



September 8, 2026

Company Name	ALBIS Co., Ltd.
Representative	Kazuo Ikeda, President and CEO (Securities Code: 7475; Prime Market, Tokyo Stock Exchange)
Contact	Hideaki Fujii, Director, Senior Executive Officer, Head of Administration Division (Tel: 0766-56-7223)

Notice Concerning Opinion in Support of Planned Commencement of Tender Offer by LIFE CORPORATION for Shares of the Company and Recommendation to Tender

ALBIS Co., Ltd. (the “**Company**”) hereby announces that, at the meeting of its board of directors held today, the Company has resolved as stated below to express its opinion in support of the tender offer (the “**Tender Offer**”) for the common shares of the Company (the “**Company Shares**”) by LIFE CORPORATION (the “**Tender Offeror**”) and recommend that its shareholders tender in the Tender Offer.

The Company’s board of directors’ resolution described above was adopted on the assumption that the Tender Offeror intends to make the Company private and that the Company Shares will be delisted through the Tender Offer and the subsequent series of procedures.

1. Outline of the Tender Offeror

(1) Name	LIFE CORPORATION	
(2) Location	2-2-22, Nishimiyahara, Yodogawa-ku, Osaka-shi, Osaka	
(3) Name and title of representative	Takaharu Iwasaki, Representative Director & President	
(4) Description of business	General retail business dealing in food, lifestyle products, apparel, etc., and other businesses	
(5) Stated capital	10,004,000,000 yen	
(6) Date of establishment	October 24, 1956	
(7) Major shareholders and shareholding ratios (as of February 28, 2026) (Note 1)	Mitsubishi Corporation	24.37%
	Seishin Kosan Corporation	12.42%
	LIFE Sport Foundation	7.45%
	The Master Trust Bank of Japan, Ltd. (Trust Account)	6.21%
	LIFE Mutual Prosperity Association	5.42%
	Custody Bank of Japan, Ltd. (Trust Account)	2.67%

	SUMITOMO LIFE INSURANCE COMPANY	1.70%
	Hisako Shimizu	1.62%
	STATE STREET BANK AND TRUST COMPANY 505223 (Permanent agent: Mizuho Bank, Ltd.)	1.44%
	Mitsubishi Shokuhin Co., Ltd.	1.17%
(8) Relationship between the Company and the Tender Offeror		
Capital relationship	The Tender Offeror directly holds 100 shares of the Company Shares (ownership ratio (Note 2): 0.00%)	
Personnel relationship	N/A	
Business relationship	N/A	
Status as related party	N/A	

(Note 1) “Major shareholders and shareholding ratios (as of February 28, 2026)” is based on “Major Shareholders” that is stated in the Annual Securities Report for the 71st term submitted by the Tender Offeror on May 26, 2026.

(Note 2) “Ownership ratio” means the ratio to the total number of issued shares of the Company as of June 30, 2026 that is stated in the “Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2027 [Japanese GAAP] (Consolidated)” announced by the Company on July 31, 2026 (9,255,926 shares) minus the number of treasury shares owned by the Company as of that date (900,617 shares) (which equals 8,355,309 shares; the “**Base Number of Shares**”) (rounded to two decimal places; the same applies to calculations of ownership ratios hereinafter).

2. Outline of the Purchase, etc.

Purpose of the tender offer	Delisting
Period of purchase, etc.	From September 9, 2026 to November 10, 2026 (40 business days)
Purchase, etc. price	3,780 yen per common share
Minimum number of shares to be purchased	4,171,200 (shares) (Note 1)
Maximum number of shares to be purchased	- (shares)

(Note 1) The minimum number of shares to be purchased is the number obtained by (i) multiplying 83,553, which is the number of voting rights pertaining to the Base Number of Shares (8,355,309 shares), by two-thirds (55,702), deducting (ii) the number of voting rights (13,884) pertaining to the Non-Tendered Shares (defined in “① Outline of the Tender Offer” under “(2) Grounds and reasons for the opinion” under “3. Details of and Grounds and Reasons for the Opinion on the Tender Offer” below; hereinafter the same) held by Mitsubishi Corporation (the “**Non-Tendering Shareholder**”), which is the largest shareholder of the Company, (iii) the number of voting rights (1) pertaining to the Company Shares held by the Tender Offeror (100 shares), and (iv) the number of voting rights (105) pertaining to the Company Shares with restriction on transfer granted to the Company’s directors and executive officers as restricted stock-based compensation (“**Restricted Shares**”) (10,575 shares) (Note 2), (which equals 41,712), and then multiplying by the Company’s number of shares constituting one unit (100 shares). The share certificates, etc. ownership ratio (meaning the share certificates, etc. ownership ratio as stipulated in Article 27-2(8) of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) and such ratio inclusive of the shareholding ratios held by specially related parties as stipulated in Article 27-2(1)(i) of such act) after the purchase, etc. of the minimum number of shares to be purchased (4,171,200 shares) will be 66.62% (rounded to two decimal places). If Restricted Shares (10,575 shares), which cannot be tendered in the Tender Offer because of the restriction on transfer, are added, such ratio will be 66.74% (rounded to two decimal places). As of today, the number of shares constituting less than one unit held in the Company is not known, and therefore the total number of voting rights of all shareholders, etc. of the Company as of such date has not been confirmed. Accordingly, in calculating the above share certificates, etc. ownership ratio, the denominator used is the total number of voting rights of all shareholders, etc. of the Company as of March 31, 2026 (83,457), as stated in the annual securities

report for the 59th fiscal year submitted by the Company on June 17, 2026. (For the avoidance of doubt, neither the Tender Offeror nor any specially related party held any voting rights attached to potential share certificates, etc. as of such date.)

(Note 2) Restricted Shares cannot be tendered in the Tender Offer because of the restriction on transfer. On the other hand, at the meeting of the board of directors held today, the Company resolved, by the unanimous vote of all five directors who participated in the resolution, including the three directors who hold Restricted Shares, to express its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender in the Tender Offer. In addition, the Tender Offeror has received confirmation from the three directors who hold Restricted Shares and the three executive officers who do not concurrently serve as directors that they intend to exercise voting rights in favor of each proposal related to the Squeeze-Out Procedures (defined in "① Outline of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of and Grounds and Reasons for the Opinion on the Tender Offer" below) at the Extraordinary Shareholders Meeting (defined in "(4) Policy on reorganization, etc. after the tender offer" under "3. Details of and Grounds and Reasons for the Opinion on the Tender Offer" below; hereinafter the same) if the Tender Offer is successfully completed. Therefore, the Tender Offeror has deducted the number of voting rights (105) pertaining to such Restricted Shares when considering the minimum number of shares to be purchased.

3. Details of and Grounds and Reasons for the Opinion on the Tender Offer

(1) Details of the opinion

Based on the grounds and reasons stated in "(2) Grounds and reasons for the opinion" below, the Company has resolved at the meeting of the board of directors held today that it is the Company's opinion that the Company will express its opinion in support of the Tender Offer and recommend that its shareholders tender in the Tender Offer.

The resolution of the board of directors stated above was made in the manner stated in "⑥ Approval by all non-interested directors of the Company, and the opinion of all non-interested corporate auditors of the Company that they have no objection" under "(3) Measures to ensure fairness of the tender offer" below.

(2) Grounds and reasons for the opinion

Statements related to the Tender Offeror in these grounds and reasons for the opinion are based on the information received from the Tender Offeror.

① Outline of the Tender Offer

As of today, the Tender Offeror is a stock company listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the "**Tokyo Stock Exchange**"). As of today, the Tender Offeror constitutes a corporate group (the "**Tender Offeror Group**"), which comprises the Tender Offeror, one consolidated subsidiary, three non-consolidated subsidiaries (including World Delica Co., Ltd., which became a subsidiary as of April 30, 2026, and one subsidiary, which is no longer in business) and two affiliated companies. The Tender Offeror Group operates general retail as its main business, centered on food but also including lifestyle products and apparel, and also engages in the credit card business, non-life insurance agency business, educational business, and distribution business.

At the meeting of the board of directors held on September 8, 2026, the Tender Offeror resolved to implement the Tender Offer as part of a series of transactions (the "**Transactions**") to acquire all of the Company Shares (excluding treasury shares owned by the Company and the Non-Tendered Shares owned by the Non-Tendering Shareholder), for the purpose of making the Tender Offeror and the Non-Tendering Shareholder, which is the largest shareholder of the Tender Offeror, the only shareholders of the Company, and for the purpose of delisting the Company Shares listed on the Tokyo Stock Exchange Prime Market. As of today, the Tender Offeror owns 100 Company Shares (ownership ratio: 0.00%) (Note 1).

(Note 1) The Tender Offeror acquired the Company Shares, from an employee of the Company as of September 1, 2026, at 2,525 per share of the Company Shares, through a privately negotiated transaction, in order to submit a request to the Company for inspection and copy the Company's shareholder register.

As of September 8, 2026, the Tender Offeror has executed an agreement regarding non-tendering in the Tender Offer (the ("**Non-Tender Agreement**") and a shareholders agreement regarding the governance, operation, etc. of the Company, with the Non-Tendering Shareholder, which is the largest shareholder of the Company (number of shares held: 1,388,440 shares; ownership ratio: 16.62%), and has reached agreement under the Non-Tender Agreement that none of the Company Shares held by the Non-Tendering Shareholder (the ("**Non-Tendered Shares**") will be tendered in the Tender Offer, and that if the Tender Offer is successfully completed, the Non-Tendering Shareholder will vote in favor of each proposal related to the Squeeze-Out Procedures (defined below) at the Extraordinary Shareholders Meeting. Please see "(6) Material agreements pertaining to the tender offer" below for details of the Non-Tender Agreement.

The Transactions comprise the procedures for (i) the Tender Offer, and (ii) if the Tender Offeror is unable to acquire all of the Company Shares (excluding treasury shares owned by the Company and the Non-Tendered Shares) through the Tender Offer, the procedures (the ("**Squeeze-Out Procedures**") for making the Tender Offeror and the Non-Tendering Shareholder the only shareholders of the Company through a share consolidation (the ("**Share Consolidation**") carried out by the Company pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as amended, the ("**Companies Act**"). As a result of these transactions, the Tender Offeror (ownership ratio: 83.38%) and the Non-Tendering Shareholder (ownership ratio: 16.62%) will ultimately become the only shareholders of the Company, and the Tender Offeror intends to make the Company a consolidated subsidiary of the Tender Offeror.

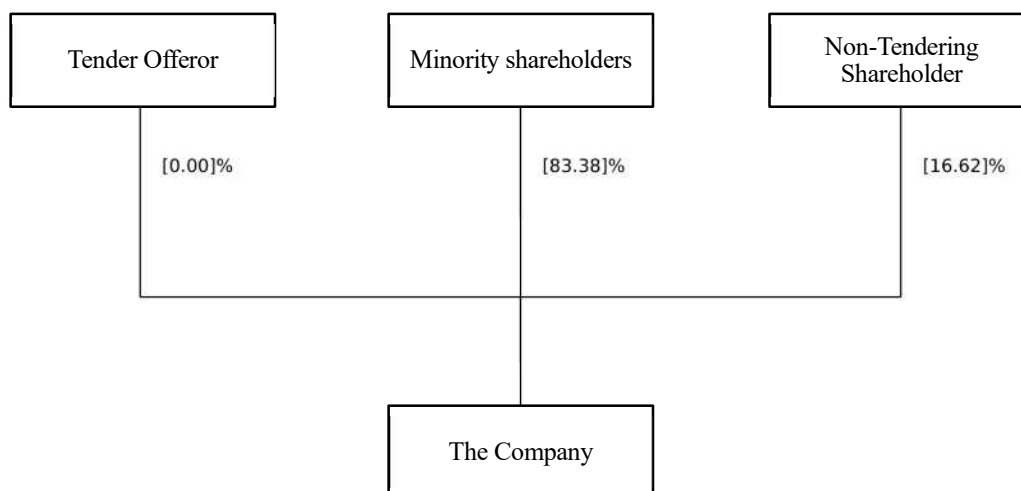
Since the Tender Offeror intends to delist the Company Shares with the purpose of making the Company its consolidated subsidiary, the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, and if the total number of Tendered Share Certificates, etc. (defined below; hereinafter the same) is at least the minimum number of shares to be purchased set forth below, the Tender Offeror will purchase all of the Tendered Share Certificates, etc. On the other hand, the Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 4,171,200 shares (ownership ratio: 49.92%), and if the total number of share certificates, etc. tendered in the Tender Offer (the ("**Tendered Share Certificates, etc.**") is less than the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Share Certificates, etc.

The minimum number of shares to be purchased (4,171,200 shares) has been set so that when implementing the Share Consolidation as part of the Squeeze-Out Procedures, the Company will secure the number of voting rights required for a special resolution of the general meeting of shareholders as set forth in Article 309(2) of the Companies Act. Specifically, this is the number obtained by multiplying 83,553, which is the number of voting rights pertaining to the Base Number of Shares (8,355,309 shares), by two-thirds (55,702), deducting the number of voting rights (13,884) pertaining to the Non-Tendered Shares (1,388,440 shares) held by the Non-Tendering Shareholder, which is the largest shareholder of the Company, the number of voting rights (1) pertaining to the Company Shares held by the Tender Offeror (100 shares), and the number of voting rights (105) pertaining to the Restricted Shares (10,575 shares), (which equals 41,712) and then multiplying by the Company's number of shares constituting one unit (100 shares). This is set so that the total of the number of voting rights to be acquired by the Tender Offeror through the Tender Offer, the number of voting rights held by the Non-Tendering Shareholder, the number of voting rights held by the Tender Offeror, and the number of voting rights pertaining to the Restricted Shares are sufficient to satisfy the requirement for such special resolution. The Non-Tendering Shareholder has agreed in the Non-Tender Agreement to exercise its voting rights in favor of the proposal for the Share Consolidation that will be submitted to the Extraordinary Shareholders Meeting. In addition, the Tender Offeror has received confirmation from the directors and executive officers of the Company who hold Restricted Shares that they intend to exercise voting rights in favor of each proposal related to the Squeeze-Out Procedures at the Extraordinary Shareholders Meeting if the Tender Offer is successfully completed.

The outline of the Transactions is generally as follows.

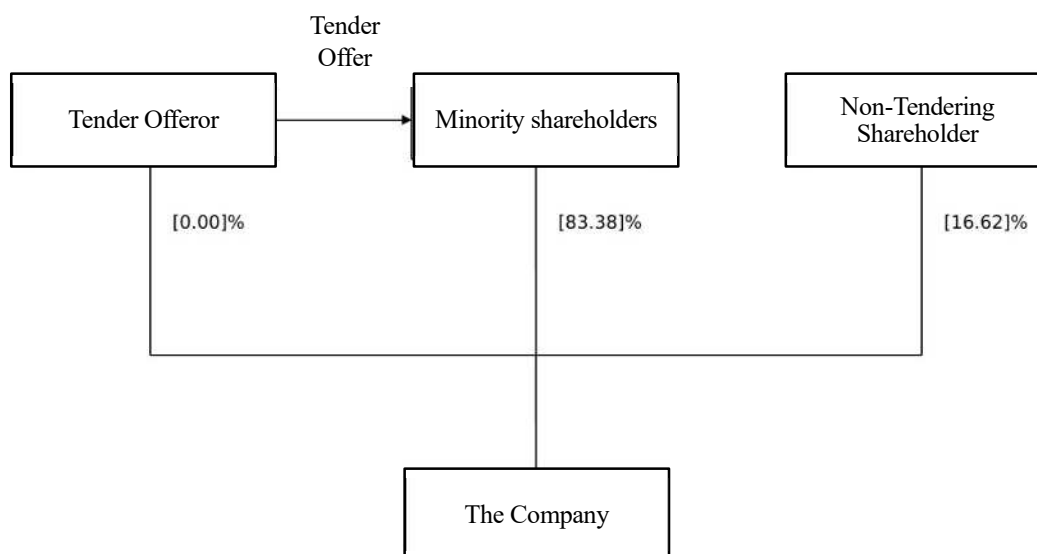
(i) Before implementation of the Tender Offer (current situation)

As of today, of the Company Shares, the Non-Tendering Shareholder holds 1,388,440 shares (ownership ratio: 16.62%), the Tender Offeror owns 100 shares (ownership ratio: 0.00%), and other shareholders hold the remaining shares.



(ii) Tender Offer (September 9, 2026 to November 10, 2026 (planned))

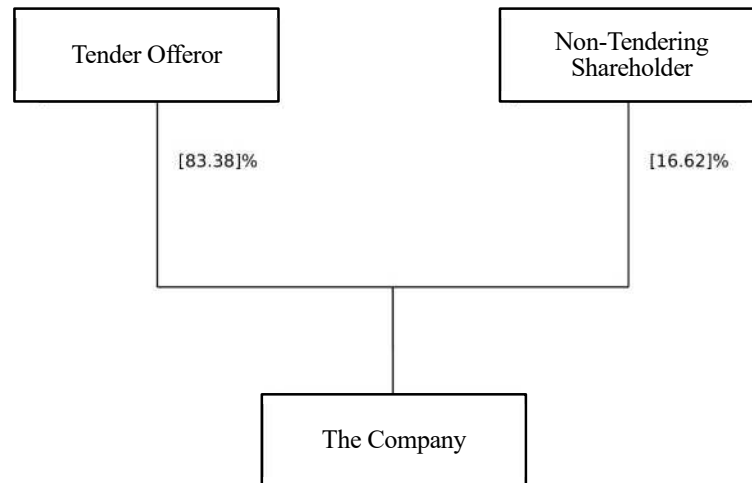
The Tender Offeror will implement the Tender Offer for all of the Company Shares (excluding treasury shares owned by the Company and the Non-Tendered Shares), and the Non-Tendering Shareholder will not tender the Non-Tendered Shares in the Tender Offer pursuant to the Non-Tender Agreement.



(iii) After implementation of the Share Consolidation (around late January 2027 (planned))

If the Tender Offeror is unable to acquire all of the Company Shares through the Tender Offer (excluding treasury shares owned by the Company and the Non-Tendered Shares), after the completion of the Tender Offer, the Tender Offeror will request that the Company carry out the Share Consolidation procedures and will carry out procedures for making the Tender Offeror and the Non-Tendering Shareholder the only shareholders of the Company.

As a result, the Tender Offeror (ownership ratio: 83.38%) and the Non-Tendering Shareholder (ownership ratio: 16.62%) will ultimately become the only shareholders of the Company.



After the Transactions, the Company will become a consolidated subsidiary of the Tender Offeror, and the Non-Tendering Shareholder will continue to hold Company Shares as a shareholder of the Company.

② Background, purpose, and decision-making process leading to the decision by the Tender Offeror to implement the Tender Offer

The Tender Offeror was established in 1956, and started selling food products in Japan. Subsequently, the company opened its first supermarket in 1961 and its shares were listed on the First Sections of the Tokyo Stock Exchange and Osaka Securities Exchange (currently the Tokyo Stock Exchange Prime Market) in 1984. The Tender Offeror recognizes that it is currently one of the Japan's leading supermarket chains, with approximately 881.3 billion yen in operating revenue. The main trade areas are the densely populated Tokyo metropolitan area and Kinki region, with 322 stores (149 in the Tokyo metropolitan area, 173 in the Kinki region) as of the end of July 2026.

The Tender Offeror Group, comprising the Tender Offeror, one consolidated subsidiary, three non-consolidated subsidiaries, and two affiliated companies, operates general retail as its main business, centered on food but also including lifestyle products and apparel, and also engages in the credit card business, non-life insurance agency business, educational business, and distribution business. In the core retail business, the Tender Offeror is engaged in general retail business centered on the sale of food products in the Tokyo metropolitan area and the Kinki region. In other businesses, consolidated subsidiary K.K. LIFE Financial Service engages in credit card and electronic money issuance and management operations, and affiliated company K.K. LIFE Home Delivery engages in home delivery for the online supermarket business and in-store purchase delivery business.

The Tender Offeror recognizes that in addition to increasing structural challenges such as the declining birthrate and ageing population, the environment surrounding the supermarket business is also facing increasing personnel costs and real estate costs as well as intensifying competition from not only supermarket companies but also drug stores and discount stores. Under these circumstances, the Tender Offeror believes that new measures aimed at growth, such as further improving profitability, strengthening business foundations, and improving productivity, including through the use of AI and IT, are becoming even more important.

Based on its recognition of this operating environment, the Tender Offeror has set "Investment in employees," "Breaking away from homogenous competition," and "Contribution towards the realization of a sustainable and flourishing society" as the main themes in the medium-term management plan up to FY2026 (publicly announced on April 10, 2023), with "linking" as a keyword, and is aiming for "1 trillion yen in net sales, 35 billion yen in ordinary profit, 22 billion yen in profit, and 400 stores" as "Our FY2030 Ideal Vision." To achieve these targets, in addition to efforts in existing areas, the Tender Offeror recognizes that capturing new growth opportunities, including M&A (in particular, upstream areas that contribute to the enhancement of supermarkets and the food production and procurement functions), is also an important management issue.

On the other hand, the Company was established in Imizu City, Toyama Prefecture in 1968, and started a food supermarket business. Furthermore, after being listed on the Second Section of the Nagoya Stock Exchange in 1995,

the Company Shares were listed on the Second Section of the Tokyo Stock Exchange in 2014, delisted from the Nagoya Stock Exchange in 2014, and listed on the First Section of the Tokyo Stock Exchange in 2015, and thereafter, were switched to the Tokyo Stock Exchange Prime Market as a result of the restructuring of the markets at the Tokyo Stock Exchange in 2022.

As of today, the Company is part of a corporate group comprising the Company, two consolidated subsidiaries, and four non-consolidated subsidiaries (collectively, the “**Company Group**”), and has been engaged in the food supermarket business since its establishment in 1968. The Company Group also engages in businesses that complement food supermarkets, such as prepared food manufacturing, meat processing, marine product processing, tofu product manufacturing, and recycling.

Based on the concept of “contributing to the healthy and fulfilling lives of the local community through food” as its corporate philosophy, the Company Group espouses “delivering fresher, tastier, and safer products at great value prices” as its management philosophy, and aims to contribute to the realization of a healthy and fulfilled local community through the enjoyment and pleasure of “food,” while pursuing quality and pricing that never fails to meet customer expectations.

With regard to the environment surrounding the supermarket business, the Company believes that the difficult business environment will continue, such as the continued rise in prices, consumers’ intent to economize, intensifying competition across business categories and industries, and increased costs, including personnel costs and logistics costs.

Under these circumstances, the Company Group’s management policy for its fourth medium-term management plan up to FY2026 (publicly announced on April 30, 2024) is “to increase the number of ALBIS fans who call it ‘my store’” as it aims to realize the vision for where it wants to be in 10 years (by 2034) as “a value-creating company that grows alongside the community and supports happiness, health, and smiles around the dining table.” The following measures are being taken under the fourth medium-term management plan based on the belief that building upon employee growth and enhancing social value through business activities will generate economic value and ultimately lead to an increase in the corporate value of the Company Group.

(a) Products: Provision of products to make customers smile

<Product strategy>

Enhancement of product development (breaking away from homogenous competition)

Pricing strategy for frequently purchased products

Achieving the ideal product assortment

<Promotion of digital marketing>

Implementation of one-to-one marketing

Use of ALBIS official app and LINE MINI App

(b) Stores: Creation of stores that allow customers to shop in a pleasant and comfortable manner

<Improvement of service levels>

Improvement of customer satisfaction (CS)

Improvement of convenience

Improvement of quality levels

<Consideration of new business>

New business and store development

(c) Human capital: Realization of working environments that provide a sense of purpose and fulfillment

<Human resource development>

Development of highly skilled human resources

Training and development of young employees

Creation of an environment that creates opportunities for growth and taking on challenges

<Creation of a work-friendly environment>

- Proper management of working hours
- Building an organization with a high degree of psychological safety
- <Recruitment of human resources>
 - Enhancement of mid-career recruitment
 - Diversification of hiring

(d) Systems: Strengthening of the business foundation to achieve sustainable growth

- <Productivity improvement by standardization of store operations>

- Standardization and streamlining of work
 - Revision of store operations utilizing digital technology

- <System investment>

- Next-generation system examination

- <Optimization of overall supply chain>

- Improvement of logistics efficiency and delivered product quality
 - Process center (Note 1) rebuilding
 - Maintenance of procurement networks

(e) Society and local community: Solving local community issues through business activities

- <Initiatives for society and the local community>

- Initiatives for local community revitalization
 - Provision of shopping opportunities

- <Environmental initiatives>

- 3R + Renewable activity initiatives
 - Efforts to reduce GHG (greenhouse gas) emissions

(Note 1) Process centers mean facilities that centrally handle the manufacturing and processing of products provided and sold at each store.

Amid the changing business environment surrounding the Tender Offeror and the Company as described above, the Tender Offeror believes that to enable both companies to expand their business foundations over the medium- to long-term and achieve further growth, it is desirable to build a business capable of demonstrating a competitive advantage not only in the Tokyo metropolitan area and Kinki region, but also in the Hokuriku and Chukyo areas, by making the Company a consolidated subsidiary of the Tender Offeror through the Transactions and leveraging the Tender Offeror's management resources while respecting the community-oriented store operations, strengths in fresh food, and high level of customer trust that the Company has cultivated in the Hokuriku region over many years, which will contribute to the sustainable growth and enhanced corporate value of both companies. In addition, the Tender Offeror will strive to improve the Company's corporate value while also working with the Non-Tendering Shareholder, which will remain a shareholder of the Company after the Transactions.

The Tender Offeror believes that it can expect the creation of the following synergies by making the Company a consolidated subsidiary of the Tender Offeror and delisting the Company Shares. The Non-Tendering Shareholder is also expected to support the creation of the following synergies between the Tender Offeror and the Company through the secondment of personnel and other measures.

(i) Store openings and M&A

The Tender Offeror believes that it can expect the creation of synergies in relation to sharing its store development functions and know-how with the Company through measures such as personnel exchanges, thereby working to strengthen the Company's store development functions, and expanding its store network, including through M&A.

(ii) Use of products, data, etc.

The Tender Offeror believes that it can expect the creation of synergies in relation to aiming to expand its product lineup and improve quality and price competitiveness by meeting the needs of customers through mutual utilization of the private brand (PB) products and proprietary products held by the Tender Offeror and the product lineup held by the Company. The Tender Offeror also believes that it can expect the creation of synergies in relation to improving profitability through optimization of the product lineup, by promoting the sharing of its know-how in purchasing data utilization and individual store analysis. In addition, the Tender Offeror believes that it can expect the creation of synergies in relation to the creation of new sales opportunities and expansion of its customer base by, after ascertaining market needs and commercial viability, as necessary, providing the Company with its online supermarket business know-how held by the Tender Offeror and supporting the expansion of the online supermarket business.

(iii) Joint procurement, joint purchasing, manufacturing functions, etc.

The Tender Offeror will examine the improvement of transaction terms by expanding transaction volumes through joint purchase and procurement of products, consumables, materials, etc. In addition, the Tender Offeror believes that it can expect the creation of synergies in relation to sharing its logistics center and process center operational know-how to improve delivery and production efficiency.

(iv) Sales promotion and marketing functions

The Tender Offeror will share its sales promotion know-how based on the Tender Offeror's customer data to improve sales promotion efficiency and cost effectiveness. In addition, the Tender Offeror believes that it can expect the creation of synergies in relation to the optimization of settlement-related costs and strengthening of customer contact points by leveraging the knowledge of its own credit cards (store card / settlement and points infrastructure).

(v) Systems and digital infrastructure

The Tender Offeror will examine the reduction of system costs and improvement of operational efficiency, including future integration and standardization. The Tender Offeror believes that it can expect the creation of synergies in relation to working toward horizontal expansion of its ongoing initiatives to utilize AI and IT.

(vi) Store investment

In addition to sharing its know-how regarding store construction, the Tender Offeror believes that it can expect the creation of synergies in relation to working toward the improvement of procurement terms and the enhancement of investment efficiency regarding store investment by jointly procuring furnishings, fixtures, construction materials, etc.

(vii) Corporate functions

In addition to promoting the sharing of know-how regarding back-office and administrative functions such as financial accounting, personnel and labor, general affairs, and legal affairs, the Tender Offeror believes that it can expect the creation of synergies in relation to considering possibilities such as system standardization to improve productivity and operational quality.

(viii) Human resources development

The Tender Offeror believes that it can expect the creation of synergies in relation to promoting the sharing of know-how in relation to product development, store operation, data utilization, corporate functions, etc. through personnel exchanges between the two companies, to develop human resources at both companies.

Taking into comprehensive account the background, purpose, and expected synergies described above, the Tender Offeror determined that in order to achieve further improvement in the corporate value of both companies, it is necessary to further deepen coordination with the Company and promote optimal allocation of management resources and mutual cooperation by delisting the Company Shares and making the Company a consolidated subsidiary of the Tender Offeror.

The Tender Offeror's choice to delist the Company Shares through the Transactions is because, in order to realize business collaboration measures in terms of product development, procurement, logistics, systems, and human resources contemplated by the Tender Offeror, in addition to the need for company-wide collaboration, there may be certain investment burdens and temporary performance impacts with respect to the systems, logistics and manufacturing locations, human resources investment, etc., and these measures require agile implementation from a medium- to long-term perspective. The Tender Offeror believes that in a capital alliance or similar arrangement that maintains the Company Shares' listing, the implementation of these measures could be subject to certain restrictions in consideration of conflicts of interest with minority shareholders and the short-term market valuation. In addition, based on the fact that the realization of company-wide synergies would be limited in a partial alliance such as a joint venture, the Tender Offeror has determined that in order to maximize the medium- to long-term corporate value of the Company, it is necessary to delist the Company Shares, enable integrated management through capital ties, and establish an environment that allows flexible and agile implementation of measures based on a medium- to long-term perspective.

The Tender Offeror recognizes that the general disadvantages of delisting the Company Shares include constraints on the ability to raise funds through equity financing and potential impact on maintaining the Company's name recognition and brand strength as a listed company. However, the Tender Offeror believes that since fundraising through the Tender Offeror Group will still be possible even after delisting, and both the Tender Offeror Group and the Company already possess a certain level of social credibility and business foundation, these disadvantages are limited and are outweighed by the benefits of enhanced corporate value resulting from the Transactions. Furthermore, the Tender Offeror recognizes that the Company's business partners with whom it has capital relationships are primarily suppliers (wholesalers and manufacturers) and financial institutions, and that the existence or absence of such capital relationships will not have a material impact on transaction terms or other aspects of the business relationships. Therefore, the Tender Offeror does not anticipate any particular disadvantages resulting from the dissolution of capital relationships with such business partners.

The Tender Offeror has positioned M&A as one of its major growth strategies in light of the business environment such as the rise in new store opening costs. During discussions in mid-November 2025 between the Tender Offeror and the Non-Tendering Shareholder, which is the largest shareholder of the Tender Offeror, regarding the Tender Offeror's initiatives to enhance its corporate value, the Tender Offeror made an initial proposal to the Non-Tendering Shareholder regarding the possibility of collaboration between the Tender Offeror and the Company, and the parties have started an exchange of opinions on matters such as the synergies expected from the business collaboration between the Tender Offeror and the Company and the significance of the Tender Offeror's participation in the management of the Company. In mid-November 2025, when the Non-Tendering Shareholder informed the Company that the Non-Tendering Shareholder had received the above proposal from the Tender Offeror, the Company expressed its desire for the Non-Tendering Shareholder to continue supporting the Company. Accordingly, the Non-Tendering Shareholder informed the Tender Offeror of such intention in mid-November 2025, and the Non-Tendering Shareholder and the Tender Offeror exchanged views regarding the manner in which the Tender Offeror and the Company should collaborate. As a result, the Tender Offeror considered that, given that the Non-Tendering Shareholder has contributed to increasing the corporate value of the Company over a long period of time through the dispatch of directors and other personnel to the Company, and possesses knowledge and a network in the field of food distribution, by continuing to be involved as a shareholder of the Company after the Transactions, it would be possible to continue to leverage this knowledge, network, and management support functions. Based on the above, the Tender Offeror determined that it is appropriate to consider the Transactions on the assumption of the structure with the Non-Tendering Shareholder remaining as a shareholder, rather than making the Company a wholly-owned subsidiary. Against this background, on February 27, 2026, the Non-Tendering Shareholder presented to the Company the initial concept of the management participation by the Tender Offeror and the Transactions, which contemplated continued shareholding by the Non-Tendering Shareholder, and sounded out the Company regarding the commencement of discussions with the Tender Offeror. In response, on April 14, 2026, the Tender Offeror, the Company, and the Non-Tendering Shareholder initiated discussions among the three parties and thereafter proceeded a full-scale examination. Subsequently, on May 20, 2026 when examination of the principal terms of the Transactions, such as the significance and purpose of the Transactions, the synergies expected to

result therefrom, and the scheme for the Transactions, had become more concrete through top-level meetings between the Tender Offeror and the Company, the Tender Offeror appointed Daiwa Securities Co., Ltd. (“**Daiwa Securities**”) as a financial advisor and third-party valuation institution, and Yanagida & Partners as a legal advisor, both of which are independent of the Tender Offeror, the Company, and the Non-Tendering Shareholder, to develop an examination framework for the Transactions, and commenced detailed examination of the Transactions. Then, on June 22, 2026, the Tender Offeror and the Non-Tendering Shareholder made a non-binding expression of intent to the Company regarding the Transactions aimed at delisting the Company Shares through the Tender Offer and the Squeeze-Out Procedures, and also submitted a letter of intent (the “**Letter of Intent**”) stating matters such as the background and significance of the Transactions as well as the growth strategy following its implementation. In the Letter of Intent, neither the Tender Offeror nor the Non-Tendering Shareholder has presented any terms or conditions regarding the content of the negotiations to the Company.

Furthermore, in order to examine the feasibility of the Tender Offer, the Tender Offeror conducted due diligence (the “**Due Diligence**”) on the Company from late June 2026 to early August 2026. In parallel with the Due Diligence, the Tender Offeror exchanged views with the Company regarding, among other things, the synergies expected to result from the Transactions, and was interviewed by the Special Committee (defined in “③ Process and reasons leading to the decision-making by the Company” below; hereinafter the same) concerning such matters as the significance and purpose of the Transactions, synergies expected from the Transactions. The details are as follows.

Through the Special Committee, on July 8, 2026, the Tender Offeror received from the Company questions in writing regarding matters such as the purpose and reasons for implementing the Transactions, the advantages and disadvantages anticipated due to the Transactions, the management policy and governance following the Transactions, the Transactions’ structure, the schedule, and financing, and on the same date, the Non-Tendering Shareholder received from the Company questions in writing regarding matters such as the purpose and reasons for implementing the Transactions, the advantages and disadvantages of remaining as a shareholder of the Company in the Transactions, and the management policy and governance following the Transactions. The Tender Offeror then provided a written response to the Company on July 17, 2026, and conducted an interview with the Company on July 22, 2026; and the Non-Tendering Shareholder provided a written response to the Company on July 29, 2026, and conducted an interview with the Company on July 30, 2026, thereby providing answers and explanations regarding the questions and conducting question-and-answer sessions.

Furthermore, the Tender Offeror engaged in multiple discussions and negotiations with the Company and the Special Committee regarding the scheme for the Transactions, and the purchase price per share of the Company Shares in the Tender Offer (the “**Tender Offer Price**”). The details are as follows.

Regarding the Tender Offer Price, the Tender Offeror comprehensively took into consideration factors such as the results of the Due Diligence, whether or not the Company’s board of directors would approve the Tender Offer, market share price trends for the Company Shares, and the expected tendering in the Tender Offer, and on the assumption that the Company would not pay an interim dividend or a year-end dividend for the fiscal year ending March 31, 2027, the Tender Offeror made the first proposal to the Company on August 10, 2026 with a Tender Offer Price of 3,330 yen (a price that includes a 34.93% premium on the 2,468 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 7, 2026, a 30.03% premium on the 2,561 yen simple average of the closing price during the past one month period up to the same date (rounded to the nearest yen; the same applies hereinafter in the calculation of the simple average of closing prices), a 33.57% premium on the 2,493 yen simple average of the closing price during the past three month period up to the same date, and a 30.33% premium on the 2,555 yen simple average of the closing price during the past six month period up to the same date). In response, on August 13, 2026, the Tender Offeror received a request from the Company to reconsider the Tender Offer Price on the grounds that such price was at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders. In light of such request, the Tender Offeror made the second proposal to the Company on August 17, 2026, with a Tender Offer Price of 3,530 yen (a price that includes a 39.69% premium on the 2,527 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 17, 2026, a 38.27% premium on the 2,553 yen simple average of the closing price during the past one month period up to the same date, a

41.54% premium on the 2,494 yen simple average of the closing price during the past three month period up to the same date, and a 38.65% premium on the 2,546 yen simple average of the closing price during the past six month period up to the same date). In response, on August 19, 2026, the Tender Offeror received a further request from the Company to reconsider the Tender Offer Price on the grounds that such price still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders. In light of such request, the Tender Offeror made the third proposal to the Company on August 25, 2026, with a Tender Offer Price of 3,680 yen (a price that includes a 44.37% premium on the 2,549 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 24, 2026, a 45.22% premium on the 2,534 yen simple average of the closing price during the past one month period up to the same date, a 47.14% premium on the 2,501 yen simple average of the closing price during the past three month period up to the same date, and a 44.94% premium on the 2,539 yen simple average of the closing price during the past six month period up to the same date). In response, on August 26, 2026, the Tender Offeror received a further request from the Company to reconsider the Tender Offer Price on the grounds that such price still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, as a result of comprehensively considering: (a) the results of estimation of the share value of the Company by SMBC Nikko Securities, an independent third-party valuation institution; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premium granted in similar transactions in the past (the premiums of the proposed price in this case were less than the median and average in such examples); and (d) the PBR for the proposed price in this case. In light of such request, the Tender Offeror made the fourth proposal to the Company on September 1, 2026, with a Tender Offer Price of 3,760 yen (a price that includes a 48.91% premium on the 2,525 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 31, 2026, a 49.62% premium on the 2,513 yen simple average of the closing price during the past one month period up to the same date, a 49.92% premium on the 2,508 yen simple average of the closing price during the past three month period up to the same date, and a 48.38% premium on the 2,534 yen simple average of the closing price during the past six month period up to the same date). In response, on September 2, 2026, the Tender Offeror received a further request from the Company to reconsider the Tender Offer Price on the grounds that such price still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, as a result of comprehensively considering: (a) the results of estimation of the share value of the Company by SMBC Nikko Securities, an independent third-party valuation institution; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premium granted in similar transactions in the past (the premiums of the proposed price in this case remained less than the median and average in such examples); and (d) the PBR for the proposed price in this case. In light of such request, the Tender Offeror made a final proposal to the Company on September 4, 2026, with a Tender Offer Price of 3,780 yen (a price that includes a 51.14% premium on the 2,501 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on September 3, 2026, a 50.36% premium on the 2,514 yen simple average of the closing price during the past one month period up to the same date, a 50.36% premium on the 2,514 yen simple average of the closing price during the past three month period up to the same date, and a 49.41% premium on the 2,530 yen simple average of the closing price during the past six month period up to the same date). In response, on September 4, 2026, the Tender Offeror received a further request from the Company to reconsider the Tender Offer Price on the grounds that an opinion was expressed stating, while the proposal could be evaluated as a level that has taken into account the Company's corporate value and the protection of the interests of its general shareholders to a certain extent, as a result of comprehensively considering: (a) the results of estimation of the share value of the Company by SMBC Nikko Securities, an independent third-party valuation institution; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premium granted in similar transactions in the past (the premiums of the proposed price in this case are close to the median in such examples); and (d) the PBR for the proposed price in this case, the Company would like the Tender Offeror to give, once again, the utmost consideration to the Company's corporate value and the protection of the interests of its general shareholders. In light of such request, the Tender Offeror made a final proposal to the Company on September 7, 2026,

with a Tender Offer Price of 3,780 yen (a price that includes a 49.94% premium on the 2,521 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on September 4, 2026, a 50.24% premium on the 2,516 yen simple average of the closing price during the past one month period up to the same date, a 50.24% premium on the 2,516 yen simple average of the closing price during the past three month period up to the same date, and a 49.47% premium on the 2,529 yen simple average of the closing price during the past six month period up to the same date). As a result, the Tender Offeror received a response from the Company indicating its intention to accept the proposal, based on the assumption that the final decision would be made by the board of directors of the Company, and the Tender Offeror reached an agreement with the Company to set the Tender Offer Price at 3,780 yen.

Since the submission of the Letter of Intent, the Tender Offeror has held multiple rounds of discussions with the Non-Tendering Shareholder regarding the execution of the Non-Tender Agreement and the Shareholders Agreement. Based on the results of the above discussions and negotiations with the Company regarding the Tender Offer Price, on September 8, 2026, the Tender Offeror entered into the Non-Tender Agreement and the Shareholders Agreement with the Non-Tendering Shareholder.

Following the background above, the Tender Offeror decided on September 8, 2026 to implement the Tender Offer with a Tender Offer Price of 3,780 yen as part of the Transactions.

③ Process and reasons leading to the decision-making by the Company

(i) Background to creation of examination framework

As stated in “② Background, purpose, and decision-making process leading to the decision by the Tender Offeror to implement the Tender Offer” above, the Company has been proceeding with the examination of various management strategies aimed at improving its corporate value under the continuing difficult business environment.

Under these circumstances, on February 27, 2026, the Company was presented by the Non-Tendering Shareholder with the initial concept concerning management participation by the Tender Offeror premised on continued shareholding by the Non-Tendering Shareholder and the Transactions, and was sounded out regarding the commencement of discussions with the Tender Offeror. Based on this, on April 14, 2026, discussions commenced among the Company, the Tender Offeror, and the Non-Tendering Shareholder, and the Company proceeded with a full-scale examination with the Tender Offeror.

Subsequently, the Company received the Letter of Intent from the Tender Offeror and the Non-Tendering Shareholder on June 22, 2026. In response, on June 23, 2026, the Company appointed SMBC Nikko Securities Inc. (“**SMBC Nikko Securities**”) as a financial advisor and third-party valuation institution and Oh-Ebashi LPC & Partners (“**Oh-Ebashi LPC & Partners**”) as a legal advisor, both of which are independent of the Tender Offeror, the Non-Tendering Shareholder, and the Company.

Furthermore, by a resolution of the board of directors of the Company on June 23, 2026, the Company established a special committee (the “**Special Committee**”) that is independent of the Tender Offeror, the Non-Tendering Shareholder, and the Company, consisting of three persons - Mr. Tatsuya Kaseda (Independent Outside Director of the Company), Mr. Atsuki Matsumura (Independent Outside Director of the Company, Representative Director of Aozora Keiei K.K., Representative Partner of Aozora Keiei Certified Public Tax Accountant Firm, Certified Public Accountant, and Certified Public Tax Accountant), and Mr. Toshihiko Yamaguchi (Outside Corporate Auditor of the Company, the Yamaguchi Law Firm, Attorney at Law) - and consulted the Special Committee regarding matters such as the fairness of the procedures and the reasonableness of the terms and conditions of the Transactions (for the background to the establishment, etc. of the Special Committee, specific consultation matters, the particulars of the examination, and the details of its determinations, please see “④ Establishment of an independent special committee and obtainment of a written report by the Company” under “(3) Measures to ensure fairness of the tender offer” below). Furthermore, of the six directors of the Company, Mr. Ryo Higasa (“**Mr. Higasa**”) has not participated in deliberations or resolutions at that meeting of the board of directors, as stated in “⑥ Approval by all non-interested directors of the Company, and the opinion of all non-interested corporate auditors of the Company that they have no objection” under “(3) Measures to ensure fairness of the tender offer” below. In addition, of the three corporate auditors of the Company, Ms. Asako Hio

“(Ms. Hio)” has not participated in deliberations at that meeting of the board of directors, as stated in “⑥ Approval by all non-interested directors of the Company, and the opinion of all non-interested corporate auditors of the Company that they have no objection” under “(3) Measures to ensure fairness of the tender offer” below. Also, as stated in “④ Establishment of an independent special committee and obtainment of a written report by the Company” under “(3) Measures to ensure fairness of the tender offer” below, the Company has obtained approval from the Special Committee for appointment of its financial advisor and third-party valuation institution SMBC Nikko Securities and legal advisor Oh-Ebashi LPC & Partners after the Special Committee confirming that there are no issues regarding their independence and expertise. Furthermore, as stated in “⑤ Establishment of an independent examination framework at the Company” under “(3) Measures to ensure fairness of the tender offer” below, following the receipt of the Letter of Intent, the Company established a framework internally to conduct the examination, negotiation, and decision-making regarding the Transactions from a position independent of the Tender Offeror, the Non-Tendering Shareholder, and the Company. This examination framework has received the approval of the Special Committee, confirming that there are no issues regarding its independence and fairness.

(ii) Background of examination and negotiations

After establishing the above framework, the Company engaged in multiple rounds of discussions and negotiations with the Tender Offeror regarding the pros and cons of the Transactions, the reasonableness of the transaction terms, etc. based on the negotiation policy and opinions, instructions, requests, etc. in important aspects of negotiations confirmed in advance by the Special Committee, and while receiving advice from SMBC Nikko Securities and Oh-Ebashi LPC & Partners. Specifically, through the Special Committee, on July 8, 2026, the Company sent questions in writing to the Tender Offeror regarding matters such as the purpose and reasons for implementing the Transactions, the advantages and disadvantages anticipated due to the Transactions, the management policy and governance following the Transactions, the Transactions’ structure, the schedule, and financing, and sent questions in writing to the Non-Tendering Shareholder regarding matters such as the purpose and reasons for implementing the Transactions, the advantages and disadvantages of remaining as a shareholder of the Company in the Transactions, and management policy and governance following the Transactions. The Company then received a written response from the Tender Offeror on July 17, 2026, conducted an interview with the Tender Offeror on July 22, 2026, received a written response from the Non-Tendering Shareholder on July 29, 2026, and conducted an interview with the Non-Tendering Shareholder on July 30, 2026, thereby receiving answers and explanations regarding the questions and conducting question-and-answer sessions.

In addition, from August 10, 2026 onward, the Company and the Special Committee engaged in multiple rounds of discussions and negotiations with the Tender Offeror regarding the Tender Offer Price. Specifically, on August 10, 2026, the Company and the Special Committee received the first proposal with a Tender Offer Price of 3,330 yen (a price that includes a 34.93% premium on the 2,468 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 7, 2026, a 30.03% premium on the 2,561 yen simple average of the closing price during the past one month period up to the same date, a 33.57% premium on the 2,493 yen simple average of the closing price during the past three month period up to the same date, and a 30.33% premium on the 2,555 yen simple average of the closing price during the past six month period up to the same date) from the Tender Offeror which comprehensively took into consideration factors such as the results of the Due Diligence, whether or not the Company’s board of directors will approve the Tender Offer, market share price trends for the Company Shares, and the expected tendering in the Tender Offer, and was based on the assumption that the Company would not pay an interim dividend or a year-end dividend for the fiscal year ending March 31, 2027. In response, after conducting careful discussion and examination, while receiving advice from SMBC Nikko Securities and Oh-Ebashi LPC & Partners, the Company and the Special Committee determined that the proposal was at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, and on August 13, 2026, requested that the Tender Offeror reconsider the Tender Offer Price. Thereafter, on August 17, 2026, the Company and the Special Committee received the second proposal with a Tender Offer Price of 3,530 yen (a price that includes a 39.69% premium on the 2,527 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 17, 2026, a 38.27% premium on the 2,553 yen simple average of the closing price during the past one month period up to the same date, a

41.54% premium on the 2,494 yen simple average of the closing price during the past three month period up to the same date, and a 38.65% premium on the 2,546 yen simple average of the closing price during the past six month period up to the same date) from the Tender Offeror. In response, after conducting careful discussion and examination, while receiving advice from SMBC Nikko Securities and Oh-Ebashi LPC & Partners, the Company and the Special Committee determined that the proposal still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, and on August 19, 2026, requested that the Tender Offeror reconsider the Tender Offer Price. Thereafter, on August 25, 2026, the Company and the Special Committee received the third proposal with a Tender Offer Price of 3,680 yen (a price that includes a 44.37% premium on the 2,549 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 24, 2026, a 45.22% premium on the 2,534 yen simple average of the closing price during the past one month period up to the same date, a 47.14% premium on the 2,501 yen simple average of the closing price during the past three month period up to the same date, and a 44.94% premium on the 2,539 yen simple average of the closing price during the past six month period up to the same date) from the Tender Offeror. In response, after comprehensively considering: (a) the results of estimation of the share value of the Company Shares by SMBC Nikko Securities, an independent third-party valuation institution; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premiums granted in similar transactions in the past (the premiums of the proposed price were less than the median and average in such examples); and (d) the PBR for the proposed price, the Company and the Special Committee determined that the proposal still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, and on August 26, 2026, requested that the Tender Offeror reconsider the Tender Offer Price. Thereafter, on September 1, 2026, the Company and the Special Committee received the fourth proposal with a Tender Offer Price of 3,760 yen (a price that includes a 48.91% premium on the 2,525 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on August 31, 2026, a 49.62% premium on the 2,513 yen simple average of the closing price during the past one month period up to the same date, a 49.92% premium on the 2,508 yen simple average of the closing price during the past three month period up to the same date, and a 48.38% premium on the 2,534 yen simple average of the closing price during the past six month period up to the same date) from the Tender Offeror. In response, after comprehensively considering: (a) the results of estimation of the share value of the Company Shares by SMBC Nikko Securities, an independent third-party valuation institution; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premiums granted in similar transactions in the past (the premiums of the proposed price remained less than the median and average in such examples); and (d) the PBR for the proposed price, the Company and the Special Committee determined that the proposal remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, and on September 2, 2026, requested that the Tender Offeror reconsider the Tender Offer Price. Thereafter, on September 4, 2026, the Company and the Special Committee received a final proposal with a Tender Offer Price of 3,780 yen (a price that includes a 51.14% premium on the 2,501 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on September 3, 2026, a 50.36% premium on the 2,514 yen simple average of the closing price during the past one month period up to the same date, a 50.36% premium on the 2,514 yen simple average of the closing price during the past three month period up to the same date, and a 49.41% premium on the 2,530 yen simple average of the closing price during the past six month period up to the same date) from the Tender Offeror. In response, after comprehensively considering: (a) the results of estimation of the share value of the Company Shares by SMBC Nikko Securities, an independent third-party valuation institution; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premiums granted in similar transactions in the past (the premium level of the proposed price was close to the median in such examples); and (d) the PBR for the proposed price, the Company and the Special Committee determined that, while the proposal could be evaluated as a level that has taken into account the Company's corporate value and the protection of the interests of its general shareholders to a certain extent, the Company and the Special Committee would like the Tender Offeror to give, once again, the utmost consideration to the Company's corporate value and the protection of the interests of its general shareholders, and on

September 4, 2026, requested that the Tender Offeror reconsider the Tender Offer Price. Thereafter, on September 7, 2026, the Company and the Special Committee received a final proposal with a Tender Offer Price of 3,780 yen (a price that includes a 49.94% premium on the 2,521 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on September 4, 2026, a 50.24% premium on the 2,516 yen simple average of the closing price during the past one month period up to the same date, a 50.24% premium on the 2,516 yen simple average of the closing price during the past three month period up to the same date, and a 49.47% premium on the 2,529 yen simple average of the closing price during the past six month period up to the same date) from the Tender Offeror. In response, the Company and the Special Committee responded to the Tender Offeror on September 7, 2026, by saying that they decided to accept the proposed price, because the proposed price is considered to be an appropriate level from the perspective of protecting general shareholders.

(iii) Details of the decision

Against this background, at the meeting of board of directors of the Company held today, while taking into account the advice received from SMBC Nikko Securities and Oh-Ebashi LPC & Partners and the contents of the share valuation report for the Company Shares received from SMBC Nikko Securities on September 7, 2026 (the “**Company Share Valuation Report**”) and according the utmost respect to the content of the determinations made by the Special Committee as presented in report submitted by the Special Committee to the Company on September 7, 2026 (the “**Report**”), the Company engaged in careful examination and discussion on whether the Transactions, including the Tender Offer, would contribute to the improvement of the Company’s corporate value, and whether the terms and conditions of the Transactions, including the Tender Offer Price, were fair and reasonable. As a result, based on the following perspectives, the Company determined that delisting the Company Shares through the Transactions would contribute to the improvement of the Company’s corporate value.

(a) Enhancement of product appeal and procurement capabilities

The Company believes that it can expect to expand the product lineup and improve its product competitiveness by mutually utilizing the product development capabilities and private brand (PB) product lineup held by the Tender Offeror and the product lineup cultivated by the Company alongside customers in the local community. Furthermore, as discussed above, the Company still faces a difficult business environment, such as the continued rise in prices and increased costs, including personnel costs and logistics costs, but the Company believes that it will be possible to improve transaction terms (cost reduction) by expanding transaction volumes through purchase and procurement of products, consumables, materials, etc. jointly with the Tender Offeror. Moreover, the Company believes that it can expect to improve sales promotion efficiency and reduce costs through the provision of know-how regarding the sales promotion and settlement system based on the utilization of the Tender Offeror’s customer data. In addition, the Company believes that it will be possible to improve productivity by leveraging the Tender Offeror’s logistics center and process center operational know-how.

(b) Enhancement of business foundation through strategic AI and IT investment

In the fourth medium-term management plan, the Company has established and is working on a priority policy called “Systems: Strengthening of the Business Foundation for Sustainable Growth.” The Company believes that, by acting together with the Tender Offeror to utilize the Tender Offeror’s store systems such as point of sale, inventory, and shift management as well as initiatives to leverage AI and IT (demand forecasting, order optimization, labor-saving, streamlining headquarters operations, etc.), it can achieve greater operational efficiency and productivity improvements than it could by pursuing these initiatives on its own, which will accelerate the strengthening of the Company Group’s business foundation and contribute to its sustainable growth.

(c) Enhancement of store opening framework, including through M&A

The Company believes that there is no geographic overlap between the Company’s trade areas, the Hokuriku and Chukyo areas, and the Tender Offeror’s trade areas, the Tokyo metropolitan area and the Kinki region, and that there is

a mutually complementary relationship. Through the integrated operation of both companies' store networks and area strategies and developing optimal business formats depending on the characteristics of the trade area, the Company believes that it is possible to strengthen the business foundation across a wider area (wide area centered around Tokyo, Nagoya, and Osaka) and expand the value provided to local customers. In addition, the Company believes that it will be possible to enhance its corporate value by utilizing the Tender Offeror's store development functions and know-how, to pursue opportunities for store openings in the Chukyo area, which was promoted in the fourth medium-term management plan, and by utilizing the knowledge and implementation systems regarding M&A possessed by the Tender Offeror to jointly explore growth opportunities, including through M&A.

(d) Sharing of know-how through personnel exchanges and system standardization

The Company believes that the sharing of know-how and the development of human resources can be expected through personnel exchanges, including secondments between the Company and the Tender Offeror, as well as secondments from the Non-Tendering Shareholder to the Company. In addition, the Company believes that improvements in productivity and operational quality can be expected by promoting system standardization related to corporate functions.

On the other hand, the Company has also considered the disadvantages of delisting the Company Shares through the Transactions. Potential disadvantages of carrying out the Transactions include the possibility of an impact on the ability to secure outstanding personnel and to maintain or expand the customer and business partner base due to the enhanced social standing and name recognition the Company has enjoyed up to now as a listed company, but the Company recognizes that it has built up a high level of name recognition and standing within the food supermarket industry. Therefore, the Company believes that the impact of the Transactions on the ability to maintain or expand the customer and business partner base is limited, and that with regard to securing personnel, by becoming a consolidated subsidiary of the Tender Offeror, which is a listed company, the Company can also benefit from the name recognition and standing of the Tender Offeror, so the impact of delisting in this regard is limited.

Furthermore, although it will not be possible to raise funds through equity financing from capital markets if the Company Shares are delisted, in light of the fundraising capability of the Tender Offeror, the Company believes that there will not be a great need for large-scale fundraising utilizing equity financing.

Based on the above, the Company's board of directors has determined that the advantages of delisting the Company Shares are greater than the disadvantages, and that delisting the Company Shares through the Transactions, including the Tender Offer, will contribute to improving the corporate value of the Company.

Furthermore, based on the following points, etc., the Company has determined that the Tender Offer Price (3,780 yen) is a reasonable price that secures the benefits to be enjoyed by shareholders of the Company, and that the Tender Offer provides the shareholders of the Company with a reasonable opportunity to sell shares.

- (a) The Tender Offer Price significantly exceeds the upper limits of the ranges of valuation results under the market share price method and the comparable company analysis method, and significantly exceeds the median value of the range of valuation results under the discounted cash flow method (the “**DCF Method**”), among the valuation results of the Company Shares calculated by SMBC Nikko Securities as described in “(2) Obtainment by the Company of a share valuation report from an independent third-party valuation institution” under “(3) Measures to ensure fairness of the tender offer” below.
- (b) The Tender Offer Price is a price that includes a 51.4% premium on the 2,501 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on September 7, 2026, which is the business day immediately preceding the announcement date of the Tender Offer, a 49.76% premium on the 2,524 yen simple average of the closing price during the past one month period up to the same date, a 50.18% premium on the 2,517 yen simple average of the closing price during the past three month period up to the same date, and a 49.58% premium on the

2,527 yen simple average of the closing price during the past six month period up to the same date, respectively. Among the tender offers announced between June 28, 2019, the date when the Ministry of Economy, Trade and Industry published the “Fair M&A Guidelines - Enhancing Corporate Value and Securing Shareholders’ Interests -,” and June 12, 2026 that were intended to delist shares, compared to premium levels in 88 cases similar to the Transactions (which include cases where the offeror intended to make the target a wholly-owned subsidiary, and where the offeror’s ownership ratios, including that of its special related parties, were less than 20% as of the business day immediately preceding the announcement (however, this excludes ongoing cases, cases that failed, cases where the target company did not support or recommend to tender, as well as tender offers for consolidated subsidiaries or affiliates (including management buyouts) and tender offers for real estate investment trusts (REITs))) (the median premiums of which were (47.77%, 50.26%, 51.08%, and 53.62%) on the closing price on the business day immediately preceding the announcement, and the simple averages of the closing prices during the one month period immediately preceding the announcement, the three month period immediately preceding the announcement, and the six month period immediately preceding the announcement, respectively), the premium level of the Tender Offer Price can be assessed as representing a substantial premium.

- (c) The Tender Offer Price is lower than the book value of net assets per share of 3,961.32 yen (excluding treasury shares held by the Company), which is calculated based on the Company’s consolidated book value of net assets as of June 30, 2026. However, since the book value of net assets does not reflect future profitability, it is not considered reasonable to place significant weight on the book value of net assets when calculating the corporate value of the Company as a going concern. Furthermore, in the first place, the book value of net assets does not represent liquidation value, and even if the Company were to be liquidated, in light of the fact that it is expected that losses or additional costs will be incurred due to liquidation, such as reductions in inventory value due to early sales, demolition costs for store buildings and process centers, soil contamination survey costs, etc., costs for restoring the property to its original state, penalty, and other expenses arising from the termination of lease agreements and other contractual relationships pertaining to land and buildings, additional severance pay for employees, and fees for legal and other professionals, it is anticipated that, in reality, the Company’s liquidation value would not be realized at an amount equal to the consolidated book value of net assets, and be significantly lower than its book value of net assets (Since the Company does not plan to undergo liquidation, it has not obtained estimates associated with liquidation, nor has it conducted specific calculations.). Therefore, it is difficult to accept the view that the consolidated book value of net assets per share represents the minimum fair value of the Company Shares, and it is not considered reasonable to place significant weight on valuation methods based on the assumption of business liquidation when calculating the value of the Company Shares of the Company as a going concern.

Based on the above, at a meeting of its board of directors held today, the Company has passed a resolution to express an opinion in support of the Tender Offer and recommend that the Company’s shareholders tender in the Tender Offer. For details of the method of resolution at the aforementioned meeting of the board of directors, please see “⑥ Approval by all non-interested directors of the Company, and the opinion of all non-interested corporate auditors of the Company that they have no objection” under “(3) Measures to ensure fairness of the tender offer” below.

④ Management policy after the tender offer

After the Transactions, the Tender Offeror intends to achieve sustainable growth of both the Tender Offeror and the Company and improve their corporate value by utilizing the management resources possessed by the Tender Offeror and the Company, while respecting the management philosophy of the Company and its business operations with roots in the local community. In addition, while maintaining a cooperative relationship with the Non-Tendering Shareholder, which will continue to be a shareholder of the Company after the Transactions, the basic policy will be for the Company’s stores that enjoy the support of local customers to continue operating under the existing trade name, with the aim of maintaining the Company’s sustainable growth and strengthening its business base. With respect to the management system of the Company, while respecting its independence and ensuring the autonomy of management based on regional

characteristics, the Tender Offeror will support the further growth of the Company by utilizing the management resources, know-how, and business opportunities of the Tender Offeror Group in terms of product procurement, logistics, systems, human resources development, and other fields. The Tender Offeror plans to decide the specific operational structure, employment and treatment of the Company's employees, and other matters upon consultation with the Company after the Transactions.

(3) Measures to ensure fairness of the tender offer

As of today, there is no capital relationship between the Tender Offeror and the Company other than the 100 Company Shares owned by the Tender Offeror, and the Tender Offer does not constitute a tender offer by the controlling shareholder. There is no plan for all or part of the management of the Company to directly or indirectly invest in the Tender Offeror, and the Transactions, including the Tender Offer, do not constitute a so-called management buyout (MBO).

However, although the Transactions were jointly proposed by the Tender Offeror and the Non-Tendering Shareholder, based on factors such as the fact that the Non-Tendering Shareholder is the largest shareholder of the Company and the Tender Offeror is an equity-method affiliate of the Non-Tendering Shareholder, the fact that the Company has taken on a director responsible for its sales division and an Outside Corporate Auditor from the Non-Tendering Shareholder, and the fact that the Non-Tendering Shareholder has entered into the Non-Tender Agreement with the Tender Offeror and intends to remain as a shareholder of the Company following the completion of the Transactions, the Non-Tendering Shareholder is considered to have a material interest in the outcome of the Transactions. Therefore, in order to ensure fair procedures for general shareholders in the Transactions, from the perspective of the need to proceed with the procedures more cautiously in light of the intent of Article 441, Paragraph 1 of the Securities Listing Regulations, the Enforcement Rules for Securities Listing Regulations, and the "Code of Corporate Conduct regarding MBOs, etc." established by the Tokyo Stock Exchange, the Company has, from the stage of receiving the Letter of Intent from the Tender Offeror and the Non-Tendering Shareholder, implemented the following measures to ensure the fairness of the Transactions, eliminate arbitrariness in decision-making regarding the Transactions, secure the fairness, transparency, and objectivity of the decision-making process, and avoid conflicts of interest.

It should be noted that the parts of the following regarding measures that were implemented at the Tender Offeror are based on explanations received from the Tender Offeror.

① Obtainment by the Tender Offeror of a share valuation report from an independent third-party valuation institution

In order to ensure the fairness of the Tender Offer Price, in determining the Tender Offer Price, the Tender Offeror requested Daiwa Securities, a financial advisor that is a third-party valuation institution independent from the Tender Offeror, the Company and the Non-Tendering Shareholder, to calculate the share value of the Company Shares, and obtained a share valuation report dated September 7, 2026 (the "**Share Valuation Report (Daiwa Securities)**").

Daiwa Securities is not a related party of the Tender Offeror, the Company, or the Non-Tendering Shareholder, and has no material interest in the Tender Offer.

Daiwa Securities considered which valuation methodologies should be employed in valuing the Company Shares from among various available valuation approaches and, as a result, determined to use the market share price method, because the Company is listed on the Tokyo Stock Exchange Prime Market and a market price for its shares is available; the comparable companies analysis method, because there are multiple listed companies which are engaged in domestic supermarket business comparable to the Company and it is therefore possible to infer the share value of the Company Shares through comparison with such comparable companies; and the DCF Method, in order to reflect the future business activities of the Company in the valuation. Accordingly, Daiwa Securities calculated the share value of the Company Shares using each of these methodologies. The Tender Offeror has not obtained a fairness opinion regarding the fairness of the Tender Offer Price because it believes that sufficient consideration has been given to the interests of the minority shareholders of the Company, taking into account, in a comprehensive manner, the various factors described in "(3) Measures to ensure the fairness of the tender offer."

According to the Share Valuation Report (Daiwa Securities), the valuation methodologies adopted and the ranges of share value per Company Share derived under each methodology are as follows:

Market share price method:	2,501 yen to 2,527 yen
Comparable companies analysis method:	1,218 yen to 2,491 yen
DCF Method:	3,243 yen to 4,291 yen

Under the market share price method, adopting September 7, 2026 as the base date for calculation, the range of the share value per Company Share was calculated to be 2,501 yen to 2,527 yen, based on: 2,501 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market as of the base date; 2,524 yen simple average of the closing price during the past one month period up to the same date; 2,517 yen simple average of the closing price during the past three month period up to the same date; and 2,527 yen simple average of the closing price during the past six month period up to the same date.

Under the comparable company analysis method, the range of the share value per Company Share was calculated to be 1,218 yen to 2,491 yen, as a result of calculating the share value of the Company Shares through comparison with market share prices and financial indicators which indicate profitability and other factors of multiple listed companies that engage in domestic supermarket businesses relatively similar to that of the Company.

Under the DCF Method, the range of the share value per Company Share was calculated to be 3,243 yen to 4,291 yen. The calculation was made by analyzing the corporate value and share value of the Company Shares by discounting the free cash flow expected to be generated by the Company on and after the fiscal year ending March 31, 2027 to present value at a certain discount rate, based on the figures that the Tender Offeror considers appropriate as a result of taking into account various factors, including profit and investment plan in the Company's draft business plan for the period of five fiscal years (from the fiscal year ending March, 31, 2027 to the fiscal year ending March 31, 2031) prepared by the Company, the result of the Due Diligence conducted by the Tender Offeror, and publicly available information.

In addition to the calculation results of the Share Valuation Report (Daiwa Securities) obtained from Daiwa Securities, after comprehensively taking into account various factors such as the results of the Due Diligence, trend in the market share price of the Company Shares and the forecast of tendering in the Tender Offer, and based on the results of discussions and negotiations with the Company, on September 8, 2026, the Tender Offeror finally determined the Tender Offer Price of 3,780 yen per Company Share.

The Tender Offer Price of 3,780 yen is a price that includes a 51.14% premium on the 2,501 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market as of September 7, 2026, the business day immediately preceding the day on which the announcement concerning the implementation of the Tender Offer was made; a 49.76% premium on the 2,524 yen simple average of the closing price during the past one month period up to the same date (from August 10, 2026 to September 7, 2026); a 50.18% premium on the 2,517 yen simple average of the closing price during the past three month period up to the same date (from June 8, 2026 to September 7, 2026); and a 49.58% premium on the 2,527 yen simple average of the closing price during the past six month period up to the same date (March 9, 2026 to September 7, 2026).

(Note) In calculating the share value of the Company Shares, Daiwa Securities relied upon, and generally adopted as provided, the information furnished by the Company and the Tender Offeror, as well as publicly available information, on the assumption that all such materials and information were accurate and complete and that there were no undisclosed facts to Daiwa Securities that could have a material impact on the analysis or calculation of the Tender Offer Price. Daiwa Securities has not independently verified the accuracy or completeness of such information. In addition, with respect to information concerning the Company's financial forecasts, Daiwa Securities assumed that such forecasts had been reasonably prepared on the basis of the best currently available estimates and judgments of the management of the Company and that the management of the Tender Offeror had reviewed such forecasts and consented to

their use by Daiwa Securities in its valuation analysis. Furthermore, Daiwa Securities has not conducted any independent appraisal or evaluation of the assets and liabilities of the Company or its affiliates (including off-balance-sheet assets and liabilities and other contingent liabilities), nor has it requested any third-party institution to perform any appraisal or valuation thereof. Daiwa Securities' valuation reflects the information described above as of September 7, 2026.

② Obtainment by the Company of a share valuation report from an independent third-party valuation institution

(i) Name of valuation institution and relationship with the Company, the Tender Offeror, and the Non-Tendering Shareholder

When expressing its opinion regarding the Tender Offer, in order to ensure the fairness of decision-making on the Tender Offer Price proposed by the Tender Offeror, the Company requested SMBC Nikko Securities, a third-party valuation institution that is independent from the Tender Offeror, the Non-Tendering Shareholder, and the Company, to calculate the share value of the Company Shares, and obtained the Company Share Valuation Report. It should be noted that, because the Company has implemented measures to ensure the fairness of the Tender Offer Price and measures to avoid conflicts of interest, and believes that sufficient consideration has been given to the interests of the general shareholders of the Company, it has not obtained an opinion regarding the fairness of the price of the Tender Offer (a fairness opinion) from SMBC Nikko Securities.

SMBC Nikko Securities is not a related party of the Tender Offeror, the Non-Tendering Shareholder, or the Company, and has no material interest in the Transactions, including the Tender Offer. In addition, the Special Committee confirmed that there are no issues with the independence of SMBC Nikko Securities, has confirmed that the Special Committee can receive its expert advice as necessary, and has approved SMBC Nikko Securities as the Company's financial advisor and third-party valuation institution. Regarding SMBC Nikko Securities' compensation in relation to the Transactions, the arrangement involves setting multiple milestones in the process of the Transactions and making payments (fixed) upon the achievement of each milestone. For SMBC Nikko Securities, given the uncertainty regarding the outcome of the Transactions, structuring the compensation based on milestones is preferable from the standpoint of the financial burden on the Company and is rational for both the Company and SMBC Nikko Securities. Meanwhile, the Company has determined that, since the milestone-based compensation is fixed and does not fluctuate based on the tender offer price of the completed Transactions, and in light of market practices regarding financial advisor compensation structures for similar transactions, the fact that the compensation is structured this way does not negate the independence of SMBC Nikko Securities.

(ii) Outline of the calculation

After considering valuation methods for the Tender Offer, based on the premise that the Company is a going concern, and based on the view that it is appropriate to evaluate the Company Shares from multiple perspectives, SMBC Nikko Securities calculated the share value of the Company Shares by adopting the following respective valuation methods: the market share price method, since the Company Shares are listed on the Tokyo Stock Exchange Prime Market; the comparable company analysis method, because there are multiple comparable listed companies, making it possible to infer the share value by comparing it with the market value of those companies; and the DCF method, to incorporate the projected future business activities of the Company into the valuation.

The price per share of the Company Shares as calculated by SMBC Nikko Securities based on each of the aforementioned methods is as follows.

Market share price method:	From 2,517 yen to 2,527 yen
Comparable company analysis method:	From 2,083 yen to 2,547 yen
DCF method:	From 2,311 yen to 4,148 yen

Under the market share price method, adopting September 7, 2026 as the base date for calculation, the range of the share value per Company Share was calculated to be 2,517 yen to 2,527 yen, based on: 2,524 yen simple average of the

closing price during the past one month period up to the same date; 2,517 yen simple average of the closing price during the past three month period up to the same date; and 2,527 yen simple average of the closing price during the past six month period up to the same date.

Under the comparable company analysis method, the range of the share value per Company Share was calculated to be 2,083 yen to 2,547 yen, by using EBITDA multiples for corporate value after selecting the following companies as listed companies which engage in similar businesses to that of the Company: the Tender Offeror, United Super Markets Holdings Inc., Valor Holdings Co., Ltd., FUJI CO., LTD., BLUE ZONES HOLDINGS CO., LTD., ARCS COMPANY, LIMITED, AEON KYUSHU Co., Ltd., IZUMI Co., Ltd., HEIWADO CO., LTD., Belc CO., LTD., Maxvalu Tokai Co., Ltd., Aeon Hokkaido Corporation, Axial Retailing Inc., RETAIL PARTNERS CO., LTD., OKUWA Co., Ltd., Halows Co. Ltd., Mami-mart Holdings Corporation, Eco's Co., Ltd., and Tenmaya Store Co., Ltd.

Under the DCF Method, the range of the share value per Company Share was calculated to be 2,311 yen to 4,148 yen, based on various factors, including the business plan from the fiscal year ending March, 31, 2027 to the fiscal year ending March 31, 2031 (the “**Business Plan**”) prepared by the Company up to the period which is reasonably foreseeable and publicly available information, to calculate the corporate value and share value of the Company Shares by discounting the free cash flow expected to be generated by the Company in the future on and after the second quarter of the fiscal year ending March 31, 2027 to present value at a certain discount rate. In the calculation of share value, all the amount of cash and deposits was added as non-business assets. The discount rate shall be the weighted average cost of capital, and a range of 6.17% to 6.83% was used. In the calculation of cost of capital, no size risk premium was added. In the calculation of terminal value, the perpetual growth rate method and the multiples method were used, and a range of present terminal value was calculated from 23,267 million yen to 38,587 million yen. Under the perpetual growth rate method, the range of the perpetuity growth rate was from 0.00% to 1.00% as a result of comprehensively considering external circumstances and other factors. Under the multiples method, EBITA multiples were used, and taking into account the levels at companies in the industry, the EBITA multiples used were 4.94 to 5.46 times.

The financial forecasts based on the Business Plan, which was the basis of the DCF Method by SMBC Nikko Securities, exclude fiscal years for which a significant increase or decrease in revenue is expected, but include fiscal years for which a significant increase or decrease in free cash flow is expected. Specifically, for the fiscal year ending March 31, 2030, while a certain increase in operating profit is expected, an increase in free cash flow is expected due to capital investment in new store openings at approximately the same level as the previous year.

The Business Plan was prepared based on financial forecasts for the fiscal year ending March 31, 2027 and the current business environment at the time of preparation. With respect to the medium-term management plan of the Company announced in April 2024, the plan’s target for new store openings has not been achieved and therefore the earning forecast for the fiscal year ending March 31, 2027 in the Business Plan differs from those indicated as significant management indicators for the fiscal year ending March 31, 2027 in the medium-term plan of the Company. However, including this point, the Special Committee has approved the reasonableness of the contents, key assumptions, background of preparation, and other matters of the Company’s financial forecasts after confirming it in advance. As it is difficult to specifically estimate the benefits (synergies) expected from the Transactions at present, such benefits (synergies) are not added in the above calculation. The Business Plan contains the earning forecast for the full fiscal year ending March 31, 2027 stated in the “Notice Regarding Revision of Consolidated Earning Forecasts for the Second Quarter (Interim) and Full Fiscal Year Ending March 31, 2027” announced by the Company today. Figures of the Business Plan that form the basis of the DCF Method are as follows:

(expressed in million yen)

	Fiscal year ending March 31, 2027 (nine months)	Fiscal year ending March 31, 2028	Fiscal year ending March 31, 2029	Fiscal year ending March 31, 2030	Fiscal year ending March 31, 2031
Operating revenues	76,225	105,357	109,322	113,981	119,332
Operating profit	1,573	2,243	2,606	2,860	3,292

EBITDA	3,647	5,148	5,551	5,856	6,419
Free cash flow	(402)	488	444	785	715

In calculating the share value of the Company, SMBC Nikko Securities in principle used the information provided by the Company and generally publicly available information, etc. as-is, and relied on that information on the assumption that the materials and information are all accurate and complete, and that there are no facts that have not been disclosed to SMBC Nikko Securities that could have a material effect on the analysis and calculation of the Tender Offer Price, and SMBC Nikko Securities has not independently verified the accuracy thereof. In addition, SMBC Nikko Securities assumed that information regarding financial forecasts of the Company has been reasonably prepared based on the best forecasts and judgment of the Company's management at present, and that the Company's management has carefully reviewed the details thereof and accepted its use in the valuation by SMBC Nikko Securities. SMBC Nikko Securities has not independently evaluated or assessed the assets and liabilities (including off-balance-sheet assets and liabilities and other contingent liabilities) of the Company and its affiliated companies, nor has it requested appraisal or assessment from a third-party institution. The calculation by SMBC Nikko Securities reflects the aforementioned information up to September 7, 2026.

③ Obtainment by the Company of advice from an independent law firm

As stated in “③ Process and reasons leading to the decision-making by the Company” under “(2) Grounds and reasons for the opinion” above, upon receiving a letter of intent regarding the Tender Offer from the Tender Offeror and the Non-Tendering Shareholder, the Company appointed Oh-Ebashi LPC & Partners as a legal advisor independent of the Tender Offeror, the Non-Tendering Shareholder, and the Company on June 23, 2026 in order to ensure the fairness and appropriateness of the decision-making of the board of directors of the Company. The Special Committee also confirmed the independence of Oh-Ebashi LPC & Partners from the Tender Offeror and the Non-Tendering Shareholder. Oh-Ebashi LPC & Partners has provided legal advice regarding important considerations when making decisions regarding the Tender Offer such as the process and method of the decision-making of the board of directors of the Company regarding the Tender Offer.

Oh-Ebashi LPC & Partners is not a related party of the Tender Offeror, the Non-Tendering Shareholder, or the Company, and has no material interest in the Tender Offer. Although Oh-Ebashi LPC & Partners is the legal counsel for the Company, the Company has determined that the independence of Oh-Ebashi LPC & Partners from the Company is not compromised by the existence of a legal advisory agreement considering factors such as the fact that the amount paid by the Company to Oh-Ebashi LPC & Partners as consideration for legal advice is not an amount that casts doubt on the impartiality of Oh-Ebashi LPC & Partners' legal advice regarding the Transactions because such amount is quite small which accounts for a very tiny percentage of the overall compensations to Oh-Ebashi LPC & Partners, and management of Oh-Ebashi LPC & Partners is not affected by the compensation payable to Oh-Ebashi LPC & Partners in this case, the fact that the compensation payable to Oh-Ebashi LPC & Partners regarding the Transactions does not include any contingency fee to be paid conditional upon the completion of the Transactions or other event, the fact that Oh-Ebashi LPC & Partners is an external firm that provides legal advice to a large number of clients and not just the Company, and the fact that Oh-Ebashi LPC & Partners is just one of the law firms retained by the Company and the Company has executed a legal advisory agreement with Oh-Ebashi LPC & Partners for the purpose of obtaining advice from an external legal expert, taking into account factors such as the expertise of Oh-Ebashi LPC & Partners.

④ Establishment of an independent special committee and obtainment of a written report by the Company

(i) Background to establishment, etc.

As stated in “③ Process and reasons leading to the decision-making by the Company” under “(2) Grounds and reasons for the opinion” above, by a resolution of the board of directors of the Company on June 23, 2026, the Company established a special committee (the Special Committee) that is independent from the Tender Offeror, the Non-Tendering Shareholder, and the Company, consisting of three persons - Mr. Tatsuya Kaseda (Independent Outside

Director of the Company), Mr. Atsuki Matsumura (Independent Outside Director of the Company, Certified Public Accountant, and Certified Public Tax Accountant), and Mr. Toshihiko Yamaguchi (Outside Corporate Auditor of the Company, Attorney at Law) - with the aim of eliminating arbitrariness in decision-making regarding the Transactions and ensuring the fairness, transparency and objectivity of the decision-making process. Regarding the composition of the Special Committee, it was determined that appointing the three aforementioned persons was appropriate because it was appropriate, including in the context of examining the Consultation Matters (defined below), to (i) set the number of members at around three to ensure agile and substantive deliberations by the committee, (ii) center the structure on independent outside directors who are members of the board of directors, which is the body responsible for decision-making regarding the execution of business by the Company, and (iii) include an Independent Outside Director who has legal expertise. The members of the Special Committee have not changed since its establishment. Furthermore, as a result of a mutual election among the Special Committee members, Mr. Tatsuya Kaseda has been appointed as the chairperson of the Special Committee. The only compensation for the Special Committee members is fixed compensation to be paid irrespective of the outcome of the Transactions, and does not include any contingency fee to be paid conditional upon the completion of the Transactions or other event.

Then, based on the aforementioned resolution of the board of directors, the Company consulted the Special Committee on, and entrusted it to submit a written report to the Company regarding the following matters: (a) the pros and cons of the Transactions (including whether the Transactions will contribute to enhancing the Company's corporate value); (b) the fairness of the terms and conditions of the Transactions (including whether the level of consideration for purchase, method of purchase, type of consideration for purchase, and other terms and conditions are fair); (c) the fairness of the procedures of the Transactions (including whether adequate procedures are in place to ensure the fairness of the terms and conditions); and (d) making a recommendation as to whether it is appropriate for the board of directors of the Company to resolve to accept the implementation of the Transactions (including expressing the Company's opinion in support of the Tender Offer and recommending that the Company's shareholders tender in the Tender Offer), expressing an opinion as to whether the Transactions are considered fair to the Company's general shareholders based on the foregoing (a) through (c) and other factors; and conclusively compiling them in a written report and submitting such report to the board of directors of the Company (the matters set forth in (a) through (d) above are hereinafter referred to as the "**Consultation Matters**").

When consulting the Special Committee, the decision-making of the Company's board of directors concerning the Transactions will accord the utmost respect to the content of the determinations made by the Special Committee, and the Company has resolved that, if the Special Committee determines that the terms and conditions regarding the Transactions are not appropriate, the Company's board of directors shall not make a decision to conduct the Transactions.

In addition, based on the aforementioned resolution of the board of directors, the Company has granted the Special Committee (a) the authority to conduct an investigation related to the Transactions (including asking questions, and requesting explanations or advice from, the Company's officers and employees in relation to the Transactions or the Company's experts pertaining to the Transactions such as the Company's financial advisor and legal advisor (collectively, "**Advisors, etc.**") , regarding matters necessary for the examination of the consultation matters referred to the Special Committee) at the Company's expense, (b) the authority to be substantially involved in the process of negotiating the terms and conditions, etc. of the Transactions (including, as necessary, giving instructions or making requests concerning the policy for negotiations with the Tender Offeror and conducting negotiations itself with the Tender Offeror), (c) the authority to approve the Advisors, etc. of the Company appointed by the Company (including ratification after fact), and (d) the authority to appoint its own external Advisors, etc. at the Company's expense, as necessary. In response, at its first meeting held on June 23, 2026, the Special Committee confirmed that there are no issues regarding the independence of any of the Advisors, etc. appointed by the Company, and approved the appointment of SMBC Nikko Securities as financial advisor and Oh-Ebashi LPC & Partners as legal advisor.

(ii) Background to examination

The Special Committee carefully examined the Consultation Matters by holding a total of 13 meetings in the period between June 23, 2026 and September 7, 2026 for a total of approximately 16 hours 50 minutes, at all of which all the

Special Committee members were present, as well as engaging in reporting, information sharing, deliberations, etc. through e-mail, etc. outside of meetings. Specifically, the Special Committee has approved the appointment of the financial advisor and third-party valuation institution and the legal advisor appointed by the Company after confirming that there are no issues with their independence and expertise. The Special Committee has also confirmed that there are no issues with the examination framework for the Transactions that the Company has established internally (including the scope of officers and employees of the Company involved in the examination, negotiation, and decision-making of the Transactions as well as their respective duties) from the perspective of independence and fairness.

Based on the above, while taking into account the advice received from SMBC Nikko Securities from a financial perspective, the Special Committee received an explanation from the Company concerning the content, key assumptions, and the background of preparation, etc. of the Company's business plan serving as the basis for SMBC Nikko Securities' valuation of share value of the Company Shares, and after ascertaining the background of its preparation and the current situation of the Company, confirmed the reasonableness of the formulation process and content from the perspective of whether there were any irrational aspects, and granted approval.

The Special Committee also received explanations from the Company regarding matters such as details of its business activities and performance trends, management issues, the significance and purpose of the Transactions, the advantages and disadvantages for the Company anticipated due to the Transactions, and matters relating to the process of consulting and negotiating with the Tender Offeror, and conducted question-and-answer sessions. Furthermore, the Special Committee received explanations from the Tender Offeror and the Non-Tendering Shareholder regarding matters such as the purpose and background of the Transactions, the terms and conditions of the Transactions, and the management policy for the Company after the implementation of the Transactions, and conducted question-and-answer sessions.

In addition, the Special Committee received an explanation from Oh-Ebashi LPC & Partners regarding the measures taken to ensure fairness in the Transactions, and examined the measures to be taken to ensure fairness in the Transactions. The Special Committee also received an explanation regarding the calculation of the share value of the Company Shares from SMBC Nikko Securities, the Company's financial advisor and third-party valuation institution, conducted question-and-answer sessions, and examined the reasonableness of the calculation results.

Furthermore, the Special Committee has been substantially involved in the process of negotiating with the Tender Offeror, including receiving timely reports from the Company regarding the background and details, etc. of discussions and negotiations pertaining to the Transactions between the Tender Offeror and the Company, engaging in discussion by the Special Committee, and advising the Company to request that the Tender Offeror increase the Tender Offer Price, up to receipt of a final proposal from the Tender Offeror.

(iii) Details of the decision

Against the aforementioned background, the Special Committee submitted the Report unanimously to the Company's board of directors dated September 7, 2026 as a result of carefully deliberating and examining the Consultation Matters. For the details and rationale of the report from the Special Committee, please refer to the details of the Report (Exhibit) attached hereto.

⑤ Establishment of an independent examination framework at the Company

The Company has established a framework internally to conduct the examination, negotiation, and decision-making regarding the Transactions from a position independent of the Tender Offeror and the Non-Tendering Shareholder. Specifically, since the receipt of the Letter of Intent from the Tender Offeror and the Non-Tendering Shareholder on June 22, 2026, the Company has established an examination framework consisting of two directors (Mr. Hideaki Fujii and Mr. Hiroki Ueno), three executive officers, and three employees of the Company (a total of only eight people) who are recognized to be independent from the Tender Offeror and the Non-Tendering Shareholder, and they are involved in the negotiation process between the Company and the Tender Offeror regarding the terms and conditions with respect to the Transactions, including the Tender Offer Price, as well as the process of preparing the business plan.

In addition, the Company obtained approval from the Special Committee regarding there being no issues with the Company's examination framework (including the scope of officers and employees of the Company involved in the

examination, negotiation, and decision-making of the Transactions as well as their respective duties) from the perspective of independence and fairness, including the abovementioned handling.

- ⑥ Approval by all non-interested directors of the Company, and the opinion of all non-interested corporate auditors of the Company that they have no objection

At the Company's meeting of the board of directors held today, as a result of carefully deliberating and examining various terms and conditions of the Tender Offer while according the utmost respect to the contents of the Report submitted by the Special Committee and taking into account the legal advice received from Oh-Ebashi LPC & Partners as well as the contents of the Company Share Valuation Report obtained from SMBC Nikko Securities, the Company's board of directors passed a resolution to express an opinion in support of the Tender Offer and recommend that the Company's shareholders tender in the Tender Offer.

At that meeting of the board of directors, five of the six directors of the Company, excluding Mr. Higasa, participated in the deliberation and resolution, and passed the aforementioned resolution unanimously by all the directors who participated in the resolution.

Since Mr. Higasa is an employee of the Non-Tendering Shareholder, from the perspective of avoiding the risk of a conflict of interest and ensuring the fairness of the Transactions, through the entire process of the resolution of the board of directors concerning the Transactions, Mr. Higasa, as an interested party, has not participated in the deliberation or resolution. Even when the resolution for the establishment of the Special Committee was passed at the meeting of the board of directors held on June 23, 2026, Mr. Higasa did not participate in the deliberation or resolution at that meeting of the board of directors. Additionally, Mr. Higasa has not participated in any discussions or negotiations whatsoever with the Tender Offeror and the Non-Tendering Shareholder on the side of the Company.

Furthermore, of the three corporate auditors of the Company, the two excluding Ms. Hio have stated their opinions to the effect that they have no objection to the aforementioned resolution at the meeting of the board of directors held today. Since Ms. Hio is also an employee of the Non-Tendering Shareholder, from the perspective of avoiding the risk of a conflict of interest and ensuring the fairness of the Transactions, through the entire process of the resolution of the board of directors concerning the Transactions, Ms. Hio has not participated in the deliberation at the aforementioned board of directors meeting.

- ⑦ Measures to ensure an opportunity to purchase by other offerors

Although the statutory minimum period of purchase, etc. in the Tender Offer (the "**Tender Offer Period**") is 20 business days, the Tender Offeror has made the period 40 business days. By setting a longer Tender Offer Period, the Tender Offeror has further ensured an opportunity for the Company's shareholders to appropriately determine whether or not to tender in the Tender Offer and an opportunity for parties other than the Tender Offeror to make a competing purchase, etc. for the Company Shares, and thereby intends to ensure the fairness of the Tender Offer.

The Tender Offeror and the Company have made no agreement having content that would restrict contact between the Company and parties making competing acquisition proposals, such as an agreement that includes a transaction protection clause that would prohibit contact by the Company with parties making competing acquisition proposals, whereby an opportunity to receive competing acquisition proposals is not prevented. By ensuring an opportunity for a competing purchase, etc. in conjunction with the aforementioned setting of the Tender Offer Period, consideration has been given to secure the fairness of the Tender Offer.

- ⑧ Setting a minimum number of shares to be purchased that exceeds the "majority of minority" threshold

As stated in "① Outline of the tender offer" under "(2) Grounds and reasons for the opinion" above, in order to make sure to implement the Squeeze-Out Procedures planned following the Tender Offer, from the perspective of ensuring acquisition of two-thirds or more of the total voting rights of the Company, the Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 4,171,200 shares (ownership ratio: 49.92%) and will not purchase any of the Tendered Share Certificates, etc. if the total number of the Tendered Share Certificates, etc. is less than that minimum (4,171,200 shares). The minimum number of shares to be purchased of 4,171,200 shares (ownership

ratio: 49.92%) exceeds the number of shares (3,413,335 shares (ownership ratio: 40.85%); this number corresponds to a majority of the Company Shares held by shareholders of the Company who have no interest in the Tender Offeror, i.e. the so-called “majority of the minority” threshold) equivalent to one-half of the number obtained by deducting the 100 Company Shares held by the Tender Offeror, the 1,388,440 Non-Tendered Shares, and the 140,100 Company Shares held by Mitsubishi Shokuhin Co., Ltd., which is a wholly-owned subsidiary of the Non-Tendering Shareholder and cannot be said to have no interest in the Tender Offeror, from the Base Number of Shares (8,355,309 shares). Consequently, if tendering equivalent to a majority of the Company Shares held by shareholders of the Company who have no interest in the Tender Offeror cannot be obtained, the Tender Offer will not be concluded, and the intent of general shareholders will be reflected in the outcome of the Tender Offer.

⑨ Considerations to avoid exerting undue pressure

As stated in “(4) Policy on reorganization, etc. after the tender offer” below (i) promptly after the completion of the settlement of the Tender Offer, the Tender Offeror plans to request the Company to convene the Extraordinary Shareholders Meeting that includes proposals for the Share Consolidation and an amendment to the articles of incorporation to abolish the provisions regarding the number of shares constituting one unit, conditioned on the Share Consolidation taking effect, and has not adopted a method that does not secure the right to demand the purchase of shares or the right to demand a determination of the share price for the shareholders of the Company. In addition, (ii) the Tender Offeror has set the amount of money to be delivered to shareholders of the Company (excluding Tender Offeror, the Non-Tendering Shareholder, and the Company) when implementing the Share Consolidation so as to be equal to the amount obtained by multiplying the Tender Offer Price by the number of Company Shares owned by the relevant shareholder, and has indicated that it plans to request the Company to file a petition with the court for permission for a sale by private contract. Through these measures, the Tender Offeror has ensured an opportunity for shareholders of the Company to appropriately determine whether or not to tender in the Tender Offer, and has taken care to ensure that there is no undue pressure to tender in the Tender Offer.

(4) Policy on reorganization, etc. after the tender offer

The Company received the following explanation from the Tender Offeror regarding the policy on reorganization, etc. after the Tender Offer.

If the Tender Offeror is unable to acquire all of the Company Shares through the Tender Offer (excluding treasury shares owned by the Company and the Non-Tendered Shares) as described in “① Outline of the Tender Offer” under “(2) Grounds and reasons for the opinion” above, promptly after the completion of the settlement of the Tender Offer, the Tender Offeror plans to implement the Squeeze-Out Procedures with respect to the Company in accordance with the following methods with the purpose of delisting the Company Shares and making the Tender Offeror and the Non-Tendering Shareholder the only shareholders of the Company.

Specifically, promptly after the completion of the settlement of the Tender Offer, the Tender Offeror intends to request the Company to convene an extraordinary general meeting of shareholders (the “**Extraordinary Shareholders Meeting**”) that includes proposals for the Share Consolidation and a partial amendment to the articles of incorporation to abolish the provisions regarding the number of shares constituting one unit, conditioned on the Share Consolidation taking effect. The Tender Offeror and the Non-Tendering Shareholder plan to approve the above proposals at the Extraordinary Shareholders Meeting. In addition, as of today, the Extraordinary Shareholders Meeting is planned to be held around early January 2027.

Although the ratio of the Share Consolidation is undecided as of today, if the proposal for the Share Consolidation is approved at the Extraordinary Shareholders Meeting, the Tender Offeror plans to request that the Company determine the ratio of the Share Consolidation such that only fractional shares of less than one share will be generated for the Company Shares owned by the shareholders of the Company who did not tender in the Tender Offer (excluding the Tender Offeror, the Non-Tendering Shareholder, and the Company), so that only the Tender Offeror and the Non-Tendering Shareholder will own all of the Company Shares (excluding treasury shares owned by the Company). If fractional shares less than one share arise as a result of the Share Consolidation, in accordance with the procedures stipulated in Article 235 of the Companies Act and other related laws and regulations, the Company Shares equivalent to the total number of such fractional shares will be

sold to the Company or the Tender Offeror, and the proceeds obtained from that sale will be delivered to the shareholders who hold such fractional shares. The Tender Offeror plans to set the amount of money to be delivered to such shareholders so as to be equal to the amount obtained by multiplying the Tender Offer Price by the number of Company Shares owned by the relevant shareholder, and then request the Company to file a petition with the court for permission for a sale by private contract. If the Tender Offer is successfully completed, the Company intends to accept the above requests by the Tender Offeror.

In terms of provisions of the Companies Act that aim to protect the rights of minority shareholders in relation to share consolidations, if fractional shares less than one share arise as a result of the Share Consolidation, shareholders of the Company who did not tender in the Tender Offer (excluding the Tender Offeror, the Non-Tendering Shareholder and the Company) may, if the prescribed requirements are met, demand that the Company purchase all such fractional shares that they own at a fair price, and may file a petition with the court to determine the price of the Company Shares, in accordance with the provisions of Article 182-4 and Article 182-5 of the Companies Act and other relevant laws and regulations.

As stated above, because it is anticipated that in the Share Consolidation fractional shares of less than one share will arise with respect to the Company Shares held by the Company's shareholders (excluding the Tender Offeror, the Non-Tendering Shareholder and the Company) who did not tender in the Tender Offer, it is planned that the Company's shareholders (excluding the Tender Offeror, the Non-Tendering Shareholder and the Company) who oppose the Share Consolidation will be able to file the aforementioned petition. The sale price of the Company Shares, in the case that the petition mentioned above is filed, will ultimately be determined by the court.

The method and timing of the implementation of the aforementioned procedures may change depending on circumstances, etc. such as amendment, enforcement, or interpretation by the authorities, etc. of the relevant laws and regulations. However, even in that case, it is planned that a method that ultimately delivers money to shareholders of the Company who did not tender in the Tender Offer (excluding the Tender Offeror, the Non-Tendering Shareholder and the Company) will be adopted, and in that event the amount of money to be delivered to each such shareholder is planned to be calculated so that it is equal to the price calculated by multiplying the Tender Offer Price by the number of Company Shares owned by each such shareholder.

It is planned that the specific procedures and timing for implementation in the above case will be discussed between the Tender Offeror and the Company and a public announcement will be made promptly by the Company once a decision is made.

The Tender Offer does not constitute a solicitation for approval or exercise of voting rights regarding any proposal at the Extraordinary Shareholders Meeting. In addition, each of the Company's shareholders should confirm with a certified public tax accountant or other specialist, at their own responsibility, regarding the handling of taxes in relation to tendering in the Tender Offer or the above procedures.

(5) Likelihood of delisting, etc. and reasons therefor

Although the Company Shares are listed on the Tokyo Stock Exchange Prime Market as of today, the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, so the Company Shares might be delisted through prescribed procedures in accordance with the delisting criteria set out by the Tokyo Stock Exchange depending on the result of the Tender Offer.

Even if the criteria are not met at the time of the completion of the Tender Offer, the Tender Offeror plans to implement the Squeeze-Out Procedures stated in “(4) Policy on reorganization, etc. after the tender offer” above after the completion of the Tender Offer. In that case, the Company Shares will be delisted through prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange. After delisting, it will not be possible to trade the Company Shares on the Tokyo Stock Exchange Prime Market.

For the reasons behind the purpose of the delisting, the impact on general shareholders, and the background leading to this conclusion, please see “② Background, purpose, and decision-making process leading to the decision by the Tender Offeror to implement the Tender Offer” under “(2) Grounds and reasons for the opinion” above, as well as “(4) Policy on reorganization, etc. after the tender offer” above.

(6) Material agreements pertaining to the tender offer

In connection with the Tender Offer, as of September 8, 2026, the Tender Offeror has executed the Non-Tender Agreement with the Non-Tendering Shareholder, which is the largest shareholder of the Company. In the Non-Tender Agreement, the Non-Tendering Shareholder has agreed not to tender any of the Company Shares that it owns (number of shares held: 1,388,440 shares; ownership ratio: 16.62%) in the Tender Offer.

In addition, on the same date, the Tender Offeror entered into the Shareholders Agreement with the Non-Tendering Shareholder. The parties confirmed that the provisions of the Shareholders Agreement relating to, among other things, the governance and operation of the Company and transfers of shares would become effective upon the completion of the Transactions, and that, upon completion of the Transactions, the shareholding ratio and voting rights ratio of the Tender Offeror and the Non-Tendering Shareholder in the Company Shares are expected to be approximately 83.4% and 16.6%, respectively. It is also noted that the Non-Tendering Agreement does not provide for any specific conditions precedent to the Non-Tendering Shareholder's obligation not to tender in the Tender Offer.

The Non-Tendering Shareholder has further agreed in the Non-Tendering Agreement that, if the Tender Offer is successfully completed, it will exercise its voting rights in favor of the proposals relating to the Squeeze-Out Procedures to be submitted to the Extraordinary Shareholders Meeting.

In addition to the foregoing, the Non-Tendering Agreement contains provisions regarding representations and warranties by the Tender Offeror and the Non-Tendering Shareholder (Notes 1 and 2), termination of the agreement (Note 3), confidentiality obligations, prohibition on the assignment of contractual status and rights and obligations thereunder, and other customary general provisions.

(Note 1) Under the Non-Tendering Agreement, the Tender Offeror has made representations and warranties regarding, in summary: (i) its due incorporation and valid existence; (ii) its authority and capacity to execute and perform the Non-Tendering Agreement and the completion of all necessary procedures in connection therewith; (iii) the enforceability of the Non-Tendering Agreement; (iv) the absence of conflicts with applicable laws, regulations and other requirements; (v) the absence of insolvency or similar proceedings; (vi) the obtaining of all necessary permits, licenses and approvals; and (vii) the absence of any relationship with anti-social forces.

(Note 2) Under the Non-Tendering Agreement, the Non-Tendering Shareholder has made representations and warranties regarding, in summary: (i) its due incorporation and valid existence; (ii) its authority and capacity to execute and perform the Non-Tendering Agreement and the completion of all necessary procedures in connection therewith; (iii) the enforceability of the Non-Tendering Agreement; (iv) the absence of conflicts with applicable laws, regulations and other requirements; (v) the absence of insolvency or similar proceedings; (vi) the obtaining of all necessary permits, licenses and approvals; (vii) its ownership of the Non-Tendering Shares and the absence of any security interests or other encumbrances thereon; and (viii) the absence of any relationship with anti-social forces.

(Note 3) The Non-Tendering Agreement may be terminated by written notice to the other party in, among other circumstances, the following cases: (i) where the Non-Tendering Shareholder ceases to own any Company Shares; (ii) where the Tender Offer is not successfully completed or is withdrawn; (iii) where the Squeeze-Out Procedures have not become effective within six months following the completion of settlement of the Tender Offer; or (iv) where the other party has committed a material breach of any of its obligations under the Non-Tendering Agreement or a material breach of any representation or warranty thereunder, and such breach is not cured within ten business days following written notice demanding cure.

(7) Other important matters concerning the tender offer

N/A

4. Details of Provision of Benefits from the Tender Offeror or a Specially Related Party of the Tender Offeror

N/A

5. Policy on Measures Regarding the Basic Policy for Company Control

N/A

6. Questions to the Tender Offeror

N/A

7. Request for Extension of the Tender Offer Period

N/A

8. Future Outlook

Please see “④ Management policy after the tender offer” under “(2) Grounds and reasons for the opinion,” “(4) Policy on reorganization, etc. after the tender offer” and “(5) Likelihood of delisting, etc. and reasons therefor” under “3. Details of and Grounds and Reasons for the Opinion on the Tender Offer” above.

9. Other

(1) Public announcement of “Notice Concerning Revision of Dividend Forecast for the Fiscal Year Ending March 31, 2027 (No Dividend) and Abolition of the Shareholder Benefit Program”

At the meeting of the board of directors held today, the Company has resolved that it will not make the interim dividend for the fiscal year ending March 31, 2027, or the year-end dividend for the fiscal year ending March 31, 2027, subject to the successful completion of the Tender Offer. In addition, the Company has resolved that it will not conduct the shareholder benefit program with September 30, 2026 as the date of record, and discontinue the shareholder benefit program starting from the fiscal year ending March 31, 2027, subject to the successful completion of the Tender Offer. For details, please see the announcement issued by the Company.

(2) Public announcement of “Notice Regarding Revision of Consolidated Earning Forecasts for the Second Quarter (Interim) and Full Fiscal Year Ending March 31, 2027”

The Company has announced the “Notice Regarding Revision of Consolidated Earning Forecasts for the Second Quarter (Interim) and Full Fiscal Year Ending March 31, 2027,” as of today. For details, please see the announcement issued by the Company.

(Reference)

(Exhibit) Written Report

END

(Translation)

Written Report

(this “**Report**”)

To The Board of Directors of ALBIS Co., Ltd.

September 7, 2026

Special Committee of ALBIS Co., Ltd.

Tatsuya Kaseda, Committee Chairperson

Atsuki Matsumura, Committee Member

Toshihiko Yamaguchi, Committee Member

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I. Matters referred to the Special Committee

ALBIS Co., Ltd. (the “**Company**”), a company listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”), received from LIFE CORPORATION (the “**Tender Offeror**”; the Tender Offeror, its subsidiaries and affiliated companies are collectively referred to as the “**Tender Offeror Group**”) and Mitsubishi Corporation, which is the largest shareholder of the Company, (“**Mitsubishi Corporation**”; Mitsubishi Corporation, its subsidiaries and affiliated companies are collectively referred to as the “**Mitsubishi Corporation Group**”) a proposal of (i) a tender offer by the Tender Offeror for the common shares of the Company (the “**Company Shares**”) for the purpose of making the Tender Offeror and Mitsubishi Corporation the only shareholders of the Company and delisting the Company Shares (the “**Tender Offer**”), and (ii) if the Tender Offeror is unable to acquire all of the Company Shares (excluding treasury shares owned by the Company and the Non-Tendered Shares (defined in III. 2(3)(B) below; hereinafter the same)) through the Tender Offer, the procedures (the “**Squeeze-Out Procedures**”; with the Tender Offer, a series of transactions pursuant to which the Tender Offeror will acquire all of the Company Shares (excluding treasury shares owned by the Company and the Non-Tendered Shares) are collectively referred to as the “**Transactions**”) for making the Tender Offeror and Mitsubishi Corporation the only shareholders of the Company through a share consolidation carried out by the Company pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as amended, the “**Companies Act**”) (the “**Share Consolidation**”).

In this respect, the Tender Offeror is not an officer of the Company, and there is no capital relationship between the Company and the Tender Offeror except for the

ownership¹ of the Company Shares (100 shares) that was acquired solely as needed to implement the Transactions (i.e., the need to inspect and copy the Company’s shareholder register). Therefore, the Transactions do not fall under the category of transactions prescribed in each item of Article 441, Paragraph 1 of the Securities Listing Regulations (of the Tokyo Stock Exchange; the “**Listing Regulations**”). However, while the Transactions were jointly proposed by the Tender Offeror and Mitsubishi Corporation, given that (i) Mitsubishi Corporation is the largest shareholder of the Company and accounts as an equity-method affiliate of the Tender Offeror, that (ii) the Company has accepted from Mitsubishi Corporation a director responsible for the Company’s sales division and an outside corporate auditor, and that (iii) Mitsubishi Corporation entered into the Non-Tender Agreement (defined in III. 2(3)(B)) with the Tender Offeror and intends to remain as a shareholder of the Company following the completion of the Transactions, Mitsubishi Corporation is considered to have a material interest in the outcome of the Transactions. Therefore, the Company considered that, in order to ensure fair procedures for the Company’s general shareholders in the Transactions, it was necessary to exclude Mitsubishi Corporation from involvement in the Company’s decision-making process relating to the Transactions. Accordingly, from the perspective of the need to proceed with the procedures more cautiously in light of the intent of Article 441, Paragraph 1 of the Listing Regulations, the Enforcement Rules for the Listing Regulations, and the “Code of Corporate Conduct regarding MBOs, etc.” established by the Tokyo Stock Exchange, it was resolved at the

¹ As of September 1, 2026, the Tender Offeror acquired 100 shares of the Company Shares from Mr. Akihiro Toyota, executive officer of the Company, through a privately negotiated transaction.

meeting of the board of directors held on June 23, 2026, to establish a special committee (the “**Special Committee**”) that is independent of the Tender Offeror, Mitsubishi Corporation, and the Company, and the outcome of the Transactions, consisting of three persons - Mr. Tatsuya Kaseda (Independent Outside Director of the Company), Mr. Atsuki Matsumura (Independent Outside Director of the Company, Representative Director of Aozora Keiei K.K., Representative Partner of Aozora Keiei Certified Public Tax Accountant Firm, Certified Public Accountant, and Certified Public Tax Accountant), and Mr. Toshihiko Yamaguchi (Outside Corporate Auditor of the Company, the Yamaguchi Law Firm, Attorney at Law).

The matters on which the Company consulted the Special Committee pursuant to the said resolution of the board of directors (the “**Consultation Matters**”) are as follows:

- ① the pros and cons of the Transactions (including whether the Transactions will contribute to enhancing the Company’s corporate value);
- ② the fairness of the terms and conditions of the Transactions (including whether the level of consideration for purchase, method of purchase, type of consideration for purchase, and other transaction terms and conditions are fair);
- ③ the fairness of the procedures of the Transactions (including whether adequate procedures are in place to ensure the fairness of the transaction terms and conditions); and
- ④ making a recommendation as to whether it is appropriate for the board of directors of the Company to resolve to accept the implementation of the Transactions (including expressing the Company’s opinion in support of the

Tender Offer and recommending that the Company's shareholders tender in the Tender Offer), expressing an opinion as to whether the Transactions are considered fair to the Company's general shareholders based on the foregoing ① through ③ and other factors; and conclusively compiling them in a written report and submitting such report to the board of directors of the Company.

II. The opinion of the Special Committee

The Special Committee unanimously submits the following opinion regarding the Consultation Matters as a result of its deliberations.

- ① The Transactions will contribute to enhancing the corporate value of the Company, and the purpose of the Transactions is reasonable;
- ② In light of the fact that the Special Committee was substantively involved in price negotiations during the price determination process and repeatedly requested that the Tender Offeror increase the price, that the finally proposed Tender Offer Price is considered to include a reasonable level of premium, and that such price significantly exceeds the upper limits of the ranges of valuation results under the market share price method and the comparable company analysis method calculated by SMBC Nikko Securities Inc. ("**SMBC Nikko Securities**") and also significantly exceeds the median value of the range of valuation results under the discounted cash flow method (the "**DCF Method**"), the terms and conditions of the Transactions (including the level of consideration for purchase, method of purchase, type of consideration for purchase, and other transaction terms and conditions) are fair;

- ③ In light of the fact that multiple measures have been taken to ensure the fairness of the procedures for the Transactions, the procedures relating to the Transactions are fair; and
- ④ The Transactions, including the Tender Offer, are fair for the general shareholders of the Company, and it is appropriate for the board of directors of the Company to pass a resolution to express the Company's opinion in support of the Tender Offer, recommend that the Company's shareholders tender in the Tender Offer, and accept the implementation of the Transactions.

III. Reasons for the opinion and details of the deliberations

1 Deliberations and considerations of the Special Committee

In preparing the report regarding the Consultation Matters, the Special Committee ① examined and reviewed the documents as it deems necessary for its deliberations (the “**Documents**”) including the documents listed in (A) to (H) below and publicly available materials such as securities reports, ② conducted interviews (to receive explanations and conduct question-and answer sessions regarding matters such as details of the Company's business activities and performance trends, management issues, the significance and purpose of the Transactions, the advantages and disadvantages for the Company anticipated due to the Transactions, and matters relating to the process of consulting and negotiating with the Tender Offeror) and written question-and answer sessions with the Company (to receive additional explanations regarding benefits (synergies) expected from the Transactions), ③ conducted interviews with the Tender Offeror and Mitsubishi Corporation (to receive explanations and conduct question-and answer sessions

regarding matters such as the purpose and background of the Transactions (including matters such as the significance of Mitsubishi Corporation's involvement in the Transactions), the terms and conditions of the Transactions, management policy following the Transactions (including the Company's autonomy and independence, the impact on the Company's stakeholders, including local businesses and employees, and Mitsubishi Corporation's policies regarding its involvement with the Company and the Tender Offeror following the completion of the Transactions, and the details of the involvement), and ④ received analysis and advice from SMBC Nikko Securities, a financial advisor and third-party valuation institution, as well as Oh-Ebashi LPC & Partners ("**Oh- Ebashi LPC & Partners**"), the Company's legal advisor, based on their professional expertise, and conducted necessary question-and answer sessions with these advisors.

- (A) the "letter of intent" submitted by the Tender Offeror and Mitsubishi Corporation to the Company as of June 22, 2026 (the "**Letter of Intent**");
- (B) the draft tender offer statement (the "**Draft Tender Offer Statement**") submitted by the Tender Offeror;
- (C) the written proposals relating to the tender offer price submitted by the Tender Offeror;
- (D) the share valuation report relating to the Company Shares received from SMBC Nikko Securities (the "**Share Valuation Report**");
- (E) the business plan prepared by the Company, which served as the basis for the share valuation in the Share Valuation Report (the "**Business Plan**");

- (F) the minutes of the meeting of the board of directors of the Company at which the resolutions relating to the Transactions, including the establishment of the Special Committee, were adopted;
- (G) the draft report of the Company's opinion regarding the Tender Offer (the **"Draft Report of Opinion"**); and
- (H) the draft press release regarding the Company's opinion on the Tender Offer (the **"Draft Opinion Press Release"**).

Further, as described in the Appendix, the Special Committee held a total of 13 meetings in the period between June 23, 2026 to September 7, 2026. All committee members attended every meeting, and detailed deliberations and examinations regarding the Consultation Matters were conducted for a total of approximately 16 hours and 50 minutes. In addition, the Special Committee engaged in reporting, information sharing, and deliberations, etc. through e-mail, etc. outside of meetings.

This Report is based on the assumptions that the explanations and materials received by the Special Committee by the date of this Report are all accurate and complete as of the date of this Report, that no information necessary to avoid information being misleading has been omitted, that there have been no changes to such information as of the date of this Report, and that there are no material facts or information, other than such explanations and materials, that may affect the contents of the report of the Special Committee. In addition, regardless of whether the Special Committee has approved any use of this Report by a third party (including the Tender Offeror and Mitsubishi Corporation; hereinafter the same), the Special Committee

will not be liable to any third party in connection with the Company's use of this Report.

2 Pros and cons of the Transactions (including whether the Transactions will contribute to enhancing the Company's corporate value)

(1) Introduction

The Special Committee determined that the Transactions will contribute to enhancing the Company's corporate value and that the purpose of the Transactions is reasonable, taking into account the following factors: ① with respect to the business environment surrounding the Company and management issues of the Company, the understanding of the Company, the Tender Offeror and Mitsubishi Corporation (collectively referred to as the "**Transaction Parties**") is generally consistent, and such understanding is considered reasonable, ② the Transaction Parties also have a generally common understanding of the benefits (synergies) expected from the Transactions, and, in relation to the Company's management issues that have been reasonably understood as described above, such benefits are considered likely to contribute to the resolution of such management issues, ③ with respect to the Company's management policy following the Transactions, it can be expected that due consideration will be given to the Company's autonomy and independence, and ④ from the perspective of enhancing corporate value, no alternative measure that is more effective than the Transactions can be found, and even if any disadvantages associated with the Transactions exist, they are not considered to outweigh the benefits expected from the Transactions.

(2) Business environment surrounding the Company and its management issues

The Transaction Parties describe the business environment and management issues of the Company as summarized below: ① the business environment surrounding the supermarket business, which is the core business of the Company, is facing a challenging environment due to the declining birthrate and aging and shrinking population, as well as increases and persistently high levels of personnel, energy, and real estate costs, and intensifying competition across business sectors with discount stores and drug stores, and ② in order for the Company to continue achieving sustainable growth under these circumstances, it is necessary to promptly address two challenges: (i) increasing sales and expanding profitability through the expansion of the number of stores, including the opening of new stores, through measures such as M&As, etc. primarily targeting the Chukyo region, diversification of store format, and product development and digitalization, and (ii) cost reduction. Accordingly, it can be said that the Transaction Parties have a generally common understanding regarding the business environment and management issues of the Company, as described above.

Each member of the Special Committee is an Outside Director of the Company and recognizes the business environment and management issues of the Company through his position, and the above understanding of the business environment and management issues of the Company held by the Transaction Parties is consistent with that of the Special Committee.

The Special Committee thus considers that the understanding of the business environment and management issues of the Company held by the Transaction Parties is reasonable in itself.

(3) Benefits (synergies) expected from the Transactions

A. The Tender Offeror's explanation of the benefits (synergies) expected from the Transactions

The Tender Offeror explained that, by making the Company a consolidated subsidiary of the Tender Offeror and delisting the Company Shares, it will be possible to implement collaborative measures in terms of product development, procurement, logistics, systems and human resources in a flexible and agile manner from a medium- to long-term perspective, and thereby, the following benefits (synergies) are expected: ① strengthening of store development functions / expansion of store network, primarily in the Chukyo area, including through M&A, ② increase in sales and gross profit through the utilization of products and data, as well as the expansion of the online supermarket business, ③ reduction of costs through joint procurement and joint purchasing, as well as improvement of efficiency through the sharing of process center operational know-how, ④ Strengthening of sales promotion, marketing, and settlement-related functions, as well as reduction of costs through the sharing of know-how and other means, ⑤ improvement of efficiency and reduction of costs, including through the utilization of AI and IT, as well as system standardization, ⑥ improvement of efficiency and reduction of costs through the sharing of store construction know-how and joint procurement, ⑦ sharing of know-how and development of human resources through personnel exchanges, and ⑧ improvement of the productivity and quality of corporate functions through the sharing of know-how and system standardization. The Tender Offeror has

explained that, while the specific details, timing for implementation, etc. for realization of these benefits (synergies) will be considered in the future, taking into account discussions with the Company, the Tender Offeror, at present, contemplates implementing the following initiatives with respect to ① to ⑧ above.

① Strengthening of store development functions / expansion of store network, primarily in the Chukyo area, including through M&A	• The Tender Offeror will provide the Company with its human resources and know-how regarding store development through secondments and personnel exchanges, thereby supporting the strengthening of the Company's store development functions. • The Tender Offeror and the Company will jointly collect information on and examine opportunities to expand the store network mainly in the Hokuriku and Chukyo areas and pursue the possibility thereof in such areas.
② Increase in sales and gross profit through the utilization of products and data, as well as the expansion of the	• The Tender Offeror will supply its private brand (PB) products and proprietary products to the Company, thereby expanding the Company's product lineup and improving its gross profit margin. Further, product development know-how based on the data held by the Tender Offeror will

online supermarket business	be provided, and product development will be jointly conducted by both companies. • The Tender Offeror will provide the Company with its know-how in utilizing its purchasing data and analyzing individual stores, thereby supporting the Company in optimizing product lineup, pricing and sales promotion at the individual store level, and in establishing a PDCA cycle. • After ascertaining market needs and commercial viability, the Tender Offeror will, as necessary, provide the Company with online supermarket business know-how that has been developed through its own online supermarket and e-commerce marketplace collaboration, etc., thereby supporting the expansion of the Company's online supermarket business. • The Tender Offeror will provide the Company with the know-how held by the Tender Offeror regarding the appropriate use of different store formats (multi-format), which is expected to be beneficial to the Company's store expansion.
③ Reduction of costs	• The Tender Offeror and the Company will work

through joint procurement and joint purchasing, as well as improvement of efficiency through the sharing of process center operational know-how	to improve transaction terms (cost reduction) by expanding transaction volumes through joint purchase and procurement of products, consumables, materials, etc. • The Tender Offeror will share its process center operational know-how with the Company and consider measures to improve processing efficiency, standardize quality, and enhance yield rates. • While seeking to improve procurement terms and conditions through joint purchase, joint procurement, etc., the Tender Offeror will respect the relationships that the Company has built with its business partners and local supply chains. Through continued dialogue with business partners, the Tender Offeror will aim to establish business relationships that are sustainable for both parties. The expansion of the Company's business through M&As and expansion of its store network is expected to benefit its business partners as well by increasing their transaction volumes.
④ Strengthening of	• The Tender Offeror will provide the Company

sales promotion, marketing, and settlement-related functions, as well as reduction of costs through the sharing of know-how and other means	with its sales promotion know-how (identifying target customers, promotional activities such as coupons and app campaigns, measuring effectiveness, etc.) based on utilization of the Tender Offeror's customer data to improve sales promotion efficiency and cost effectiveness. • By leveraging the knowledge of the Tender Offeror's own credit cards, comparing the fee rates, etc. of various cashless settlement services, and considering more efficient settlement schemes, the Tender Offeror will work to reduce settlement-related costs and strengthen customer contact points.
⑤ Improvement of efficiency and reduction of costs, including through the utilization of AI and IT, as well as system standardization	• The Tender Offeror will extend to the Company its ongoing initiatives to utilize AI and IT (demand forecasting, order optimization, labor-saving, streamlining headquarters operations, etc.). • The Tender Offeror will examine store systems such as point of sale, inventory, and shift management, including future integration and standardization, to reduce system costs and improve operational efficiency.

⑥ Improvement of efficiency and reduction of costs through the sharing of store construction know-how and joint procurement	• The Tender Offeror will share its know-how regarding store construction (design, specifications standardization, construction management, etc.) with the Company, and work to improve procurement terms (cost reduction) and enhance investment efficiency regarding store investment by jointly procuring furnishings, fixtures, construction materials, etc.
⑦ Sharing of know-how and development of human resources through personnel exchanges	• Mutual sharing of human resources, including secondments will be discussed between the Tender Offeror and the Company, and the Tender Offeror will promote the sharing of know-how and the development of personnel in relation to product development, store operation, data utilization, store development, corporate functions, etc. • Personnel exchanges will be promoted gradually upon mutual agreement, while respecting the Company's management system with roots in the local community and maintaining its employment framework.
⑧ Improvement of the productivity and	• In addition to sharing know-how regarding back-office and administrative functions such as

quality of corporate functions through the sharing of know-how and system standardization	financial accounting, personnel and labor, general affairs, and legal affairs, the Tender Offeror will consider possibilities such as system standardization to improve productivity and operational quality.
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Further, the Tender Offeror explained that, with the above benefits (synergies) to be generated by the Transactions, the Company's management issues that are understood by the Tender Offeror; namely, the issues such as (i) intensifying competition across business sectors against the backdrop of the declining birthrate and aging and shrinking population, (ii) the need to further improve profitability and productivity against increases in personnel and logistic costs, etc., (iii) development capabilities of PB products and proprietary products, utilization of data, and further enhancement of digitalization, and (iv) expansion of a growth platform through the opening of new stores in areas including the Chukyo area, and M&As, will be addressed through the measures such as (i) the expansion of the number of stores through store openings and M&As, (ii) improvement of store sales and gross profit through supply of PB products and proprietary products as well as product development know-how, (iii) cost improvement by joint procurement and joint purchasing, (iv) improvement of productivity through the utilization of data as well as AI and IT, and (v) personnel exchanges, etc., which will contribute to enhancing the corporate value of the Company.

B. Mitsubishi Corporation's explanation of the benefits (synergies) expected from the Transactions

Mitsubishi Corporation explained that: (i) among the benefits (synergies) described in ① through ⑧ under A. above, as explained by the Tender Offeror, regarding the business collaborations excluding certain parts of ① M&A and ⑧ corporate functions, Mitsubishi Corporation generally anticipates that the measures will be promoted through collaboration between the Company and the Tender Offeror; (ii) Mitsubishi Corporation anticipates that it will be more directly involved in areas such as enhancing the M&A planning framework and corporate functions, and plans to provide strong support for the implementation of those measures by continuing to dispatch seconded personnel; and (iii) Mitsubishi Corporation believes that, as the Company considers expanding into the Chukyo area, the Mitsubishi Corporation Group's network and know-how in M&A will boost the Company's growth. Furthermore, Mitsubishi Corporation has explained that, although there is a possibility that it may transfer its Company Shares to the Tender Offeror in the future, even in that case, its policy of continuing to support the Company as a shareholder of the Tender Offeror will remain unchanged.

As of September 8, 2026, Mitsubishi Corporation intends to execute with the Tender Offeror an agreement regarding non-tendering in the Tender Offer (the "**Non-Tender Agreement**"), under which Mitsubishi Corporation will agree that none of the Company Shares held by it (the "**Non-Tendered Shares**") will be tendered in the Tender Offer, and that if the Tender Offer is successfully completed, it will vote in favor of each proposal related to the Squeeze-Out Procedures at the Company's extraordinary shareholders meeting, as well as a shareholders

agreement regarding the Company's organization, operations, and other matters, and therefore it will not tender in the Tender Offer in the Transactions and will continue to hold the Company Shares after the successful completion of the Transactions. Mitsubishi Corporation explained that the advantages to the Company regarding the above points lie in the fact that, in achieving a singular enhancement of the Company's corporate value by leveraging the Tender Offeror's know-how, the Company will be able to fully utilize the know-how and personnel support of the Mitsubishi Corporation Group, with which both the Company and the Tender Offeror have long-standing relationships.

C. The Company's explanation of the benefits (synergies) expected from the Transactions

The Company has explained to the Special Committee that, regarding the benefits (synergies) expected from the Transactions, as set forth by the Tender Offeror in ① through ⑧ under A. above, the following benefits can be expected:

① Strengthening of store development functions / expansion of store network, primarily in the Chukyo area, including through	• Strengthening of the Company's store development functions by leveraging the Tender Offeror's personnel and know-how related to store development through secondments, personnel exchanges, and other means. • Acquisition of information regarding M&A through the Tender Offeror's network.
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M&A	• Execution of M&A transactions on a scale that would be difficult for the Company to achieve on its own.
② Increase in sales and gross profit through the utilization of products and data, as well as the expansion of the online supermarket business	• Expansion of the product lineup and differentiation from other stores through the sale of the Tender Offeror's PB products, etc. • Improvement of gross profit margins through the expansion of the scale of transactions. • Increase in number of store customers by introducing the Tender Offeror's know-how in utilizing its purchasing data and analyzing individual stores.
③ Reduction of costs through joint procurement and joint purchasing, as well as improvement of efficiency through the sharing of process center operational know-how	• Improvement of transaction terms by expanding transaction volumes through joint purchase and procurement of products, consumables, materials, etc. • Further improvement of production efficiency through the sharing of process center operational know-how.
④ Strengthening of sales promotion,	• Reduction of sales promotion costs and improvement of profitability, including through

marketing, and settlement-related functions, as well as reduction of costs through the sharing of know-how and other means	the verification of sales promotion effectiveness, by introducing know-how regarding sales promotion. • Reduction of settlement-related costs by improving fee rates for various cashless settlement and other methods.
⑤ Improvement of efficiency and reduction of costs, including through the utilization of AI and IT, as well as system standardization.	• More effective utilization of AI and IT through the sharing of the Tender Offeror's initiatives and know-how. • Reduction of system-related costs and improvement of operational efficiency through system standardization.
⑥ Improvement of efficiency and reduction of costs through the sharing of store construction know-how and joint procurement	• Reduction of costs related to store investments through the joint procurement of furnishings, fixtures, construction materials, etc. for store construction.
⑦ Sharing of know-how and development	• Strengthening of development of human resources through the sharing of know-how in

of human resources through personnel exchanges	relation to store operation, product development, data analysis, corporate functions, etc.
⑧ Improvement of the productivity and quality of corporate functions through the sharing of know-how and system standardization	Improvement of productivity and operational quality by promoting system standardization related to corporate functions.

The Company further explained as follows regarding Mitsubishi Corporation's continued holding of the Company Shares after the successful completion of the Transactions: while the Company has maintained a partnership with Mitsubishi Corporation, including through the dispatch of officers and executive employees pursuant to a business and capital alliance agreement, and recognizes Mitsubishi Corporation as a partner necessary to enhance the Company's corporate value, the Company believes that, if Mitsubishi Corporation continues to hold the Company Shares after the successful completion of the Transactions, through the utilization of not only the Mitsubishi Corporation Group's purchasing power but also the network, digital know-how, and services obtained from the Mitsubishi Corporation Group, as well as the dispatch of personnel necessary for the Company's growth through secondments, etc., the Company can expect to realize the benefits (synergies) expected from the Transactions, particularly: ② increase in sales and

gross profit through the utilization of products and data, as well as the expansion of the online supermarket business; ④ strengthening of sales promotion, marketing, and settlement-related functions and reduction of costs through the sharing of know-how and other means; and ⑦ sharing of know-how and development of human resources through personnel exchanges to a greater extent.

D. Assessment

The measures to enhance the Company's corporate value that the Company, the Tender Offeror, and Mitsubishi Corporation intend to implement following the implementation of the Transactions are not mutually contradictory and are concrete measures based on the business environment surrounding the Company and its management issues. While the Transaction Parties generally share a common understanding regarding the benefits to be derived from the implementation of these measures to enhance the corporate value, in other words, the benefits (synergies) of the Transactions, since these benefits (synergies) are expected to resolve the Company's management issues, as described below, the Transactions are considered to contribute to the enhancement of the Company's corporate value.

(A) Enhancement of product appeal and procurement capabilities

- The Company can expect to expand the product lineup and improve its product competitiveness by mutually utilizing the product development capabilities and private brand (PB) product lineup held by the Tender Offeror and the product lineup cultivated by the Company alongside customers in the local community.

- The Company still faces a difficult business environment, such as the continued rise in prices and increased costs, including personnel costs and logistics costs, but the Company can expect to improve transaction terms (cost reduction) and profit margins by expanding transaction volumes through purchase and procurement of products, consumables, materials, etc. jointly with the Tender Offeror. Furthermore, the Company can expect to improve sales promotion efficiency and reduce costs through the provision of know-how regarding the sales promotion and settlement system based on the utilization of the Tender Offeror's customer data.
- The Company can expect to improve productivity by leveraging the Tender Offeror's logistics center and process center operational know-how.

(B) Enhancement of business foundation through strategic AI and IT investment

- In the fourth medium-term management plan, the Company has established and is working on a priority policy called "Systems: Strengthening of the Business Foundation for Sustainable Growth." By acting together with the Tender Offeror to utilize the Tender Offeror's store systems such as point of sale, inventory, and shift management as well as know-how to leverage AI and IT (demand forecasting, order optimization, labor-saving, streamlining headquarters operations, etc. based on purchasing data and individual store analysis), the Company can expect to achieve greater operational efficiency (reduction of system-

related costs and improvement of operational efficiency), productivity improvements, and increase in customer numbers and sales than it could by pursuing these initiatives on its own.

(C) Enhancement of store opening framework, including through M&A

- While it is considered that there is no geographic overlap between the Company's trade areas, the Hokuriku and Chukyo areas, and the Tender Offeror's trade areas, the Tokyo metropolitan area and the Kinki region, and that there is a mutually complementary relationship, through the integrated operation of both companies' store networks and area strategies and developing optimal business formats depending on the characteristics of the trade area, the Company can expect to strengthen the business foundation across a wider area (wide area centered around Tokyo, Nagoya, and Osaka) and expand the value provided to local customers.
- The Company can expect to enhance its corporate value by utilizing the Tender Offeror's store development functions and know-how, as well as know-how regarding the appropriate use of different store formats to pursue opportunities for store openings in the Chukyo area, which was promoted in the fourth medium-term management plan, and by utilizing the network, know-how, and implementation systems regarding M&A possessed by the Tender Offeror and the Mitsubishi Corporation Group, to jointly explore growth opportunities, including through M&A.

- The Company can expect to reduce costs associated with store investments themselves through the sharing of the Tender Offeror's personnel and know-how related to store construction, as well as the joint procurement of furnishings, fixtures, construction materials, etc.

(D) Sharing of know-how through personnel exchanges and system standardization

- The sharing of know-how and the development of human resources can be expected through personnel exchanges, including secondments between the Company and the Tender Offeror, as well as secondments from Mitsubishi Corporation to the Company.
- Improvements in productivity and operational quality can be expected by promoting system standardization related to corporate functions.

(4) The Company's management policy after the successful completion of the Transactions

The Company expressed the view that, in implementing the Transactions, it is important that relationships with local businesses, including financial institutions, and local residents are respected even after the Transactions, and that the Company's autonomy and independence in its business operations, including product contents and various sales promotion measures, are respected.

In this regard, the Tender Offeror explained that: ① even after the Transactions, the Tender Offeror intends to achieve sustainable growth for both the Tender Offeror and the Company and enhance their corporate value by utilizing the

management resources possessed by the Company and the Tender Offeror, while respecting the management philosophy of the Company and its business operations with roots in the local community; ② in the group's management within the Tender Offeror, the Company will be positioned as a core operating company in the Hokuriku and Chukyo areas, and while maintaining a cooperative relationship with Mitsubishi Corporation, which will continue to hold the Company Shares after the Transactions, the basic policy will be for the Company's stores to continue operating under the existing trade name, with the aim of maintaining the Company's sustainable growth and strengthening its business base; and ③ with respect to the management system of the Company, while respecting its autonomy and independence in both financial and human resources matters and ensuring flexibility in management based on regional characteristics, the Tender Offeror will support the further growth of the Company by utilizing the management resources, know-how, and business opportunities of the Tender Offeror Group in terms of product procurement, logistics, systems, human resources development, and other fields. Mitsubishi Corporation has also explained that the Company's brand and history in the Hokuriku region are its greatest assets and that Mitsubishi Corporation intends to respect them to the fullest extent.

The Special Committee also believes that, given that the foundation of the Company's corporate value is based on the fact that the Company is the only listed company in the Hokuriku region that operates a food supermarket business and has conducted business operations with roots in the local community, respecting the autonomy and independence of the Company's management following the

Transactions is important to maintain and enhance the Company's corporate value. Based on the explanations provided by the Tender Offeror and Mitsubishi Corporation, it can be expected that the autonomy and independence of the Company's management will be respected and taken into consideration even after the Transactions. In light of this as well, it is considered that the Transactions will contribute to enhancing the Company's corporate value.

(5) Examination of the disadvantages of the Transactions and other alternatives

A. Disadvantages of the Transactions

The Company has pointed out that, the fact that the Company Shares will be delisted as a result of the Transactions, which means there will no longer be any listed companies that operate food supermarket businesses in the Hokuriku region, may not necessarily be welcomed by shareholders, local residents, and local businesses, and that, among the Company's employees, those who take pride in working for a listed company may view this negatively. Furthermore, in cases of delisting such as the Transactions, it can generally be pointed out as disadvantages that companies may no longer be able to raise funds from capital markets, nor enjoy the advantages of being a listed company, such as gaining social credibility from external parties, including business partners, maintaining their name recognition, and securing outstanding personnel through recruitment activities based on these factors.

In this regard, according to the Company, the Company considers that it is necessary to provide courteous explanations regarding the Transactions to its existing stakeholders, and the Company has also explained to the Tender Offeror

that, as a company with its foundation in the Hokuriku region, the Company cannot accept an approach that disregards its existing stakeholders. Furthermore, with regard to recruitment, given that employees have recently placed more importance on factors such as a company's characteristics, its contribution to the local community, and working conditions, including salary levels and employee benefits, and considering that the offeror in the Tender Offer is the Tender Offeror, which has social standing, the Company believes that the Transactions will not result in any particular disadvantages in terms of securing personnel.

In addition, as described in (4) above, the Tender Offeror has also explained that the Tender Offeror will respect the Company's autonomy and independence regarding its management system and ensure management flexibility that takes regional characteristics into account, and that, since it intends to provide courteous explanations to stakeholders, including the Company's employees, local businesses, and major shareholders, fundraising through the Tender Offeror Group will still be possible even after the delisting of the Company Shares, and both the Tender Offeror Group and the Company already possess a certain level of social standing and business foundation, the disadvantages described above are limited and are outweighed by the benefits of enhanced corporate value resulting from the Transactions. Moreover, Mitsubishi Corporation has explained that, although the Company Shares will be delisted as a result of the Transactions, since the Tender Offeror is a listed company, and the Company will be able to leverage the Tender Offeror Group's creditworthy and fundraising capability following the Transactions, Mitsubishi Corporation does not anticipate any significant disadvantages resulting from the Transactions, and that it will give due

consideration to providing explanations to stakeholders, including the Company's employees and business partners.

In this regard, the Special Committee finds no particular unreasonable aspects in the explanations provided by the Transaction Parties regarding the disadvantages of the Transactions on the Company's recruitment and fundraising. In addition, the Tender Offeror and Mitsubishi Corporation have indicated their intention to provide courteous explanations to the Company's stakeholders. Given that such explanations are expected to mitigate any negative perceptions regarding the Transactions, the disadvantages resulting from the Transactions, if they exist at all, are not considered to pose any significant obstacle to the enhancement of the Company's corporate value, nor are they considered to outweigh the benefits (synergies) expected from the Transactions, in other words, the advantages resulting from the Transactions, as described in (3) above.

B. Examination of other alternatives

If other transactions for the Company could realize the various benefits (synergies) described in (3) above without delisting, that fact would constitute a factor that diminishes the reasonableness of the Transactions, which involve delisting.

In this regard, the Tender Offeror has explained that (i) in order to realize integrated management measures in terms of product development, procurement, logistics, systems, and human resources contemplated by the Tender Offeror, in addition to the need for company-wide collaboration, there might be certain investment burdens and temporary performance impacts with respect to the

standardization of core systems, optimization of logistics locations, human resources investment, etc., and these measures require agile implementation from a medium- to long-term perspective; in a capital alliance or similar arrangement that maintains the Company Shares' listing, the implementation of these measures could be subject to certain restrictions in consideration of conflicts of interest with minority shareholders and the short-term market valuation, and (ii) based on the fact that the realization of company-wide and integrated benefits (synergies) would be limited in a partial alliance such as a joint venture, it is necessary to delist the Company Shares, enable integrated management through capital ties, and establish an environment that allows flexible and agile implementation of measures based on a medium- to long-term perspective.

The Company has also explained that if it were to collaborate with the Tender Offeror while maintaining the Company Shares' listing, the scope and level of such collaboration would be limited; in addition, if the Company Shares were delisted, it could expect to reduce costs related to its listing status, even if the amount of such reduction is not particularly large; and therefore, from the perspective of maximizing the benefits (synergies) resulting from the Transactions, it is best to promote various measures under a closer relationship with the Tender Offeror.

Furthermore, regarding the delisting of the Company Shares, Mitsubishi Corporation has explained that (i) it would enable agile implementation of upfront investments and other measures from a medium- to long-term perspective, without being constrained by short-term market valuations; (ii) it would enable the group to work together as a unified entity without constraints on matters requiring

confidentiality, such as products, procurement, data, and system integration; and (iii) there would be advantages such as a reduction in the costs of maintaining the listing status; on the other hand, assuming that the Company Shares' listing is maintained, based on the fact that investments by the Tender Offeror and Mitsubishi Corporation would be limited, certain restrictions might arise regarding the Tender Offeror's provision of core functions and management resources, including products (such as PB products) and store operation know-how.

The explanations provided by the Transaction Parties indicate that maintaining the Company Shares' listing would pose obstacles to the implementation of various measures to realize the benefits (synergies) described in (3) above, and the Special Committee finds no particular unreasonable aspects in those explanations. Based on the above, the Special Committee believes that no other transaction can be anticipated in which the benefits (synergies) described in (3) above could be realized without delisting.

In the Transactions, it is anticipated that the Company will not become a wholly-owned subsidiary of the Tender Offeror and that Mitsubishi Corporation will remain as a shareholder of the Company. In this regard, from the perspective of realizing the benefits (synergies) described in (3) above, making the Company a wholly-owned subsidiary of the Tender Offeror is, in principle, a conceivable option. However, Mitsubishi Corporation has stated that its role among the Transaction Parties after the Transactions is to create a "virtuous cycle of contribution and strengthening," in which "contributing to retailers" and "strengthening of the functions of the Mitsubishi Corporation Group" mutually

reinforce one another through the C2B strategy² promoted by Mitsubishi Corporation. If Mitsubishi Corporation remains as a shareholder of the Company after the successful completion of the Transactions and is thereby in a position to directly enjoy the benefits of the Company's growth, it can be expected that Mitsubishi Corporation will fulfill the aforementioned role more proactively. In that sense, it can be assessed that Mitsubishi Corporation remaining as a shareholder of the Company after the successful completion of the Transactions will contribute to enhancing the Company's corporate value. Furthermore, given that Mitsubishi Corporation is the Tender Offeror's major and largest shareholder, and that the Tender Offeror is an equity-method affiliate of Mitsubishi Corporation, it is difficult to imagine that Mitsubishi Corporation remaining as a shareholder of the Company after the successful completion of the Transactions would pose any particular obstacle to the Tender Offeror's implementation of initiatives to enhance the Company's corporate value. Rather, it is considered that Mitsubishi Corporation, as the Tender Offeror's major and largest shareholder, would actively support the aforementioned initiatives. Therefore, the Special Committee does not believe that Mitsubishi Corporation remaining as a shareholder of the Company after the successful completion of the Transactions diminishes the reasonableness of the Transactions.

² This is an initiative promoted by Mitsubishi Corporation to create "better lifestyles (Smart-Life)" by mutually strengthening B2C and B2B businesses. In relation to the retail industry, including supermarkets, the initiative consists of the following three-layer structure: (i) contribution to the enhancement of corporate value by supporting the resolution of management issues of various retailers in which Mitsubishi Corporation has invested; (ii) contribution to the resolution of issues of retailers by leveraging the functions of B2B businesses of the Mitsubishi Corporation Group, such as Mitsubishi Shokuhin Co., Ltd., MCD3 Inc., and Loyalty Marketing, Inc., strengthening of the Mitsubishi Corporation Group's B2B businesses in such process, and creation of continuous value by providing these enhanced functions back to the retailers; and (iii) future realization of provision of value that includes services such as advertising and healthcare.

(6) Brief summary

The explanations provided by the Company, the Tender Offeror, and Mitsubishi Corporation regarding matters such as the business environment surrounding the Company and management issues of the Company, as well as the future outlook for the Company's business, are reasonable. Implementation of the Transactions is expected to create the various benefits (synergies) described in (3) above and lead to the resolution of the Company's management issues. Even when taking into account certain disadvantages described in (5) A. above that are anticipated as a result of the Transactions, it is deemed that the Transactions will contribute to the enhancement of the Company's corporate value.

Based on the above, the Special Committee has determined that the purpose of the Transactions is reasonable.

3 Fairness of the terms and conditions of the Transactions (including whether the level of consideration for purchase, method of purchase, type of consideration for purchase, and other transaction terms and conditions are fair)

(1) Obtainment of a share valuation report from an independent third-party valuation institution

A. Details of the Share Valuation Report, etc.

The Company obtained the Share Valuation Report from SMBC Nikko Securities, a third-party valuation institution that is independent from the Tender Offeror, Mitsubishi Corporation, and the outcome of the Transactions. The Special

Committee received a detailed explanation from SMBC Nikko Securities regarding the valuation methods and other factors used in the Share Valuation Report.

According to the Share Valuation Report, the range of the per-share value of the Company Shares is as follows, respectively: under the market share price method, from 2,517 yen to 2,527 yen, with September 7, 2026 set as the base date for valuation, based on, the 2,524 yen simple average of the closing price during the past one month period up to the base date on the Tokyo Stock Exchange Prime Market, the 2,517 yen simple average of the closing price during the past three month period up to the same date, and the 2,527 yen simple average of the closing price during the past six month period up to the same date); under the comparable company analysis method, from 2,083 yen to 2,547 yen, calculated using EBITDA multiples for corporate value after selecting the following companies as listed companies which engage in similar businesses to that of the Company: the Tender Offeror, United Super Markets Holdings Inc., Valor Holdings Co., Ltd., FUJI CO., LTD., BLUE ZONES HOLDINGS CO., LTD., ARCS COMPANY, LIMITED, AEON KYUSHU Co., Ltd., IZUMI Co., Ltd., HEIWADO CO., LTD., Belc CO., LTD., Maxvalu Tokai Co., Ltd., Aeon Hokkaido Corporation, Axial Retailing Inc., RETAIL PARTNERS CO., LTD., OKUWA Co., Ltd., Halows Co. Ltd., Mami-mart Holdings Corporation, Eco's Co., Ltd., and Tenmaya Store Co., Ltd.; and under the DCF Method, from 2,311 yen to 4,148 yen, based on various factors, including the Business Plan and publicly available information, to calculate the corporate value and share value of the Company by discounting the free cash flow expected to be generated by the Company in the future in the second quarter of the fiscal year ending March 31, 2027 and beyond to present value at a certain discount rate.

The Company plans to announce a downward revision (the “**Downward Revision**”) to its consolidated earnings forecasts for the second quarter (interim) and full fiscal year ending March 31, 2027 on September 8, 2026. The Downward Revision is made to revise its earnings forecasts for the interim period and the full fiscal year due to the following reasons: (i) in addition to intensifying competition within the Company’s trade area, store renovations scheduled for the first half of the fiscal year could not be implemented as scheduled due to delays in procuring construction materials and other factors; (ii) due to a decline in revenue caused by delays in store renovations, as well as the impact of rising prices for packaging materials and other supplies and increased utility costs during the period, consolidated operating revenue, consolidated operating income, consolidated ordinary income, and net income attributable to owners of the parent for the interim period are expected to fall short of forecasts; and (iii) furthermore, even taking into account the expected improvements in the second half of the fiscal year, it may not be sufficient to offset the decline in profitability during the first half. According to SMBC Nikko Securities, given that (i) while the Downward Revision does affect the valuation of the Company Shares under the DCF Method, the impact is considered extremely minor; (ii) the announcement of the Downward Revision is required under the Listing Regulations because the details of the Downward Revision fall under the grounds prescribed in Article 405, Paragraphs 1 and 3 of the Listing Regulations and Article 407 of the Enforcement Rules for the Listing Regulations, and is therefore required regardless of the Transactions; and (iii) furthermore, the Downward Revision is planned to be announced simultaneously with the Transactions and, in such case, it cannot affect the market price during the

valuation period for the Tender Offer Price (defined in (2) below), it is considered that the Downward Revision and its announcement are not intended to deliberately lower the market price of the Company Shares.

The Special Committee conducted question-and-answer sessions with SMBC Nikko Securities regarding matters including the selection of valuation methods; analysis of market prices and trading volume under the market share price method; comparable companies and their financial indicators, etc. under the comparable company analysis method, the Business Plan which serves as the basis for valuation under the DCF Method; financial forecasts based on the Business Plan; method for calculating terminal value; and basis for calculating the discount rate. After examining the discrepancies in the valuation results, the Special Committee found no aspects that were unreasonable in light of general valuation practices.

B. The Business Plan that serves as the basis for valuation under the DCF Method

The Company's financial forecasts that serve as the basis for valuation under the DCF Method are based on the Business Plan, which covers the five fiscal years from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2031. The Company explained, among other things, that ① the Business Plan was prepared by the Company after the commencement of examination of the Transactions, based on the fourth medium-term management plan (from the fiscal year ended March 31, 2025 to the fiscal year ending March 31, 2027) announced in April 2024 prior to the commencement of examination of the Transactions and based on past performance, for the purpose of serving as reference material for

SMBC Nikko Securities' share valuation; ② in preparing the Business Plan, operating revenue projections incorporate factors such as growth at existing stores and increases in operating revenue due to new store openings, while expenses are examined by categorizing them into expense items linked to sales revenue and expense items necessary for future business growth; ③ while the Business Plan was prepared based on financial forecasts for the fiscal year ending March 31, 2027 and the current business environment at the time of preparation, with respect to the fourth medium-term management plan of the Company, the plan's target for new store openings has not been achieved and therefore the earning forecast for the fiscal year ending March 31, 2027 in the Business Plan differs from those indicated as significant management indicators for the fiscal year ending March 31, 2027 in the medium-term management plan of the Company; ④ it was prepared under the leadership of Hideaki Fujii, Director, Senior Executive Officer, Head of Administration Division, after a series of discussions with each executive officer (excluding Ryo Higasa ("**Mr. Higasa**"), Director, Executive Officer, who is an employee of Mitsubishi Corporation), and was approved at the management meeting held on July 7, 2026 (attended by all Executive Officers and Full-time Corporate Auditors of the Company; however, Mr. Higasa has not participated in the deliberation or resolution); ⑤ in the financial forecast for the fiscal year ending March 31, 2030 based on the Business Plan, while a certain increase in operating profit is expected, an increase in free cash flow is expected due to capital investment in new store openings at approximately the same level as the previous year; ⑥ while the Downward Revision revises the earnings forecast for the fiscal year ending March 31, 2027, the Company does not believe that it will affect

earnings for the fiscal year ending March 31, 2028 and beyond; and ⑦ in preparing the Business Plan, no party who had an interest in the Tender Offeror or Mitsubishi Corporation was involved.

In this regard, given that the Business Plan was prepared by officers and employees who have no interest in the Tender Offeror or Mitsubishi Corporation, no unreasonable aspects are found in the process of preparing the Business Plan.

Furthermore, in the Business Plan, calculations are made based on the figures in the fourth medium-term management plan announced prior to the commencement of examination of the Transactions (actual figures for the period from the fiscal year ended March 31, 2025 to the fiscal year ended March 31, 2026, and forecast figures for the fiscal year ending March 31, 2027), and for the four fiscal years from the fiscal year ending March 31, 2028 to the fiscal year ending March 31, 2031, calculations are made based on the actual results from past fiscal years (such as track records of new store openings, sales increases resulting from renovations of existing stores, and actual labor cost ratios). In conclusion, even assuming that selling, general, and administrative expenses, including personnel costs, will increase year by year and based on financial forecasts reflecting factors such as the revision of the earnings forecast for the fiscal year ending March 31, 2027 by the Downward Revision, the projections indicate that consolidated operating revenue, consolidated operating income, consolidated ordinary income, and consolidated net income for the four fiscal years above will exceed the previous year's figures. Regarding these calculation results, the Special Committee conducted question-and-answer sessions with the Company and conducted a verification, while also taking into account financial advice received from SMBC Nikko Securities. In such

calculations, no evidence is found that the calculations were intentionally understated (including preparation of the Business Plan based on excessively conservative estimates) with the intent of lowering the valuation of the Company Shares.

Based on the above, no unreasonable aspects are found in the preparation process or content of the Business Plan, and it is deemed reasonable to use the Business Plan for the purpose of share valuation.

(2) The Tender Offer Price

The purchase price per share of the Company Shares in the Tender Offer (the “**Tender Offer Price**”) (3,780 yen) significantly exceeds the upper limits (2,527 yen and 2,547 yen, respectively) of the range of valuation results under the market share price method and the comparable company analysis method set forth in the Share Valuation Report. Furthermore, the Tender Offer Price is considered to significantly exceed the median (3,229.5 yen) of the range of valuation results under the DCF Method set forth in the Share Valuation Report.

In addition, the Tender Offer Price (3,780 yen) includes a 51.14% premium on the 2,501 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market on September 7, 2026, which is the business day immediately preceding the scheduled announcement date of the Tender Offer, a 49.76% premium on the 2,524 yen simple average of the closing price during the past one month period up to the same date, a 50.18% premium on the 2,517 yen simple average of the closing price during the past three month period up to the same date,

and a 49.58% premium on the 2,527 yen simple average of the closing price during the past six month period up to the same date.

In addition, compared to the premium levels in 88 tender offer cases which can be considered similar to the Transactions and are intended to delist shares, publicly announced during the period from the publication of the “Fair M&A Guidelines - Enhancing Corporate Value and Securing Shareholders’ Interests -” dated June 28, 2019 by the Ministry of Economy, Trade and Industry (the “**Fair M&A Guidelines**”) to June 12, 2026 (among the cases where the offeror intended to make the target a wholly-owned subsidiary, cases where the offeror’s ownership ratios, including that of its special related parties, were less than 20% as of the business day immediately preceding the announcement (however, this excludes cases that fall under management buyouts, and cases where the target company is a real estate investment trust (REIT)), (the premium levels of which were (47.77%, 50.26%, 51.08%, and 53.62%) on the closing price on the business day immediately preceding the announcement, and the simple averages of the closing prices during the one month period immediately preceding the announcement, the three month period immediately preceding the announcement, and the six month period immediately preceding the announcement, respectively), the premium level of the Tender Offer Price can be assessed as representing a substantial premium.

In light of the above, the Tender Offer Price is deemed to be a reasonable price, including a premium at a reasonable level.

The Tender Offer Price (3,780 yen) is approximately 5% lower than the book value of net assets per share (3,961.32 yen), which is calculated by dividing the

Company's consolidated book value of net assets as of June 30, 2026 (33,098 million yen) by the number of issued shares (8,355,309 shares), net of treasury shares held by the Company. However, since the book value of net assets does not reflect future profitability, it is not considered reasonable to place significant weight on the book value of net assets per share when calculating the corporate value of the Company as a going concern. Furthermore, in the first place, the book value of net assets does not represent liquidation value, and even if the Company were to be liquidated, in light of the fact that it is reasonably expected that losses or additional costs will be incurred due to liquidation, such as reductions in inventory value due to early sales, demolition costs for store buildings and process centers, soil contamination survey costs, etc., costs for restoring the property to its original state, penalty, and other expenses arising from the termination of lease agreements and other contractual relationships pertaining to land and buildings, additional severance pay for employees, fees for legal and other professionals, it is anticipated that the Company's liquidation value would, in reality, be significantly lower than its book value of net assets (Since the Company does not actually plan to undergo liquidation, it has not obtained estimates for the various costs associated with liquidation, nor has it conducted a comparative analysis with a hypothetical liquidation value, which is calculated by taking into account the Tender Offer Price and total liquidation costs calculated based on specific estimates.). Therefore, the Special Committee does not believe that the Tender Offer Price (3,780 yen) being lower than the Company's book value of net assets per share negates its reasonableness.

(3) Fairness of the procedures in the negotiation process

As described in “4 Fairness of the Procedures of the Transactions (including whether adequate procedures are in place to ensure the fairness of the transaction terms and conditions)” below, it is deemed that multiple measures have been taken to ensure the fairness of the transaction terms and conditions for the procedures followed in the negotiation process leading to the Transactions, including the Tender Offer, including the fact that the Special Committee is substantively involved in price negotiations during the price determination process, and the Special Committee has determined that these procedures are fair. The Tender Offer Price (3,780 yen) was determined taking into account the results of such negotiation.

(4) Reasonableness of the method of the Transactions

The Transactions are planned to be implemented as a two-step acquisition consisting of the implementation of the Tender Offer by the Tender Offeror, with cash as consideration, followed by the Squeeze-Out Procedures through the subsequent Share Consolidation.

The method of implementing a tender offer as the first step and a share consolidation as the second step is generally adopted in cases of delisting of listed companies' shares, and it allows for a petition filed with the court for price determination following a demand for the purchase of shares.

Furthermore, while general shareholders who did not tender in the Tender Offer will ultimately receive cash in the Share Consolidation that is planned to be implemented after the Tender Offer, the Tender Offeror plans to, upon implementing the Share Consolidation, set the amount of cash to be delivered to

the Company's shareholders (excluding the Tender Offeror, Mitsubishi Corporation, and the Company) as consideration equivalent to the Tender Offer Price multiplied by the number of Company Shares held by each such shareholder, and plans to request the Company to file a petition with the court for permission for a sale by private contract. Furthermore, this intention is planned to be disclosed to general shareholders through the tender offer statement and other documents. Therefore, the method of the Transactions is deemed reasonable, given that it is a general practice adopted in cases similar to the Transactions and that general shareholders are provided with an opportunity to raise objections regarding the consideration for the purchase.

(5) Brief summary

Based on the above, as a result of careful discussion and examination by the Special Committee, in light of the fact that the Special Committee was substantively involved in the price negotiations during the price determination process and repeatedly requested that the Tender Offeror increase the price, that the finally proposed Tender Offer Price is considered to include a reasonable level of premium, and that such price significantly exceeds the upper limits of the range of valuation results under the market share price method and the comparable company analysis method calculated by SMBC Nikko Securities and also significantly exceeds the median value of the range of valuation results under the DCF Method, the Special Committee has determined that the terms and conditions of the Transactions (the level of consideration for purchase, method of purchase, type of consideration for purchase, and other transaction terms and conditions) are fair.

- 4 Fairness of the Procedures of the Transactions (including whether adequate procedures are in place to ensure the fairness of the transaction terms and conditions)
- (1) Establishment of an independent special committee and status of deliberations, etc.

By a resolution at the meeting of the board of directors of the Company held on June 23, 2026, the Company established the Special Committee with the aim of eliminating arbitrariness in decision-making regarding the Transactions and ensuring the fairness, transparency and objectivity of the decision-making process. As stated below, the Special Committee consists of members with expertise who are independent from the Transaction Parties and the Transactions themselves. The Special Committee has been granted authority enabling it to be substantially involved in the Transactions, and in fact, has been substantially involved in the Transactions after prompt commencement of examination, including approving the appointment of advisors by the Company. Taking these points into consideration, the fact of the establishment, etc. of the Special Committee can be said to ensure the fairness of the procedures of the Transactions.

A. Composition of committee members, etc.

Mr. Tatsuya Kaseda, who was appointed as the chairperson of the Special Committee through mutual selection among the Special Committee members, has abundant experience and deep insight as a corporate manager. Mr. Atsuki Matsumura, who is a Special Committee member, possesses expert knowledge and abundant experience in tax affairs, financial affairs, and accounting as a certified public accountant and certified public tax accountant. Moreover, Mr. Toshihiko

Yamaguchi, who is a Special Committee member, has legal expertise and abundant experience as an attorney at law. Given that none of those three Special Committee members has special interests in the Tender Offeror and Mitsubishi Corporation and that all of those members have served as independent officers at the Company, the Special Committee is independent from the Tender Offeror, Mitsubishi Corporation, and the Company.

Additionally, the only compensation for the Special Committee members is fixed compensation to be paid irrespective of the outcome of the Transactions, and does not include any contingency fee to be paid conditional upon the completion of the Transactions or other event. Therefore, the Special Committee is also independent from the outcome of the Transactions.

B. Grant, etc. of necessary authority

Upon the Special Committee examining the Consultation Matters, it is considered necessary to grant authority enabling the Special Committee to be substantially involved in the Transactions. The Company has granted the Special Committee the following authority enabling the Special Committee to be substantially involved in the Transactions:

- ① the authority to conduct an investigation related to the Transactions (including asking questions, and requesting explanations or advice from, the Company's officers and employees in relation to the Transactions or the Company's external advisors pertaining to the Transactions, regarding matters necessary for the examination of the consultation matters referred to the Special Committee) at the Company's expense;

- ② the authority to be substantially involved in the process of negotiating the terms and conditions, etc. of the Transactions (including, as necessary, giving instructions or making requests concerning the policy for negotiations with the Tender Offeror and conducting negotiations itself with the Tender Offeror);
- ③ the authority to approve external advisors of the Company appointed by the Company (including ratification after fact); and
- ④ the authority to appoint its own external advisors at the Company's expense, as necessary.

When consulting the Special Committee, the decision-making of the Company's board of directors concerning the Transactions will accord the utmost respect to the content of the determinations made by the Special Committee, and the Company has resolved that, if the Special Committee determines that the terms and conditions regarding the Transactions are not appropriate, the Company's board of directors shall not make a decision to conduct the Transactions.

C. Status of examination at the Special Committee

The Special Committee was established on June 23, 2026, the day immediately following the day on which the Tender Offeror and Mitsubishi Corporation submitted the Letter of Intent to the Company, and held its first meeting on the same date. Thus, in the Transactions, an examination was commenced by the independent Special Committee at an early stage.

Moreover, the Special Committee has carefully examined the Consultation Matters by holding a total of 13 meetings in the period between June 23, 2026 and

September 7, 2026, for a total of approximately 16 hours 50 minutes, as well as engaging in reporting, information sharing, deliberations, etc. through e-mail, etc. outside of meetings.

Specifically, the Special Committee has been substantially involved in the process of negotiating, by: ① approving the appointment of advisors by the Company (including ratifying after fact) as stated in D. below, and the Company's internal examination framework for the Transactions; ② confirming and examining the Documents; ③ confirming and approving the reasonableness of the process of formulation and contents of the Business Plan after receiving an explanation from the Company concerning the content, key assumptions, and the background of preparation of the Business Plan, while taking into account the advice received from SMBC Nikko Securities from a financial perspective; ④ conducting interviews with the Company, the Tender Offeror, and Mitsubishi Corporation; ⑤ examining measures to be taken to ensure fairness in the Transactions, while taking into account an explanation from and question-and-answer sessions with Oh-Ebashi LPC & Partners; ⑥ examining the reasonableness of the results of valuation of the Company Shares, while taking into account an explanation from and question-and-answer sessions with SMBC Nikko Securities concerning the valuation methods and details thereof; and ⑦ holding discussions regarding requests to the Tender Offeror for an increase in the Tender Offer Price and submitting opinions to the Company up to receiving a final proposal from the Tender Offeror, while taking into account reports received from the Company concerning the background and details of discussions and negotiations pertaining to the Transactions between the Tender Offeror and the Company.

D. Approval for the appointment, etc. of advisors by the Company

On June 23, 2026, the Company appointed SMBC Nikko Securities as a financial advisor and third-party valuation institution and Oh-Ebashi LPC & Partners as a legal advisor, both of which are independent of the Tender Offeror, Mitsubishi Corporation, and the Company. The Special Committee approved the appointment of those advisors by the Company after confirming their independence.

Given that the Special Committee is granted authority to appoint its own external advisors at the Company's expense as necessary, the Special Committee has also examined whether or not its own advisors are required. As a result, the Special Committee determined not to appoint its own advisors, taking into account the following matters: ① with respect to SMBC Nikko Securities, there are no issues with its independence regarding the Transactions, and SMBC Nikko Securities has been conducting share valuations that match the actual conditions of companies by making full use of its expertise as well as abundant experience and know-how, has abundant experience regarding services which contribute to price negotiations and other discussions with the Tender Offeror, and is deemed to have a high degree of expertise; ② with respect to Oh-Ebashi LPC & Partners, there are no issues with its independence regarding the Transactions, and Oh-Ebashi LPC & Partners has abundant experience regarding M&A similar to the Tender Offer and is deemed to have a high degree of expertise; and ③ in addition to ① and ② above, since each advisor has no conflicts of interest with the Transaction Parties and the Transactions, the Special Committee has approved the appointment of those

advisors by the Company after determining that the Special Committee is able to request professional advice in reliance on those advisors.

Additionally, since the receipt of the Letter of Intent from the Tender Offeror and Mitsubishi Corporation on June 22, 2026, the Company has established an examination framework consisting of two directors (Mr. Hideaki Fujii and Mr. Hiroki Ueno), three executive officers, and three employees of the Company (a total of only eight people). The Special Committee has also approved the establishment of such examination framework.

- (2) Obtainment by the Company of a share valuation report from an independent third-party valuation institution

When expressing its opinion regarding the Tender Offer, the Company requested SMBC Nikko Securities to calculate the share value of the Company Shares, and obtained the Company Share Valuation Report.

In this regard, SMBC Nikko Securities is not a related party of the Tender Offeror, Mitsubishi Corporation, or the Company, and has no material interest in the Transactions, including the Tender Offer. In addition, regarding SMBC Nikko Securities' compensation in relation to the Transactions, the arrangement involves setting multiple milestones in the process of the Transactions and making payments (fixed) upon the achievement of each milestone. For SMBC Nikko Securities, given the uncertainty regarding the outcome of the Transactions, structuring the compensation based on milestones is preferable from the standpoint of the financial burden on the Company and is rational for both the Company and SMBC Nikko Securities. In this respect, the Company has determined that, since the milestone-

based compensation is fixed and does not fluctuate based on the tender offer price of the completed Transactions, and in light of market practices regarding financial advisor compensation structures for similar transactions, the fact that the compensation is structured this way does not negate the independence of SMBC Nikko Securities, and the Special Committee considers such determination appropriate.

Hence, while an opinion regarding the share value of the Company Shares has been obtained from an independent third-party valuation institution in the Transactions, the above fact can be said to ensure the fairness of the procedures of the Transactions as well.

In the Transactions, no opinion regarding the fairness of the price of the Tender Offer (a fairness opinion) has been obtained. However, according to the Fair M&A Guidelines, it is appropriate that the board of directors or special committee of the subject company determine whether or not a fairness opinion should be obtained taking the specific circumstances of the respective M&A into consideration. In light of factors such as the fact that the Transactions do not fall under any type of transaction set forth in each item of Article 441, Paragraph 1 of the Listing Regulations, and the fact that a share valuation report has been obtained from an independent third-party valuation institution, the Special Committee believes that the fact that a fairness opinion has not been obtained in the Transactions does not hinder the fairness of the procedures of the Transactions.

(3) Obtainment of advice from an independent legal advisor

When expressing its opinion regarding the Tender Offer, the Company appointed Oh-Ebashi LPC & Partners as a legal advisor.

In this regard, Oh-Ebashi LPC & Partners is not a related party of the Tender Offeror, Mitsubishi Corporation, or the Company, and has no material interest in the Transactions, including the Tender Offer. Although Oh-Ebashi LPC & Partners is the legal counsel for the Company, the Company has determined that the independence of Oh-Ebashi LPC & Partners from the Company is not compromised by the existence of a legal advisory agreement, considering factors such as the fact that the amount paid by the Company to Oh-Ebashi LPC & Partners as consideration for legal advice is not an amount that casts doubt on the impartiality of Oh-Ebashi LPC & Partners' legal advice regarding the Transactions because such amount is quite small which accounts for a very tiny percentage of the overall compensations to Oh-Ebashi LPC & Partners, and management of Oh-Ebashi LPC & Partners is not affected by the compensation payable to Oh-Ebashi LPC & Partners in this case, the fact that the compensation payable to Oh-Ebashi LPC & Partners regarding the Transactions does not include any contingency fee to be paid conditional upon the completion of the Transactions or other event, the fact that Oh-Ebashi LPC & Partners is an external firm that provides legal advice to a large number of clients and not just the Company, and the fact that Oh-Ebashi LPC & Partners is just one of the law firms retained by the Company and the Company has executed a legal advisory agreement with Oh-Ebashi LPC & Partners for the purpose of obtaining advice from an external legal expert, taking into account

factors such as the expertise of Oh-Ebashi LPC & Partners. The Special Committee considers such determination appropriate.

The Company has obtained legal advice from Oh-Ebashi LPC & Partners, an independent legal advisor as described above, regarding important considerations when making decisions regarding the Tender Offer such as the process and method of the decision-making of the board of directors of the Company regarding the Tender Offer. This fact can be said to ensure the fairness of the procedures of the Transactions as well.

(4) Establishment of an internal independent examination framework

The Company has established a framework internally to conduct the examination, negotiation, and decision-making regarding the Transactions from a position independent of the Tender Offeror and Mitsubishi Corporation. Specifically, since the receipt of the Letter of Intent from the Tender Offeror and Mitsubishi Corporation on June 22, 2026, the Company has established an examination framework consisting of two directors (Mr. Hideaki Fujii and Mr. Hiroki Ueno), three executive officers, and three employees of the Company (a total of only eight people) who are recognized to be independent from the Tender Offeror and Mitsubishi Corporation, and they are involved in the negotiation process between the Company and the Tender Offeror regarding the terms and conditions with respect to the Transactions, including the Tender Offer Price, as well as the process of preparing the business plan.

Of the six directors of the Company, Mr. Higasa is an employee of Mitsubishi Corporation, and Ms. Asako Hio (“**Ms. Hio**”), Outside Corporate Auditor of the

Company, is also an employee of Mitsubishi Corporation. However, Mr. Higasa and Ms. Hio have not been involved in the negotiation pertaining to the terms and conditions of the Transactions, nor the process of preparing the business plan serving as the basis for share valuation.

The abovementioned fact of establishing an internal independent examination framework can be said to ensure the fairness of the procedures of the Transactions as well.

(5) Procedure of discussions and negotiations by the Company

Under the policy for negotiation approved in advance by the Special Committee, the Company engaged in multiple rounds of substantive discussions and negotiations with the Tender Offeror regarding the Tender Offer Price to ensure the fairness from the perspective of protecting the interest of its general shareholders. The details of the process of negotiations are as follows:

- ① On August 10, 2026, the Company received a proposal from the Tender Offeror concerning the terms and conditions of the Transactions that included a proposal to set a tender offer price in the Tender Offer of 3,330 yen per Company Share on the assumption that the Company would not pay an interim dividend or a year-end dividend for the fiscal year ending March 31, 2027.
- ② In response, on August 13, 2026, after obtaining the approval of the Special Committee, the Company requested that the Tender Offeror reconsider the proposed price, on the ground that such price was at a level that could not

be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders.

- ③ On August 17, 2026, the Company received from the Tender Offeror a new proposal with a Tender Offer Price of 3,530 yen.
- ④ In response, on August 19, 2026, after obtaining the approval of the Special Committee, the Company requested that the Tender Offeror consider an increase in the proposed price, on the ground such price still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders.
- ⑤ On August 25, 2026, the Company received from the Tender Offeror a new proposal with a Tender Offer Price of 3,680 yen.
- ⑥ In response, on August 26, 2026, after obtaining the approval of the Special Committee, the Company requested that the Tender Offeror consider a further increase in the proposed price, on the ground such price still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, as a result of comprehensively considering the factors such as: (a) the results of estimation of the share value of the Company by SMBC Nikko Securities; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premiums granted in similar transactions in the past (the premiums of the proposed price in this case were less than the median and average in such examples); and (d) the PBR for the proposed price in this case.

- ⑦ On September 1, 2026, the Company received from the Tender Offeror a new proposal with a Tender Offer Price of 3,760 yen.
- ⑧ In response, on September 2, 2026, after obtaining the approval of the Special Committee, the Company requested that the Tender Offeror consider a further increase in the proposed price, on the ground such price still remained at a level that could not be accepted in light of the corporate value of the Company and the protection of the interests of its general shareholders, as a result of comprehensively considering the factors such as: (a) the results of estimation of the share value of the Company by SMBC Nikko Securities; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premium granted in similar transactions in the past (the premiums of the proposed price in this case remained less than the median and average in such examples); and (d) the PBR for the proposed price in this case.
- ⑨ On September 4, 2026, the Company received from the Tender Offeror a new proposal with a Tender Offer Price of 3,780 yen as a final proposed price.
- ⑩ In response, on September 4, 2026, after obtaining the approval of the Special Committee, while such proposed price could be evaluated to be at a level that has taken into account the Company's corporate value and the protection of the interests of its general shareholders to a certain extent as a result of comprehensively considering the factors such as: (a) the results of estimation of the share value of the Company by SMBC Nikko

Securities; (b) the future outlook of the Company's value and business that are expected to be achieved in the future through the implementation of the Transactions; (c) examples of premium granted in similar transactions in the past (the premiums of the proposed price in this case were close to the median and average in such examples); and (d) the PBR for the proposed price in this case, the Company would like the Tender Offeror to give, once again, the utmost consideration to the Company's corporate value and the protection of the interests of its general shareholders, and requested that the Tender Offeror reconsider an increase in the proposed price.

- ⑪ On September 7, 2026, the Company received from the Tender Offeror a new proposal again with a Tender Offer Price of 3,780 yen as a final proposed price.
- ⑫ A final proposed price was a price that includes a 51.14% premium on the 2,501 yen closing price of the Company Shares on the Tokyo Stock Exchange Prime Market as of September 7, 2026, on which the abovementioned proposal was made; a 49.76% premium on the 2,524 yen simple average of the closing price during the past one month period up to the same date; a 50.18% premium on the 2,517 yen simple average of the closing price during the past three month period up to the same date; and a 49.58% premium on the 2,527 yen simple average of the closing price during the past six month period up to the same date, and such final proposed price was considered to represent substantial premiums compared to the level of the premiums in similar cases in the past, as well as to considerably exceed the median (3,229.5 yen) of the range of the results of

valuation based on the DCF Method. As a result, on September 7, 2026, after obtaining the approval of the Special Committee, the Company responded that such proposed price was at an appropriate level from the perspective of the protection of general shareholders as its view at that time, and that the Company would attempt to move towards expressing its opinion in support of the Tender Offer and recommending shareholders to tender in the Tender Offer, at the Tender Offer Price of 3,780 yen.

Through the abovementioned process of negotiations, the Special Committee was substantially involved in the price negotiations, by: (a) holding meetings each time it received the proposals of ①, ③, ⑤, ⑦, ⑨ and ⑪ above from the Tender Offeror; (b) after receiving explanations from the Company and SMBC Nikko Securities regarding the details of the respective proposals, expressing its opinion concerning the contents, methods and other matters of response to each proposal so as to offer general shareholders a Tender Offer Price that is as favorable as possible, while taking into account the results of SMBC Nikko Securities' share valuation of the Company Shares, the level of premiums for each proposed price, the level of premiums in similar cases in the past, advice given by each advisor and other matters; and (c) approving the contents, methods and other matters of response reflecting such opinion. Furthermore, the Company responded to each price proposal in accordance with the contents, methods and other matters approved by the Special Committee as stated above.

Specifically, using SMBC Nikko Securities as a contact window, the Company conducted price negotiations, including the presentation of responses approved by

the Special Committee, through Daiwa Securities, the financial advisor of the Tender Offeror. As a result of negotiations between the Company and the Tender Offeror, until the Tender Offer Price was determined at 3,780 yen per Company Share, the Company received proposals for an increase in the Tender Offer Price a total of four times, representing a total increase of 450 yen (an increase ratio of 13.51% from the first proposal (rounded to two decimal places), as compared to the Tender Offer Price in the first proposal of 3,330 yen per Company Share. Thus, the fact that the Special Committee was substantially involved in the process of price determination and thereby could obtain the resulting increase in the price as stated above also supports the fairness of the procedures of the Transactions.

- (6) Approval by all non-interested directors of the Company, and the opinion of all non-interested corporate auditors of the Company that they have no objection

Of the six directors of the Company, Mr. Higasa is an employee of Mitsubishi Corporation, and Ms. Hio, an Outside Corporate Auditor of the Company, is also an employee of Mitsubishi Corporation. Based on the above facts, with respect to resolutions of the board of directors (including those concerning the establishment of the Special Committee) adopted from the receipt of the Letter of Intent to date, the Company did not cause Mr. Higasa to participate in the deliberations regarding the resolution or in the resolution itself, nor did the Company cause Ms. Hio to participate in the deliberations regarding the resolution, from the perspective of avoiding the risk of a conflict of interest and ensuring the fairness of the Transactions. Furthermore, with respect to the resolution concerning the opinion on the Tender Offer at the meeting of board of directors to be held on September 8,

2026, the Company will not cause Mr. Higasa to participate in the deliberations or resolution, nor will the Company cause Ms. Hio to participate in the deliberations.

As stated above, in adopting resolutions of the board of directors concerning the Transactions at the Company, measures to avoid the risk of a conflict of interest have been taken. This fact can be said to ensure the fairness of the procedures of the Transactions as well.

(7) Measures to ensure an opportunity to purchase by other offerors

Although the statutory minimum period of purchase, etc. in a tender offer is 20 business days, the Tender Offeror has made the period 40 business days in the Transactions. By setting the Tender Offer Period longer than the period that is generally set in transactions similar to the Transactions, the Tender Offeror ensures an opportunity for the Company's shareholders to appropriately determine whether or not to tender in the Tender Offer, and an opportunity for parties other than the Tender Offeror to make a competing purchase, etc. for the Company Shares. Moreover, the Tender Offeror and the Company have made no agreement having content that would restrict contact between the Company and parties making competing acquisition proposals, such as an agreement that includes a transaction protection clause that would prohibit contact by the Company with parties making competing acquisition proposals.

In light of the abovementioned facts, it can be assessed that a so-called indirect market check, which establishes an environment in which other parties can make competing proposals following the announcement of the Tender Offer, has been

implemented in the Transactions. This fact can be said to ensure the fairness of the procedures of the Transactions as well.

In the Transactions, no active market check, which involves investigation and examination of the existence of potential acquirers in the market, has been implemented. Nevertheless, as pointed out in the Fair M&A Guidelines, in addition to potential hindering effects on M&A and concerns over information management in M&A, given that the Transactions do not fall under any type of transaction set forth in each item of Article 441, Paragraph 1 of the Listing Regulations, and that other measures to ensure the fairness of the Transactions have been fully taken, it is considered that the fact of non-implementation of an active market check does not hinder the fairness of the procedures of the Transactions.

- (8) Setting a minimum number of shares to be purchased that exceeds the “majority of minority” threshold

In order to make sure to implement the Squeeze-Out Procedures planned following the Tender Offer, from the perspective of ensuring acquisition of two-thirds or more of the total voting rights of the Company, the Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 4,171,200 shares (ownership ratio: 49.92%) and will not conduct a purchase, etc. of any of the Tendered Share Certificates, etc. if the total number of the Tendered Share Certificates, etc. is less than that minimum (4,171,200 shares). The minimum number of shares to be purchased of 4,171,200 shares (ownership ratio: 49.92%) exceeds the number of shares (3,413,335 shares (ownership ratio: 40.85%); this number is equivalent to one-half of the number of the shares obtained by deducting

the number of treasury shares owned by the Company as of that date (900,617 shares), the 100 Company Shares held by the Tender Offeror, the 1,388,440 Non-Tendered Shares, and the 140,100 Company Shares held by Mitsubishi Shokuhin Co., Ltd., which is a wholly-owned subsidiary of Mitsubishi Corporation and cannot be said to have no interest in the Tender Offeror, from the total number of issued shares of the Company as of June 30, 2026 that is stated in the “Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2027 [Japanese GAAP] (Consolidated)” announced by the Company on July 31, 2026 (9,255,926 shares)). Due to such setting of a minimum number of shares to be purchased, if an approval from a majority of shareholders of the Company who have no interest in the Tender Offeror cannot be obtained, the Tender Offeror will be unable to implement the Transactions, including the Tender Offer. Such setting of a minimum number of shares to be purchased is planned to be announced in the tender offer statement and other documents, establishing a minimum number of shares to be purchased that exceeds the majority of minority threshold set forth in the Fair M&A Guidelines for the Tender Offer. By the setting such majority of minority condition, an opportunity for general shareholders of the Company to make an appropriate determination is further ensured.

The abovementioned fact of setting a minimum number of shares to be purchased that exceeds the majority of minority condition can be said to ensure the fairness of the procedures of the Transactions as well.

(9) Considerations to avoid exerting undue pressure

① Promptly after the completion of the settlement of the Tender Offer, the Tender Offeror plans to request the Company to convene the Extraordinary Shareholders Meeting that includes proposals for the Share Consolidation and an amendment to the articles of incorporation to abolish the provisions regarding the number of shares constituting one unit, conditioned on the Share Consolidation taking effect, and has not adopted a method that does not secure the right to demand the purchase of shares or the right to demand a determination of the share price for the shareholders of the Company. In addition, ② the Tender Offeror has set the amount of money to be delivered to shareholders of the Company (excluding Tender Offeror, Mitsubishi Corporation, and the Company) when implementing the Share Consolidation so as to be equal to the amount obtained by multiplying the Tender Offer Price by the number of Company Shares owned by the relevant shareholder, and has indicated that it plans to request the Company to file a petition with the court for permission for a sale by private contract. Implementation of the measures stated in ① and ② above will be announced for general shareholders through the tender offer statement and other documents.

It can be said that, by implementing the measures stated in ① and ② above and announcement thereof, the Tender Offeror seeks to avoid exerting so-called undue pressure due to the Tender Offer and to ensure the opportunity for general shareholders of the Company to appropriately determine whether or not to tender in the Tender Offer. Such fact that consideration for undue pressure has been given can be said to ensure the fairness of the procedures of the Transactions as well.

(10) Appropriate information disclosure

The Special Committee reviewed the contents of the Draft Report of Opinion, the Draft Opinion Press Release and the Draft Tender Offer Statement, while receiving advice from SMBC Nikko Securities and Oh-Ebashi LPC & Partners. These documents contain sufficient descriptions of matters such as the outline of the Share Valuation Report, the background to examination by the Special Committee, its involvement in the negotiation process regarding the terms of the transaction with the Tender Offeror, and the details of this Report. Taking these points into consideration, it can be said that the disclosure of information to general shareholders through these documents is expected to be appropriate and sufficient.

(11) Brief summary

As described above, it is recognized that multiple measures have been taken to ensure the fairness of the procedures of the Transactions. Therefore, the Special Committee has determined that the procedures relating to the Transactions are fair.

5 Conclusion

Based on 2 through 4 above and other considerations, the Special Committee has carefully examined whether it is appropriate for the board of directors of the Company to pass a resolution to express the Company's opinion in support of the Tender Offer, recommend shareholders to tender in the Tender Offer, and accept the implementation of the Transactions, as well as whether the Transactions are fair to the general shareholders of the Company. As a result, the Special Committee has come to the

determination that the Transactions are fair to the general shareholders of the Company, and that it is appropriate for the board of directors of the Company to pass a resolution to express the Company's opinion in support of the Tender Offer, recommend shareholders to tender in the Tender Offer, and accept the implementation of the Transactions.

END

Appendix

Outline of the Special Committee Meetings

No.	Date and Place of Meeting	Key Consideration, Etc.
1st	Tuesday, June 23, 2026 From 13:42 to 14:34 Held at the Company's head office meeting room and online	■ Explanation of the purpose and role of the Special Committee ■ Review of matters referred to the Special Committee ■ Appointment of the chairperson of the Special Committee ■ Approval (ratification) of the Company's advisors ■ Request for expert advice from the Company's advisors ■ Review of the Company's internal examination framework ■ Review of the Letter of Intent ■ Review of the upcoming schedule
2nd	Wednesday, July 1, 2026 From 13:00 to 14:16 Held at the Company's head office meeting room and online	■ Explanation of the Company's business plan (current version) ■ Examination of questions for the Company
3rd	Wednesday, July 8, 2026 From 13:00 to 14:34 Held at the Company's head office meeting room and online	■ Review of questions for the Company (updated with additional questions on the business plan, etc.) ■ Examination of questions for the Tender Offeror ■ Examination of questions for Mitsubishi Corporation ■ Preliminary examination of measures to ensure fairness ■ Explanation and approval of the Company's business plan (revised version)

No.	Date and Place of Meeting	Key Consideration, Etc.
4th	Monday, July 13, 2026 From 13:00 to 14:45 Held at the Company's head office meeting room and online	■ Interview with the Company by the Special Committee
5th	Wednesday, July 22, 2026 From 9:50 to 10:55 Held at ANA Crowne Plaza Hotel Toyama (KUJAKU) and online	■ Conducting interview with the Tender Offeror by the Special Committee
6th	Thursday, July 30, 2026 From 13:00 to 14:08 Held at ANA Crowne Plaza Hotel Toyama (TOKI) and online	■ Conducting interview with Mitsubishi Corporation by the Special Committee
7th	Wednesday, August 5, 2026 From 13:00 to 13:59 Held at the Company's head office meeting room and online	■ Interim report on the share valuation by SMBC Nikko Securities
8th	Thursday, August 13, 2026 From 13:00 to 14:11 Held at the Company's head office meeting room and online	■ Review of the content of the price proposal received from the Tender Offeror and deliberation on the response ■ Review of the content of the draft Report ■ Explanation and approval of the Company's business plan (revised version)
9th	Wednesday, August 19, 2026 From 13:00 to 13:41 Held at the Company's head office meeting room and online	■ Review of the content of the price proposal received from the Tender Offeror and deliberation on the response ■ Review of the content of the draft Report

No.	Date and Place of Meeting	Key Consideration, Etc.
10th	Wednesday, August 26, 2026 From 14:00 to 15:23 Held at the Company's head office meeting room and online	■ Review of the content of the price proposal received from the Tender Offeror and deliberation on the response ■ Review of the content of the Draft Opinion Press Release ■ Review of the content of the draft Report
11th	Wednesday, September 2, 2026 From 13:00 to 14:22 Held at the Company's head office meeting room and online	■ Review of the content of the price proposal received from the Tender Offeror and deliberation on the response ■ Information from the Company regarding the downward revision to its earnings forecast for the fiscal year ending March 31, 2027 ■ Review of the content of the draft Report ■ Review of the content of the Draft Opinion Press Release
12th	Friday, September 4, 2026 From 14:00 to 15:07 Held at the Company's head office meeting room and online	■ Review of the content of the price proposal received from the Tender Offeror and deliberation on the response ■ Review of the content of the draft Report ■ Review of the content of the Draft Opinion Press Release
13th	Monday, September 7, 2026 From 16:00 to 18:27 Held at the Company's head office meeting room and online	■ Final report on the share valuation by SMBC Nikko Securities ■ Review of the content of the price proposal received from the Tender Offeror and deliberation on the response ■ Review of the content of the Draft Report of Opinion, the Draft Opinion Press Release, and the Draft Tender Offer Statement ■ Approval of the content of the Report ■ Approval of the Report