

February 17, 2026

To Whom It May Concern:

Company Name: Sompo Holdings, Inc.
Name of Representative: Mikio Okumura, Group CEO, Director,
President and Representative Executive
Officer
(Stock Code: 8630, Prime Market of
Tokyo Stock Exchange, Inc.)

Company Name: Sompo Light Vortex, Inc.
Name of Representative: Atsushi Miya, President & CEO/CBDO

Announcement Concerning Results of Tender Offer for Share Certificates, etc. of Nounsouken Corporation (Stock Code: 3541) by Sompo Light Vortex, Inc., a Subsidiary of the Company, and Change in Subsidiary

Sompo Light Vortex, Inc. (the “Tender Offeror”), a subsidiary of Sompo Holdings, Inc. (the “Company”), decided to acquire share certificates, etc. of Nounsouken Corporation (Stock Code: 3541, listed on Tokyo Stock Exchange, Inc. Growth Market; 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) on December 25, 2026; it implemented the Tender Offer beginning on December 26, 2025, and the Tender Offer ended on February 16, 2026. The Company hereby announces the results thereof,.

The Company also announces that as a result of the Tender Offer, the Target Company is expected to become a consolidated subsidiary of the Company and the Tender Offeror on February 24, 2026 (the commencement date of settlement for the Tender Offer).

For details, please refer to the attached press release titled “Announcement Concerning Results of Tender Offer for Share Certificates, etc. of Nounsouken Corporation (Stock Code: 3541) and Change in Subsidiary”

Overview of the Tender Offeror

Name	Sompo Light Vortex, Inc.
Address	1-26-1 Nishi-shinjuku, Shinjuku-ku, Tokyo
Name and Title of Representative	Atsushi Miya, President & CEO/CBDO
Business Outline	Planning, development, and sales of products and services using digital technology
Capital Stock	12,198 million yen (as of March 31, 2025)

End

(Attachment)

“Announcement Concerning Results of Tender Offer for Share Certificates, etc. of Nounsouken Corporation (Stock Code: 3541) and Change in Subsidiary” dated February 17, 2026

February 17, 2026

To Whom It May Concern:

Company Name: Sampo Light Vortex, Inc.
Name of Representative: Atsushi Miya, President & CEO/CBDO

**Announcement Concerning Results of Tender Offer
for Share Certificates, etc. of Nounsouken Corporation (Stock Code: 3541) and Change in
Subsidiary**

On December 25, 2025, Sampo Light Vortex, Inc. (the “Tender Offeror”) decided to acquire the shares and the Share Acquisition Rights (as defined in “(ii) Share Acquisition Rights” of “(3) Type of Shares for the Tender Offer” of “1. Overview of the Tender Offer” of “I. Results of the Tender Offer” below; hereinafter the same) of Nounsouken Corporation (Stock Code: 3541, listed on Tokyo Stock Exchange, Inc. (the “TSE”) Growth Market; 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”); it implemented the Tender Offer beginning on December 26, 2025, and the Tender Offer ended on February 16, 2026. The Tender Offeror hereby announces the results thereof, as stated below.

The Tender Offeror also announces that as a result of the Tender Offer, the Target Company is expected to become a consolidated subsidiary of the Tender Offeror on February 24, 2026 (the commencement date of settlement for the Tender Offer).

I. Results of the Tender Offer

1. Overview of the Tender Offer

(1) Name and Location of the Tender Offeror

Sampo Light Vortex, Inc.
1-26-1 Nishi-shinjuku, Shinjuku-ku, Tokyo

(2) Name of the Target Company

Nounsouken Corporation

(3) Type of Shares for the Tender Offer

(i) Common Stock (the “Target Company Shares”)

(ii) Share Acquisition Rights

First series of share acquisition rights issued based on the resolution of the Target Company’s board of directors’ meeting held on April 25, 2024 (the “Share Acquisition Rights”) (the exercise period is from May 10, 2024 to May 9, 2029)

(4) Number of Shares to be Purchased in the Tender Offer

Type of Shares	Number of Shares Intended to Be Purchased	Minimum Number of Shares Intended to Be Purchased	Maximum Number of Shares Intended to Be Purchased
Common Stock	17,958,229 (shares)	10,688,800 (shares)	— (shares)
Total	17,958,229 (shares)	10,688,800 (shares)	— (shares)

(Note 1) If the total number of the shares tendered in the Tender Offer (the “Tendered Shares”) is less than the minimum number of shares intended to be purchased (10,688,800 shares), none of the Tendered Shares will be purchased by the Tender Offeror. If the total number of Tendered Shares is equal to or exceeds the minimum number of shares intended to be purchased (10,688,800 shares), all Tendered Shares will be purchased.

(Note 2) The Tender Offeror does not intend to acquire treasury shares held by the Target Company through the Tender Offer.

(Note 3) Because no maximum number of shares intended to be purchased has been set in the Tender Offer, the number of shares intended to be purchased is the maximum possible number of Target Company Shares to be purchased by the Tender Offeror through the Tender Offer (17,958,229 shares). This is obtained by deducting (I) the total number of the Target Company Shares that are held by Mr. Tomomasa Oikawa, who is the largest shareholder of the Target Company (as of August 31, 2025; hereinafter the same applies to the ranking of shareholders) and the Representative Director, Chairman, and CEO of the Target Company (“Mr. Oikawa”) and Mr. Hiroshi Horiuchi, who is the fourth largest shareholder of the Target Company and the Representative Director and President of the Target Company (“Mr. Horiuchi”) and that Mr. Oikawa and Mr. Horiuchi agree not to tender in the Tender Offer (3,850,000 shares), from (II) the number of shares (21,808,229 shares; the “Base Number of Shares”) obtained by deducting (i) the number of treasury shares held by the Target Company as of August 31, 2025 (377,671 shares), as stated in the Annual Securities Report for the 19th Business Period submitted by the Target Company on November 28, 2025 (the “Target Company’s Annual Securities Report”), from (ii) the sum (22,185,900 shares) of (a) the total number of issued shares as of the same date (22,025,900 shares), as stated in the Target Company’s Annual Securities Report, and (b) the number of the Target Company Shares (160,000 shares) to be offered for the Share Acquisition Rights (1,600 units) remaining and exercisable as of the same date, as reported by the Target Company.

(Note 4) The Share Acquisition Rights may be exercised by the last day of the purchase period for the Tender Offer (the “Tender Offer Period”), and the Target Company Shares to be issued or delivered by that exercise are also subject to the Tender Offer.

(Note 5) Shares constituting less than a whole unit will also be subject to purchase through the Tender Offer. The Target Company may purchase its own shares in accordance with legal procedures during the Tender Offer Period from any shareholder who exercises the right under the Companies Act (Act No. 86 of 2005, as amended) to require the Target Company to purchase shares constituting less than a whole unit.

(5) Purchase Period for the Tender Offer

(i) Tender Offer Period as of the time of Filing the Registration Statement

From Friday, December 26, 2025 through Monday, February 16, 2026 (30 business days)

(ii) Possible Extension of the Tender Offer Period Based on the Target Company’s Request

Not applicable.

- (6) Tender Offer Price
 - (i) 767 yen per share of common stock
 - (ii) 46,600 yen per Share Acquisition Right

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

The Tender Offer was subject to the condition that if the total number of the Tendered Shares fell short of the minimum number of the shares intended to be purchased (10,688,800 shares), none of the Tendered Shares would be purchased. The total number of the Tendered Shares (16,722,200 shares) was equal to or greater than the minimum number of the shares intended to be purchased (10,688,800 shares); therefore, the Tender Offeror will purchase all of the Tendered Shares, as stated in the public notice on commencement of the tender offer and the tender offer registration statement for the Tender Offer (including the matters amended pursuant to the amended statement for the tender offer registration statement subsequently submitted).

(2) Date of Public Notice on the Results of the Tender Offer and the Name of the Newspaper for Public Notice

Pursuant to Article 27-13, paragraph (1) of the Act, the Tender Offeror announced the results of the Tender Offer to the press at the TSE on February 17, 2026, in accordance with the methods provided for in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order on Disclosure Required for a Tender Offer for Shares by Persons Other than the Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; the “TOB Order”).

(3) Number of Shares Purchased

Type of Shares	(i) Number of Tenders Converted into Shares	(ii) Number of Purchases Converted into Shares
Shares	16,562,200 shares	16,562,200 shares
Share Acquisition Rights	160,000 shares	160,000 shares
Corporate Bonds with Share Acquisition Rights	— shares	— shares
Beneficiary Certificates for Shares in Trust ()	— shares	— shares
Depository Receipts for Shares ()	— shares	— shares
Total	16,722,200 shares	16,722,200 shares
(Total Number of Dilutive Shares)	(160,000 shares)	(160,000 shares)

(4) Shareholding Ratio after the Tender Offer

Number of Voting Rights Represented by Shares Owned by Tender Offeror before the Tender Offer	— units	(Ownership Percentage of Shares before the Tender Offer: — %)
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Number of Voting Rights Represented by Shares Owned by Specially Related Parties before the Tender Offer	59,350 units	(Ownership Percentage of Shares before the Tender Offer: 27.21 %)
Number of Voting Rights Represented by Shares Owned by Tender Offeror following the Tender Offer	167,222 units	(Ownership Percentage of Shares following the Tender Offer: 76.68 %)
Number of Voting Rights Represented by Shares Owned by Specially Related Parties following the Tender Offer	38,500 units	(Ownership Percentage of Shares following the Tender Offer: 17.65 %)
Total Number of Voting Rights of Shareholders of the Target Company	216,390 units	

(Note 1) The “Number of Voting Rights Represented by Shares Owned by Specially Related Parties before the Tender Offer” and the “Number of Voting Rights Represented by Shares Owned by Specially Related Parties following the Tender Offer” represent the total number of voting rights to shares owned by the specially related parties (excluding, however, specially related parties who are excluded from being a specially related party under Article 3, paragraph (2), item (i) of the TOB Order for the purpose of calculating the percentage of ownership of shares, under each item of Article 27-2, paragraph (1) of the Act).

(Note 2) The “Total Number of Voting Rights of Shareholders of the Target Company” represents the total number of voting rights of all shareholders of the Target Company as of August 31, 2025, as described in the Target Company’s Annual Securities Report (described on the assumption that 1 unit is 100 shares). However, because shares constituting less than a whole unit (except for the treasury shares constituting less than a whole unit held by the Target Company) and the Target Company Shares to be delivered through exercise of the Share Acquisition Rights are also subject to the Tender Offer, for the purpose of calculating the “Ownership Percentage of Shares before the Tender Offer” and the “Ownership Percentage of Shares following the Tender Offer,” the number of voting rights (218,082 units) corresponding to the Base Number of Shares (21,808,229 shares) was used as the denominator.

(Note 3) The “Ownership Percentage of Shares before the Tender Offer” and the “Ownership Percentage of Shares following the Tender Offer” are rounded to the nearest hundredth of a percent.

(5) Calculation When the Purchase Is to Be Made Using the Pro Rata Method

Not applicable.

(6) Method of Settlement

(i) Name and Location of Head Office of Financial Instruments Business Operators and Banks, etc. in Charge of Settlement for the Tender Offer

Mizuho Securities Co., Ltd.	5-1, Otemachi, 1-chome, Chiyoda-ku, Tokyo
Rakuten Securities, Inc. (sub-agent)	6-21, Minami-Aoyama, 2-chome, Minato-ku, Tokyo

(ii) Commencement Date of Settlement

February 24, 2026 (Tuesday)

(iii) Method of Settlement

(In the case of tendering through Mizuho Securities)

A notice of purchase through the Tender Offer will be mailed to the address of persons who tendered their shares or share acquisition rights in the Tender Offer (which means the

shareholders of the Target Company and the Share Acquisition Rights Holders; the “Tendering Shareholders”) (or standing proxies for shareholders who are residents of foreign countries; including corporate shareholders, the “Foreign Shareholders”) promptly after the end of the Tender Offer Period. Purchases will be made in cash. The Tender Offer Agent will, in accordance with the instructions of Tendering Shareholders (or the standing proxy in the case of Foreign Shareholders), remit the purchase price promptly after the commencement date of settlement to the account designated by Tendering Shareholders (the standing proxy in the case of Foreign Shareholders) or pay to the account of Tendering Shareholders with the Tender Offer Agent where the application of Tendering Shareholders was accepted.

(In the case of tendering through Rakuten Securities, Inc.)

A notice of purchase will be delivered to the Tendering Shareholders electronically promptly after the end of the Tender Offer Period. Purchases will be made in cash. The purchase price will be paid promptly after the commencement date of settlement to the account of Tendering Shareholders (opened with the sub-agent).

3. Post-Tender Offer Policy, etc., and Future Outlook

There are no changes in the details stated in “Announcement Concerning Commencement of Tender Offer for Share Certificates, etc. of Nousouken Corporation (Stock Code: 3541)” published by the Tender Offeror on December 25, 2025 (including the matters changed and amended thereafter).

Following the results of the Tender Offer, the Tender Offeror intends to implement the procedures to acquire all of the Target Company Shares (excluding the Target Company Shares held by the Tender Offeror and the treasury shares held by the Target Company). As of today, the Target Company Shares are listed on the Growth Market of the TSE. However, if the aforementioned procedures are implemented, the Target Company Shares will be delisted through prescribed procedures in accordance with the delisting criteria set by the TSE. After the delisting, it will no longer be possible to trade the Target Company Shares on the Growth Market of the TSE. The Tender Offeror will discuss the future procedures with the Target Company, and the Target Company will announce them promptly once they are decided.

4. Location Where a Copy of the Tender Offer Report Is Made Available for Public Inspection

Sompo Light Vortex, Inc.
(1-26-1 Nishi-shinjuku, Shinjuku-ku, Tokyo)

Tokyo Stock Exchange, Inc.
(2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo)

II. Change in Subsidiary

1. Reason for the Change

As a result of the Tender Offer, the Target Company is expected to become a consolidated subsidiary of the Tender Offeror on February 24, 2026 (the commencement date of settlement for the Tender Offer).

2. Overview of the Subsidiary Subject to the Change (Target Company)

(i)	Name	Nousouken Corporation
(ii)	Address	99-12, Kuroda, Wakayama-shi, Wakayama

(iii)	Title and Name of Representative	Mr. Tomomasa Oikawa, Representative Director, Chairman, and CEO		
(iv)	Description of Business	Farmers’ direct sales business, farm-to-table business		
(v)	Stated Capital	50 million yen (as of August 31, 2025)		
(vi)	Date of Incorporation	October 25, 2007		
(vii)	Major Shareholders and Shareholding Ratios (as of August 31, 2025)	Mr. Tomomasa Oikawa		17.14%
		Plenty Co., Ltd.		13.58%
		Japan Post Capital Co., Ltd.		11.74%
		Mr. Hiroshi Horiuchi		9.94%
		NTT AgriTechnology Corporation		2.24%
		House Foods Group Inc.		2.03%
		Nousouken Corporation Employee Stock Ownership Plan		1.18%
		KOKUBU GROUP CORP.		1.14%
		The Kiyo Bank, Ltd.		0.69%
		Rakuten Securities, Inc.		0.65%
(viii)	Relationship between the Tender Offeror and the Target Company			
	Capital Relationship	Not applicable.		
	Personnel Relationship	Not applicable.		
	Business Relationship	Not applicable.		
	Status as a Related Party	Not applicable.		
(ix)	The Target Company’s Business Performance and Financial Condition for the Last Three Years			
Fiscal Year		Fiscal Year Ended August 2023	Fiscal Year Ended August 2024	Fiscal Year Ended August 2025
Net Assets		923,752 thousand yen	1,032,691 thousand yen	889,784 thousand yen
Total Assets		2,418,139 thousand yen	2,665,433 thousand yen	2,557,805 thousand yen
Net Assets per Share		41.95 yen	46.89 yen	41.09 yen
Net Sales		5,735,203 thousand yen	7,223,458 thousand yen	8,358,514 thousand yen
Operating Income		36,517 thousand yen	93,630 thousand yen	181,800 thousand yen
Ordinary Income		46,744 thousand yen	101,739 thousand yen	200,624 thousand yen
Net Income		24,866 thousand yen	108,759 thousand yen	11,025 thousand yen
Net Income per Share		1.13 yen	4.94 yen	0.50 yen
Dividends per Share		—	—	—

(Note) The information in “(vii) Major Shareholders and Shareholding Ratios (as of August 31, 2025)” is extracted from “Status of Major Shareholders” in the Target Company's Annual Securities Report.

3. Number of Shares Acquired, Acquisition Price, and Status of Shareholding Before and After the Acquisition

(i)	Number of Shares Owned before the Change	— shares (Number of voting rights: — units) (Ownership ratio of voting rights: —%)
(ii)	Number of Shares Acquired	16,722,200 Target Company Shares (Number of voting rights: 167,222 units) (Ownership ratio of voting rights: 76.68%)
(iii)	Acquisition Price	12,777 million yen
(iv)	Number of Shares Owned after the Change	16,722,200 shares (Number of voting rights: 167,222 units) (Ownership ratio of voting rights: 76.68%)

(Note 1) For the purpose of calculating the “Ownership ratio of voting rights,” the number of voting rights (218,082 units) corresponding to the Base Number of Shares (21,808,229 shares) was

- used as the denominator.
- (Note 2) For the purpose of calculating the “Ownership ratio of voting rights,” any fraction was rounded off to the second decimal place.
- (Note 3) The “Number of Shares Acquired” and the “Number of Shares Owned after the Change” represent the number (16,722,200 shares) obtained by adding the number of the Target Company Shares tendered in the Tender Offer (16,562,200 shares) to the number of the Target Company Shares (160,000 shares) to be offered for the Share Acquisition Rights tendered in the Tender Offer (1,600 units).
- (Note 4) The “Acquisition Price” represents the aggregate amount of (i) the amount obtained by multiplying the number of the Target Company Shares tendered in the Tender Offer (16,562,200 shares) by the purchase price per Target Company Share in the Tender Offer (767 yen) (12,703,207,400 yen), and (ii) the amount obtained by multiplying the number of the Share Acquisition Rights tendered in the Tender Offer (1,600 units) by the purchase price per Share Acquisition Right in the Tender Offer (46,600 yen). No advisory fees, etc. are included.
- (Note 5) Regarding the “Acquisition Price,” any figure less than one million yen is rounded off.

4. Schedule of the Change (Planned)

February 24, 2026 (Tuesday) (the commencement date of settlement for the Tender Offer)

5. Future Outlook

The impact of the change in subsidiary through the Tender Offer on the Tender Offeror’s future business performance is currently being examined. If any matter that should be announced arises in the future, the Tender Offeror will promptly disclose it.

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