximum quantity as to the Target's Stock planned to be purchased in the Tender Offer, depending on the results of the Tender Offer, it is possible that the Target's Stock may be delisted, in accordance with the delisting standards established by the Tokyo Stock Exchange, following the procedures designated by the Tokyo Stock Exchange.

Furthermore, even in the event the delisting standards do not apply as at the successful completion of the Tender Offer, if the Share Consolidation set forth in "(4) Post-tender offer reorganization policy (two-step acquisition)" above is implemented, the delisting standards of the Tokyo Stock Exchange will then apply, and the Target's Stock will be delisted following the designated procedures. Note that, after being delisted, it will not be possible to trade the Target's Stock on the Tokyo Stock Exchange.

(6) Matters regarding material agreements related to the Tender Offer

(1) Tender Offer Agreement

Upon the Tender Offer, the Offeror has entered into the Tender Offer Agreement with the Target as of the Announcement Date.

The Tender Offer Agreement provides that the Offeror will commence the Tender Offer on any day determined by the Offeror but not later than the 10th business day from the date on which the Conditions Precedent for the Tender Offer (excluding (IX); the same apply in this "(1) Tender Offer Agreement.") are satisfied or are reasonably expected to be satisfied on the commencement date of the

Tender Offer, or on which the Conditions Precedent for the Tender Offer are waived.

Under the Tender Offer Agreement, (i) as long as the Special Committee has provided a report that it is reasonable for the Board of Directors of the Target to express an opinion in support of the Tender Offer (the "Expression of Supporting Opinion") and such report has not been withdrawn or changed, the Target shall make a resolution of the Expression of Supporting Opinion on the execution date of the Tender Offer Agreement and submit an opinion statement detailing the Expression of Supporting Opinion on the commencement date of the Tender Offer in accordance with laws and regulations. Furthermore, the Target shall sincerely provide necessary cooperation to have shares tendered in the Tender Offer from as many shareholders as possible, and maintain the Expression of Supporting Opinion and shall not make a board resolution to withdraw or change it until the last day of the Tender Offer Period.

Under the Tender Offer Agreement, the Target shall not directly or indirectly (i) make any agreement with any person other than the Offeror in relation to transactions that will or are likely to substantially, conflict with the Transaction, or will make or are likely to make, the Transaction difficult to implement ("Competing Transaction"), (ii) provide any person other than the Offeror with information relating to the Target Group or other information in connection with such Competing Transaction, and (iii) make a proposal of, offer of or inducement to offer, such Competing Transaction, nor engage in any discussion or negotiation on such Competing Transaction. Provided, however, that under the Tender Offer Agreement, if a *bona fide* offer for acquiring all the shares of the Target's Stock (which must be legally binding or be deemed reasonably feasible in consideration of the details thereof) for a price substantially above the Tender Offer Price (limited to cases where cash is the consideration for acquisition) is made to Mitsubishi Heavy Industries or the Target and publicly announced by a third party other than the Offeror without any inducement or proposal from the Target (collectively "Competing Offer"), the Target may request the Offeror to hold a consultation on changing the Tender Offer Price and the Share Repurchase Price. If the Target makes such request to the Offeror, the Target shall sincerely consult with the Offeror to ensure that the Offeror has an opportunity to make a revised offer for the Transaction. The Target may change or withdraw the Expression of Supporting Opinion if (i) the Offeror fails to change the Tender Offer Price to above the purchase price in the Competing Offer by the earlier of the day on which 10 business days have passed since the date of such offer and the day immediately preceding the last day of the Tender Offer Period and (ii) an opinion is obtained from an outside legal counsel that maintaining the Expression of Supporting Opinion is reasonably likely to constitute a breach of a fiduciary duty of the directors of the Target (the "Supporting Opinion Withdrawal Clause").

In addition to the above, the Tender Offer Agreement also provides the Conditions Precedent for the Tender Offer, representations and warranties (Note 1) (Note 2), Target's obligations (Note 3), Offeror's obligations (Note 4), indemnification provisions, grounds for termination and cancellation of agreement (Note 5), and general provisions.

(Note 1) In the Tender Offer Agreement, the Target made representations and warranties with respect to (i) the validity of its incorporation and existence as well as powers required to execute and perform the Tender Offer Agreement, (ii) the legality, validity, and enforceability of the execution of the Tender Offer Agreement, (iii) no conflict with laws, regulations, and judgments of administrative or judicial agencies in relation to the execution and performance of the Tender Offer Agreement, (iv) acquisition and fulfillment of permits and licenses required for the Transaction, (v) no transaction or involvement with antisocial forces, (vi) subsidiaries and affiliates, (vii) not being in a state of suspension of payment and no petition for commencement of bankruptcy proceedings, (viii) lawful and valid issuance of the Target's Stock, (ix) no undisclosed material facts, and (x) accuracy of the disclosed documents.

(Note 2) In the Tender Offer Agreement, the Offeror made representations and warranties with respect to (i) the validity of its incorporation and existence as well as powers required to execute and perform the Master Agreement, (ii) the legality, validity, and enforceability of the execution of the Tender Offer Agreement, (iii) no conflict with laws, regulations, and judgments of administrative or judicial agencies in relation to the execution and performance of the Tender Offer Agreement, (iv) acquisition and fulfillment of permits and licenses required for the Transaction, (v) no transaction or involvement with

antisocial forces, and (vi) certainty of procurement of funds required for the implementation of the Transaction.

- (Note 3) Under the Tender Offer Agreement, the Target has principally (i) an obligation to make efforts to publicly announce undisclosed material facts and other facts that are reasonably deemed to possibly constitute such facts, (ii) an obligation to disclose undisclosed material facts, etc. and issue a confirmation letter as to whether there is any undisclosed material fact, etc., (iii) an obligation to provide information and other cooperation in order for the Offeror to obtain the Clearances, (iv) an obligation to carry out the Squeeze-out Procedures, (v) an obligation to carry out the Capital Increase or Capital Reduction, (vi) an obligation to carry out the Share Repurchase, (vii) an obligation to operate the business in accordance with the previous practices to the extent of the ordinary business operation, (viii) an obligation to make efforts to obtain approval or consent from the counterparties to the contracts which require approval or consent of such counterparties upon the implementation of the Transaction, (ix) an obligation to make efforts to obtain written consent to not changing the transaction terms and conditions from the financial institutions of the existing borrowings of the Target Group or to make efforts to take any alternative measures reasonably satisfactory to the Offeror, (x) an obligation to give notice when the Target becomes aware of a possibility of any breach of representations and warranties, breach of obligations, or nonsatisfaction of the Conditions Precedent for the Tender Offer, (xi) an obligation to provide information to the Offeror, (xii) an obligation to provide indemnification if the Target breaches its representations and warranties or its obligations, and (xiii) a confidentiality obligation.
- (Note 4) Under the Tender Offer Agreement, the Offeror has principally (i) an obligation to make efforts to obtain the Clearances, (ii) an obligation to make efforts to procure funds required for the implementation of the Transaction, (iii) an obligation to give notice when the Offeror becomes aware of a possibility of any breach of representations and warranties, breach of obligations, or nonsatisfaction of the Conditions Precedent for the Tender Offer, (iv) an obligation to provide indemnification if the Offeror breaches its representations and warranties or its obligations, and (v) a confidentiality obligation.
- (Note 5) Under the Tender Offer Agreement, the parties thereto may cancel the Tender Offer Agreement by giving a written notice to the other party by 4:00 pm on the business day immediately preceding the commencement date of the Tender Offer if (i) the other party is in material breach of representations and warranties, (ii) the other party is in material default of obligations under the Tender Offer Agreement, (iii) a petition is filed for commencement of the insolvency proceedings with respect to the other party, (iv) the Offeror fails to commence the Tender Offer by March 31, 2026. In addition, if (i) the Offeror lawfully withdraws the Tender Offer in accordance with laws and regulations, (ii) the Target changes or withdraws the Expression of Supporting Opinion pursuant to the Supporting Opinion Withdrawal Clause, (iii) the total number of Tendered Share Certificates, Etc. tendered in the Tender Offer fails to reach the minimum number of shares to be purchased, or (iv) the Tender Offer Agreement is canceled, the Tender Offer Agreement shall be terminated with immediate effect.

(II) Master Agreement

Upon the Tender Offer, the Offeror has entered into the Master Agreement with Mitsubishi Heavy Industries, the parent company of the Target, as of the Announcement Date.

In the Master Agreement, the Offeror and Mitsubishi Heavy Industries have agreed that Mitsubishi Heavy Industries shall not tender the Non-tendered Shares in the Tender Offer and the Target shall acquire the Non-tendered Shares through the Share Repurchase. Provided, however, that under the Master Agreement, if a *bona fide* offer for acquiring all the shares of the Target's Stock (which must be legally binding or be deemed reasonably feasible in consideration of the details thereof) (a) for a price exceeding the Tender Offer Price by 5% or higher or (b) with a transaction structure not involving direct or indirect capital contribution by Mitsubishi Heavy Industries to the Target, is made to Mitsubishi Heavy Industries or the Target or publicly announced by a person other than the Offeror by the end of the Tender Offer Period (collectively "Competing Offer") and where (i) the after-tax proceeds to be paid to Mitsubishi Heavy Industries as a result of the transaction contemplated in the Competing Offer exceed by 5% or higher the amount of the after-tax proceeds if it agrees to the Share Repurchase (provided that such conditions shall be applied only in the case of the acquisition

offer under (a) above) or (ii) in the case of the acquisition offer under (b) above, the after-tax proceeds to be paid to Mitsubishi Heavy Industries as a result of the transaction contemplated in the Competing Offer equal to or exceed the amount of the after-tax proceeds if it agrees to the Share Repurchase, then Mitsubishi Heavy Industries may request the Offeror to hold a consultation on changing the Tender Offer Price and the Share Repurchase Price or changing the terms and conditions of the Transaction not involving the Mitsubishi Heavy Industries Capital Contribution. If (i) the Offer fails to change the Tender Offer Price to above the purchase price in the Competing Offer and change the Share Repurchase Price to substantially above the amount calculated taking into account the tax effect from the Share Repurchase in reference to the purchase price in the Competing Offer (only in the case of the acquisition offer under (a) above), or fails to change the terms and conditions of the Transaction to those with no Mitsubishi Heavy Industries Capital Contribution (only in the case of the acquisition offer under (b) above), in each case by the earlier of the day on which 10 business days have passed since the date of such offer and the day immediately preceding the last day of the Tender Offer Period, and (ii) an opinion is obtained from an outside legal counsel that if Mitsubishi Heavy Industries carries out the Transaction pursuant to the Master Agreement or refuses to agree to the Competing Offer, such action is reasonably likely to constitute a breach of a fiduciary duty of the directors of Mitsubishi Heavy Industries, then Mitsubishi Heavy Industries may terminate the Master Agreement.

Under the Master Agreement, the Offeror and Mitsubishi Heavy Industries have agreed that after completion of the Share Repurchase or any other timing separately agreed through good faith consultation between the Offeror and Mitsubishi Heavy Industries, the Offeror shall issue the Class B Preferred Stock and Class D Stock and Mitsubishi Heavy Industries shall subscribe such stocks to make Mitsubishi Heavy Industries Capital Contribution.

Furthermore, in the Master Agreement, the Offeror and Mitsubishi Heavy Industries have agreed that a shareholders agreement (the "Shareholders Agreement") is to be entered into between the Offeror, Mitsubishi Heavy Industries, and the Offeror's Parent Company under the terms and conditions as summarized below by the commencement date of the Tender Offer:

(A) Matters concerning shares in the Offeror

- Restrictions on transfer of shares and preemptive right of the Offeror's Parent Company
- Tag-along right of Mitsubishi Heavy Industries
- Drag-along right of the Offeror's Parent Company
- Call options for the Class B Preferred Stock and Class D Stock of the Offeror's Parent Company against Mitsubishi Heavy Industries (the Offeror's Parent Company may exercise call options identical to the call option clause of the Class B Preferred Stock and Class D Stock (exercisable only on or after the second anniversary of the Mitsubishi Heavy Industries Capital Contribution))
- Call options for the Class B Preferred Stock and Class D Stock of the Offeror against Mitsubishi Heavy Industries (exercisable only until the third anniversary of the Mitsubishi Heavy Industries Capital Contribution)
- Put options for the Class B Preferred Stock and Class D Stock of Mitsubishi Heavy Industries for against the Offeror's Parent Company
- Restrictions on exercise by Mitsubishi Heavy Industries of put options for monetary consideration for the Class B Preferred Stock and Class D Stock (exercisable only on or after the date on which three years have passed since the Mitsubishi Heavy Industries Capital Contribution)
- Restrictions on exercise by Mitsubishi Heavy Industries of put options for monetary consideration for the Class D Stock
- Restrictions on exercise by Mitsubishi Heavy Industries of put options for common stock consideration for the Class D Stock (exercisable only until the third anniversary of the Mitsubishi Heavy Industries Capital Contribution)
- Restrictions on exercise by the Offeror of the call option clause of the Class B Preferred Stock and Class D Stock (exercisable only on or after the date on which two years have passed since the Mitsubishi Heavy Industries Capital Contribution)
- Restrictions on exercise by the Offeror's Parent Company of put options for the Class C Preferred Stock and restrictions on exercise by the Offeror of the call option clause of the Class C Preferred Stock (not exercisable if Mitsubishi Heavy Industries owns the Class B Preferred Stock)
- Obligations of the Offeror's Parent Company to make efforts to have the Class B Preferred Stock and Class D Stock owned by Mitsubishi Heavy Industries be transferred to third parties or acquired by the Offeror

(B) Matters concerning dividends and financing

- The Offeror must in principle procure funds required for its business by itself.
- The Offeror's Parent Company may provide the Offeror or the Target Group with financial supports by capital increases, loans or other means at its own cost and responsibility.
- Mitsubishi Heavy Industries has no rights nor obligations to provide financial supports to the Offeror and the Target Group.

(C) Others

- Matters concerning governance and management system
- Matters requiring prior consent and matters for prior consultation
- Treatment of deadlock
- General provisions including indemnity, representations and warranties, expenses, confidentiality.

The Master Agreement provides the Conditions Precedent for the Tender Offer, representations and warranties (Note 1) (Note 2), Mitsubishi Heavy Industries' obligations (Note 3), Offeror's obligations (Note 4), and grounds for termination and cancellation of agreement (Note 5).

(Note 1) In the Master Agreement, Mitsubishi Heavy Industries made representations and warranties with respect to principally (i) the validity of its incorporation and existence as well as powers required to execute and perform the Master Agreement, (ii) the legality, validity, and enforceability of the execution of the Master Agreement, (iii) acquisition of permits and licenses required for the execution and performance of the Master Agreement as well as fulfillment of procedures required under relevant laws, regulations, and internal rules of Mitsubishi Heavy Industries for the execution and performance of the Master Agreement, (iv) no conflict with laws, regulations, and judgments of administrative or judicial agencies in relation to the execution and performance of the Master Agreement, (v) not being in a state of insolvency and no petition for commencement of bankruptcy proceedings, (vi) no transaction or involvement with antisocial forces, and (vii) lawful and valid ownership of the Non-tendered Shares.

(Note 2) In the Master Agreement, the Offeror made representations and warranties with respect to principally (i) the validity of its incorporation and existence as well as powers required to execute and perform the Master Agreement, (ii) the legality, validity, and enforceability of the execution of the Master Agreement, (iii) acquisition of permits and licenses required for the Transaction, (iv) no conflict with laws, regulations, and judgments of administrative or judicial agencies in relation to the execution and performance of the Master Agreement, (v) not being in a state of insolvency and no petition for commencement of bankruptcy proceedings, (vi) no transaction or involvement with antisocial forces, and (vii) possession of funds required for the implementation of the Transaction and certainty of procurement of such funds.

(Note 3) Under the Master Agreement, Mitsubishi Heavy Industries has principally (i) an obligation to provide information and other cooperation in order for the Offeror to obtain the Clearances, (ii) an obligation to provide cooperation and make efforts to have the Conditions Precedent for the Tender Offer satisfied, (iii) an obligation to not dispose of the Non-tendered Shares until the Share Repurchase, (iv) an obligation to give notice when the Target becomes aware of a possibility of any breach of representations and warranties, breach of obligations, or nonsatisfaction of the Conditions Precedent for the Tender Offer, (v) an obligation of the Target to fulfill the procedures for resignation of Target's officers, (vi) an obligation not to exercise shareholder rights for the purpose of actions, etc. inconsistent or conflicting with the Transaction, (vii) an obligation to exercise voting rights as instructed by the Offeror for the implementation of the Transaction, (viii) an obligation to cooperate in procurement of funds necessary for the Offeror to implement the Transaction, (ix) an obligation to provide services pursuant to the service agreement to be separately executed with the Target in relation to the systems that the Target virtually uses, (x) an obligation to discuss and take actions in good faith in transfer from the health insurance association of the Mitsubishi Heavy Industries Group to which the Target belongs, (xi) an obligation to continue the secondment to the Target Group pursuant to the secondment agreement to be separately executed with the Target, (xii) an obligation not to solicit officers and employees of the Target Group for a certain period, (xiii) an obligation to continue to license patent rights, etc.

pursuant to the agreements to be separately executed with the Target, (xiv) an obligation to continue various technological cooperation pursuant to the agreements to be separately executed with the Target, (xv) an obligation to provide indemnification if Mitsubishi Heavy Industries breaches its representations and warranties or its obligations, and (xvi) a confidentiality obligation.

(Note 4) Under the Master Agreement, the Offeror has principally (i) an obligation to make efforts to obtain the Clearances, (ii) an obligation to provide cooperation and make efforts to have the Conditions Precedent for the Tender Offer satisfied, (iii) an obligation to give notice when the Offeror becomes aware of a possibility of any breach of representations and warranties, breach of obligations, or nonsatisfaction of the Conditions Precedent for the Tender Offer, (iv) an obligation of the Target to repay the loans provided by Mitsubishi Heavy Industries, (v) an obligation of the Target Group to switch to new insurance contracts, (vi) an obligation for exemption of liabilities in relation to duties performed by officers dispatched from Mitsubishi Heavy Industries to the Target (vii) an obligation to bear damage and potential liabilities arising in the course of business execution of the Target Group, (viii) an obligation not to solicit officers and employees of Mitsubishi Heavy Industries Group for a certain period, (ix) an obligation to provide indemnification if the Offeror breaches its representations and warranties or its obligations, and (x) a confidentiality obligation.

(Note 5) Under the Master Agreement, the parties thereto may cancel the Master Agreement by giving a written notice to the other party by the last day of the Tender Offer Period if (i) the other party is in breach of representations and warranties which breach materially adversely affects the implementation of the Transaction and the other party fails to remedy such breach within 10 business day from the notice of such breach, (ii) the other party is in default of obligations under the Master Agreement which default materially adversely affects the implementation of the Transaction and the other party fails to remedy such breach within 10 business day from the notice of such breach, (iii) a petition is filed for commencement of the insolvency proceedings with respect to the other party, (iv) the Tender Offer is not commenced by March 31, 2026 (unless such event is due to any circumstance attributable to itself). In addition, if (i) the Offeror lawfully withdraws the Tender Offer in accordance with laws and regulations, (ii) the total number of Tendered Share Certificates, Etc. tendered in the Tender Offer fails to reach the minimum number of shares to be purchased, or (iii) the Master Agreement is canceled, the Master Agreement shall be terminated with immediate effect.

2. Outline of Purchase, etc.

(1) Outline of the Target

(i)	Name	Mitsubishi Logisnext Co., Ltd.	
(ii)	Address	1-1,2-Chome, Higashikotari, Nagaokakyo-shi, Kyoto, Japan	
(iii)	Title and Name of Representative	Mano Yuichi, Representative Director and President	
(iv)	Business Description	Manufacture, sale, and maintenance of logistics equipment and maintenance parts, mainly forklifts	
(v)	Amount of Stated Capital	JPY 4,976 million	
(vi)	Date of Incorporation	July 31, 1937	
(vii)	Major Shareholders and Shareholding Ratios (As of March 31, 2025)	Mitsubishi Heavy Industries, Ltd.	64.58%
		GS Yuasa Corporation	4.41%
		MSIP CLIENT SECURITIES	3.92%
		(Standing proxy) Mitsubishi UFJ Morgan Stanley Securities Co., Ltd	
		The Master Trust Bank of Japan, Ltd. (Trust Account)	3.04%
		Custody Bank of Japan, Ltd. (Trust Account)	1.82%
		The Master Trust Bank of Japan, Ltd. (Retirement Benefit Trust Account, Shimadu Corporation Account)	1.28%
		MUFG Bank, Ltd.	1.28%
		JPMorgan Securities Japan Co., Ltd.	1.26%
		BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)	1.17%
	(Standing proxy) MUFG Bank, Ltd.		
	Nomura Securities Co., Ltd.	0.97%	
(viii)	Relationship between the Offeror and the Target		
	Capital Relationship	Not applicable.	
	Personnel Relationship	Not applicable.	
	Business Relationship	Not applicable.	
	Status as Related Party	Not applicable.	

Note: Information in "(VII) Major Shareholders and Shareholding Ratios" (as of March 31, 2025) is based on "Status of major shareholders" in the Target's Annual Securities Report.

(2) Schedule

The Offeror plans to promptly implement the Tender Offer once the Conditions Precedent for the Tender Offer have been fulfilled (or waived by the Offeror). Although, as of the Announcement Date, the Offeror aims for the Tender Offer to be commenced around late December 2025, since it is difficult to accurately predict the time required for the procedures with the Japanese and foreign competition authorities, the detailed Tender Offer schedule will be announced once it is decided. The Offeror intends for the Tender Offer Period to be 20 business days.

(3) Price for purchase, etc.

(I) Common stock: JPY 1,537 per share of common stock.

(II) Stock acquisition rights

- A. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on August 20, 2015 (exercisable from September 5, 2015 to September 4, 2045) (the "Fourth Stock Acquisition Right")
- B. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on August 18, 2016 (exercisable from September 3, 2016 to September 2, 2046) (the "Fifth Stock Acquisition Right")

- C. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on September 14, 2017 (exercisable from September 30, 2017 to September 29, 2047) (the "Sixth Stock Acquisition Right")
- D. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on August 9, 2018 (exercisable from August 25, 2018 to August 24, 2048) (the "Seventh Stock Acquisition Right")
- E. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on August 8, 2019 (exercisable from August 24, 2019 to August 23, 2049) (the "Eighth Stock Acquisition Right")
- F. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on August 6, 2020 (exercisable from August 22, 2020 to August 21, 2050) (the "Ninth Stock Acquisition Right")
- G. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on August 5, 2021 (exercisable from August 21, 2021 to August 20, 2051) (the "Tenth Stock Acquisition Right")
- H. JPY 1 per unit of stock acquisition rights issued based on the resolution at the board of directors meeting held on August 25, 2022 (exercisable from September 10, 2022 to September 9, 2052) (the "Eleventh Stock Acquisition Right," and together with the Fourth Stock Acquisition Right, the Fifth Stock Acquisition Right, the Sixth Stock Acquisition Right, the Seventh Stock Acquisition Right, the Eighth Stock Acquisition Right, the Ninth Stock Acquisition Right, and the Tenth Stock Acquisition Right, "Stock Acquisition Rights")

(4) Basis for calculation of purchase price

(I) Basis for calculation

(i) Common stock

When determining the Tender Offer Price, the Offeror analyzed the business and financial conditions of the Target in a multifaceted and comprehensive manner, based on the financial information and other materials disclosed by the Target and the results of the due diligence conducted on the Target over the period from mid-January 2025 to late February 2025. Additionally, considering the fact that the Target's Stock is traded on a financial instruments exchange, the Offeror referred to the closing price of the Target's Stock on the Standard Market of the Tokyo Stock Exchange on the business day immediately preceding the announcement date of the planned commencement of the Tender Offer (i.e. September 30, 2025; the "Preceding Business Day of Announcement") (JPY 1,788), and the simple average of the closing prices of the Target's Stock for the preceding one month (from September 1, 2025 to the Preceding Business Day of Announcement), the simple average of the closing prices for the preceding three months (from June 30, 2025 to the Preceding Business Day of Announcement), and the simple average of the closing prices for the preceding six months (from March 31, 2025 to the Preceding Business Day of Announcement) (JPY 1,788, JPY 1,815, JPY 1,908, and JPY 1,963, respectively) as well as the closing price of the Target's Stock on December 5, 2024, the business day immediately preceding December 6, 2024, the date of the Speculative Reports which triggered the sharp rise of the price of the Target's Stock, and the simple average of the closing prices of the Target's Stock for the preceding one month (from November 6, 2024 to December 5, 2024), the simple average of the closing prices for the preceding three months (from September 6, 2024 to December 5, 2024), and the simple average of the closing prices for the preceding six months (from June 6, 2024 to December 5, 2024) (JPY 1,135, JPY 1,228, JPY 1,233, and JPY 1,308, respectively).

Since the Offeror has determined the Tender Offer Price through consultation and negotiation with Mitsubishi Heavy Industries and the Target in comprehensive consideration of the above factors, the Offeror has not obtained any share valuation report from a third-party valuation organization.

Please note that although the Tender Offer Price (JPY 1,537) is below the closing price of the Target's Stock on the Standard Market of the Tokyo Stock Exchange on the Preceding Business Day of Announcement (JPY 1,788) by 14.04%, the simple average of the closing prices of the Target's Stock for the preceding one month until the said date (JPY 1,815) by 15.32%, the simple average of the closing prices of the Target's Stock for the preceding three months until the said date (JPY 1,908) by 19.44%, and the simple average of the closing prices of the Target's Stock for the preceding six months until the said date (JPY 1,963) by 21.70%, JIP believes that the Target's Stock price has soared to the highest level since its listing as a result of the Speculative Reports by some press companies on December 6, 2024 and the stock price on and after such date has reflected excessive expectations for the transactions associated with the resolution of the parent-subsidary listing, and thus does not reflect the changes in the Target's business or financial conditions. The Tender Offer Price (JPY 1,537) will be the price obtained by adding a premium of 35.42% to the closing price of the Target's Stock on December 5, 2024, the business day immediately preceding December 6, 2024, the date of the Speculative Reports (JPY

1,135), a premium of 25.16% to the simple average of the closing prices for the one month preceding the said date (JPY 1,228), a premium of 24.66% to the simple average of the closing prices for the three months preceding the said date (JPY 1,233), and 17.51% to the simple average of the closing prices for the six months preceding the said date (JPY 1,308).

(ii) Stock Acquisition Rights

The Stock Acquisition Rights were granted to the directors and executive officers of the Target as officers' compensation corresponding to the retirement benefits and may be exercised during the exercisable period of the Stock Acquisition Rights and only for 10 years from the day following the date on which they were no longer in a position as either director or officer, and therefore, considering that the Offeror will not be able to exercise the Stock Acquisition Rights when it acquires them, the purchase price of all the Stock Acquisition Rights was set at JPY 1.

It should be noted that as the Offeror determined the Stock Acquisition Right Purchase Price as described above, it has not obtained a share valuation report from a third-party valuation organization. Each of the Stock Acquisition Rights Holders requires, under the terms of issuance of the Stock Acquisition Rights, the approval of the Board of Directors of the Target for any transfer, and is also subject to a prohibition on transfer under the Stock Acquisition Rights allotment agreements. The Target has resolved, at the meeting of its Board of Directors held on the Announcement Date, that, subject to the completion of the Tender Offer, it will grant a blanket approval for the Stock Acquisition Rights Holders to transfer their Stock Acquisition Rights to the Offeror by tendering them in the Tender Offer, and that, with respect to those Stock Acquisition Rights Holders who wish to transfer their Stock Acquisition Rights, the terms of the relevant Stock Acquisition Rights allotment agreements will be amended so as to permit such transfer.

(II) Background of valuation

In late December 2024, JIP appointed Anderson Mori & Tomotsune as its legal advisor and submitted a letter of intent to Mitsubishi Heavy Industries stating its intention to proceed with its reviews on the Bidding Process on the premise that Target would acquire the Non-tendered Shares by way of share repurchase after privatizing the Target's Stock through a tender offer and squeeze-out procedures. Subsequently, Goldman Sachs approached JIP regarding participation in the Second Bidding Process, and JIP participated in the Second Bidding Process commenced in mid-January 2025. In the course of such Second Bidding Process, JIP conducted an initial due diligence regarding the Target's business, financial, tax, and legal matters and beginning in mid-January 2025, JIP conducted further analysis and consideration of the acquisition of the Target's Stocks through due diligence of the Target's business, financial and legal matters, as well as interviews with the Target's management. On February 25, 2025, based on the information obtained during the due diligence process regarding the Target, JIP submitted a non-binding Final Proposal to the Target and Mitsubishi Heavy Industries.

Subsequently, from early March to late April 2025, JIP conducted additional due diligence regarding the Target's business, financial, tax, and legal matters, and held discussions with the Target's management on business strategies to maximize the Target's corporate value, thereby proceeding with further analysis and consideration regarding the acquisition of Target's Stock.

Then, on April 28, 2025, JIP submitted to the Target and Mitsubishi Heavy Industries a legally binding Final Revised Proposal which includes setting the Tender Offer Price at JPY 1,537 and the Share Repurchase Price at JPY 1,081 based on the information obtained in the course of the due diligence on the Target, on the premise that, following the privatization of the Target's Stock through a tender offer and squeeze-out procedures, the Target would acquire the Non-tendered Shares by way of share repurchase. The Tender Offer Price indicated in the Final Revised Proposal is lower than the closing price of the Target's Stock on the Tokyo Stock Exchange Standard Market on April 25, 2025 (the business day immediately preceding the submission date of the Final Revised Proposal) of JPY 1,923 by 20.07%, as well as the simple average closing price over the past one month from such date (from March 26, 2025 to April 25, 2025) of JPY 1,937 by 20.65%; the simple average closing price over the past three months from such date (from January 27, 2025 to April 25, 2025) of JPY 1,964 by 21.74%; and the simple average closing price over the past six months from such date (from October 28, 2024 to April 25, 2025) of JPY 1,779 by 13.60%. However, JIP considered that, as a result of speculative media reports on December 6, 2024 regarding Mitsubishi Heavy Industries' commencement of procedures for contemplated sale of the Target's Stock, the price of the Target's Stock had rapidly surged to a level exceeding its all-time high and that, since said date, the stock price had excessively reflected expectations related to the transaction surrounding the elimination of the parent-subsidary listing and did not represent changes in the Target's business or financial condition. It should be noted that the Tender Offer Price of JPY 1,537 set forth in the Final Revised Proposal reflects a premium of 35.42% over the closing price on December 5, 2024, which was

the business day immediately preceding the date of the Speculative Reports (December 6, 2024), of JPY 1,135, as well as premiums of 25.16% over the simple average closing price for the past one month from that date (from November 6, 2024 to December 5, 2024) of JPY 1,228; 24.66% over the simple average closing price for the past three months from that date (from September 6, 2024 to December 5, 2024) of JPY 1,233; and 17.51% over the simple average closing price for the past six months from that date (from June 6, 2024 to December 5, 2024) of JPY 1,308.

Based on the expectation that the provision for the non-inclusion in gross profits of deemed dividends under the Corporation Tax Act would apply and that certain tax benefits would result in Mitsubishi Heavy Industries, JIP set the Share Repurchase Price (JPY 1,081) based on the amount at which the after-tax proceeds obtained if Mitsubishi Heavy Industries were to tender its shares in the Tender Offer would be equivalent to the after-tax proceeds obtained if it acceded to the Share Repurchase. By keeping the Share Repurchase Price low and allocating a greater portion to the minority shareholders of the Target, JIP believed that it is possible to balance the maximization of the Tender Offer Price and the fairness between shareholders and therefore presented the scheme for the Transaction that includes the Share Repurchase.

Subsequently, between April to September 2025, JIP had negotiations with Mitsubishi Heavy Industries on the terms of the Transaction, including the Mitsubishi Heavy Industries Capital Contribution. JIP also conducted analysis and consideration of the impact that the introduction of reciprocal and additional tariffs by the United States government would have on the Target's business.

Then, based on the above analysis and considerations, JIP submitted to the Target and Mitsubishi Heavy Industries a non-binding Revised Proposal dated September 5 which included setting the Tender Offer Price at JPY 1,537, and the Share Repurchase Price at JPY 1,081 on September 5, 2025. The Tender Offer Price is lower than the closing price of the Target's Stock on the Tokyo Stock Exchange Standard Market on September 4, 2025 (the business day immediately preceding the date of the proposal) of JPY 1,817 by 15.41% as well as the simple average closing price over the past one month from such date (from August 5, 2025 to September 4, 2025) of JPY 1,934 by 20.53%; the simple average closing price over the past three months from such date (from June 5, 2025 to September 4, 2025) of JPY 1,965 by 21.78%; and the simple average closing price over the past six months from such date (from March 5, 2024 to September 4, 2025) of JPY 1,995 by 22.96%; however, it reflects a premium of 35.42% over the closing price on December 5, 2024, which was the business day immediately preceding the date of the Speculative Reports (December 6, 2024), of JPY 1,135, as well as premiums of 25.16% over the simple average closing price for the past one month from that date (from November 6, 2024 to December 5, 2024) of JPY 1,228; 24.66% over the simple average closing price for the past three months from that date (from September 6, 2024 to December 5, 2024) of JPY 1,233; and 17.51% over the simple average closing price for the past six months from that date (from June 6, 2024 to December 5, 2024) of JPY 1,308. Subsequently, on September 18, JIP received a request from the Target that, taking into account the opinion of the Special Committee, the Tender Offer Price should be reconsidered in light of the fact that the proposed price was lower than the current share price of the Target. However, on September 21, JIP responded that, considering the downward revision of the Target's earnings forecast for the fiscal year ending March 2026 as announced in the "Notice on Revision of Consolidated Earnings Forecast for the Fiscal Year Ending March 2026" dated August 5, 2025, the price stated in the Revised Proposal was the maximum price that JIP could offer. Then, on September 23, JIP received another request from the Special Committee to further consider raising the price, as the Tender Offer Price of JPY 1,537 proposed by JIP was below the current share price of the Target, and the premium relative to the share price of the Target prior to the Speculative Reports was significantly lower than the premiums seen in similar transactions. In response to this, on September 25, JIP responded that it did not see the need to revise the proposed price for the following reasons: It recognized that the Target's share price had been traded at a high level compared to its fundamental value due to expectations surrounding the anticipated resolution of the parent-subsidary listing due to Speculative Reports; also, the share price of the Target prior to the Speculative Reports does not reflect the impact of the introduction of reciprocal and additional tariffs by the United States government, and therefore, it is not appropriate to reference the premiums of similar transactions.

In response to this, the Target confirmed its view that the price stated in the Revised Proposal dated September 5 did not reach a satisfactory level from the perspective of the general shareholders and, on the same day as obtaining approval from the Special Committee, the Target once again requested JIP to raise the Tender Offer Price.

Subsequently, on September 30, 2025, JIP submitted the Final Proposal dated September 30 and reached an agreement with the Target. JIP considered that the Tender Offer Price represents a price that gives maximum consideration to the interests of the Target's shareholders, considering the downward revision of the Target's earnings forecast for the fiscal year ending March 2026 as announced

in the "Notice on Revision of Consolidated Earnings Forecast for the Fiscal Year Ending March 2026" dated August 5 and the fact that a sufficient premium has been applied to the share price prior to the Speculative Reports.

As stated above, after continuous discussions and negotiations among Mitsubishi Heavy Industries, the Target and JIP to implement the Transaction, Mitsubishi Heavy Industries, the Target and JIP reached an agreement on the Announcement Date to set the Tender Offer Price at JPY 1,537, Stock Acquisition Rights Purchase Price at JPY 1, and the Share Repurchase Price at JPY 1,081. Therefore, the Offeror decided to enter into the Tender Offer Agreement with the Target and the Master Agreement with Mitsubishi Heavy Industries, respectively. The Offeror entered into the Tender Offer Agreement and Master Agreement and decided to conduct the Tender Offer as part of the Transaction, subject to the fulfillment of the Conditions Precedent for the Tender Offer (or their waiver by the Offeror) on the same day.

(III) Relationship with the valuation organization

Since the Offeror has determined the Tender Offer Price and Stock Acquisition Rights Purchase Price by comprehensively considering the factors described in "(I) Basis for calculation" above and through consultation and negotiation with Mitsubishi Heavy Industries and the Target, the Offeror has not obtained any stock valuation report nor any opinion (fairness opinion) from any third-party valuation organization. Therefore, the Offeror does not fall under this category.

(5) Number of share certificates planned for purchase

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
38,060,068 (shares)	2,410,700 (shares)	N/A

(Note 1) If the total number of Tendered Share Certificates, Etc. does not satisfy the minimum number of shares to be purchased (2,410,700 shares), the Tendered Share Certificates, Etc. will not be purchased. If the total number of Tendered Share Certificates, Etc. equals or exceeds the minimum number of shares to be purchased (2,410,700 shares), all Tendered Share Certificates, Etc. will be purchased.

(Note 2) The number of shares to be purchased is the maximum number of the Target's share certificates, etc. to be acquired by the Offeror (38,060,068 shares), as no maximum number of shares to be purchased has been set for the Tender Offer.

(Note 3) Shares less than one unit are also subject to the Tender Offer. If a right to demand purchase of shares less than one unit is exercised by a shareholder in accordance with the Companies Act, the Target may purchase its own shares during the Tender Offer Period in accordance with procedures under laws and regulations.

(Note 4) The Offeror does not intend to acquire the shares of treasury stock held by the Target through the Tender Offer.

(Note 5) The above-mentioned "number of shares to be purchased" and "minimum number of shares to be purchased" are provisional figures based on the information as of the Announcement Date, and the actual number in the Tender Offer may differ from the above figures due to fluctuations in the shares of treasury stock after the Announcement Date. The final "number of shares to be purchased" and "minimum number of shares to be purchased" will be determined prior to the commencement of the Tender Offer, based on the latest information available at the time of the commencement of the Tender Offer.

(6) Changes in ownership ratio of share certificates, etc. through the Tender Offer

Number of voting rights represented by share certificates, etc. held by the Offeror before the Tender Offer	0 voting rights	(Ownership ratio of share certificates, etc. before the Tender Offer: N/A)
Number of voting rights represented by share certificates, etc. held by specially related parties before the Tender Offer	688,881 voting rights	(Ownership ratio of share certificates, etc. before the Tender Offer: 64.41%)
Number of voting rights represented by share certificates, etc. held by the Offeror after the Tender Offer	380,600 voting rights	(Ownership ratio of share certificates, etc. after the Tender Offer: 35.59%)

Number of voting rights represented by share certificates, etc. held by the specially related parties after the Tender Offer	688,881 voting rights	(Ownership ratio of share certificates, etc. after the Tender Offer: 64.41 %)
Number of voting rights of all shareholders of the Target	1,066,333 voting rights	

(Note 1) "Number of voting rights represented by share certificates, etc. held by specially related parties before the Tender Offer" and the "Number of voting rights represented by share certificates, etc. held by the specially related parties after the Tender Offer" indicate the total number of voting rights represented by share certificates, etc. held by each specially related party (excluding persons who are excluded from the category of specially related parties under Article 3, Paragraph 2, Item 1 of the Cabinet Office Order on Disclosure Required for Tender Offer for Listed Share Certificates by Persons Other than Issuers (Ministry of Finance Order No. 38 of 1990, as amended (the "Order"))) when calculating the ownership ratio of share certificates, etc. pursuant to each item of Article 27-2, Paragraph 1 of the Act). However, as the share certificates, etc. held by the specially related parties (excluding Non-tendered Shares and shares of treasury stock held by the Target) are also subject to the Tender Offer, the "Number of voting rights represented by share certificates, etc. held by specially related parties before the Tender Offer" provisionally indicates only the number of Target's Stock held by Mitsubishi Heavy Industries as of the Announcement Date. As the Offeror intends to confirm the Target's Stock held by the specially related parties prior to the commencement of the Tender Offer, any necessary corrections to the "Number of voting rights represented by share certificates, etc. held by specially related parties before the Tender Offer" will be disclosed at the commencement of the Tender Offer.

(Note 2) "Number of voting rights represented by share certificates, etc. held by the Offeror after the Tender Offer" is the number of the voting rights corresponding to the shares to be purchased under the Tender Offer (38,060,068 shares) as described in "(5) Number of Share Certificates Planned for Purchase."

(Note 3) "Number of voting rights of all shareholders of the Target" is the number of the voting rights of all shareholders as of March 31, 2025 as described in the Target's Annual Securities Report; provided, however, that since shares less than one unit and Stock Acquisition Rights are also subject to the Tender Offer, the number of voting rights pertaining to the Base Number of Shares(1,069,482 shares) is used as the denominator in the calculation of the "Ownership ratio of share certificates, etc. before the Tender Offer" and "Ownership ratio of share certificates, etc. after the Tender Offer".

(Note 4) The "Ownership ratio of share certificates, etc. before the Tender Offer" and "Ownership ratio of share certificates, etc. after the Tender Offer" is rounded to two decimal places.

(7) Aggregate Tender Offer Price (planned)

JPY 58,498,324,516

(Note) The above "Aggregate Tender Office Price" is calculated by multiplying the number of shares to be purchased as described in "(5) Number of Share Certificates Planned for Purchased" by the Tender Offer Price (JPY 1,537). Therefore, due to fluctuations after the Announcement Date, it may change if the actual number of shares to be purchased in this Tender Offer changes.

(8) Other conditions and methods for purchases

(I) Other conditions and methods for purchases

The "settlement method," the "date of public notice of the Tender Offer," and "other conditions and methods for purchases" will be announced once decided as well as "(2) Schedule" above. Please be noted that Daiwa Securities Co. Ltd. will be appointed as the tender offer agent.

(II) Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal

Upon the occurrence of any of the matters provided in Article 14, Paragraph 1, Item (i) (a) through (j) and (m) through (s), Item (iii) (a) through (h) and (j), and Item (iv), and Article 14, Paragraph 2, Items (iii) through (vi) of the Cabinet Order of the Financial Instruments and Exchange Act (Cabinet Order No.321 of 1965, as amended (the "Cabinet Order")), the Tender Offer may be withdrawn. With respect to the Tender Offer, the "facts equivalent to those set forth in sub-items (a) to (i)" stipulated in Article 14, Paragraph 1, Item (iii) (j) of the Cabinet Order means: (i) discovery of a false statement concerning a material item or an omission of a statement concerning a material item that is required to be stated in the statutory disclosure documents submitted by the Target in the past, and the Offeror did not know of the existence of such false statement or the like; or (ii) occurrence of any of the facts listed in (a) to (g) of the same Item with respect to the Target's important subsidiary.

(III) Other information

- This press release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares or offering to purchase shares in relation to the Tender Offer. If shareholders and stock acquisition rights holders wish to make an offer to sell their shares, they should first read the Tender Offer Explanation Statement concerning the Tender Offer and make an offer to sell their shares at their own discretion. This press release shall neither be, nor constitute a part of, an offer to sell or purchase, or solicitation to sell or purchase, any securities, and neither this press release (or a part of this press release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this press release may not be relied upon at the time of entering into any such agreement.
- The Tender Offer targets the common stock and stock acquisition rights of the Target, a company established in Japan. The Tender Offer shall be implemented in compliance with the procedures and information disclosure standards provided by the Japanese law, which procedures and standards are not necessarily identical to the procedures and information disclosure standards in the United States. Specifically, Section 13(e) or Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; "Securities Exchange Act," the same shall apply hereinafter) and the rules promulgated under such Sections do not apply to the Tender Offer, and the Tender Offer is not necessarily in compliance with the procedures and standards thereunder. The financial information in this press release is based on Japanese accounting standards, which may differ significantly from general accounting principles in the United States or other countries. It may be difficult to enforce any right or claim that may be asserted based on U.S. federal securities laws because the Offeror is incorporated outside the United States and all or a part of its officers are non-U.S. residents. Shareholders may not be able to commence legal proceedings against a company outside the United States and its officers in a non-U.S. court for violations of the U.S. securities laws. Furthermore, there is no guarantee that shareholders will be able to compel a company outside the United States or its subsidiaries and affiliates to subject themselves to the jurisdiction of a U.S. court.
- All the procedures in connection with the Tender Offer shall be taken in the Japanese language, unless noted otherwise. While a part or all of the documents in connection with the Tender Offer may be prepared in English, the Japanese documents shall prevail in case of any discrepancies between Japanese documents and corresponding English documents.
- This press release contains "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the Securities Exchange Act. The actual results may be grossly different from the projections implied or expressly stated as "forward-looking statements" due to known or unknown risks, uncertainties or other factors. Neither the Offeror nor any of its affiliates assures that such expressly stated or implied projections set forth herein as "forward-looking statements" will eventually prove to be correct. "Forward-looking statements" contained herein were prepared based on the information available to the Offeror as of the Announcement Date and, unless required by laws and regulations, neither Offeror nor any of its affiliates shall have the obligation to update or correct the statements made herein in order to reflect the future events or circumstances.
- The financial advisors of the Offeror, Target or Mitsubishi Heavy Industries and the Tender Offer agent (including their respective affiliates) may, within their ordinary course of business, purchase, or conduct any act toward the purchase of, the shares of the common stock and stock acquisition rights of the Target for their own account or for their customers' accounts outside the Tender Offer during Tender Offer Period in accordance with the requirements of Rule 14e-5(b) under the Securities Exchange Act to the extent permissible under the financial instruments and exchange laws and other applicable laws and

regulations in Japan. Such purchases may be made at market prices through market transactions or at prices determined through negotiations outside the market. If any information concerning such purchase is disclosed in Japan, the disclosure of such information will also be made on the English websites of the financial advisors, the Target or the Tender Offer agent that conducted such purchase (or by other means of public disclosure).

- If a right to demand purchase of shares less than one unit is exercised by a shareholder in accordance with the Companies Act, the Target may purchase its own shares during the Tender Offer Period in accordance with procedures under laws and regulations.

3. Management policy following the Tender Offer and the outlook going forward

For the management policy following the Tender Offer, please refer to "(2) Background, purpose, and decision-making process with respect to conducting the Tender Offer, and management policy after the Tender Offer," "(4) Post-tender offer reorganization policy (two-step acquisition)" and "(5) Possibility of delisting and reasons therefor" in "1. Purpose of the Purchase, etc." above.

4. Other information

(1) Existence of, and details of, agreements formed between the Offeror and the Target or Target officers

(I) Statement of support for the Tender Offer

According to the Target's Press Release, the Target adopted a resolution at its meeting of Board of Directors held on the Announcement Date to express its opinion as of that date to the effect that should the Tender Offer be implemented, the Target will express its support for the Tender Offer and leave the decision whether to tender their shares or stock acquisition rights in the Tender Offer to the judgment of the shareholders of the Target and the Stock Acquisition Rights Holders. In addition, the Tender Offer is planned to be commenced promptly after the Conditions Precedent for the Tender Offer are satisfied (or waived by the Offeror), with the commencement currently aimed for around late December 2025 as of the Announcement Date, in light of consultations with the Japanese and foreign legal counsels concerning procedures for obtaining the Clearances. However, since it is difficult to accurately predict the time required for the procedures with the relevant Japanese and foreign authorities, the Target has, at the aforementioned meeting of the Board of Directors, resolved that, at the time the Tender Offer is commenced, it will request that the Special Committee review whether there have been any changes to its opinion expressed to the Board of Directors of the Target as of September 30, 2025, and inform whether its opinion remains unchanged or, if changed, present its revised opinion to the Board of Directors of the Target, and that the Target will, based on the Special Committee's opinion, re-express its opinion on the Tender Offer at the time the Tender Offer is commenced. For the details of the resolution at the meeting of Board of Directors of the Target, please refer to "(VII) Unanimous consent of all disinterested directors and no objection from any auditors" in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" above.

(II) Tender Offer Agreement

Please refer to "(I) Tender Offer Agreement" in "(6) Matters regarding material agreements related to the Tender Offer" in "1. Purpose of the Purchase, etc." above.

(III) Master Agreement

Please refer to "(II) Master Agreement" in "(6) Matters regarding material agreements related to the Tender Offer" in "1. Purpose of the Purchase, etc." above.

(2) Other information deemed necessary for the investors in deciding whether to tender in the Tender Offer

(I) Announcement of "Notice Regarding Revision of Dividend Forecast for the Fiscal Year Ending March 2026 (No Dividend) and Termination of Shareholder Benefit Program"

As stated in the "Notice Regarding Revision of Dividend Forecast for the Fiscal Year Ending March 2026 (No Dividend) and Termination of Shareholder Benefit Program" announced on the Announcement Date, the Target resolved, at its board meeting held on the Announcement Date, to revise the dividend forecast for the fiscal year ending March 2026, to pay no dividend of surplus (with March 31, 2026 as the reference date), and to terminate the shareholder benefit program effective from the fiscal year ending March

2026. For details, please refer to such announcement of the Target.

END

Restrictions on Solicitation

This press release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting applications for the sales of shares. When applying for the offer to sell, etc., please make sure to read the Tender Offer Explanatory Statement regarding the Tender Offer and make your own judgment as a shareholder. This press release does not constitute or form part of any solicitation of any offer to sell, nor any offer to acquire securities, nor does it constitute, or form part of, any contract related to the Tender Offer. Neither this press release (or any part thereof) or the fact of its distribution form the basis of any agreement relating to the Tender Offer, nor may it be relied upon in entering into any such agreement.

U.S. Regulations

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards prescribed by the Financial Instruments and Exchange Act of Japan, which may differ from the procedures and information disclosure standards in the United States. In particular, Section 13(e) and Section 14(d) of the Securities Exchange Act of 1934 (as amended, the "Securities Exchange Act") and the rules prescribed thereunder do not apply to the Tender Offer, and the rules based on these provisions do not apply (or may not apply) to the Tender Offer, and the Tender Offer does not necessarily conform to those procedures and standards. All financial information included or mentioned in this press release or documents referenced in this press release is information which was prepared based on the Japanese Accounting Standards, which may differ significantly from those of other countries, including the United States. As the Offeror is incorporated outside of the United States, and some or all of its executives are not residents of the United States, it may be challenging to exercise rights or claims under securities-related laws of the United States. Shareholders may be unable to take legal action in non-U.S. courts against entities incorporated outside of the United States and their executives based on violation of securities-related laws of the United States. Also, entities incorporated outside of the United States, their subsidiaries and affiliates may fall outside of the jurisdiction of the courts of the United States.

Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in the Japanese language. While all or a part of the documentation relating to the Tender Offer may be prepared in the English language, if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation will prevail.

This press release includes "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the Securities Exchange Act. Due to known and unknown risks and uncertainties, or other factors, actual results may differ significantly from the statements that are implicitly or explicitly forward-looking. The Offeror and its affiliates do not guarantee for such implicit and explicit forward-looking statements to materialize. The "forward-looking statements" in this press release were prepared based on information obtained by the Offeror as of the date of this press release, and unless required by law or regulations or financial instruments exchange rules, neither the Offeror nor its affiliates are obligated to update or revise such forward-looking statements.

The financial advisors to the Offeror and the Target, as well as the tender offer agent (including their related parties) may engage in purchases, etc. of the Target's Stock or may engage in acts for such purchases, not through the Tender Offer, for their own account or for their customers' accounts, to the extent undertaken in the ordinary course of their businesses and to the extent permitted under the financial instruments and exchange-related laws and regulations of Japan and other applicable laws and regulations, in accordance with the requirements of Rule 14e-5(b) of the Securities Exchange Act, prior to the commencement of the Tender Offer or during the Tender Offer Period. In the event that information regarding such purchases is disclosed in Japan, such information will also be disclosed on the English website of the party conducting such purchases, or through other disclosure methods.

In the event a shareholder's right to demand the purchase of fractional shares of less than 1 unit is exercised in accordance with the Companies Act, the Target may purchase its treasury shares during the Tender Offer Period in accordance with the procedures set forth in the laws and regulations.

Other Countries

Certain countries or regions may impose legal restrictions on the announcement, publication, or distribution of this press release. In such cases, please be aware of and comply with those restrictions. This shall not constitute a solicitation of an offer to purchase or an offer to sell shares in connection with the Tender Offer, and shall be deemed to be merely the distribution of materials as information