



MEMBERSHIP
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For immediate release

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Notice Regarding Continuation of Countermeasures against Large-Scale Purchase of the Company's Shares (Takeover Response Policy)

Starzen Co., Ltd. (hereinafter, the "Company") initially introduced the "Countermeasures against Large-scale Purchase of the Company's Stock Certificates (Takeover Defense Measures)" with the approval of shareholders at the 68th Annual General Meeting of Shareholders held on June 28, 2007, and most recently, it was continued by a resolution at the 83rd Annual General Meeting of Shareholders of the Company held on June 29, 2022 (the continued plan hereinafter referred to as the "Current Plan"). The effective period of the Current Plan will expire at the conclusion of the 86th Annual General Meeting of Shareholders to be held by June 30, 2025. Since the continuation of the Current Plan, the Company has considered how to respond to takeovers as one of its measures to protect or enhance its corporate value and ultimately the common interests of shareholders, and whether the Current Plan should be continued or not, considering the changes in social and economic conditions and trends and arguments regarding takeover defense measures.

The Company hereby announces that, as a result of the above, at a meeting of the Board of Directors held today, it resolved to renew and continue the Current Plan as described below (the amended countermeasures hereinafter referred to as the "Plan"), subject to the approval of its shareholders at the 86th Annual General Meeting of Shareholders (hereinafter, the "General Meeting of Shareholders"), and to propose the Plan as an agenda item at the General Meeting of Shareholders.

The amendments to the Current Plan are only minor, such as changes in wordings and reorganizations of phrases and sentences, and there are no changes to the basic content of the Current Plan.

All of the four Audit & Supervisory Board Members of the Company have expressed their opinion in favor of the Plan, provided that the specific operation of the Plan is properly carried out.

Note that no specific proposal for a large-scale purchase of the Company's shares has been made as of today. Please refer to Appendix 1 for status of the Company's major shareholders as of March 31, 2025.

I. Basic Policy Concerning Persons Who Control Decisions on the Company's Financial and Business Policies

The Company believes that the final decision as to whether or not to allow a large-scale purchase of the Company's shares should be left to the judgment of the Company's shareholders, and recognizes the need to provide sufficient information and a consideration period so that the shareholders can make an appropriate judgment on the circumstances.

The Company does not hold an invariably negative view of a large-scale purchase of the Company's shares. However, some large-scale purchases of shares of a company that actually occur in the capital market may not protect or enhance its corporate value and ultimately the common interests of shareholders. The following is a list of such examples.

- (i) It is obvious that the large-scale purchase of a company's shares is implemented not for the purpose of sincerely aiming at rational corporate management.
- (ii) A large-scale purchaser may effectively force the sale of shares to general shareholders on disadvantageous terms.
- (iii) A large-scale purchaser does not provide information or consideration period necessary for general shareholders to make an appropriate judgment.
- (iv) A large-scale purchaser does not provide the Board of Directors with a proposal on the large-scale purchase of the company's shares and a business plan, etc., as well as opportunities for negotiation and the consideration period.

The Company believes that any person who conducts such a purchase is not appropriate in light of the Basic Policy Concerning Persons Who Control Decisions on the Company's Financial and Business Policies (hereinafter referred to as the "Basic Policy Concerning Control of the Company"). In order to protect corporate value and ultimately the common interests of shareholders, the Company believes that it is necessary to take some countermeasures to prevent a large-scale purchase by such an inappropriate party.

II. Special efforts to contribute to effective use of the Company's assets, formation of an appropriate corporate group and realization of the Basic Policy Concerning Control of the Company

The Company's management philosophy, reestablished in April 2024, is "Connecting people and food around the world through inspirational experiences." We have also formulated a brand vision to make this management philosophy a reality: "*Itadakimasu*—appreciate the food that gives you strength and energy; *Arigato*—express appreciation to bring happiness." Under the new management philosophy and brand vision, the Company is working on the following three themes as priority measures in the third year of its Medium-Term Management Plan.

[Tackle the Challenge of Developing New Businesses]

- (1) Aggressive overseas business expansion
 - Roll out Starzen's business model overseas and increase meat procurement capabilities outside Japan, etc.
- (2) Capture business from domestic growth markets
 - Strengthen the DtoC channel and propose products to growth markets that harness the Company's strengths, etc.

[Domestic Business Transformation]

- (3) Streamlining of domestic operations
 - Restructure production, sales, and logistics sites, etc.
- (4) Development of high-value-added products
 - Increase Starzen's No. 1 products and "only one" products, etc.

[Sustainability Management and Improvement in the Management Foundation]

- (5) Response to social issues
 - Reduce greenhouse gas emissions, research animal welfare, and bolster efforts in meat substitutes, etc.
- (6) Digital transformation and business process reform
 - Renew the core IT system, visualize operations and performance, and streamline work styles, etc.

We will seek to reinforce our purpose as a member of community through the above measures.

We believe that these efforts will protect and enhance the corporate value of the Company and ultimately the common interests of its shareholders and, as a result, reduce the risk of a large-scale purchase by a person deemed inappropriate in light of the Basic Policy Concerning Control of the Company, and will also be in line with the Basic Policy Concerning Control of the Company.

III. Details of the Plan (Efforts to prevent decisions on the Company's financial and business policies from being controlled by a party deemed inappropriate in light of the Basic Policy Concerning Control of the Company)

1. Purpose of continuing the Plan

The Plan will replace the Current Plan, which was introduced and continued as a means of preventing decisions on the Company's financial and business policies from being controlled by a party deemed inappropriate in light of the Basic Policy Concerning Control of the Company as described in Item I above.

If it is determined that the purpose of a large-scale purchase of the Company's shares is to protect or enhance the Company's corporate value and ultimately the common interests of its shareholders, the Board of Directors will not regard the purchaser as an inappropriate party for controlling the Company's financial and business policies. The Board of Directors believes that the decision regarding whether the Company should accept an acquisition proposal, which will be accompanied by the transfer of control of the Company, should also ultimately be determined by shareholders.

Nevertheless, not a few large-scale purchases of shares will be detrimental to the corporate value of a company subject to the purchase or ultimately the common interests of its shareholders, such as those that, judging by their purpose, would obviously be counter to the corporate value and ultimately the common interests of shareholders, those that would effectively force shareholders to sell their shares, and those that do not allow a reasonable amount of time or information for the Board of Directors and shareholders to consider their details or for the Board of Directors to offer an alternative proposal.

The Company's Board of Directors believes that when a large amount of the Company's shares is purchased, providing shareholders with the information and time necessary to make an appropriate decision and negotiating with the purchaser in accordance with a certain reasonable set of rules will benefit the Company's corporate value and ultimately the common interests of its shareholders. The Board of Directors has therefore established a certain set of rules regarding the provision of

information and the time to consider large-scale purchases (hereinafter referred to as the “Large-scale Purchase Rules”), which is described below, and has decided to propose the Plan as an agenda item of the General Meeting of Shareholders as a takeover response policy that includes countermeasures against large-scale purchases by parties deemed inappropriate in light of the Basic Policy Concerning Control of the Company.

2. Purchase of the Company’s shares subject to the Plan

Purchases of the Company’s shares subject to the Plan shall be the purchase of stock certificates and other securities (Note 3) of the Company for the purpose of increasing the ratio of voting rights (Note 2) of a specific shareholder group (Note 1) to 20% or more, or actions to purchase stock certificates or other securities of the Company that will increase the ratio of voting rights of a specific shareholder group to 20% or more (for both actions, except for those actions already approved by the Board of Directors of the Company, irrespective of the specific method of purchase, such as a market transaction or tender offer. Such action shall hereinafter be referred to as the “Large-scale Purchase,” and the party conducting the Large-scale Purchase shall hereinafter be referred to as the “Large-scale Purchaser”).

Note 1: A “specific shareholder group” means:

- (i) A holder (including those considered holders under Article 27-23, Paragraph 3 of the Financial Instruments and Exchange Act (“the Act”); the same shall apply hereinafter) of stock certificates and other securities (meaning the stock certificates and other securities provided in Article 27-23, Paragraph 1 of the Act) of the Company and its joint holder(s) (meaning the joint holder provided in Article 27-23, Paragraph 5 of the Act and including those who are deemed joint holders under Paragraph 6 thereof; the same shall apply hereinafter); or
- (ii) A person who conducts the purchase, etc. (meaning the purchase, etc. provided in Article 27-2, Paragraph 1 of the Act and including purchases conducted in a financial instruments market formed by a stock exchange) of stock certificates or other securities (meaning the stock certificates and other securities provided in Article 27-2, Paragraph 1 of the Act) of the Company and its special related party(s) (meaning the special related party provided in Article 27-2, Paragraph 7 of the Act).

Note 2: The “ratio of voting rights” means:

- (i) The ratio of stock certificates and other securities owned by the holder (meaning the ratio of stock certificates and other securities owned as provided in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act (“the Act”); in this case, the number of stock certificates and other securities (meaning the number of stock certificates and other securities stipulated in this paragraph; the same shall apply hereinafter) owned by joint holders of the holder shall be added) when the specific shareholder group falls under (i) of Note 1; or
- (ii) The sum of the ratios of stock certificates owned by the Large-scale Purchaser and its special related parties (meaning the ratio of stock certificates owned as provided in Article 27-2, Paragraph 8 of the Act) when the specific shareholder group falls under (ii) of Note 1. With regard to the total number of voting rights (as stipulated in Article 27-2, Paragraph 8 of the Act) and the total number of shares issued (as provided in Article 27-23, Paragraph 4 of the Act) used to calculate each ratio of voting rights, those included in an annual securities report, semiannual securities report or status report on the purchases of the Company’s own shares that was most recently submitted may be referred to.

Note 3: “Stock certificates and other securities” means the stock certificates and other securities defined in either Article 27-23, Paragraph 1 or Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act.

3. Establishment of Independent Committee

The Board of Directors will make the final decision as to whether or not the Large-scale Purchase Rules are complied with, or even if the Large-scale Purchase Rules are complied with, whether or not to take countermeasures on the grounds that the Large-scale Purchase would materially damage the corporate value of the Company and ultimately the common interests of shareholders. However, in order to operate the Plan properly, prevent the Board of Directors from making an arbitrary

decision, and ensure that the judgment of the Board of Directors is reasonable and fair, the Company will establish the Independent Committee based on the Independent Committee Rules (please refer to Appendix 2 for an overview of the rules) in the same manner as the Current Plan. The Independent Committee will have at least three (3) members, and in order to enable fair and neutral judgments, the members will be appointed from among external directors, external Audit & Supervisory Board Members or outside experts (see Note below) who are independent of the management team that executes the Company's business operations. The Company plans to appoint Mr. Wataru Ohara and Mr. Shingo Ogoshi, both of whom are external Directors, and Mr. Toshiaki Tada, external Audit & Supervisory Board Member, as members of the Independent Committee under the Plan. (Please refer to Appendix 3 for their career summaries.)

The Board of Directors of the Company shall, prior to the triggering of countermeasures, make an inquiry to the Independent Committee as to whether or not the countermeasures should be triggered, and the Independent Committee shall, after carefully evaluating and examining the Large-scale Purchase from the perspective of enhancing the corporate value of the Company and ultimately the common interests of its shareholders, recommend to the Board of Directors of the Company whether or not the Company is in a position to trigger the countermeasures. The Board of Directors of the Company shall decide on the triggering of countermeasures after respecting the recommendations of the Independent Committee to the maximum extent possible. A summary of the recommendations of the Independent Committee shall be disclosed as appropriate.

To ensure that the judgment of the Independent Committee is made in a manner that contributes to the corporate value of the Company and ultimately the common interests of its shareholders, the Independent Committee may, at the expense of the Company, obtain advice from independent third party experts (financial advisors, certified public accountants, lawyers, consultants and other experts), etc.

Note: "Outside experts" means experienced corporate executives, people who have detailed knowledge of the investment banking business, lawyers, certified public accountants, and academic experts whose main area of study is the Companies Act, etc., and any other similarly qualified persons.

4. Outline of the Large-scale Purchase Rules

(1) Submission of a statement of intention to the Company by the Large-scale Purchaser

When a Large-scale Purchaser intends to conduct a Large-scale Purchase, the Large-scale Purchaser shall first submit to the Board of Directors of the Company a statement of intention in a form prescribed by the Company prior to conducting the Large-scale Purchase or proposing the Large-scale Purchase. The statement of intention shall include the following contents in Japanese, including a legally binding pledge that the Large-scale Purchaser will comply with the Large-scale Purchase Rules.

- (i) Name and address of the Large-scale Purchaser
- (ii) Governing law for establishment
- (iii) Name of representative
- (iv) Contact in Japan
- (v) Overview of the proposed Large-scale Purchase
- (vi) Pledge to comply with the Large-scale Purchase Rules prescribed in the Plan

If the Board of Directors receives a statement of intention from a Large-scale Purchaser, it shall promptly disclose its receipt and shall also disclose the detail of the statement as necessary.

(2) Provision of information necessary for assessment by the Large-scale Purchaser to the Company

The Board of Directors of the Company shall, within ten (10) business days from the day following the day on which the Board of Directors receives a statement of intention containing all of Item (1) (i) through (vi) above, deliver to the Large-scale Purchaser a document stating the matters that the

Large-scale Purchaser is requested to submit to the Board of Directors as information regarding the Large-scale Purchase (hereinafter referred to as the “Information Necessary for Assessment”), and the Large-scale Purchaser shall, in accordance with the said document, submit the Information Necessary for Assessment in writing to the Board of Directors of the Company.

The general items of the Information Necessary for Assessment are as follows. The specific nature of the said information will vary depending on the attributes of the Large-scale Purchaser and the purpose and details of the Large-scale Purchase, but in any case, the scope of the said information shall be limited to the information necessary and sufficient for shareholders of the Company to make a decision and for the Board of Directors to form opinions.

- (i) Outline of the Large-scale Purchaser and its group (including joint holders, special related parties, partners (in case of funds) and other members) (including the name, lines of business, biography or history, capital structure, and information regarding experience in the same type of business as that of the Company and the Group)
- (ii) Purpose, method and details of the Large-scale Purchase (including the amount and type of consideration of the Large-scale Purchase, the timing of the Large-scale Purchase, the scheme of related transactions, legality of the Large-scale Purchase method, feasibility of the Large-scale Purchase and related transactions)
- (iii) Basis for calculation of the purchase price of the Large-scale Purchase (including facts as the basis for the calculation, the calculation method, quantitative information used for the calculation, and the details of any synergy expected to arise as a result of a series of transactions related to the Large-scale Purchase)
- (iv) Information about the funds to be used for the Large-scale Purchase (including the name of the fund provider (including any substantial provider), the financing method, and the details of related transactions)
- (v) Candidates for officers of the Company and the Group that the Large-scale Purchaser is considering nominating after the Large-scale Purchaser begins participating in the management of the Company and the Group (including information on their experience in businesses similar to those of the Company and the Group), the management policy, business plan, financial plan, capital policy, dividend policy, asset utilization, etc.
- (vi) Whether the Large-scale Purchaser plans to change the relationship between trading partners, customers, employees, and other stakeholders of the Company and the Group and the Company and the Group, after the Large-scale Purchaser begins participating in the management of the Company and the Group, and if there are any changes planned, those changes

To apply the Large-scale Purchase Rules promptly, the Board of Directors of the Company may, as necessary, set a deadline for the Large-scale Purchaser to provide information. However, the Board of Directors may extend the deadline if the Large-scale Purchaser requests an extension of the deadline based on reasonable grounds.

In addition, if, as a result of the Board of Directors’ careful examination of the Information Necessary for Assessment submitted in accordance with the above, the Board of Directors considers that such Information Necessary for Assessment is insufficient to assess and examine the Large-scale Purchase, the Board of Directors may, after setting a reasonable time limit as appropriate, request the Large-scale Purchaser to provide additional information until the Information Necessary for Assessment is fully provided.

If the Board of Directors of the Company determines that the Information Necessary for Assessment to assess and examine the Large-scale Purchase has been fully provided by the Large-scale Purchaser, it shall notify the Large-scale Purchaser and the public to that effect.

Following the Board of Directors’ request for additional information in order to obtain the

Information Necessary for Assessment, if the Large-scale Purchaser gives a rational explanation why providing some of the said information is difficult, the Board of Directors may end its negotiations with the Large-scale Purchaser regarding the provision of information, publicize that, and start the assessment and examination as described in (3) below, even if the Board of Directors has not obtained all of the Information Necessary for Assessment it seeks to obtain.

The Information Necessary for Assessment provided to the Board of Directors of the Company shall be submitted to the Independent Committee. If the Board of Directors believes that publication is necessary in order for the shareholders to make a decision, it shall publish all or part of the said information at the time the Board of Directors considers appropriate.

(3) Assessment and examination, etc. of Information Necessary for Assessment by the Board of Directors of the Company

The Board of Directors of the Company shall set, depending on the complexity of assessing the Large-scale Purchase, a maximum of 60 days after the Large-scale Purchaser has finished providing the Information Necessary for Assessment to the Board of Directors in the case of purchasing all the Company's shares by way of a tender offer with the consideration being cash (in Japanese yen) alone, or a maximum of 90 days in the case of other Large-scale Purchases, as the period for the Board of Directors to evaluate and consider the proposal, negotiate with the purchaser, form opinions, and prepare an alternative plan (hereinafter referred to as the "Board of Directors Assessment Period"). A Large-scale Purchase shall therefore begin only after the Board of Directors Assessment Period has ended.

During the Board of Directors Assessment Period, the Board of Directors of the Company will fully assess and examine the Information Necessary for Assessment provided while receiving recommendations from independent, third-party experts (financial advisors, certified public accountants, lawyers, consultants, and other experts) as needed, and will carefully prepare and publish an opinion, respecting recommendations from the Independent Committee to the maximum extent possible. The Board of Directors may negotiate with the Large-scale Purchaser to improve the terms and conditions of the Large-scale Purchase as necessary and present its own alternative plan to shareholders.

5. Policy on responses when the Large-scale Purchase is conducted

(1) When the Large-scale Purchaser does not comply with the Large-scale Purchase Rules

When the Large-scale Purchaser does not comply with the Large-scale Purchase Rules, the Board of Directors of the Company may oppose the Large-scale Purchase by taking a countermeasure permitted under the Companies Act and other laws and the Articles of Incorporation of the Company, including allotment of stock acquisition rights without consideration, to protect the corporate value of the Company and ultimately the common interests of the shareholders, irrespective of the specific purchase method. The Board of Directors of the Company shall decide whether a countermeasure should be triggered by respecting the recommendations of the Independent Committee to the maximum extent possible and fully examining the necessity and appropriateness of the countermeasure. In determining whether or not the Large-scale Purchaser has complied with the Large-scale Purchase Rules, the Board of Directors shall fully consider the circumstances of the Large-scale Purchaser to a reasonable extent and shall at least not recognize that the Large-scale Purchaser has not complied with the Large-scale Purchase Rules solely because some of the Information Necessary for Assessment has not been submitted.

The Board of Directors of the Company will select the specific countermeasure that it deems most appropriate at the time. If the Board of Directors of the Company takes a specific countermeasure,

such as allotment of stock acquisition rights without consideration, an outline of such countermeasure is, in principle, as provided in Appendix 4. However, in the case that stock acquisition rights are actually allotted without consideration, the exercise period and exercise conditions may be set in consideration of the effect as a countermeasure, such as making it a condition for the exercise of stock acquisition rights that the shareholder does not belong to a Large-scale Purchaser.

(2) When the Large-scale Purchaser complies with the Large-scale Purchase Rules

When the Large-scale Purchaser complies with the Large-scale Purchase Rules, the Board of Directors of the Company will only try to persuade shareholders not to accept the Large-scale Purchase, even if it opposes the Large-scale Purchase, by expressing a counter opinion and presenting an alternative plan and, in principle, will not take action against the Large-scale Purchase. Shareholders will be required to decide whether they should accept the purchase proposal of the Large-scale Purchaser, taking into consideration its proposal, the opinion of the Company and the alternative plan presented by the Company, etc.

However, even if the Large-scale Purchaser complies with the Large-scale Purchase Rules, the Company may decide to trigger countermeasures as described in (1) above as an exceptional move to the extent necessary and reasonable to protect the corporate value of the Company and ultimately the common interests of the shareholders, if the Board of Directors believes that the Large-scale Purchase falls into, for example, any of the conditions described in items (i) to (ix) below and as a result is likely to significantly damage the corporate value of the Company and ultimately the common interests of the shareholders, such as by causing irreparable damage to the Company.

- (i) When the Large-scale Purchase is conducted solely for the purpose of driving up the share price of the Company to force related parties of the Company to purchase the shares at a higher price, even though the purchaser does not have a true intention of participating in the management of the Group (when the purchaser is so-called a greenmailer).
- (ii) When the Large-scale Purchase is conducted for the purpose of conducting so-called scorched-earth management, such as temporarily controlling the management of the Group to transfer intellectual property, know-how, secret corporate information, principal trading partners and customers, etc. necessary for the business operations of the Group to the Large-scale Purchaser or its group companies, etc.
- (iii) When the Large-scale Purchase is conducted with the intention of diverting the assets of the Group as collateral or as a source for the repayment of debts of the Large-scale Purchaser or its group companies, etc. after controlling the management of the Group.
- (iv) When the Large-scale Purchase is conducted for the purpose of temporarily controlling the management of the Group to pay high dividends in the short term using the proceeds from the sale of high-priced assets such as real estate and securities that are not presently related to the business of the Group, or for the purpose of selling shares at a higher price, taking advantage of a sharp rise in the share price caused by a spike in dividends.
- (v) When the method of purchasing the Company's shares proposed by the Large-scale Purchaser is deemed to potentially limit the opportunities or freedom of shareholders to make a decision and effectively force the shareholders to sell stock certificates and other securities of the Company. This includes a so-called coercive two-tier takeover bid (meaning the purchase of stock certificates and other securities of the Company such as takeover bids that coerce shareholders into selling their shares by setting disadvantageous purchase terms or without clarifying purchase terms in the second stage, without soliciting the purchase of all stock certificates and other securities in the first stage).
- (vi) If the terms and conditions of the purchase of the Company's shares proposed by the Large-scale Purchaser (including, but not limited to, the type and amount of consideration for the

- purchase, the basis for calculation of such amount, specific details of other conditions, existence or non-existence of illegality, feasibility, etc.) are judged to be significantly insufficient or inappropriate in light of the corporate value of the Company and ultimately the common interests of shareholders.
- (vii) Where it is judged that the Large-scale Purchase by the Large-scale Purchaser will significantly damage the corporate value of the Company and ultimately the common interests of its shareholders by, for example, destroying relationships not only with the Company's shareholders but also with customers, employees, local communities and other stakeholders.
 - (viii) Where it is judged that the growth and stability of the Company's business will be impeded due to an inadequate or inappropriate post-purchase management policy by the Large-scale Purchaser and that there is a risk of significant hindrance to the protection and enhancement of the corporate value of the Company and ultimately the common interests of its shareholders.
 - (ix) Where the Large-scale Purchaser is judged on reasonable grounds to be extremely inappropriate as the controlling shareholder of the Company from the viewpoint of public order and morals, such as cases where the management or major shareholders of the Large-scale Purchaser include persons who have relationships with antisocial forces.

If the Board of Directors of the Company makes a decision about triggering a countermeasure as an exceptional move as described above, the Board of Directors shall consult the Independent Committee on the propriety of triggering the countermeasure before it triggers the countermeasure to ensure that its judgment is objective and reasonable. The Independent Committee shall make recommendations within the Board of Directors Assessment Period described in 4. (3) above, after carefully examining the necessity and appropriateness of triggering the countermeasure. To decide whether a countermeasure should be triggered, the Board of Directors of the Company shall respect the recommendations of the Independent Committee to the maximum extent possible.

In addition, depending on the content of the countermeasure selected, the Company may seek a resolution at a general meeting of shareholders in accordance with laws and regulations and the Articles of Incorporation, or may seek shareholder approval at a general meeting of shareholders based on the recommendation of the Independent Committee. In cases where the procedures for confirming the shareholders' will are taken in this manner, the Large-scale Purchase may not be commenced until the procedures for triggering or not triggering the countermeasures are completed after confirming the will of the shareholders.

(3) Suspension, etc. of triggering of countermeasures

If the Board of Directors of the Company judges that triggering a countermeasure is inappropriate—for example, if the Large-scale Purchaser withdraws or alters the nature of the Large-scale Purchase after the Board of Directors decides to take a specific countermeasure, as mentioned in (1) or (2) above—the Board of Directors may suspend or change the triggering of its countermeasure, paying due respect to the opinions or recommendations of the Independent Committee.

For example, when conducting the allotment of stock acquisition rights without consideration as a countermeasure, if the Board of Directors of the Company deems it inappropriate to trigger the countermeasure after the allotment without consideration has been resolved or conducted because the Large-scale Purchaser has withdrawn or changed its Large-scale Purchase, the Board of Directors may cancel the allotment of stock subscription rights without consideration at any time after it receives the recommendations of the Independent Committee Panel, up to the day preceding the effective date for the stock acquisition rights, or it may suspend the triggering of the countermeasure by acquiring the stock subscription rights without consideration at any time up to

the date preceding the start date of the execution period if the stock subscription rights have already been allotted.

If it decides to suspend the triggering of countermeasure, the Company will publish its decision, along with any matters the Independent Committee deems necessary, in a timely and appropriate manner in accordance with relevant laws and regulations, as well as the listing rules, etc. of the financial instruments exchanges on which the Company's shares are listed.

6. Impact of the Plan on shareholders, etc.

(1) Impact of the Large-scale Purchase Rules on shareholders, etc.

The purpose of the Large-scale Purchase Rules is to provide information necessary for the shareholders to make a decision as to whether they should accept the purchase proposal of the large-scale purchaser and to provide the opinions of the Board of Directors of the Company that is actually responsible for the management of the Company to ensure opportunities for the shareholders to be presented with alternative plans. This enables the shareholders to make an appropriate decision on whether they should accept the purchase proposal of the Large-scale Purchaser with sufficient information, which we believe will protect the corporate value of the Company and ultimately the common interests of the shareholders. We therefore believe that the establishment of the Large-scale Purchase Rules will be the basis for the shareholders to make an appropriate investment decision and contribute to the interests of the shareholders.

As we mentioned in 5. above, since the response of the Company to the Large-scale Purchase will vary depending on whether the Large-scale Purchaser complies with the Large-scale Purchase Rules or not, the shareholders should pay attention to the actions of the Large-scale Purchaser.

(2) Impact on shareholders at the time of triggering countermeasures

In cases where the Large-scale Purchaser does not comply with the Large-scale Purchase Rules, or even if the Large-scale Purchaser complies with the Large-scale Purchase Rules, if the Large-scale Purchase is judged to significantly damage the corporate value of the Company and ultimately the common interests of its shareholders by causing irreparable damage to the Company, the Board of Directors of the Company may take countermeasures permitted under the Companies Act, other laws and the Articles of Incorporation of the Company for the purpose of protecting the corporate value of the Company and ultimately the common interests of its shareholders. However, due to the scheme of the said countermeasure, the Company does not assume that the said countermeasure will result in a situation where shareholders (excluding the Large-scale Purchaser who does not comply with the Large-scale Purchase Rules and the Large-scale Purchaser who conducts the Large-scale Purchase that is deemed to damage the interests of the Company's shareholders as a whole by causing irreparable damage to the Company) incur an extraordinary loss in terms of legal rights or economic aspects. In the event that the Board of Directors of the Company decides to take a specific countermeasure, it will make timely and appropriate disclosure in accordance with laws and regulations and the rules of the financial instruments exchanges on which the Company's shares are listed.

When an allotment of stock acquisition rights without consideration is, for example, conducted as one of the countermeasures, the shareholders will receive the allotment of stock acquisition rights without the need to make an application for subscription and will receive the Company's shares as consideration for the acquisition of the stock acquisition rights by the Company without paying cash corresponding to the exercise price of the stock acquisition rights, as the Company takes the procedures for the acquisition of the stock acquisition rights. Therefore, no procedures for the application and payment, etc. will be necessary for shareholders. In this case, however, the Company may make requests such as asking those shareholders who will receive the allotment of stock

acquisition rights to separately submit a document pledging that they are not the Large-scale Purchaser, etc. in a form predetermined by the Company.

Even after the allotment date of the stock acquisition rights or the effective date of the stock acquisition rights, the Company may cancel the allotment of stock acquisition rights by the day before the commencement date of the exercise period of the stock acquisition rights or acquire the stock acquisition rights without consideration without delivering the Company's shares to the holders of stock acquisition rights due, for example, to circumstances such as the withdrawal of the Large-scale Purchase by the Large-scale Purchaser. In these cases, shareholders or inventors who sold shares or entered into other transactions on the assumption that the value per share will be diluted may suffer commensurate losses due to fluctuations in the share price.

7. Commencement, effective period, abolishment, and amendment or modification of the Plan

The Plan shall go into effect on the date of approval by the shareholders at the General Meeting of Shareholders. It will expire at the conclusion of the 89th Annual General Meeting of Shareholders of the Company to be held no later than June 30, 2028. Even if it is approved at the General Meeting of Shareholders and goes into effect, the Plan can be abolished (i) through a resolution to abolish the Plan to be made at a general meeting of shareholders of the Company, or (ii) through a resolution to abolish the Plan by the Board of Directors of the Company.

In addition, even before the Plan expires, the Board of Directors of the Company will review it as necessary from the perspective of enhancing the corporate value and ultimately the common interests of shareholders, and may change the Plan with the approval of a general meeting of shareholders. If the Board of Directors decides to continue, change, or abolish the Plan, it will promptly disclose the details of the decision.

Note that even before the Plan expires, the Board of Directors of the Company may amend or modify the Plan with the approval of the Independent Committee as needed if such amendment does not cause any disadvantages to shareholders. The Plan may be amended or modified, for example, if laws, regulations, or the rules of the financial instruments exchanges relevant to the Plan are established, revised, or abolished and if it is appropriate to change the Plan to reflect such establishment, revision, or abolition, or if it is appropriate to correct typographical errors or omissions.

IV. Reasonableness of the Plan (Regarding the Plan being in line with the Basic Policy Concerning Control of the Company, consistent with the corporate value of the Company and ultimately the common interests of shareholders, and not being intended to maintain the status of the Company's officers)

1. Fulfillment of the requirements of the Guidelines Regarding Takeover Response Policy

The Plan fulfills the three principles (of protecting and enhancing corporate value and shareholders' common interests, prior disclosure and shareholders' will, and ensuring the necessity and reasonableness of defensive measures) stipulated in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" published on May 27, 2005 by the Ministry of Economy, Trade and Industry and the Ministry of Justice.

The Plan also reflects the contents of "Takeover Defense Measures in Light of Recent Environmental Changes" published on June 30, 2008 by Corporate Value Study Group of the Ministry of Economy, Trade and Industry, "Principle 1.5 Anti-Takeover Measures" and Supplementary Principle 1.5.1 of the "Corporate Governance Code (as amended on June 11, 2021)"

issued on June 1, 2015 by the Tokyo Stock Exchange, and the “Guidelines for Corporate Takeovers—Enhancing Corporate Value and Securing Shareholders’ Interests—” published on August 31, 2023 by the Ministry of Economy, Trade and Industry.

2. Continuation of the Plan for the purpose of protecting and enhancing the common interests of shareholders

As described in III. 1. “Purpose of continuing the Plan” above, the Plan is continued for the purpose of protecting and enhancing the corporate value of the Company and ultimately the common interests of its shareholders by enabling the shareholders to decide whether or not to accept the Large-scale Purchase of the Company’s shares, by ensuring necessary information and time for the Board of Directors to present an alternative proposal, or by enabling the Board of Directors to negotiate with a takeover bidder, etc. on behalf of the shareholders.

3. Reflection of the shareholders’ will

The Plan shall go into effect through the approval of the General Meeting of Shareholders by confirming the opinions of the shareholders on the Plan at the General Meeting of Shareholders. The Plan is thus designed to reflect the shareholders’ opinions on the continuation of the Plan.

In addition, even before the Plan expires, it may be abolished through a resolution of abolishing the Plan at a general meeting of shareholders. In this way, the Plan is designed to reflect the opinions of shareholders.

4. Emphasis on judgment by highly independent outsiders and information disclosure

As described in III. 5. “Policy on responses when the Large-scale Purchase is conducted” above, the triggering of countermeasures under the Plan is subject to consultation with the Independent Committee, which consists of members who are independent of the management team that executes the Company’s business operations, and the recommendations of the Committee are to be respected to the maximum extent possible. In addition, the outline of the Committee’s decision will be disclosed to the shareholders as appropriate, and the Company has secured procedures to ensure the transparent operation of the Plan in a manner that serves the protection and enhancement of corporate value of the Company and ultimately the common interests of its shareholders.

5. No dead-hand or slow-hand response policy

The Plan may be abolished through a resolution by the Board of Directors consisting of directors elected at a general meeting of shareholders. The Plan is therefore not a dead-hand response policy (a response policy that can’t be blocked even if the majority of members of the Board of Directors are replaced).

In addition, the Company does not adopt staggered terms. The Plan is therefore not a slow-hand response policy (a response policy that takes a considerable amount of time to block because all Board of Directors’ members can’t be replaced at the same time).

End of document

(Appendix 1)

Status of Major Shareholders of the Company (as of March 31, 2025)

1. Total number of shares authorized: 44,000,000 shares

2. Total number of shares issued: 19,522,552 shares

3. Major shareholders (Top 10)

| Name of shareholders | Status of capital contribution to the Company | |
|--|--|---------------------------|
| | Number of shares held (Thousands of shares) | Shareholding ratio (%) |
| Mitsui & Co., Ltd. | 3,109 | 15.96 |
| The Master Trust Bank of Japan, Ltd. (trust account) | 1,655 | 8.50 |
| Custody Bank of Japan, Ltd. (trust account) | 667 | 3.42 |
| Starzen Employee Shareholding Association | 504 | 2.59 |
| Uzurahashi Kosan Co., Ltd. | 469 | 2.41 |
| Sumitomo Mitsui Banking Corporation | 324 | 1.66 |
| Jumonji Chicken Company Ltd. | 310 | 1.59 |
| Yokohama Reito Co., Ltd. | 306 | 1.57 |
| The Norinchukin Bank | 304 | 1.56 |
| TAIJU LIFE INSURANCE COMPANY LIMITED | 300 | 1.54 |
| FUTABA CORPORATION | 300 | 1.54 |

(Note) The number of shares held is rounded off to the nearest one thousand.

End of Appendix 1

Summary of Independent Committee Rules

- The Independent Committee shall be established by a resolution of the Board of Directors of the Company.
- The Independent Committee shall have at least three (3) members, and in order to enable fair and neutral judgments, the members shall be appointed by the Board of Directors of the Company from among external directors, external Audit & Supervisory Board Members or outside experts who are independent of the management team that executes the Company's business. Outside experts shall be appointed from among corporate executives with a wealth of management experience, persons familiar with investment banking, lawyers, certified public accountants, academic experts whose main research interests include the Companies Act, or persons with similar qualifications.
- The Independent Committee shall, in principle, make recommendations to the Board of Directors of the Company on matters on which it has been consulted by the Board of Directors of the Company with the reasons and grounds for the recommendations. The members of the Independent Committee shall make such recommendations from the perspective of whether such matters contribute to the corporate value of the Company and ultimately the common interests of shareholders.
- The Independent Committee may, at the expense of the Company, obtain advice from independent third party experts (financial advisors, certified public accountants, lawyers, consultants and other experts), etc.
- A resolution of the Independent Committee shall be adopted by a majority of the members.

End of Appendix 2

(Appendix 3)

Career Summary of Members of the Independent Committee

The following three individuals are expected to become members of the Independent Committee after the continuation of the Plan.

| Name (Date of birth) | Career summary | |
|--|----------------|---|
| Wataru Ohara (August 17, 1952) | April 1975 | Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation) |
| | April 2007 | Managing Executive Officer, Sumitomo Mitsui Banking Corporation |
| | | Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc. |
| | April 2008 | Senior Managing Director, Member of the Board of Directors, Sumitomo Mitsui Banking Corporation |
| | April 2009 | Representative Director, Deputy President, Sumitomo Mitsui Banking Corporation |
| | June 2010 | Representative Director, Deputy President, Sumitomo Mitsui Financial Group, Inc. |
| | June 2012 | Director, Teisoh Co., Ltd. (currently Teikoku-Soko Co., Ltd.) |
| | April 2013 | President, Representative Director, Teisoh Co., Ltd. |
| | June 2017 | Director (External), the Company (current position) |
| | June 2020 | Representative Director, Chairman, Teikoku-Soko Co., Ltd. |
| | June 2021 | Director, Chairman, Teikoku-Soko Co., Ltd. |
| Mr. Wataru Ohara has no special interest in the Company. | | |

Director, Chairman,

| Name (Date of birth) | Career summary | |
|---|----------------|---|
| Shingo Ogoshi (May16, 1982) | April 2005 | Joined ChuoAoyama PwC |
| | July 2007 | ShinNihon LLC (currently Ernst & Young ShinNihon LLC) |
| | November 2015 | Ogoshi Nobuyoshi Accounting & Tax Corporation (currently Ogoshi Accounting & Tax Corporation) |
| | November 2015 | Senior Partner, Ogoshi Accounting & Tax Corporation (current position) |
| | June 2016 | Audit & Supervisory Board Member (External), the Company |
| | June 2024 | Director (External), the Company (current position) |
| Mr. Shingo Ogoshi has no special interest in the Company. | | |

| Name (Date of birth) | Career summary | |
|---|----------------|---|
| Toshiaki Tada (July 28, 1968) | April 1996 | Registered as attorney |
| | December 1996 | Joined HIBIYA SOGO LAW OFFICES |
| | July 2001 | New York office, Weil, Gotshal & Manges LLP |
| | September 2002 | HIBIYA SOGO LAW OFFICES (current position) |
| | June 2024 | Audit & Supervisory Board Member (External), the Company (current position) |
| Mr. Toshiaki Tada has no special interest in the Company. | | |

End of Appendix 3

Outline of the Allotment of Stock Acquisition Rights without Consideration

1. Shareholders eligible for allotment of stock acquisition rights without consideration and method of the allotment

Stock acquisition rights shall be allotted to those shareholders who are recorded on the final shareholder registry on the date of allotment determined by the Board of Directors of the Company without any new payment obligation at a proportion of one stock acquisition right to one common share of the Company owned by the shareholder (excluding common shares owned by the Company).

2. Type and number of shares to be issued upon exercise of stock acquisition rights

The type of shares to be issued upon the exercise of stock acquisition rights shall be common shares of the Company, and the number of common shares to be so issued shall be one (1) share for each stock acquisition right. However, if the Company conducts a stock split or a stock consolidation, the necessary adjustments shall be made.

3. Total number of stock acquisition rights to be allotted to shareholders

The total number of stock acquisition rights to be allotted to shareholders shall not exceed the total number of shares of the Company authorized less the total number of common shares of the Company issued (excluding the common shares held by the Company) at the date of allotment determined by the Board of Directors of the Company. The Board of Directors of the Company may make more than one allotment of stock subscription rights.

4. Asset to be invested upon the exercise of each stock subscription right and its value

The asset to be contributed upon the exercise of each stock subscription right shall be cash, and its value shall be determined by the Board of Directors of the Company as one yen or more. If the Board of Directors of the Company determines to acquire stock acquisition rights, the Company may deliver new shares to the shareholders as consideration for the acquisition of the stock acquisition rights by the Company without requiring the shareholders to pay the amount equivalent to the exercise price.

5. Restriction of transfer of stock acquisition rights

Any acquisition of stock acquisition rights through the transfer of stock acquisition rights requires the approval by the Board of Directors of the Company.

6. Conditions for the exercise of stock acquisition rights

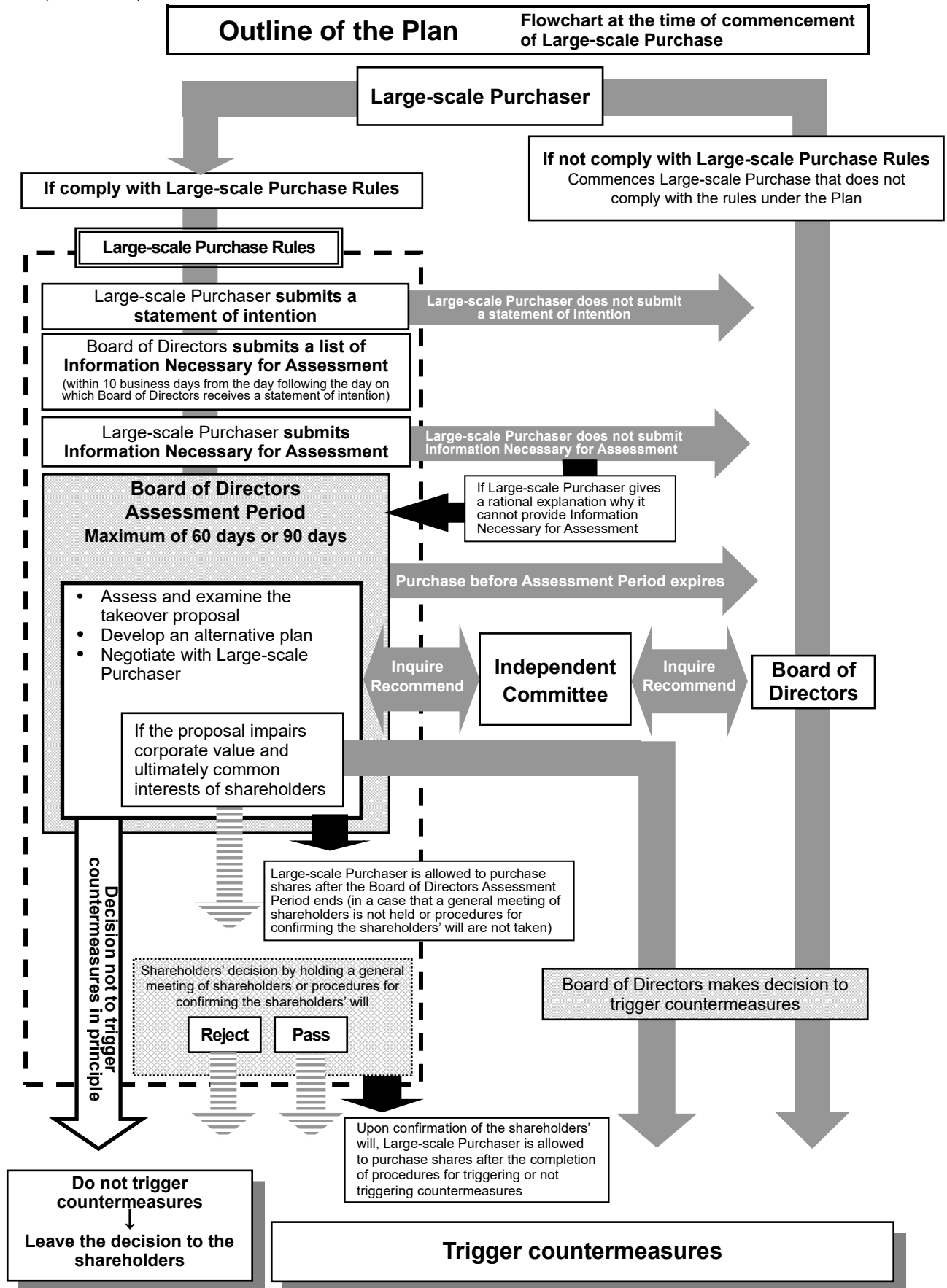
The shareholders who belong to a Large-scale Purchaser (except for those who have been approved by the Board of Directors of the Company in advance) shall not be able to exercise the stock acquisition rights.

7. Period of exercising stock acquisition rights, etc.

The date on which the allotment of stock acquisition rights takes effect, the period for exercising stock acquisition rights, the provisions on the acquisition of stock acquisition rights and other necessary matters shall be separately provided for by the Board of Directors. As for the provisions on the acquisition, a provision may be set forth that the Company may acquire the stock acquisition rights owned by persons other than those who are not allowed to exercise the stock acquisition rights due to the exercise conditions as specified in Item 6. above, and may deliver such number of common shares of the Company as separately provided for by the Board of Directors for every one stock acquisition right. In addition, a provision may also be set forth that the Company may acquire stock acquisition rights without consideration without delivering the Company's shares to stock acquisition rights.

End of Appendix 4

(Reference)



(Note) This flowchart illustrates the typical procedural flows to help understand the Plan and does not necessarily show all the procedures. For details, please refer to the main text.