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September 8, 2026

Company name:	LIFE CORPORATION
Name of Representative	Takaharu Iwasaki, Representative Director & President (Securities Code: 8194; Prime Market of the Tokyo Stock Exchange)
Inquiries:	Harunobu Okada, Director & Managing Executive Officer, CFO and Division COO of Corporate Finance and Accounting Division (Telephone: +81-3-6717-2500)

Notice Concerning Commencement of Tender Offer for ALBIS Co., Ltd. (Securities Code: 7475)

LIFE CORPORATION (the "Tender Offeror") hereby announces that, at the meeting of the Board of Directors held today, it has resolved to acquire common shares ("Target Company Shares") of ALBIS Co., Ltd. (Securities code: 7475, Prime Market of the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange"); the "Target Company") through a tender offer (the "Tender Offer") in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948; as amended; the "Act").

1. Outline of the purchase, etc.

Purpose of the tender offer	Delisting
Period of purchase, etc.	From Wednesday September 9, 2026 to Tuesday 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	— (shares)

be purchased	
Opinion of the Target Company	Agreement and recommendation to tender

(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 (defined in "(1) Outline of the purpose of the tender offer" under "2. Purpose of the purchase, etc." below; hereinafter the same) (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 purpose of the tender offer" under "2. Purpose of the purchase, etc." below; hereinafter the same) held by Mitsubishi Corporation (the "Non-Tendering Shareholder"), which is the largest shareholder of the Target Company, (iii) the number of voting rights (1) pertaining to the Target Company Shares held by the Tender Offeror (100 shares), and (iv) the number of voting rights (105) pertaining to the shares of the Target Company with restriction on transfer granted to the Target 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 Target Company's number of shares constituting one unit (100 shares). The ownership ratio of share certificates, etc. (meaning the ownership ratio of share certificates, etc. as stipulated in Article 27-2(8) of the Act and, where the relevant person has any specially related parties as stipulated in Article 27-2(1)(i) of the Act, such ratio inclusive of the shareholding ratios held by such specially related parties) 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, with the third decimal place rounded off). However, if the 10,575 Restricted Shares, which are subject to transfer restrictions and therefore cannot be tendered in the Tender Offer, are included, such ratio will be 66.74% (rounded to two decimal places, with the third decimal place rounded off). As of the date of this press release, the number of shares constituting less than one unit held in the Target Company is not known, and therefore the total number of voting rights of all shareholders, etc. of the Target Company as of such date has not been confirmed. Accordingly, in calculating the above ownership ratio of share certificates, etc., the denominator used is the total number of voting rights of all shareholders, etc. of the Target Company as of March 31, 2026 (83,457 voting rights), as stated in the annual securities report for the 59th fiscal year submitted by the Target 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, since 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 purpose of the tender offer" under "2. Purpose of the purchase, etc." below; hereinafter the same) at the Extraordinary Shareholders Meeting (defined in "(4) Policy on reorganization, etc. after the tender offer" under "2. Purpose of the purchase, etc." below; hereinafter the same) if the Tender Offer is successfully completed, 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.

2. Purpose of the purchase, etc.

(1) Outline of the purpose of the tender offer

As of today, the Tender Offeror is a stock company listed on the Prime Market of the Tokyo Stock Exchange. As of today, the Tender Offeror (the "Tender Offeror Group") comprises the Tender Offeror, one consolidated subsidiary, three non-consolidated subsidiaries (including World Delica Co., Ltd., which was acquired as a subsidiary on April 30, 2026, and one dormant subsidiary), 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 today, the Tender Offeror resolved to implement the Tender Offer as part of a series of transactions (the "Transactions") to acquire all of the Target Company Shares (excluding treasury shares owned by the Target 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 Target Company, and for the purpose of delisting the Target Company Shares listed on the Tokyo Stock Exchange Prime Market. As of today, the Tender Offeror owns 100 Target Company Shares (ownership ratio (Note 1): 0.00%) (Note 2).

(Note 1) "Ownership ratio" means the ratio to the total number of issued shares of the Target Company as of June 30, 2026 that is stated in the Consolidated Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2027 (Under Japanese GAAP) announced by the Target Company on July 31, 2026 (9,255,926 shares) minus the number of treasury shares owned by the Target 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).

(Note 2) For the purpose of requesting inspection and copying of the shareholder register of the Target Company, the Tender Offeror acquired the Target Company Shares from an employee of the Target Company through an off-market negotiated transaction at a price of 2,525 yen per share, effective as of September 1, 2026.

As of today, the Tender Offeror has executed an agreement regarding non-tendering in the Tender Offer (the "Non-Tender Agreement") and a shareholder agreement regarding the organization, governance and operation of the Target Company (the "Shareholders Agreement") with the Non-Tendering Shareholder, which is the largest shareholder of the Target Company (number of shares held: 1,388,440 shares; ownership ratio (Note 1): 16.62%), and has reached agreement under the Non-Tender Agreement that none of the Target 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 at the Extraordinary Shareholders Meeting (defined in "(4) Policy on reorganization, etc. after the tender offer" below; hereinafter the same). 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 Target Company Shares (excluding treasury shares owned by the Target 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 Target Company through a share consolidation (the "Share Consolidation") carried out by the Target 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 Target Company, and the Tender Offeror intends to make the Target Company a consolidated subsidiary of the Tender Offeror.

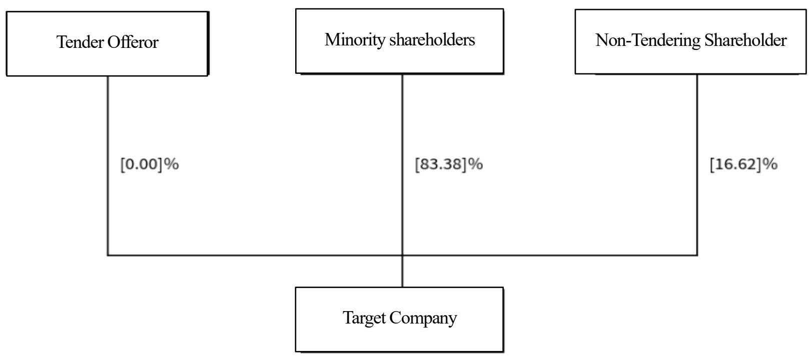
Since the Tender Offeror intends to make the Target Company Shares private with the purpose of making the Target Company its consolidated subsidiary, the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, and if the total number of Tendered Share Certificates, etc. (defined below) is at least the minimum number of shares to be purchased set forth below, the Tender Offeror will purchase, etc. 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 Target 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 Target Company, the number of voting rights (1) pertaining to the Target Company Shares held by the Tender Offeror (100 shares), and the number of voting rights (105) pertaining to the Restricted Shares (10,575), (which equals 41,712) and then multiplying by the Target Company's number of shares constituting one unit (100 shares). This is set so that, by adding the number of voting rights to be acquired by the Tender Offeror through the Tender Offer to 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, the requirements for such special resolution can be satisfied. 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 Target 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.

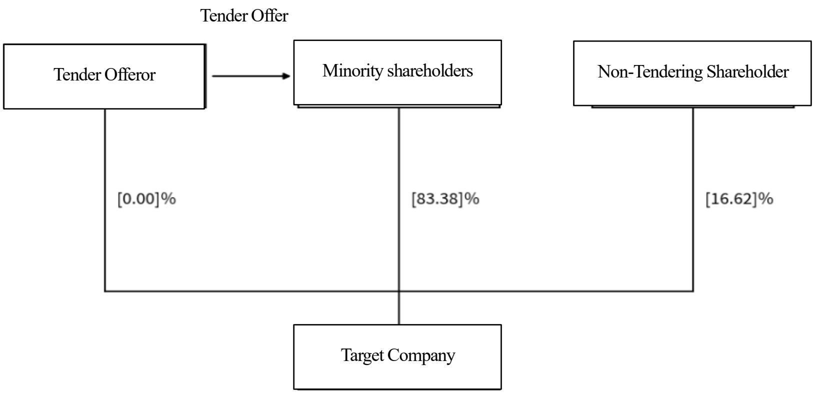
(I) Before implementation of the Tender Offer (current situation)

As of today, of the Target 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))

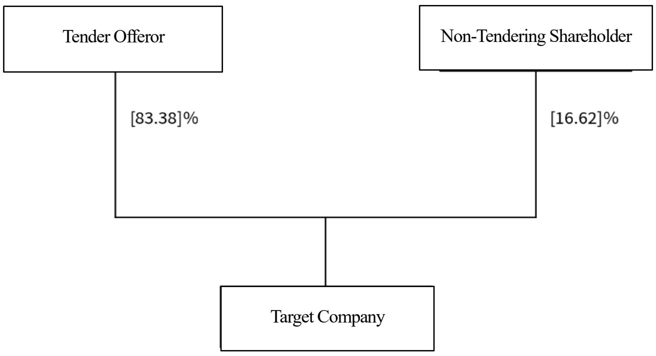
The Tender Offeror will implement the Tender Offer for all of the Target Company Shares (excluding treasury shares owned by the Target Company and the Non-Tendered Shares), and the Non-Tendering Shareholder will not tender the Non-Tendered Shares in the Tender Offer pursuant to the Non-Tender Agreement.



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

If the Tender Offeror is unable to acquire all of the Target Company Shares through the Tender Offer (excluding treasury shares owned by the Target Company and the Non-Tendered Shares), after the completion of the Tender Offer, the Tender Offeror will request that the Target 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 Target Company.

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



After the Transactions, the Target Company will become a consolidated subsidiary of the Tender Offeror, and the Non-Tendering Shareholder will continue to hold Target Company Shares as a shareholder of the Target Company. According to the “Notice Concerning Opinion in Support of Planned Commencement of Tender Offer by LIFE CORPORATION for Shares of the Company and Recommendation to Tender” that the Target Company publicly announced today (the “Target Company Press Release”), the Target Company resolved at the meeting of its board of directors held today to express its opinion in support of the Tender Offer and to recommend that the

Target Company's shareholders tender in the Tender Offer. For details of the decision-making process of the board of directors of the Target Company, please see the Target Company Press Release and "(VI) Approval by all non-interested directors, and the opinion of all non-interested corporate auditors of the Target Company that they have no objection" under "(3) Measures to ensure fairness of the tender offer" below.

(2) Background, purpose, and decision-making process leading to the Tender Offer, and management policy after the purchase, etc.

The background, purpose, and decision-making process leading to the decision by the Tender Offeror to implement the Tender Offer and the management policy after the Tender Offer are as follows. It should be noted that the statements regarding the Target Company set forth below are based on the Target Company Press Release published by the Target Company today and explanations received from the Target Company.

(I) 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, was listed on the First Sections of the Tokyo Stock Exchange and the Osaka Securities Exchange (currently the Tokyo Stock Exchange Prime Market) in 1984 and currently recognizes that it has established a position as one of 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 business, consolidated subsidiary LIFE Financial Service engages in credit card and electronic money issuance and management operations, and affiliated company 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 key word, 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 "what we want to be in FY2030." 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.

According to the Target Company Press Release, the Target Company was established in Imizu City, Toyama Prefecture in 1968 and started in the food supermarket business. Furthermore, after being listed on the Second Section of the Nagoya Stock Exchange in 1995, the Target 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 Target Company is part of a corporate group comprising the Target Company, two consolidated subsidiaries, and four non-consolidated subsidiaries (collectively, the “Target Company Group”), and has been engaged in the food supermarket business since its establishment in 1968. The Target Company Group also engages in business that complements 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 Target 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 Target 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 Target Company Group’s management policy for its fourth medium-term management plan 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 (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 through fiscal year 2026 (publicly announced on April 10, 2024) 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 Target 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) Refers to a facility where products provided and sold at each store are manufactured and processed on a centralized basis.

Amid the changing business environment surrounding the Tender Offeror and the Target 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 business capable of demonstrating a competitive advantage not only in the Tokyo metropolitan area and Kinki region, but also in the Hokuriku and Chukyo regions, by making the Target 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 Target 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 Target Company's corporate value while also working with the Non-Tendering Shareholder, which will remain a shareholder of the Target Company after the Transactions.

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

(i) Store openings and M&A

The Tender Offeror believes that by sharing its store development functions and know-how with the Target Company through measures such as personnel exchanges, thereby strengthening the Target Company's store development functions, the creation of synergies relating to the expansion of the store network, including through M&A transactions can be expected.

(ii) Use of products, data, etc.

The Tender Offeror believes that the creation of synergies relating to the expansion of the product lineup and improvements in quality and price competitiveness can be expected by meeting the needs of customers through mutual utilization of private brand product lineup and proprietary products held by the Tender Offeror and the product lineup held by the Target Company. The Tender Offeror believes that synergies relating to the enhancement of profitability through the optimization of product lineups can be expected by sharing its know-how in the utilization of purchasing data and individual store analysis. In addition, after ascertaining market needs and commercial viability, as necessary, the synergies relating to the creation of new sales opportunities and the expansion of the customer base can be expected through the provision of its online supermarket business know-how to the Target Company and support for the expansion of online supermarket business.

(iii) Joint procurement, joint purchasing, and production functions.

The Tender Offeror will consider improving transaction terms by expanding transaction volumes through joint purchase and procurement of products, consumables, materials, etc. In addition, the Tender Offeror believes that the creation of synergies relating to the enhancement of logistics and production efficiency can be expected through sharing its logistics center and process center operational know-how.

(iv) Sales promotion and marketing functions

The Tender Offeror will share with the Target Company its sales promotion know-how derived from customer data and seek to enhance promotional efficiency and improve cost effectiveness. In addition, the Tender Offeror believes that synergies will be created relating to 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 measures to reduce systems costs and improve operational efficiency, including through future integration and standardization of systems. The Tender Offeror believes that the creation of synergies relating to horizontal expansion of initiatives to utilize AI and IT can be expected.

(vi) Store investment

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

(vii) Corporate functions

In addition to sharing know-how regarding back-office and administrative functions such as 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.

(viii) Human resource development

Through personnel exchanges between the two companies, the Tender Offeror intends to promote the sharing of know-how relating to product development, store operations, data utilization, and corporate functions, while also fostering the development of human resources at both companies.

Taking into 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 Target Company and promote optimal allocation of management resources and mutual cooperation by delisting the Target Company Shares and making it a consolidated subsidiary of the Tender Offeror.

The Tender Offeror's choice to delist the Target 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, and 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 Target Company's 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 Target Company, it is necessary to delist the Target 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 Target 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 Target 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. In addition, the Tender Offeror recognizes that the Target Company's counterparties with which it has capital relationships are primarily suppliers of merchandise (including wholesalers and manufacturers) and financial institutions, and that the existence or absence of such capital relationships is not expected to have any material impact on transaction terms or other business relationships. Accordingly, the Tender Offeror does not anticipate any particular disadvantages arising from the termination of such capital relationships with those counterparties.

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. In middle November 2025, during discussions 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 Target 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 Target Company and the significance of the Tender Offeror's participation in the management of the Target Company. In middle

November 2025, when the Non-Tendering Shareholder shared with the Target Company that it had received the above proposal from the Tender Offeror, the Target Company indicated its desire to continue receiving support from the Non-Tendering Shareholder. In addition, in the middle of November 2025, the Non-Tendering Shareholder shared the Target Company’s desire with the Tender Offeror, and the parties exchanged views regarding the manner in which they should collaborate with the Target Company. As a result, the Tender Offeror concluded that, because the Non-Tendering Shareholder has contributed to increasing the corporate value of the Target Company over a long period of time through the dispatch of directors and other personnel to the Target Company, and possesses knowledge and a network in the field of food distribution, the Non-Tendering Shareholder continuing to be involved as a shareholder of the Target Company after the Transactions will make it 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 Target Company a wholly-owned subsidiary. Against this background, on February 27, 2026, the Non-Tendering Shareholder presented to the Target Company the initial concept of the contemplated management participation by the Tender Offeror, which continued shareholding by the Non-Tendering Shareholder, and the Transactions and sounded out the Target Company regarding the commencement of discussions with the Tender Offeror. In response, on April 14, 2026, the Tender Offeror, the Target Company, and the Non-Tendering Shareholder initiated discussions among the three parties and thereafter proceeded with a full-scale examination. Subsequently, around May 20, 2026 when examination of the principal terms of the Transactions, such as the purpose and rationale of the Transactions, the synergies expected to result therefrom, and the transaction structure, had become more concrete, through discussions between the top management of the Tender Offeror and the Target Company, the Tender Offeror appointed Daiwa Securities Co., Ltd. (“Daiwa Securities”) as a financial advisor and independent valuation advisor that is independent of the Tender Offeror, the Target Company, and the Non-Tendering Shareholder, and Yanagida & Partners as legal advisor 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 Target Company regarding the Transactions aimed at delisting the Target 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. The Tender Offeror and the Non-Tendering Shareholder did not present to the Target Company, in the Letter of Intent, any terms or conditions relating to the contents of the negotiations concerning the Transactions.

In order to examine the feasibility of the Tender Offer, the Tender Offeror conducted due diligence (the “Due Diligence”) on the Target Company from late June 2026 to early August 2026. In parallel with the Due Diligence, the Tender Offeror exchanged views with the Target Company regarding, among other things, the synergies expected to result from the Transactions, and was interviewed by the Special Committee (defined in “(III) Details of, and grounds and reasons for, the opinion of the Target Company regarding the tender offer” below) concerning such matters as the significance and purpose of the Transactions and synergies expected from the Transactions. Thereafter, the Tender Offeror engaged in multiple discussions and negotiations with the Target Company and the Special Committee regarding the scheme for the Transactions, and the purchase price per share of the Target Company Shares in the Tender Offer (the “Tender Offer Price”). The details are as follows:

Through the Special Committee, on July 8, 2026, the Tender Offeror received from the Target Company a written list of questions regarding the purpose and rationale for the Transactions, the advantages and disadvantages expected to result from the Transactions, the management policy and governance structure following the Transactions, the transaction structure, the schedule, financing arrangements and other related matters. On the same day, the Non-Tendering Shareholder received from the Target Company a written list of questions regarding the purpose and rationale for the Transactions, the advantages and disadvantages of remaining as a shareholder of the Target Company following the Transactions, and the management policy and governance structure following the Transactions. After providing written responses to the Target Company on July 17, 2026, the Tender Offeror participated in an interview conducted by the Target Company on July 22, 2026, during which it responded to the foregoing questions and engaged in a question-and-answer session. Likewise, after providing written responses to the Target Company on July 29, 2026, the Non-Tendering Shareholder participated in an interview conducted by the Target Company on July 30, 2026, during which it responded to the foregoing questions and engaged in a question-and-answer session.

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 Target Company's board of directors will approve the Tender Offer, market share price trends for the Target Company Shares, and the expected tendering in the Tender Offer, and on the assumption that the Target 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 Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange 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 Target 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 Target 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 Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange 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 Target 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 Target 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 Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange 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 Target Company to reconsider the Tender Offer Price on the grounds that, after comprehensively taking into account the valuation results of the Target Company Shares prepared by SMBC Nikko Securities, an independent third-party valuation firm, the value expected to be realized in the future as a result of the transactions and the future prospects of the Target Company's business, precedent premiums granted in similar transactions (including the fact that the premium represented by the proposed offer price was below the median and average premiums observed in such precedents), and the PBR level implied by the proposed offer price, such price still remained at a level that could not be accepted in light of the corporate value of the Target Company and the protection of the interests of its general shareholders. In light of such request, the Tender Offeror made the fourth proposal to the Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange 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 Target Company to reconsider the Tender Offer Price on the grounds that, after comprehensively taking into account the valuation results of the Target Company Shares prepared by SMBC Nikko Securities, an independent third-party valuation firm, the value expected to be realized in the future as a result of the transactions and the future prospects of the Target Company's business, precedent premiums granted in similar transactions (including the fact that the premium represented by the proposed offer price was below the median and average premiums observed in such precedents), and the PBR level implied by the proposed offer price, such price still remained at a level that could not be accepted in light of the corporate value of the Target Company and the protection of the interests of its general shareholders. In light of such request, the Tender Offeror made the final proposal to the Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange 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 49.41% premium on the 2,530 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 4, 2026, the Tender Offeror received a further request from the Target Company to reconsider the Tender Offer Price on the grounds that, after comprehensively taking into account the valuation results of the Target Company Shares prepared by SMBC Nikko Securities, an independent third-party valuation firm, the value expected to be realized in the future as a result of the Transactions and the future prospects of the Target Company's business, precedent premiums granted in similar transactions (including the fact that the premium represented by the proposed offer price was at a level close to the median premium observed in such precedents), and the PBR level implied by the proposed offer price, the proposed offer price could be evaluated as a level that gave a certain degree of consideration to the corporate value of the Target Company and the protection of the interests of its general shareholders, but that the Tender Offeror was requested to give the utmost consideration once again to the corporate value of the Target Company and the protection of the interests of its general shareholders. In light of such request, the Tender Offeror made its final proposal to the Target Company on September 7, 2026, setting the Tender Offer Price at 3,780 yen (a price that includes a 49.94% premium on the closing price of 2,521 yen for the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on September 4, 2026, a 50.24% premium on the simple average closing price of 2,516 yen during the one-month period ending on the same date, a 50.24% premium on the simple average closing price of 2,516 yen during the three-month period ending on the same date, and a 49.47% premium on the simple average closing price of 2,529 yen during the six-month period ending on the same date). As a result, the Tender Offeror received a response from the Target Company that, subject to the final decision being made by the Target Company's Board of Directors, it would accept such proposal, and the Tender Offeror and the Target Company reached an agreement to set the Tender Offer Price at 3,780 yen.

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.

(II) Background and basis for the calculation of the purchase, etc. price

When determining the Tender Offer Price, the Tender Offeror requested Daiwa Securities, a third-party valuation institution that is independent of the Tender Offeror, the Target Company and the Non-Tendering Shareholder, to calculate the share value of the Target Company Shares, and obtained a share valuation report on September 7, 2026 (the "Share Valuation Report (Daiwa Securities)"). Daiwa Securities is not a related party of the Tender Offeror, the Target 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 Target Company Shares from among various available valuation approaches and, as a result, determined to use the Market Price Method, because the Target Company is listed on the Prime Market of the Tokyo Stock Exchange and a market price for its shares is available; the Comparable Companies Method, because there are multiple listed companies engaged in the domestic supermarket business that are comparable to the Target Company and it is therefore possible to infer the equity value of the Target Company Shares through comparison with such comparable companies; and the discounted cash flow method (the "DCF Method"), in order to reflect the future business activities of the Target Company in the valuation. Accordingly, Daiwa Securities calculated the equity value of the Target 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 Target Company, taking into account, in a comprehensive manner, the various factors described in "(3) Measures to ensure fairness of the tender offer."

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

Market Price Method: 2,501 yen to 2,527 yen

Comparable Companies Method: 1,218 yen to 2,491 yen

DCF Method: 3,243 yen to 4,291 yen

Under the Market Price Method, with September 7, 2026 as the valuation reference date, the range of the per-share value of the Target Company Shares was determined to be between 2,501 yen and 2,527 yen, based on the closing price of 2,501 yen of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on the reference date, the simple average closing price of 2,524 yen during the most recent one-month period, the simple average closing price of 2,517 yen during the most recent three-month period, and the simple average closing price of 2,527 yen during the most recent six-month period.

Under the Comparable Companies Method, the share value of the Target Company was determined through a comparison with the market prices and financial indicators reflecting profitability and other factors of multiple listed companies operating domestic supermarket businesses that are relatively comparable to the Target Company, and the range of the per-share value of the Target Company Shares was determined to be between 1,218 yen and 2,491 yen.

Under the DCF Method, based on various factors, including the Target Company's business plan covering the five fiscal years from the fiscal year ending March 31, 2027 through the fiscal year ending March 31, 2031, including its earnings and investment plans, the results of the Due Diligence conducted by the Tender Offeror, and publicly available information, and using assumptions considered reasonable by the Tender Offeror, the corporate value and share value of the Target Company were analyzed by discounting to present value the free cash flows expected to be generated by the Target Company from the fiscal year ending March 31, 2027 onward at a certain discount rate, and the range of the per-share value of the Target Company Shares was determined to be between 3,243 yen and 4,291 yen.

In addition to the valuation results set forth in the Share Valuation Report (Daiwa Securities) obtained from Daiwa Securities, the Tender Offeror comprehensively considered the results of the Due Diligence conducted by the Tender Offeror, trends in the market price of the Target Company Shares, the prospects for shareholders tendering in the Tender Offer, and other relevant factors, and also took into account the results of discussions and negotiations with the Target Company. Based on these considerations, the Tender Offeror ultimately determined on September 8, 2026, to set the Tender Offer Price at 3,780 yen per share.

The Tender Offer Price of 3,780 yen represents a premium of 51.14% over the closing price of 2,501 yen for the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on September 7, 2026, the business day immediately preceding the announcement of the commencement of the Tender Offer, a premium of 49.76% over the simple average closing price of 2,524 yen during the one-month period from August 10, 2026 to September 7, 2026, a premium of 50.18% over the simple average closing price of 2,517 yen during the three-month period from June 8, 2026 to September 7, 2026, and a premium of 49.58% over the simple average closing price of 2,527 yen during the six-month period from March 9, 2026 to September 7, 2026.

(Note) In calculating the equity value of the Target Company Shares, Daiwa Securities relied upon, and generally adopted as provided, the information furnished by the Target 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 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 Target 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 Target 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 Target 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.

(III) Details of, and grounds and reasons for, the opinion of the Target Company regarding the tender offer

(i) Background to creation of examination framework

As stated in "(I) Background, purpose, and decision-making process leading to the decision by the Tender Offeror to implement the tender offer" above, the Target Company has been proceeding with the examination of various management strategies aimed at improving its corporate value under the difficult business environment.

Under these circumstances, on February 27, 2026 the Target Company was presented by the Non-Tendering Shareholder with the initial concept of the contemplated management participation by the Tender Offeror, which 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 Target Company, the Tender Offeror, and the Non-Tendering Shareholder, and the Target Company proceeded with a full-scale examination with the Offeror.

Subsequently, the Target 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 Target Company appointed SMBC Nikko Securities Inc. ("SMBC Nikko Securities") as a financial advisor and third-party valuation institution that is independent of the Tender Offeror, the Non-Tendering Shareholder, and the Target Company, and Oh-Ebashi LPC & Partners ("Oh-Ebashi LPC & Partners") as a legal advisor.

Furthermore, by a resolution of the board of directors of the Target Company on June 23, 2026, the Target Company established a special committee (the "Special Committee") that is independent of the Tender Offeror, the Non-Tendering Shareholder, and the Target Company, consisting of three persons — Mr. Tatsuya Kaseda (Independent Outside Director of the Target Company), Mr. Atsuki Matsumura (Independent Outside Director of the Target 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 (Independent Outside Corporate Auditor of the Target Company, 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 matters for consultation, the particulars of the examination, and the details of its determinations, please see "(IV) Establishment of an independent special committee and acquisition of a written report by the Target Company" under "(3) Measures to ensure fairness of the tender offer" below). Furthermore, of the six directors of the Target Company, Mr. Ryo Higasa ("Mr. Higasa") has not participated in deliberations or resolutions at that meeting of the board of directors, as stated in "(VI) Approval by all non-interested directors, and the opinion of all non-interested corporate auditors of the Target 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 Target Company, Ms. Asako Hio ("Ms. Hio") has not participated in deliberations at that meeting of the board of directors, as stated in "(VI) Approval by all non-interested directors, and the opinion of all non-interested corporate auditors of the Target Company that they have no objection" under "(3) Measures to ensure fairness of the tender offer" below. Also, as stated in "(IV) Establishment of an independent special committee and acquisition of a written report by the Target Company" under "(3) Measures to ensure fairness of the tender offer" below, the Target Company has obtained approval for appointment of its financial advisor and third-party valuation institution SMBC Nikko Securities and legal advisor Oh-Ebashi LPC & Partners after confirming that there are no issues regarding independence and expertise. Furthermore, as stated in "(V) Creation of an independent examination framework at the Target Company" under "(3) Measures to ensure fairness of the tender offer" below, following the receipt of the Letter of Intent, the Target 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 Target 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 Target Company engaged in multiple rounds of discussions and negotiations with the Tender Offeror regarding the pros and cons of the Transactions and the appropriateness 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 Target Company sent questions in writing to the Tender Offeror regarding matters such as the purpose and reasons for implementing the Transactions, the anticipated advantages and disadvantages of the Transaction, 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 the Transactions, the advantages and disadvantages of remaining as shareholder of the Target Company in the Transactions, and management policy and governance following the Transactions. The Target 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 engaging in question-and-answer sessions.

In addition, from August 10, 2026 onward, the Target Company and the Special Committee engaged in multiple rounds of examinations and negotiations with the Tender Offeror regarding the Tender Offer Price. Specifically, on August 10, 2026, the Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange 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 Target Company's board of directors will approve the Tender Offer, market share price trends for the Target Company Shares, and the expected tendering in the Tender Offer, on the assumption that the Target Company would not pay either an interim dividend or a year-end dividend for the fiscal year ending March 31, 2027. In response, the Target Company and the Special Committee, after careful deliberation with the advice of SMBC Nikko Securities and Oh-Ebashi LPC & Partners, determined that the Tender Offer Price was at a level that could not be accepted in light of the corporate value of the Target Company and the protection of the interests of its general shareholders. Accordingly, on August 13, 2026, the Target Company requested that the Tender Offeror reconsider the Tender Offer Price. Thereafter, the Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange 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, the Target Company and the Special Committee, after careful deliberation with the advice of SMBC Nikko Securities and Oh-Ebashi LPC & Partners, determined that the Tender Offer Price still remained at a level that could not be accepted in light of the corporate value of the Target Company and the protection of the interests of its general shareholders. Accordingly, on August 19, 2026, the Target Company requested that the Tender Offeror reconsider the Tender Offer Price. Thereafter, on August 25, 2026, the Target Company and the Special Committee received from the Tender Offeror the third proposal to set the Tender Offer Price at 3,680 yen (a price that includes a 44.37% premium on the closing price of 2,549 yen for the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on August 24, 2026, a 45.22% premium on the simple average closing price of 2,534 yen during the one-month period ending on the same date, a 47.14% premium on the simple average closing price of 2,501 yen during the three-month period ending on the same date, and a 44.94% premium on the simple average closing price of 2,539 yen during the six-month period ending on the same date). In response, after comprehensively considering the valuation results of the Target Company Shares prepared by SMBC Nikko Securities, an independent third-party valuation firm, the value expected to be realized in the future as a result of the Transactions and the future prospects of the Target Company's business, precedent premiums granted in similar transactions (including the fact that the premium represented by the proposed offer price was below the median and average premiums observed in such precedents), and the PBR level implied by the proposed offer price, the Target Company and the Special Committee determined that the proposed Tender Offer Price still remained at a level that could not be accepted in light of the corporate value of the Target Company and the protection of the interests of its general shareholders. Accordingly, on August 26, 2026, the Target Company requested the Tender Offeror to reconsider the Tender Offer Price. Thereafter, on September 1, 2026, the Target Company and the Special Committee received from the Tender Offeror the fourth proposal to set the Tender Offer Price at 3,760 yen (a price that includes a 48.91% premium on the closing price of 2,525 yen for the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on August 31, 2026, a 49.62% premium on the simple average closing price of 2,513 yen during the one-month period ending on the same date, a 49.92% premium on the simple average closing price of 2,508 yen during the three-month period ending on the same date, and a 48.38% premium on the simple average closing price of 2,534 yen during the six-month period ending on the same date). In response, after comprehensively considering the valuation results of the Target Company Shares prepared by SMBC Nikko Securities, an independent third-party valuation firm, the value expected to be realized in the future as a result of the Transactions and the future prospects of the Target Company's business, precedent premiums granted in similar transactions (including the fact that the premium represented by the proposed offer price continued to remain below the median and average premiums observed in such precedents), and the PBR level implied by the proposed offer price, the Target Company and the Special Committee determined that the proposed Tender Offer Price still remained at a level that could not be accepted in light of the corporate value of the Target Company and the protection of the interests of its general shareholders. Accordingly, on September 2, 2026, the Target Company requested the Tender Offeror to reconsider the Tender Offer Price. Thereafter, on September 4, 2026, the Target Company and the Special Committee received from the Tender Offeror its final proposal to set the Tender Offer Price at 3,780 yen (a price that includes a 51.14% premium on the closing price of 2,501 yen for the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on September 3, 2026, a 50.36% premium on the simple average closing price of 2,514 yen during the one-month period ending on the same date, a 50.36% premium on the simple average closing price of 2,514 yen during the three-month period ending on the same date, and a 49.41% premium on the simple average closing price of 2,530 yen during the six-month period ending on the same date). In response, after comprehensively considering the valuation results of the Target Company Shares prepared by SMBC Nikko Securities, an independent third-party valuation firm, the value expected to be realized in the future as a result of the Transactions and the future prospects of the Target Company's business, precedent premiums granted in similar transactions (including the fact that the premium represented by the proposed offer price was at a level close to the median premium observed in such precedents), and the PBR level implied by the proposed offer price, the Target Company and the Special Committee determined that, while the proposed Tender Offer Price could be evaluated as a level that gave a certain degree of consideration to the corporate value of the Target Company and the protection of the interests of its general shareholders, the Tender Offeror should be requested once again to give the utmost consideration to the corporate value of the Target Company and the protection of the interests of its general shareholders. Accordingly, on September 4, 2026, the Target Company requested the Tender Offeror to reconsider the Tender Offer Price. Thereafter, on September 7, 2026, the Target Company and the Special Committee received from the Tender Offeror its final proposal to set the Tender Offer Price at 3,780 yen (a price that includes a 49.94% premium on the closing price of 2,521 yen for the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on September 4, 2026, a 50.24% premium on the simple average closing price of 2,516 yen during the one-month period ending on the same date, a 50.24% premium on the simple average closing price of 2,516 yen during the three-month period ending on the same date, and a 49.47% premium on the simple average closing price of 2,529 yen during the six-month period ending on the same date).

In response, the Target Company and the Special Committee responded to the Tender Offeror on September 7, 2026 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 Target 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 Target Company Shares received from SMBC Nikko Securities on September 7, 2026 (the "Target 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 on September 7, 2026 (the "Report"), the Target Company engaged in careful examination and discussion on whether the Transactions including the Tender Offer would contribute to enhancing the Target Company's corporate value, and whether the terms and conditions of the Transaction, including the Tender Offer Price, were fair and reasonable. As a result, based on the following perspectives, the Target Company determined that delisting the Target Company Shares through the Transactions would contribute to the improvement of the Target Company's corporate value.

(a) Enhancement of product appeal and procurement capability

As discussed above, the Target Company believes that it will be possible to expand the product lineup and improve its product competitiveness by mutually utilizing the product development capabilities and private brand product lineup held by the Tender Offeror and the product lineup cultivated by the Target Company alongside customers in the local community. In addition, the Target 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 Target 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. In addition, the Target Company also believes that it will be possible to improve the efficiency of sales promotion activities and reduce costs through the provision of the Tender Offeror's know-how relating to sales promotion based on the utilization of customer data, as well as its know-how regarding payment systems. The Target Company also 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 and digital transformation investment

In the fourth medium-term management plan, the Target Company has established and is working on a priority policy called "Systems: Strengthening of the Business Foundation for Sustainable Growth." The Target 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 Target Company Group's business foundation and contribute to its sustainable growth.

(c) Enhancement of the store expansion framework including through M&A

The Target Company believes that there is no geographic overlap between the Target 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 Target 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 Target 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 execution capabilities regarding M&A possessed by the Tender Offeror to jointly explore growth opportunities, including through acquisitions.

(d) Sharing of Know-how through Personnel Exchanges and System Integration

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

On the other hand, the Target Company has also considered the disadvantages of delisting the Target 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 credibility and name recognition the Target Company has enjoyed up to now as a listed company, but the Target Company recognizes that it has built up a high level of name recognition and standing within the food supermarket industry. Therefore, it 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 Target 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 Target Company Shares are delisted, in light of the fundraising capability of the Tender Offeror, the Target Company believes that there will not be a great need for large-scale fundraising utilizing equity financing.

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

Furthermore, based on the following points, etc., the Target 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 Target Company, and that the Tender Offer provides the shareholders of the Target Company with a reasonable opportunity to sell shares.

(a) The Tender Offer Price significantly exceeds the upper end of the valuation ranges derived under both the Market Price Method and the Comparable Companies Method set forth in the valuation results of the Target Company Shares prepared by SMBC Nikko Securities, as described in "(3) Measures to ensure fairness of the Tender Offer – (II) Acquisition by the Target Company of a share valuation report from an independent third-party valuation institution” below, and also significantly exceeds the midpoint of the valuation range derived under the DCF Method.

(b) The Tender Offer Price of 3,780 yen represents a premium of 51.14% over the closing price of 2,501 yen for the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on September 7, 2026, the business day immediately preceding the date of the public announcement of the Tender Offer, a premium of 49.76% over the simple average closing price of 2,524 yen during the one-month period ending on the same date, a premium of 50.18% over the simple average closing price of 2,517 yen during the three-month period ending on the same date, and a premium of 49.58% over the simple average closing price of 2,527 yen during the six-month period ending on the same date. Of the tender offers announced between June 28, 2019, when the Ministry of Economy, Trade and Industry published the Fair M&A Guidelines, and June 12, 2026 that were conducted for the purpose of taking a listed company private, 88 transactions were identified as comparable to the Transactions. These included cases where the bidder sought to make the target company a wholly-owned subsidiary and where the ownership ratio held by the bidder and its special related parties as of the business day prior to the announcement was less than 20%, excluding transactions that remained pending, failed transactions, transactions not supported and recommended by the target company, tender offers for consolidated subsidiaries or affiliates (including management buyouts), and tender offers for investment corporations (REITs). Compared with the median premiums observed in such transactions, measured against the closing price on the business day preceding the announcement and the simple average closing prices for the one-month, three-month and six-month periods preceding the announcement (47.77%, 50.26%, 51.08% and 53.62%, respectively), the premium offered under the Tender Offer Price can be evaluated as providing a substantial premium.

(c) Although the Tender Offer Price is lower than the book value per share of net assets of 3,961.32 yen, calculated from the Target Company’s consolidated net assets as of June 30, 2026 (excluding treasury shares held by the Target Company), book value of net assets does not reflect future profitability and therefore is not considered a reasonable metric to emphasize when valuing the corporate value of the Target Company as a going concern. In addition, book value of net assets does not represent liquidation value. Even if the Target Company were to be liquidated, losses and additional costs would be expected to arise, including reductions resulting from the early disposal of inventory, demolition costs and soil contamination investigation costs relating to store buildings and process centers, restoration costs and penalties associated with the termination of lease agreements and other contractual arrangements relating to land and buildings, enhanced severance payments to employees, and professional fees payable to attorneys and other advisors. In light of these considerations, the liquidation value of the Target Company would not realistically be realized at an amount equal to its consolidated book value of net assets and would be expected to be materially impaired. (The Target Company has stated that, because it does not contemplate liquidation, it has neither obtained estimates nor conducted any specific calculations on a liquidation basis.) Accordingly, it is difficult to adopt the view that the consolidated book value of net assets per share should constitute the minimum fair value of the Target Company Shares. Furthermore, it is considered unreasonable to place emphasis on valuation methodologies premised on the liquidation of the business when valuing the shares of the Target Company, which is a going concern.

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

(IV) Management policy after the tender offer

After the Transactions, the Tender Offeror intends to achieve sustainable growth of both companies and improve their corporate value by utilizing the management resources possessed by the Tender Offeror and the Target Company, while respecting the management philosophy of the Target 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 Target Company after the Transactions, the basic policy will be for the Target Company's stores that enjoy the support of local customers to continue operating under the existing trade name, with the aim of maintaining the Target Company's sustainable growth and strengthening its business base. With respect to the management system of the Target Company, while respecting its independence and ensuring the degree of autonomy of management based on regional characteristics, the Tender Offeror will support the further growth of the Target 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 Target Company's employees and other matters upon consultation with the Target 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 Target Company other than the 100 Target 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 Target 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 Target Company and the Tender Offeror is its equity-method affiliate, that the Target Company has taken on a Director responsible for its sales division and an Outside Corporate Auditor from the Non-Tendering Shareholder, and that the Non-Tendering Shareholder has entered into the Non-Tender Agreement with the Tender Offeror and intends to remain a shareholder of the Target Company following the completion of the Transactions, the Non-Tendering Shareholder is considered to have a material interest in the outcome and terms of the Transactions. In light of these circumstances, 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 Tender Offeror has, from the stage of submitting the Letter of Intent to the Target Company, implemented or recognized that the Target Company has implemented the following measures to ensure the fairness of the Transactions, eliminate arbitrariness in decision-making regarding the Transactions, guarantee the fairness, transparency, and objectivity of the decision-making process, and avoid the risk of conflicts of interest.

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

(I) Acquisition 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 third-party valuation institution that is independent from the Tender Offeror Group and the Target Company, to calculate the value of the Target Company Shares. It should be noted that the Tender Offeror has not obtained a fairness opinion from Daiwa Securities.

For details, please see "(II) Background and basis for the calculation of the purchase, etc. price" under "(2) Background, purpose, and decision-making process leading to the tender offer, and management policy after the purchase, etc." above.

(II) Acquisition by the Target Company of a share valuation report from an independent third-party valuation institution

(i) Name of valuation institution and relationship with the Target 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 Target Company requested SMBC Nikko Securities, a third-party valuation institution that is independent from the Tender Offeror, the Non-Tendering Shareholder, and the Target Company, to calculate the share value of the Target Company Shares, and obtained the Target Company Share Valuation Report. It should be noted that, because the Target 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 Target Company, it has not obtained a fairness opinion on the price of the Tender Offer from SMBC Nikko Securities.

SMBC Nikko Securities is not a related party of the Tender Offeror, the Non-Tendering Shareholder, or the Target 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 Target 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 Target Company and is rational for both parties. Meanwhile, the Target Company considers 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 their independence.

(ii) Outline of the calculation

After considering valuation methods for the Tender Offer, based on the premise that the Target Company is a going concern, and based on the view that it is appropriate to evaluate the Target Company Shares from multiple perspectives, SMBC Nikko Securities calculated the share value of the Target Company Shares by adopting the following respective valuation methods: the Market Price Method, since the Target Company Shares are listed on the Tokyo Stock Exchange Prime Market; the Comparable Companies 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 Target Company into the valuation.

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

Market Price Method	:	From 2,517 yen to 2,527 yen
Comparable Companies Method	:	From 2,083 yen to 2,547 yen
DCF Method	:	From 2,311 yen to 4,148 yen

Under the Comparable Companies Method, SMBC Nikko Securities selected 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, ECOS Co., Ltd., and Tenmaya Store Co., Ltd. as listed companies engaged in businesses similar to that of the Target Company, and calculated the share value of the Target Company using EV/EBITDA multiples. As a result, the range of the per-share value of the Target Company Shares was determined to be between 2,083 yen and 2,547 yen.

Under the DCF Method, SMBC Nikko Securities calculated the enterprise value and equity value of the Target Company by discounting to present value, at a certain discount rate, the free cash flows expected to be generated by the Target Company from the second quarter of the fiscal year ending March 31, 2027 onward, based on various assumptions including the business plan for the fiscal years ending March 31, 2027 through March 31, 2031 prepared by the Target Company for a period that could reasonably be forecast (the “Business Plan”) and publicly available information. As a result, the range of the per-share value of the Target Company Shares was determined to be between 2,311 yen and 4,148 yen. In addition, all cash and cash equivalents were added as non-operating assets in the share valuation analysis. The discount rate, based on the weighted average cost of capital (WACC), ranged from 6.17% to 6.83%, and no size risk premium was incorporated in the calculation of the cost of capital. In calculating terminal value, both the Perpetual Growth Method and the Exit Multiple Method were applied, resulting in a present value range for terminal value of between 23,267 million yen and 38,587 million yen. Under the Perpetual Growth Method, the perpetual growth rate was assumed to range from 0.00% to 1.00%, taking into account various factors including the external business environment. Under the Exit Multiple Method, EBITDA multiples ranging from 4.94x to 5.46x were applied based on valuation levels observed among industry participants and other relevant considerations.

According to SMBC Nikko Securities, while the financial projections contained in the Business Plan, which was used as the basis for the DCF Method, do not include any fiscal year in which a significant increase or decrease in profit is anticipated, they do include fiscal years in which substantial fluctuations in free cash flow are expected. Specifically, for the fiscal year ending March 31, 2030, free cash flow is expected to increase because, although a certain increase in operating profit is anticipated, capital expenditures relating to new store openings are expected to remain at approximately the same level as in the previous fiscal year.

The Business Plan was prepared based on the earnings outlook for the fiscal year ending March 31, 2027 and the business environment prevailing at the time of its preparation. As the Target Company's new store opening plan has fallen short of the assumptions underlying the medium-term management plan announced in April 2024, the earnings forecast for the fiscal year ending March 31, 2027 contained in the Business Plan differs from the key management indicators contemplated for the fiscal year ending March 31, 2027 under such medium-term management plan. However, including this point, the reasonableness of the content of the Target Company’s financial projections, the material assumptions underlying such projections, and the process by which they were prepared was reviewed in advance by, and approved by, the Special Committee. In addition, the synergies expected to be realized as a result of the Transactions were not reflected in the above valuation because it is difficult to estimate such synergies specifically at this time. It is also noted that the Business Plan incorporates the full-year earnings forecast for the fiscal year ending March 31, 2027 contained in the "Notice Regarding Revision of Consolidated Earnings Forecasts for the Second Quarter (Interim) and Full Fiscal Year Ending March 31, 2027" announced by the Target Company on September 8, 2026. The figures contained in the Business Plan that were used as assumptions for the DCF Method are as follows:

	FY2027 (9 months)	FY2028	FY2029	FY2030	FY2031
Operating Revenue	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 Target Company, SMBC Nikko Securities in principle used the information provided by the Target 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 Target Company has been reasonably prepared based on the best forecasts and judgment of the Target Company's management at present, and that the Target Company's management has carefully reviewed the details thereof and accepted its use in the valuation calculation 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 Target 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.

(III) Obtaining of advice from an independent law firm by the Target Company

Upon receiving a letter of intent regarding the Tender Offer from the Tender Offeror and the Non-Tendering Shareholder, the Target Company appointed Oh-Ebashi LPC & Partners as a legal advisor independent of the Tender Offeror, the Non-Tendering Shareholder, and the Target Company on June 23, 2026 in order to ensure the fairness and appropriateness of the decision-making of the board of directors of the Target 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 Target Company regarding the Tender Offer.

Oh-Ebashi LPC & Partners is not a related party of the Tender Offeror, the Non-Tendering Shareholder, or the Target Company, and has no material interest in the Tender Offer. Although Oh-Ebashi LPC & Partners is the legal counsel for the Target Company, the Target Company has determined that the independence of Oh-Ebashi LPC & Partners from the Target Company is not compromised by the existence of a legal advisory agreement considering factors such as the fact that the amount paid by the Target Company to Oh-Ebashi LPC & Partners as consideration for legal advice represents only a negligible portion of the firm's overall revenues and is not of such significance as to affect the management of the firm. Accordingly, such amount is not an amount that casts doubt on the impartiality of Oh-Ebashi LPC & Partners' legal advice regarding the Transactions, 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 Target Company, and the fact that Oh-Ebashi LPC & Partners is just one of the law firms retained by the Target Company and the Target 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.

(IV) Establishment of an independent special committee and acquisition of a written report by the Target Company

(i) Background to establishment, etc.

By a resolution of the board of directors of the Target Company on June 23, 2026, the Target Company established a special committee (the Special Committee) that is independent from the Tender Offeror, the Non-Tendering Shareholder, and the Target Company, consisting of three persons — Mr. Tatsuya Kaseda (Independent Outside Director of the Target Company), Mr. Atsuki Matsumura (Independent Outside Director of the Target 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 (Independent Outside Corporate Auditor of the Target Company, Yamaguchi Law Firm, Attorney at Law) — with the aim of eliminating arbitrariness of 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 Target Company. The members of the Special Committee have not changed since its establishment and (iii) include outside corporate auditor with legal expertise. Furthermore, as a result of a mutual election among the members, Mr. Tatsuya Kaseda has been appointed as the chairperson of the Special Committee. The only compensation for 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 Target Company consulted the Special Committee regarding (a) the pros and cons of the Transaction (including whether the Transactions will contribute to enhancing the Target Company's corporate value), (b) the fairness of the terms and conditions of the Transactions are ensured (including whether the level of consideration for purchase, method of purchase, type of consideration for purchase, and other terms and conditions of transactions 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 of the transaction), and (d) based on the foregoing items (a) through (c), whether it would be appropriate to recommend that the Target Company's board of directors resolve to proceed with the Transaction (including expressing an opinion in support of the Tender Offer and recommending that shareholders tender their shares), and whether the Transactions are fair to the general shareholders of the Target Company, and to summarize its conclusions in a written report and submit such report to the Target Company's Board of Directors (the matters set forth in items (a) through (d) above being hereinafter collectively referred to as the "Consultation Matters"). The Special Committee was further commissioned to submit to the Target Company a written report addressing such matters.

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

In addition, based on the aforementioned board resolution, the Target Company has granted the Special Committee (a) the authority to conduct an investigation (including, in relation to the Transactions, questioning, and requesting explanations or advice from, officers and employees of the Target Company or experts such as the Target Company's financial advisor and legal advisor (collectively, "Advisors, etc.") pertaining to the Transaction regarding matters necessary for the examination of the consultation matters referred to the Special Committee) related to the Transactions at the Target 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 Target Company appointed by the Target Company (including ratification), and (d) the authority to appoint its own external Advisors, etc. at the Target 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 Target 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 meeting a total of 13 times in the period between June 23, 2026 to September 7, 2026, with all members attending each meeting, for a total of approximately 16 hours and 50 minutes, as well as engaging in reporting, information sharing, and 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 Target 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 Target Company has created internally (including the scope of officers and employees of the Target 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.

While taking into account the advice received from SMBC Nikko Securities from a financial perspective, the Special Committee received an explanation from the Target Company concerning the content, key assumptions, and the background of preparation, etc. of the Target Company's business plan serving as the basis for SMBC Nikko Securities' valuation of the Target Company Shares, and after ascertaining the background of its preparation and the current situation of the Target 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 Target Company regarding matters such as details of its business activities and performance trends, management issues, the significance and purpose of the Transactions, the benefits and disadvantages for the Target 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 the purpose and background of the Transactions, the terms and conditions of the Transactions, and the management policy for the Target 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 Target Company Shares from SMBC Nikko Securities, the Target 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 negotiation process with the Tender Offeror, including receiving timely reports from the Target Company regarding the background and details, etc. of discussions and negotiations pertaining to the Transactions between the Tender Offeror and the Target Company, engaging in discussion by the Special Committee, and advising the Target Company to request that the Tender Offeror increase the Tender Offer Price, up to receipt of the final proposal from the Tender Offeror.

(iii) Details of determination

Against the aforementioned background, the Special Committee submitted the Report unanimously to the Target Company's board of directors on September 7, 2026 as a result of carefully discussing 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.

(V) Creation of an independent examination framework at the Target Company

The Target Company has created a framework within the Target Company to examine, negotiate, and make decisions pertaining to the Transactions from a position independent of the Tender Offeror and the Non-Tendering Shareholder. Specifically, since the submission of the Letter of Intent from the Tender Offeror and the Non-Tendering Shareholder on June 22, 2026, the Target Company has created an examination framework consisting of two directors (Mr. Hideaki Fujii and Mr. Hiroki Ueno), three executive officers, and three employees of the Target 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 Target Company and the Tender Offeror regarding the terms and conditions of the Transactions, including the Tender Offer Price, as well as the process of preparing the business plan.

In addition, the approval of the Special Committee has been obtained regarding there being no issues with the Target Company's examination framework (including the scope of officers and employees of the Target 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.

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

At the Target Company's meeting of the board of directors held today, as a result of carefully deliberating and examining the 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 Target Company Share Valuation Report obtained from SMBC Nikko Securities, the Target Company's board of directors passed a resolution expressing an opinion in support of the Tender Offer and recommending that the Target Company's shareholders tender in the Tender Offer.

At that meeting of the board of directors, five of the six directors of the Target 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 Target Company.

Furthermore, of the three corporate auditors of the Target 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 did not participate in the deliberation at the aforementioned board of directors meeting.

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

Although the statutory minimum tender offer period is 20 business days, the Tender Offeror has made the period 40 business days. By setting a relatively long Tender Offer Period, the Tender Offeror intends to ensure the fairness of the Tender Offer by providing the shareholders of the Target Company with an adequate opportunity to make an informed decision as to whether to tender their shares in the Tender Offer and by more effectively securing an opportunity for any person other than the Tender Offeror to make a competing purchase proposal or tender offer with respect to the Target Company Shares.

The Tender Offeror has made no agreement with the Target Company having content that would restrict contact between the Target Company and parties making competing acquisition proposals, such as an agreement that includes a transaction protection clause that would prohibit contact by the Target Company with parties making competing acquisition proposals, and has avoided preventing an opportunity for a competing purchase, etc. In this way, by ensuring an opportunity for a competing purchase, etc. in conjunction with the aforementioned setting of the Tender Offer Period, the Tender Offeror has taken into consideration the securing of the fairness of the Tender Offer.

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

As stated in “(1) Outline of the purpose of the tender offer” above, in order to ensure the implementation of the Squeeze-Out Procedures contemplated to be carried out following the Tender Offer, and from the perspective of securing at least two-thirds of the total voting rights of the Target 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 Target Company Shares held by shareholders who are not interested parties in relation to the Tender Offeror, i.e. the so-called “majority of the minority” threshold) equivalent to one-half of the number obtained by deducting the Target Company Shares held by the Tender Offeror (100 shares), the 1,388,440 Non-Tendered Shares, and the 140,100 Target Company Shares held by Mitsubishi Shokuhin Co., Ltd., which is a wholly-owned subsidiary of the Non-Tendering Shareholder and cannot be said to be free from interests in the Tender Offeror, from the Base Number of Shares (8,355,309 shares). As a result, if tendering equivalent to a majority of the Target Company Shares held by shareholders of the Target Company with no interest in the Tender Offeror cannot be obtained, the Tender Offer will not be completed, thereby ensuring that the views of the general shareholders are reflected in the outcome of the Tender Offer.

(IX) Considerations to avoid exerting undue pressure

As stated in "(4) Policy on reorganization, etc. after the tender offer," (i) promptly after the completion of the settlement of the Tender Offer, the Tender Offeror intends to request that the Target Company convene the Extraordinary Shareholders Meeting that includes proposals for the Share Consolidation and an amendment to the articles of incorporation to abolish the provision 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 Target Company. In addition, (ii) the Tender Offeror has set the amount of money to be delivered to shareholders of the Target Company (excluding Tender Offeror, the Non-Tendering Shareholder, and the Target 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 Target Company Shares owned by the relevant shareholder, and has clearly indicated in advance that it intends to request the Target 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 Target 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

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

Specifically, promptly after the completion of the settlement of the Tender Offer, the Tender Offeror intends to request the Target 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 vote in favor of 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 Target Company determine the ratio of the Share Consolidation such that only fractional shares of less than one share will be generated for the Target Company Shares owned by the shareholders of the Target Company who did not tender their shares in the Tender Offer (excluding Tender Offeror, the Non-Tendering Shareholder, and the Target Company), so that only the Tender Offeror and the Non-Tendering Shareholder will own all of the Target Company Shares (excluding treasury shares owned by the Target 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 Target Company Shares equivalent to the total number of such fractional shares will be sold to the Target 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 Target Company Shares owned by the relevant shareholder, and then request the Target Company to file a petition with the court for permission for a sale by private contract. The Target Company has stated that, if the Tender Offer is successfully completed, it intends to comply with the above request made 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 there are fractional shares less than one share as a result of the Share Consolidation, shareholders of the Target Company who did not tender in the Tender Offer (excluding Tender Offeror, the Non-Tendering Shareholder, and the Target Company) may, if the prescribed requirements are met, demand that the Target 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 Target 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 Target Company Shares held by Target Company shareholders (excluding Tender Offeror, the Non-Tendering Shareholder, and the Target Company) who did not tender their shares in the Tender Offer, it is planned that Target Company shareholders (excluding Tender Offeror, the Non-Tendering Shareholder, and the Target Company) who oppose the Share Consolidation will be able to file the aforementioned petition. The sale price of the Target 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 Target Company who did not tender in the Tender Offer (excluding Tender Offeror, the Non-Tendering Shareholder, and the Target 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 the same as the price calculated by multiplying the number of Target Company Shares owned by each such shareholder by the Tender Offer Price.

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

The Tender Offer is not a solicitation for approval or exercise of voting rights regarding each proposal at the Extraordinary Shareholders Meeting. In addition, each of the Target Company's shareholders should confirm with a certified public tax accountant or other specialist, at its own responsibility, 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 Target Company Shares are listed on the Prime Market of the Tokyo Stock Exchange as of today, the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, so the Target Company Shares might be delisted through prescribed procedures in accordance with 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 Target 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 Target Company Shares on the Prime Market of the Tokyo Stock Exchange.

(6) Material agreements pertaining to the tender offer

In connection with the Tender Offer, as of today the Tender Offeror has executed the Non-Tender Agreement with the Non-Tendering Shareholder, which is the largest shareholder of the Target Company . In the Non-Tender Agreement, the Non-Tendering Shareholder has agreed not to tender any of the Target 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 Target 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 Target Company 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 its shares 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, restrictions 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 Target 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

No applicable matters

3. Outline of the Target Company and conditions, etc. for purchase, etc.

(1) Outline of the Target Company

(i)	Name	ALBIS Co., Ltd.	
(ii)	Location	4 Ryutsu Center Mitoda 3-chome, Imizu City, Toyama Prefecture	
(iii)	Name and title of representative	Kazuo Ikeda, Representative Director and President	
(iv)	Nature of business	Management of food supermarkets	
(v)	Stated capital	4,908 million yen (as of March 31, 2026)	
(vi)	Date of establishment	December 23, 1968	
(vii)	Major shareholders and shareholding ratios (as of March 31, 2026)	Mitsubishi Corporation	16.62%
		The Master Trust Bank of Japan, Ltd. (Trust Account)	7.71%
		ALBIS Kyoeikai Shareholding Association	5.01%
		The Hokuriku Bank, Ltd.	2.99%
		Kanakan Co., Ltd.	2.57%
		ALBIS Employees' Shareholding Association	2.32%
		Nippon Access, Inc.	1.73%
		The First Bank of Toyama, Ltd.	1.71%
		Mitsubishi Shokuhin Co., Ltd.	1.68%
		The Bank of Toyama, Ltd.	1.20%
		The Kitanippon Shimbun Co., Ltd.	1.20%
(viii)	Relationship between the listed company (the Tender Offeror) and the Target Company		
	Capital relationships	As of today, the Tender Offeror owns 100 Target Company Shares (ownership ratio: 0.00%).	
	Personnel relationships	No applicable matters	
	Business relationships	No applicable matters	
	Status as related parties	No applicable matters	

(Note) "(vii) Major shareholders and shareholding ratio (as of March 31, 2026)" is stated based on the "Major Shareholders" in the annual securities report for the 59th fiscal year submitted by the Target Company on June 17, 2026.

(2) Schedule, etc.

(I) Schedule

Date of board of directors resolution	September 8, 2026 (Tuesday)
Date of public notice of commencement of tender offer	September 9, 2026 (Wednesday) Electronic public notice will be issued and notice to that effect will be published in the Nihon Keizai Shimbun.

	(electronic public notice address: https://disclosure2.edinet-fsa.go.jp/)
Tender Offer Registration Statement submission date	September 9, 2026 (Wednesday)

(II) Period of purchase, etc.

From September 9, 2026 (Wednesday) to November 10, 2026 (Tuesday) (40 business days)

(III) Possibility of extension based on a request by the Target Company

No applicable matters.

(3) Purchase, etc. price

3,780 yen per common share

(4) Number of share certificates, etc. to be purchased

Type of share certificates, etc.	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common shares	6,966,769 (shares)	4,171,200 (shares)	— (shares)

(Note 1) If the total number of the Tendered Share Certificates, etc. is less than the minimum number of shares to be purchased (4,171,200 shares), none of the Tendered Share Certificates, etc. will be purchased. If the total number of the Tendered Share Certificates, etc. is at least the minimum number of shares to be purchased (4,171,200 shares), the purchase, etc. of all of the Tendered Share Certificates, etc. will be carried out.

(Note 2) Shares less than one unit are also subject to the Tender Offer. Furthermore, if a shareholder has exercised the right to demand purchase of shares less than one unit in accordance with the Companies Act, the Target Company may purchase treasury shares during the tender offer period in accordance with laws and regulations.

(Note 3) Treasury shares held by the Target Company are not planned to be acquired through the Tender Offer.

(Note 4) Because no maximum number of shares to be purchased has been set in the Tender Offer, the maximum number of Target Company Shares that the Tender Offeror will purchase in the Tender Offer (6,966,769 shares) is stated as the number of shares to be purchased. in the Tender Offer (6,966,769 shares), is stated for the number of shares to be purchased. This is the number of shares (6,966,769 shares) obtained by deducting the Non-Tendered Shares (1,388,440 shares) and the Target Company Shares owned by the Tender Offeror (100 shares) from the Base Number of Shares (8,355,309 shares).

(5) Change in share certificates, etc. ownership ratio due to the purchase, etc.

Number of voting rights of share certificates, etc. owned by the Tender Offeror before the purchase, etc.	1	(Share certificate, etc. ownership ratio before the purchase, etc. 0.00%)
Number of voting rights of share certificates, etc. owned by specially related parties before the purchase, etc.	13,884	(Share certificate, etc. ownership ratio before the purchase, etc. 16.62%)
Number of voting rights of share certificates, etc. owned by the Tender Offeror after the purchase, etc.	69,668	(Share certificate, etc. ownership ratio after the purchase, etc. 83.38%)
Number of voting rights of share certificates, etc. owned by specially related parties after the purchase, etc.	13,884	(Share certificate, etc. ownership ratio after the purchase, etc. 16.62%)

Number of voting rights of all shareholders of the Target Company	83,553	

(Note 1) "Number of voting rights of share certificates, etc. owned by the Tender Offeror before the purchase, etc." states the number of voting rights (1) pertaining to the share certificates, etc. owned by the Tender Offeror as of today (100 shares).

(Note 2) "Number of voting rights of share certificates, etc. owned by specially related parties before the purchase, etc." states the total number of voting rights of share certificates, etc. owned by specially related parties (however, excluding specially related parties that are parties excluded from specially related parties pursuant to Article 3(2)(i)(a) of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other Than Issuer (Ministry of Finance Order No. 38 of 1990; as amended; the "Cabinet Office Order") in the calculation of the share certificates, etc. ownership ratio under the subparagraphs of Article 27-2(1) of the Act). The Tender Offeror will confirm the share certificates, etc. of the Target Company held by specially related parties after the date hereof and disclose the details or revision as necessary.

(Note 3) "Number of voting rights of share certificates, etc. owned by the Tender Offeror after the purchase, etc." states the number of voting rights obtained by adding the "number of voting rights of share certificates, etc. owned by the Tender Offeror before the purchase, etc." to the number of voting rights of share certificates, etc. of the number of shares to be purchased in the Tender Offer (6,966,769 shares).

(Note 4) "Number of voting rights of all shareholders of the Target Company" is the number of voting rights pertaining to issued shares (excluding treasury shares owned by the Target Company) as of June 30, 2026 stated in the "Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2027 [Japanese GAAP] (Consolidated)" released by the Target Company on July 31, 2026.

(Note 5) The "share certificates, etc. ownership ratio before the purchase, etc." and the "share certificates, etc. ownership ratio after the purchase, etc." are rounded to two decimal places.

(6) Funds required for the purchase, etc.

26,334,386,820 yen

(Note) The purchase price is the amount obtained by multiplying the number of shares to be purchased in the Tender Offer (6,966,769 shares) by the Tender Offer Price (3,780 yen).

(7) Method of settlement

(I) Name and location of head office of the financial instruments business operator or bank, etc. that will settle the purchase, etc.

Daiwa Securities Co., Ltd. 9-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo

(II) Commencement date of settlement

November 17, 2026 (Tuesday)

(III) Method of settlement

A notice of purchase, etc. through the Tender Offer will be sent by post to the address of each tendering shareholder, etc. (or its standing proxy in the case of an overseas shareholder, etc.) without delay after the end of the tender offer period. The purchase, etc. will be settled in cash. Without delay after the commencement date of the settlement, the sale proceeds for the share certificates, etc. for which purchase, etc. was made will be, at the instructions of the tendering shareholder, etc., either remitted by the tender offer agent to the location designated by the tendering shareholder, etc. (or its standing proxy in the case of an overseas shareholder, etc.) (remittance fees may apply), or paid to the account of the tendering shareholder, etc. with the tender offer agent through which the tender was accepted.

(IV) Method of returning share certificates, etc.

If all of the Tendered Share Certificates, etc. will no longer be purchased based on the conditions set forth in the "(I) Existence and details of conditions set forth in the subparagraphs of Article 27-13(4) of the Act" and "(II) Existence of conditions for the withdrawal, etc. of the Tender Offer, the details thereof, and method of disclosure of withdrawal, etc." under "(8) Other conditions and methods of purchase, etc." below, promptly on or after the second business day following the last day of the Tender Offer Period (or the date of the withdrawal, etc. if the Tender Offer has been withdrawn, etc.), the share certificates, etc. that must be returned in the accounts of tendering shareholders, etc. at the tender offer agent will be returned by reverting to the record immediately preceding the tender that was carried out.

(8) Other conditions and methods of purchase, etc.

(I) Existence and details of conditions set forth in the subparagraphs of Article 27-13(4) of the Act

If the total number of the Tendered Share Certificates, etc. is less than the minimum number of shares to be purchased (4,171,200 shares), none of the Tendered Share Certificates, etc. will be purchased. If the total number of the Tendered Share Certificates, etc. is at least the minimum number of shares to be purchased (4,171,200 shares), the purchase, etc. of all of the Tendered Share Certificates, etc. will be carried out.

(II) Existence of conditions for the withdrawal, etc. of the tender offer, the details thereof, and method of disclosure of withdrawal, etc.

The Tender Offer may be withdrawn, etc. if any of the matters provided for in Article 14(1)(i)(a) through (j) or (m) through (s) or (iii)(a) through (h) and (j), or Article 14(2)(iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Office Order No. 321 of 1965, as amended; the "Enforcement Order") occur. Furthermore, the "facts equivalent to the facts set forth in (a) through (i)" provided for in Article 14(1)(iii)(j) of the Enforcement Order refers to cases in which a statutory disclosure document submitted by the Target Company in the past is found to contain false statements with respect to a material matter or to omit a material matter to be included, and the Tender Offeror was unaware of that false statement or omission and could not have learned of that false statement or omission despite the application of due care. If a withdrawal, etc. is intended, an electronic public notice will be issued and a publication to that effect will be made in the Nihon Keizai Shimbun. However, if it is difficult to issue the public notice by the last day of the tender offer period, a public announcement will be made in accordance with the method stipulated in Article 20 of the Cabinet Office Order, and the public notice will be issued immediately thereafter.

(III) Existence of conditions for the reduction of the purchase, etc. price, the details thereof, and method of disclosure of reduction

In accordance with the provisions of Article 27-6(1)(i) of the Act, if the Target Company has carried out an act stipulated in Article 13(1) of the Enforcement Order during the tender offer period, the purchase, etc. price may be reduced in accordance with the standards stipulated by the provisions of Article 19(1) of the Cabinet Office Order. If a reduction of the purchase, etc. price is intended, an electronic public notice will be issued and a publication to that effect will be made in the Nihon Keizai Shimbun. However, if it is difficult to issue the public notice by the last day of the tender offer period, a public announcement will be made in accordance with the method stipulated in Article 20 of the Cabinet Office Order, and the public notice will be issued immediately thereafter. If the purchase, etc. price has been reduced, Share Certificates, etc. tendered on or before the date on which such public notice was issued will also be purchased, etc. at the reduced purchase, etc. price.

(IV) Matters regarding the agreement cancellation right of tendering shareholders, etc.

Tendering shareholders, etc. may cancel the agreement pertaining to the Tender Offer at any time during the tender offer period. Cancellation shall be in accordance with the following method.

If cancelling the agreement via the online trading platform, please carry out the cancellation procedures by 16:00 on the last day of the tender offer period in accordance with the method set forth on the relevant screen. For issues handled through online trading, agreements applied for at the handling branch office can also be cancelled by performing the cancellation procedure via the online trading platform. However, if canceling an agreement that includes shares less than one unit, the request must be submitted to the branch office.

If cancelling the agreement by post or at the head office or any branch office nationwide of the tender offer agent, please state the required matters in the prescribed cancellation document, and send by post or bring the document in person to the head office or any branch office nationwide of the tender offer agent that received the application, and cancel the agreement by 16:00 on the last day of the tender offer period. However, when sending the cancellation document by post, it must arrive by 16:00 on the last day of the tender offer period. In addition, business hours will differ depending on the head office or nationwide branches, so please confirm this in advance when cancelling the agreement. Furthermore, agreements applied for through the online trading platform can also be cancelled by sending the cancellation document by post or bringing it in person.

* The tender offer agent asks that you make an appointment in advance when visiting an office in order to improve the quality of its service. Please check the tender offer agent's website (https://www.daiwa.jp/seminar/collect/store_consult/) for details.

Party authorized to receive the cancellation document:

Daiwa Securities Co., Ltd. 9-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo
(and other Daiwa Securities Co., Ltd. branches nationwide)

Furthermore, even if tendering shareholders, etc. have cancelled agreements, the Tender Offeror will not claim payment of damages or penalties from tendering shareholders, etc. The Tender Offeror will also bear the expenses required for returning Tendered Share Certificates, etc. If a cancellation request is made, the Tendered Share Certificates, etc. will be returned by the method set forth in "(IV) Method of returning share certificates, etc." under "(7) Method of settlement" above promptly after the completion of the procedures for the cancellation request.

(V) Method of disclosure in the event purchase conditions, etc. are changed

Except in the cases prohibited by Article 27-6(1) of the Act and Article 13(2) of the Enforcement Order, the Tender Offeror may change purchase conditions, etc. during the tender offer period. If there will be a change in the purchase conditions, etc., an electronic public notice regarding the details of that change, etc. will be issued and a publication to that effect will be made in the Nihon Keizai Shimbun. However, if it is difficult to issue the public notice by the last day of the tender offer period, a public announcement will be made in accordance with the method stipulated in Article 20 of the Cabinet Office Order, and the public notice will be issued immediately thereafter. If the purchase conditions, etc. have been changed, Tendered Share Certificates, etc. on or before the date on which such public notice was made will also be purchased, etc. in accordance with the changed purchase conditions, etc.

(VI) Method of disclosure in the event an amended statement has been submitted

If an amended statement has been submitted to the Director-General of the Kanto Local Finance Bureau (excluding the case provided for in the proviso of Article 27-8(11) of the Act), public announcement will be made immediately of content stated in the amended statement that pertains to content stated in the public notice of the commencement of the tender offer in accordance with the method stipulated in Article 20 of the Cabinet Office Order. In addition, the Tender Offer Explanatory Statement will be immediately amended and amended Tender

Offer Explanatory Statement will be delivered to tendering shareholders, etc. to whom Tender Offer Explanatory Statement were already delivered. However, if the extent of the amendments is small, the amendments will be made by preparing a document setting forth the reasons for the amendments, the amended matters, and the amended contents, and then delivering that document to Tendering Shareholders, etc.

(VII) Method of disclosure of results of the tender offer

The results of the Tender Offer will be publicly announced on the date immediately following the last day of the tender offer period by the method stipulated in Article 9-4 of the Enforcement Order and Article 30-2 of the Cabinet Office Order.

(VIII) Other

The Tender Offer is not being directly or indirectly conducted within or aimed at the United States, it is not being conducted using the United States' postal service or other methods or means of interstate commerce or international commerce (including, but not limited to, facsimile, e-mail, and Internet communications, telex, and telephone), and furthermore it is not being conducted through a securities exchange facility in the United States. It is not possible to tender in the Tender Offer using the aforementioned methods or means or through the aforementioned facility, or from within the United States. In addition, this press release and related purchase documents will not be sent or distributed using the mail or other methods in the United States or towards the United States, or from the United States, and such sending or distribution may not be carried out. Tenders in the Tender Offer that directly or indirectly violate the aforementioned restrictions will not be accepted.

When tendering in the Tender Offer, tendering shareholders, etc. (in the case of an overseas shareholder, etc., its standing proxy) may be required to make the following representations and warranties to the tender offer agent. The tendering shareholder, etc. is not located in the United States at the time of tendering or the time of sending the tender offer application. It has not received or sent, directly or indirectly, any information relating to the Tender Offer (including a copy thereof) within the United States, to the United States, or from the United States. It has not, directly or indirectly, used the United States' postal service or other methods or means of interstate commerce or international commerce in the United States (including, but not limited to, facsimile, e-mail, Internet communications, telephone, and telex), or a securities exchange facility in the United States in relation to the purchase, etc. or the signing and delivery of the tender offer application form. It is not a person acting as the agent, fiduciary, or mandatary without discretionary authority of another person (except where such other person has given all instructions relating to a purchase, etc. from outside the United States).

(9) Tender offer agent

Daiwa Securities Co., Ltd. 9-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo

4. Future outlook

For policies, etc. after the Tender Offer, please see "(2) Background, purpose, and decision-making process leading to the tender offer, and management policy after the purchase, etc.", "(4) Policy on reorganization, etc. after the tender offer", and "(5) Likelihood of delisting, etc. and reasons therefor" under "2. Purpose of the purchase, etc." above.

5. Other

(1) Details of the provision of benefits by the Tender Offeror or its specially related parties

No applicable matters.

(2) Other information judged necessary for investors to determine the advisability of tendering for purchase, etc.

(I) Public announcement of the Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2027

[Japanese GAAP] (Consolidated)

The Target Company publicly released its Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2027 [Japanese GAAP] (Consolidated) on July 31, 2026. For details, please refer to the content of that public announcement.

(II) 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 its meeting of the board of directors held today, the Target Company resolved to not make an interim dividend for the fiscal year ending in March 31, 2027 and, subject to the successful completion of the Tender Offer. For details, not to make a year-end dividend for the fiscal year ending March 31, 2027. In addition, At its meeting of the board of directors held today, the Target Company resolved not to provide shareholder benefits with a record date of September 30, 2026 and, subject to the successful completion of the Tender Offer, to discontinue the shareholder benefit plan from the fiscal year ending March 31, 2027. For details, please see the Notice Concerning Revision of Dividend Forecast for the Fiscal Year Ending March 31, 2027 (No Dividend) and Abolition of the Shareholder Benefit Program issued by the Target Company today.

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

The Target Company has announced today the "Notice Regarding Revision of Consolidated Earnings Forecasts for the Second Quarter (Interim) and Full Fiscal Year Ending March 31, 2027". For details, please refer to such announcement.

End