



October 13, 2026

To All,

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Announcement of Commencement of Tender Offer Bid for Shares in Toubujyuhan Co., Ltd. (Securities Code: 3297)

KATITAS Co., Ltd. (hereinafter the “Tender Offeror”) hereby announces that the Tender Offeror has decided by its board of directors’ resolution dated October 13, 2026 to acquire the common shares in Toubujyuhan Co., Ltd. (hereinafter the “Target Company”) listed on Tokyo Stock Exchange, Inc. (hereinafter the “TSE”) Standard Market and Securities Membership Corporation Fukuoka Stock Exchange (hereinafter the “FSE”) Q-Board (hereinafter the “Target Company Shares”) through the tender offer bid set forth in the Financial Instruments and Exchange Act (Act No. 25 of 1948; including subsequent amendments thereto; hereinafter the “Act”) (hereinafter the “TOB”), as follows:

Particulars

1. Outline of Purchase, etc.

Purpose of TOB	Acquisition of the Target Company as a wholly-owned subsidiary of the Tender Offeror
Purchase Period	From October 14, 2026 (Wednesday) to December 3, 2026 (Thursday) (35 business days)
Purchase Price	JPY 2,000 per common share
Lower Limit on Number of Share Certificates, etc. to Be Purchased	1,776,600 (shares) (Note)
Upper Limit on Number of Share Certificates, etc. to Be Purchased	- (shares)
Target Company’s Opinion	In favor of the TOB and recommends that shareholders tender their shares

(Note) In the case of purchase of the lower limit on number of share certificates, etc. to be purchased, the ownership ratio (meaning the ownership ratio of share certificates, etc. set forth in Article 27-2, Paragraph 8 of the Act) of the share certificates, etc. in the Target Company owned by the Tender Offeror after the purchase is 65.64% (the ratio is rounded off to two decimal places). As for the ownership ratio of share certificates, etc., since the number of the shares less than one unit in the Target Company as of October 13, 2026 and the number of the voting rights owned by all

shareholders of the Target Company as of the same date are unknown and the number of the voting rights owned by all the shareholders as of May 31, 2026 is the latest number of the voting rights owned by all the shareholders available from documents filed or disclosed by the Target Company, the ratio is calculated using the number of the voting rights owned by all the shareholders as of May 31, 2026 (27,064 voting rights) stated in the 43rd Annual Securities Report filed by the Target Company on August 25, 2026 (hereinafter, the “Target Company ASR”) as denominator (there were no voting rights relating to potential share certificates, etc. owned by the Tender Offeror and its specially related parties set forth in Article 27-2, Paragraph 1, Item 1 of the Act as of May 31, 2026).

2. Purpose of Purchase, etc.

(1) Outline of the purpose of TOB

The Tender Offeror was established as Kabushiki Kaisha Yasuragi (hereinafter “Yasuragi”) for the purpose of stone material business in Kiryu City, Gunma in September 1978. As of October 13, 2026, the shares issued by the Tender Offeror (hereinafter, the “Tender Offeror Shares”) are listed on the TSE Prime Market.

The Tender Offeror has decided by its board of directors’ resolution dated October 13, 2026 to conduct the TOB as part of a series of transactions to acquire all the Target Company Shares listed on the TSE Standard Market and the FSE Q-Board (but excluding the treasury shares that the Target Company owns) and own the Target Company as the Tender Offeror’s wholly-owned subsidiary (hereinafter the “Transaction”). The Tender Offeror does not own any Target Company Shares as of October 13, 2026.

With respect to the TOB, as of October 13, 2026, the Tender Offeror has agreed with Mr. Toshihiro Ogino, who is the Target Company’s president and representative director and also a major shareholder and the largest shareholder of the Target Company (as of May 31, 2026; hereinafter the same applies to the description of the ranking of shareholders) (number of shares owned: 1,047,700 shares, ownership ratio (*Note 1*): 38.66 %) (hereinafter “Mr. Ogino”), OTC Co., an asset management company in which all the outstanding shares are owned by Mr. Ogino and his children and as the second largest shareholder of the Target Company (number of shares owned: 138,400 shares, ownership ratio: 5.11 %) (hereinafter “OTC”), and Ms. Shitomi Ogino, who is Mr. Ogino’s spouse and the sixth largest shareholder of the Target Company (number of shares owned: 33,600 shares, ownership ratio: 1.24 %) (hereinafter Mr. Ogino, OTC and Ms. Shitomi Ogino are collectively referred to as the “Scheduled Tendering Shareholders”), that the Tender Offeror and each of the Scheduled Tendering Shareholders will execute a tender offer agreement and the Scheduled Tendering Shareholders will tender all of the Target Company Shares that they own (total number of shares owned: 1,219,700 shares, total ownership ratio: 45.01%) in the TOB.

(*Note 1*) The “ownership ratio” means the ratio of the number of the Target Company Shares owned to the number of shares (2,709,886 shares; hereinafter the “Reference Number of Shares”) equal to the total number of the issued Target Company Shares as of August 31, 2026 stated in the “Earnings Summary for 1Q of Fiscal Year ending May 2027 (Japan standards) (non-consolidated)” that the Target Company published on October 13, 2026 (2,712,400 shares) minus the number of the treasury shares that the Target Company owned as of August 31, 2026 (2,514 shares) (the ratio is rounded off to two decimal places; hereinafter the same applies to the calculation of ownership ratio).

The Tender Offeror has set the lower limit on number of share certificates, etc. to be purchased through the TOB at 1,776,600 shares (ownership ratio: 65.56 %), and if the total number of the share certificates, etc. tendered in the TOB (hereinafter the “Tendered Share Certificates, etc.”) falls below the lower limit on number of share certificates, etc. to be purchased (1,776,600 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. Meanwhile, as the Tender Offeror aims to acquire all the Target Company Shares (but excluding the treasury shares that the Target Company owns and the Restricted Shares (as defined

below)) through the TOB and own the Target Company as the Tender Offeror's wholly-owned subsidiary, the Tender Offeror has not set any upper limit on the number of share certificates, etc. to be purchased, and if the total number of the Tendered Share Certificates, etc. is equal to or greater than the lower limit on number of share certificates, etc. to be purchased (1,776,600 shares), the Tender Offeror will purchase all the Tendered Share Certificates, etc. The lower limit on number of share, certificates, etc. to be purchased (1,776,600 shares) has been obtained by multiplying the number of the voting rights (27,098) voting rights) attached to the Reference Number of Shares (2,709,886 shares) by two-thirds (2/3) (resulting in 18,066 voting rights (any number of decimals is rounded up), and deducting the number of the voting rights (300 voting rights) attached to the shares with restrictions on transfer issued by the Target Company (hereinafter the "Restricted Shares") (30,000 shares) (Note 2) (resulting in 17,766 voting rights) and then multiplying by the number of shares constituting one unit of the Target Company (100 shares) (resulting in 1,776,600 shares). The Tender Offeror has set the lower limit on number of share certificates, etc. to be purchased because when the Tender Offeror aiming to acquire the Target Company as a wholly-owned subsidiary through the TOB takes the procedures to consolidate the Target Company Shares (hereinafter the "Consolidation of Shares") pursuant to Article 180 of the Companies Act (Act No. 86 of 2005; including subsequent amendments thereto; hereinafter the "Companies Act"), the shareholders meeting's special resolution set forth in Article 309, Paragraph 2 of the Companies Act is required. Therefore, in order to surely carry out the Transaction, the Tender Offeror has set the lower limit so that the total number of the voting rights in the Target Company to be owned by the Tender Offeror and the voting rights attached to the Restricted Shares to be owned by the Target Company's directors after successfully completing the TOB will be equal to or greater than two-thirds (2/3) of the number of the voting rights to be owned by all shareholders of the Target Company.

(Note 2) The Target Company has allocated as stock-based compensation the Restricted Shares (30,000 shares in total) (ownership ratio: 1.11 %) to the Target Company's three directors (14,500 shares to Mr. Naoki Hosoe (ownership ratio: 0.54 %), 11,500 shares to Mr. Naoki Miura (ownership ratio: 0.42 %), and 4,000 shares to Mr. Kazuhiko Kawamura (ownership ratio: 0.15 %). The Restricted Shares are subject to restrictions on transfer and cannot be tendered in the TOB. However, as the Target Company's board meeting held on October 13, 2026 resolved to express an opinion in favor of the TOB and to recommend that the Target Company's shareholders tender their shares in the TOB. As, at the resolution, the Target Company's all directors but Mr. Ogino exercised their voting rights in favor of the TOB, it is expected that when the TOB is successfully completed, the Target Company's directors who own the Restricted Shares will agree to the proposals with respect to a series of procedures for the Tender Offeror to be the Target Company's sole shareholder and own the Target Company as a wholly-owned subsidiary (hereinafter the "Squeeze-Out Procedures") at an extraordinary shareholders meeting for approving the Consolidation of Shares to be conducted as the Squeeze-Out Procedures.

The Tender Offeror aims to acquire all of the Target Company Shares (excluding treasury shares owned by the Target Company) through the Transaction and to make the Target Company its wholly owned subsidiary. Accordingly, if the TOB is successfully completed but the Tender Offeror is unable to acquire all of the Target Company Shares (excluding treasury shares owned by the Target Company and the Restricted Shares) through the TOB, the Tender Offeror intends to implement the Squeeze-Out Procedures after the completion of the TOB.

The Tender Offeror plans to finance the funds required for the settlement and other matters in connection with the TOB through its own funds and borrowings from Mizuho Bank, Ltd. (hereinafter "Mizuho Bank") (hereinafter the "Bank Loan") and, subject to the successful completion of the TOB and other conditions, plans to obtain the Bank Loan by the business day immediately preceding the commencement date of settlement for the TOB. The detailed terms and conditions of the Bank Loan shall be provided for in the loan agreement relating to the Bank Loan after separate consultation with Mizuho Bank.

According to the “Notice Regarding Expression of Opinion in favor of the Tender Offer for the Company’s Shares by KATITAS Co., Ltd. and Recommendation to Tender” issued by the Target Company on October 13, 2026 (hereinafter the “Target Company Press Release”), the Board of Directors of the Target Company held on October 13, 2026 resolved to express its opinion in favor of the TOB and to recommend that its shareholders tender their shares in the TOB.

(2) Background, purpose and decision-making process leading to commencement of TOB and management policy after TOB.

The background, purpose and decision-making process leading to the commencement of the TOB and management policy after the TOB are stated below. Of the following descriptions, those relating to the Target Company are based on the information announced by the Target Company, the Target Company Press Release, and the explanation received from the Target Company.

As described in “(1) Outline of the purpose of TOB” above, the Tender Offeror was established as Yasuragi in Kiryu City, Gunma Prefecture in September 1978 for the purpose of stone material business. It obtained a real estate broker license in December 1988 and started real estate sales and agency business, and in August 1998, prompted by amendments to the Civil Execution Act, it launched an existing home renovation business in which it purchases foreclosed properties at auctions, and renovates and then resells them. In February 2004, the Tender Offeror listed its shares on the Nagoya Stock Exchange, Inc. Centrex Market. However, while facing a challenging business environment due to the global financial crisis, the subsequent real estate slump in Japan, and a decline in the number of publicly listed properties up for auction resulting from the Act on Temporary Measures to Facilitate Financing for Small and Medium-Sized Enterprise, etc., the Tender Offeror was reviewing and exploring its business strategy to restore financial soundness. Under these circumstances, Advantage Partners, Inc. (hereinafter “Advantage Partners”) assessed that the Tender Offeror possessed strengths in its core business of renovating existing homes and believed that further business expansion could be expected by leveraging these strengths. Consequently, around August 2011, Advantage Partners submitted a proposal to the Tender Offeror regarding a tender offer for the Tender Offeror Shares and the delisting of the Tender Offeror Shares, and the Tender Offeror and Advantage Partners began discussions regarding the delisting of the Tender Offeror Shares.

Subsequently, on January 26, 2012, Japan Housing Rehabilitation Co., Ltd. (a corporation whose shares are indirectly held by a fund for which Advantage Partners provides investment advisory services) (hereinafter “JHR”) announced a tender offer for the Tender Offeror Shares. The Tender Offeror determined that, in order to respond swiftly to the business environment it was facing at the time, promote a new growth strategy, and further enhance its corporate value, the best course of action was to establish an environment and framework for implementing forward-looking investments that would not be swayed by short-term fluctuations in business performance, based on the management expertise of Advantage Partners, and consequently, the Tender Offeror endorsed the tender offer by Advantage Partners. Such tender offer was successful, and in March 2012, the Tender Offeror became a subsidiary of JHR, and the Tender Offeror Shares were delisted in July 2012.

Subsequently, in January 2013, an absorption-type merger was carried out with the Tender Offeror (former Yasuragi) as the surviving company and JHR as the dissolving company, and on July 1, 2013, its trade name was changed to the current name, KATITAS Co., Ltd. In December 2017, the Tender Offeror Shares were relisted on the First Section of the TSE and following a review of the TSE’s market classifications in April 2022, it transitioned to the Prime Market of the TSE, where it remains today.

As of October 13, 2026, the Tender Offeror constitutes a corporate group (hereinafter the “Tender Offeror Group”) consisting of the Tender Offeror and one consolidated subsidiary (REPRICE Co., Ltd.). Under the management philosophy of “Gateway to the future, serving the community and our customers through making people’s lives better”, the Tender Offeror Group operates an existing home renovation business in which it

inspects and acquires existing homes, and renovates and then sells them. Through a network of 153 stores nationwide (as of March 31, 2026) rooted in local communities, the Tender Offeror Group has established a business model that handles an end-to-end process from property inspection and acquisition to renovation planning, construction management, and sales. Its strengths lie in the know-how regarding existing home renovation accumulated through sales record over 100,000 units sold in total, the ability to assess properties accurately at the time of acquisition, and its ability to procure building materials and its contractor network utilizing its own sales channels and economies of scale (*Note 1*). Furthermore, in the fiscal year ended March 2026, it sold 8,380 properties, and by offering renovated existing homes which it has enhanced their value through renovation at prices more affordable than new homes, it is providing society with “renovated existing homes” as a “fourth option for home selection” distinct from “new construction”, “existing homes sold as is”, or “rental properties”.

(*Note 1*) The “economies of scale” refers to the benefits and profits gained by expanding the scale of operations.

The Tender Offeror Group recognizes that, in the existing home sales market where it operates, while upward pressure on new home prices continues due to soaring construction material costs and the need to comply with environmental regulations, the number of vacant homes is increasing due to changes in demographics and household composition, leading to a growing social demand for the effective utilization of the existing housing stock. Given this business environment, the Tender Offeror Group believes that the demand for high-quality, reasonably priced existing homes that have undergone appropriate renovations will remain robust and that the existing home distribution market in regional areas continues to hold reasonable growth potential.

To realize its long-term vision of becoming “Japan’s number one company in enriching people’s lives”, the Tender Offeror, in accordance with its Fourth Mid-Term Management Plan (from the fiscal year ended March 2026, to the fiscal year ending March 2028) announced on May 9, 2025, has established a basic policy to expand growth potential and accelerate growth by deepening its existing businesses while entering new geographic markets and developing new products targeting new customer segments. It has identified (i) increasing the number of sales personnel and strengthening their training; (ii) improving productivity; (iii) diversifying renovation plans; (iv) diversifying procurement channels; and (v) M&A as its basic strategy. Regarding M&A, it is continuously exploring opportunities with the aim of leveraging the Tender Offeror Group’s sales capabilities and diversifying procurement channels.

The Tender Offeror has been considering M&A as one of its growth strategies since before its initial public offering in 2017. Since around 2022, it has been exploring potential M&A opportunities, focusing on (i) competitors engaged in the purchase and resale of existing homes, (ii) businesses engaged in real estate brokerage, and (iii) home builders, as the primary targets based on its Third Mid-Term Management Plan (from the fiscal year ended March 2023, to the fiscal year ended March 2025). During this evaluation process, the Tender Offeror recognized the Target Company as one of its potential candidates.

Meanwhile, according to the Target Company Press Release, the Target Company was established in Chofu, Shimonoseki, Yamaguchi in September 1984 as Yugen Kaisha Toubujyuhan, with real estate sales, leasing, and brokerage as its primary business and was reorganized into Toubujyuhan Co., Ltd. in August 1989.

Then, the Target Company was listed on the TSE JASDAQ (Standard) and the FSE Q-Board in May 2014 and following the TSE’s market classification review in April 2022, it transitioned from the TSE JASDAQ (Standard) to the TSE Standard Market.

As of October 13, 2026, the Target Company has adopted the management philosophy, “Toubujyuhan Co., Ltd. contributes to creating lifestyles that are friendly to both people and the environment through creation of eco-friendly models.” Under the keyword “making the most of what we have,” its primary businesses include real estate sales, real estate leasing, real estate-related businesses, and other operations. Its business activities are as follows:

(A) Real estate sales business

The Target Company operates a real estate sales business centered on sale of self-owned real estate and real estate brokerage services.

In its self-owned real estate sales business, the Target Company purchases existing homes that are 20 to 40 years old, hires companies for renovation work such as repainting exterior walls and replacing plumbing fixtures and then resells the renovated properties at reasonable prices to customers, primarily first-time homebuyers (*Note 2*) in their 20s and 30s with annual incomes ranging from JPY2 million to JPY5 million.

In its real estate brokerage business, the Target Company utilizes the network of local real estate professionals it has built through its self-owned real estate sales business to gather information on properties for sale, and acting as an intermediary between sellers and purchasers, it supports the entire process from preparations leading up to the execution of sale and purchase agreements, and to the execution of agreements, through to the settlement of the remaining purchase prices and delivery of the properties.

(*Note 2*) The “first-time homebuyers” refer to individuals or households that have never previously purchased a home and purchase one for the first time.

(B) Real estate leasing business

The Target Company operates real estate leasing businesses with a focus on the businesses of real estate leasing brokerage, entrusted real estate management, and leasing of self-owned real estate.

In the real estate leasing brokerage business, it acts as an intermediary between lessors and lessees to facilitate the execution of lease agreements for apartments, condominiums, detached houses, offices, retail spaces, parking lots, and other properties.

In its entrusted real estate management business, it accepts entrustment of management services of leased real estate from owners, handling tasks such as tenant recruitment, tenant screening, rent collection, lease renewals, move-out procedures, and tenant support. In addition, by utilizing its network of community-based real estate business operators and the know-how it has cultivated over many years, it supports property owners in the stable management of their real estate through services such as assessing lease terms and proposing remodeling.

In addition, as the business of leasing self-owned real estate, the Target Company leases out real estate it owns.

(C) Real estate-related business

The Target Company operates real estate-related businesses with a focus on insurance agency business. In its insurance agency business, it engages in sales agency services of property and casualty insurance products, primarily fire insurance for homes and other properties, and provides services such as arranging repair contractors and assisting with insurance claims when an insured event occurs, utilizing the network it has built through real estate businesses.

(D) Other business

The Target Company operates a long-term care business with a focus on the sale of long-term care supplies, the rental of equipment, and the senior-friendly home remodeling (*Note 3*) works by contract. In addition, the Target Company’s specialized counselors on assistive devices for long-term care are working in collaboration with local care managers and others to provide support for the use of such assistive devices.

(*Note 3*) The “senior-friendly home remodeling” refers to the refurbishment or improvement of a home’s interior and exterior finishes and facilities in areas that have become difficult for residents to use due to old age, aging, or physical disabilities.

The Target Company has expanded its business under a community-based sales structure by utilizing its networks with local real estate business operators and its know-how on sourcing and remodeling existing homes, aiming to become the No. 1 company in the existing home renovation in the Chugoku and Kyushu regions. In addition, it has continued to operate as a community-based business while addressing social needs

such as tackling the issue of vacant homes and making effective use of existing housing.

In recent years, against the backdrop of soaring prices for new homes, demand for existing homes has increased, while the number of vacant homes has risen due to population decline and the aging society with a declining birth rate. In response to this situation, the government has been taking steps to improve the market to promote the circulation of existing homes and the effective utilization of existing housing, including the formulation of the “Basic Plan for Housing” (Note 4). In addition, it is noted that the renovation and sale of wooden detached houses, which is a core business of the Target Company, contributes to reducing the burden on the environment through the effective utilization of existing housing and is well-aligned with growing awareness of sustainability. In this context, the Target Company, viewing this business environment as an opportunity for growth, has implemented measures such as recruiting and training personnel to support the expansion of its operating regions, strengthening the procurement and construction management of properties for sale, optimizing inventory management of properties for sale, and improving operational quality and standardizing business processes, in order to respond to the expansion of the secondary market of existing homes and the home remodeling market and to achieve the Target Company’s sustainable growth and enhancement of corporate value. Furthermore, to put this growth strategy into practice, the Target Company formulated and announced its Second Mid-Term Management Plan on April 12, 2021, which covers the three-year period from the fiscal year ended May 2021 through the fiscal year ended May 2023, setting revenue targets including achieving sales of JPY8 billion in the fiscal year ended May 2023, the final fiscal year of the plan.

(Note 4) The “Basic Plan for Housing” refers to the basic plan formulated by the Ministry of Land, Infrastructure, Transport and Tourism pursuant to the Basic Act for Housing (Act No. 61 of 2006) to ensure the stability of and to promote the improvement of the people’s housing life.

However, during the period of the Second Mid-Term Management Plan, the recruitment of sales staff fell short of initial projections due to factors such as labor shortages, resulting in the new store opening plan not progressing as anticipated, and, although it sought to offset this situation through growth at existing stores, it was unable to achieve sufficient results. Consequently, sales for the fiscal year ended May 2023, which was the final fiscal year of the Second Mid-Term Management Plan, totaled approximately JPY7.7 billion, falling short of the initial target of JPY8.0 billion. In addition, for the fiscal year ended May 2024, due to changes in consumer trends driven by factors such as the weak yen and soaring prices and to intensifying competition, the sale of existing detached houses, which is the key business of the Target Company, was sluggish, and it was unable to secure sufficient personnel and unable to strengthen its sales structure. As a result, sales totaled approximately JPY7.3 billion, falling short of the initial forecast of JPY8.2 billion.

In light of these circumstances, on July 11, 2024, the Target Company formulated and announced its Third Mid-Term Management Plan, covering the two-year period of the fiscal years ended May 2025 and May 2026, and set revenue targets including achieving sales of JPY7.5 billion in the fiscal year ended May 2026, the final fiscal year of the plan. Furthermore, in the Third Mid-Term Management Plan, it aims to strengthen its organizational foundation by implementing the following four management strategies, which were not fully realized although some progress was made during the period of the Second Mid-Term Management Plan and the fiscal year ended May 2024: (i) establishing systems to strengthen human resource development; (ii) restructuring the business model; (iii) promoting business process reform projects; and (iv) improving organizational structure and strengthening governance.

As a result, during the period of the Third Mid-Term Management Plan, in addition to the number of sales of self-owned real estate exceeding initial projections, real estate brokerage commissions reached a record high, resulting in sales of approximately JPY7.7 billion for the fiscal year ended May 2026, which was the final year of the Third Mid-Term Management Plan, exceeding the initial target of JPY7.5 billion. Meanwhile, the Target Company has decided to postpone the announcement of the Fourth Mid-Term Management Plan, which would cover the three-year period from the fiscal year ending May 2027 to the fiscal year ending May

2029 and had been in the process of being formulated following the end of the period covered by the Third Mid-Term Management Plan, as stated in the “Notice Regarding the Postponement of the Announcement of the Fourth Mid-Term Management Plan (Fiscal Years 2026 to 2028)” dated July 14, 2026, having determined that it would be difficult to sufficiently ensure the validity of the business environment and numerical targets underlying the mid-term management plan, given that, in the business of purchase and resale of existing homes, which is a core business of the Target Company, various raw materials used in remodeling works have been affected by soaring prices and supply uncertainties due to unstable conditions in the Middle East and other factors, making it difficult to reasonably estimate medium- to long-term earnings outlook. It is noted that the “Notice Regarding the Postponement of the Announcement of the Fourth Mid-Term Management Plan (Fiscal Years 2026 to 2028)” dated July 14, 2026 was issued following a review based on the aforementioned business environment surrounding the Target Company’s core business and that such announcement was unrelated to Mr. Ogino’s indication to the Tender Offeror of his intention regarding the transfer of the Target Company Shares he holds in late April 2026 as stated below, the Target Company’s receipt of a report from Mr. Ogino in early June 2026 stating that he indicated to the Tender Offeror his intention regarding the transfer of the Target Company Shares he holds, the Target Company’s receipt of a non-binding letter of intent from the Tender Offeror regarding the Transaction dated July 16, 2026 (hereinafter the “Letter of Intent”), and the Target Company’s consideration of the Transaction.

Even in such business environment, the Target Company believes that demand for measures to promote the sale of existing homes and the effective utilization of existing housing will continue to grow, driven in part by the government’s efforts to address the issue of vacant homes. Furthermore, in light of this growing demand, it has become even more convinced of the importance of measures such as recruiting and training personnel to support the expansion of its operating regions, strengthening the procurement and construction management of real estate for sale, optimizing inventory management of real estate for sale, as well as improving operational quality, and standardizing business processes. On the other hand, the Target Company recognizes that the secondary market of existing homes and the home remodeling market, in which the Target Company operates, are susceptible to fluctuations in external factors such as customer income levels, interest rates, land prices, and remodeling costs (including building materials and labor costs) and cannot be said to be in a stable business environment as noted above.

The Tender Offeror had been exchanging general information with the Target Company regarding the business environment and other matters. During the process, Mr. Ogino became aware that both the Target Company and the Tender Offeror aim to provide people with a better quality of life through the distribution of existing homes, and that they share a common set of values centered on creating value through the effective utilization of existing housing. Based on this, he recognized that the two companies were compatible not only in terms of their business operations but also in their management philosophies. In late April 2026, following an indication from Mr. Ogino regarding his intention to transfer the Target Company Shares he holds with a view to business succession, the Tender Offeror began full-scale deliberations on the Transaction. Prior to the indication of this intention, no negotiations regarding the transfer of the Target Company Shares had taken place between the Tender Offeror and Mr. Ogino. From late April 2026 through late June of the same year, the Tender Offeror engaged in preliminary discussions with Mr. Ogino regarding the sale of the Target Company Shares, including the price per share of the Target Company Shares that the Tender Offeror anticipates paying in connection with the TOB (hereinafter the “TOB Price”) and the terms and conditions for tendering shares. The Tender Offeror then appointed, respectively, Daiwa Institute of Research, Ltd. (hereinafter “Daiwa Institute of Research”) as a financial advisor and third-party valuation firm independent of the Tender Offeror Group, the Target Company, and the Scheduled Tendering Shareholders (collectively the “TOB-Related Parties”) in late June 2026, City-Yuwa Partners as a legal advisor independent of the TOB-Related Parties in late June 2026, and Yamada & Partners Tax Co. as a financial and tax advisor independent of the TOB-Related Parties in mid-July 2026.

The Tender Offeror had previously visited the Target Company through opportunities for information exchange with competitors in the same industry and, in the course of exchanging views with the Target Company's management, had come to recognize that there was a high degree of compatibility between the two companies in terms of their approach to the social issue of effectively utilizing the housing stock, their philosophy regarding community-based business operations, and their corporate cultures. Subsequently, in late April 2026, Mr. Ogino expressed his intention to transfer the Target Company Shares he owned. This served as the catalyst for a concrete examination of the synergies that could result from a business integration with the Target Company. In late May 2026, the Tender Offeror determined that the mutual utilization of both companies' personnel and know-how, further enhancing the quality control system, and streamlining renovation operations would strengthen both companies' business foundations and drive medium- to long-term growth, thereby contributing to the enhancement of corporate value for both the Target Company and the Tender Offeror Group. Furthermore, around the same time, the Tender Offeror determined that in order to fully realize these synergies, it would be necessary to invest certain management resources in the Target Company and for both companies to work as one to implement business operations and management measures; consequently, the Tender Offeror concluded that making the Target Company a wholly-owned subsidiary—rather than entering into a capital and business alliance—would be the appropriate course of action. On July 16, 2026, the Tender Offeror submitted the Letter of Intent to the Target Company, outlining the background and purpose of the Transaction, the management policy following the Transaction, the synergies expected from the Transaction, and the anticipated schedule for the Transaction, and proposed making the Target Company a wholly-owned subsidiary through the TOB for the Target Company Shares in exchange for cash consideration and the subsequent Squeeze-Out Procedures.

Subsequently, from early August 2026 through early September of the same year, the Tender Offeror conducted financial, tax, legal, and business due diligence on the Target Company.

Furthermore, through this review, the Tender Offeror believes that by making the Target Company a member of the Tender Offeror Group through the Transaction, it will be possible to enhance the corporate value of both the Target Company and the Tender Offeror Group by mutually leveraging the business foundations, sales networks, customer bases, know-how, and other management resources held by each, thereby realizing the following synergies.

(i) Expansion of procurement opportunities and strengthening of the procurement base

By mutually leveraging the Target Company's community-based sales network—which it has built primarily in the Chugoku and Kyushu regions—and its relationships of trust with property owners and local customers, along with the Tender Offeror Group's know-how in gathering property information and sourcing properties cultivated through its nationwide existing-home renovation business, the Tender Offeror recognizes that both companies can expect to expand their property information and sourcing opportunities and strengthen their sourcing infrastructure.

(ii) Enhancement of Product Competitiveness and Profitability Through the Sharing of Home Renovation Know-how

By mutually sharing the Tender Offeror Group's know-how regarding renovation planning, construction management, cost management, and product development, which it has accumulated through its business activities spanning the entire process from the acquisition of existing homes to their renovation and sale and the Target Company's expertise in the renovation and resale of existing homes, cultivated in accordance with regional characteristics, the Tender Offeror anticipates that this will lead to improved product appeal and quality of renovated homes, optimized renovation costs, and enhanced profitability.

(iii) Expansion of Sales Opportunities and Customer Touchpoints

By mutually leveraging the customer bases, sales networks, and sales know-how held by the Target Company and the Tender Offeror Group, the Tender Offeror anticipates that both companies will be able to expand sales opportunities and customer touchpoints while further strengthening sales capabilities.

(iv) Strengthening and Expanding the Management Foundation

The Tender Offeror believes that by leveraging the Tender Offeror Group's resources in areas such as personnel recruitment and development, information systems, internal controls, compliance, and sustainability initiatives, it can contribute to further strengthening the Target Company's management foundation.

The Tender Offeror recognizes that, in order to implement the aforementioned measures promptly and steadily and maximize their effectiveness, it is important to respect the Target Company's operational autonomy while fostering shared management policies between the Target Company and the Tender Offeror Group, and to establish a framework that allows for the flexible and agile utilization of each party's management resources. If a capital and business alliance or similar arrangement is to be formed while the Target Company Shares remain listed, it is necessary to give due consideration to the Target Company's independence as a listed company and the interests of its general shareholders; therefore, the Tender Offeror believes there are certain limitations to the flexible allocation of management resources between the Tender Offeror Group and the Target Company, as well as to the prompt and steady implementation of the aforementioned measures. Therefore, the Tender Offeror has concluded that making the Target Company a wholly-owned subsidiary is the most effective strategy, as it allows the Target Company and the Tender Offeror Group to work together as a unified entity to enhance corporate value over the medium to long term, while avoiding potential conflicts of interest with the Target Company's general shareholders.

In addition, by making the Target Company a wholly-owned subsidiary, the Tender Offeror expects to enable the Target Company to leverage the Tender Offeror Group's expertise and management resources in areas such as business management, human resource development, information systems, internal controls, and compliance, while also promoting personnel exchanges between the Target Company and the Tender Offeror Group. This is expected to strengthen the Target Company's management foundation and allow for more efficient utilization of the management resources of both the Target Company and the Tender Offeror Group.

Furthermore, by delisting the Target Company Shares, the Tender Offeror believes that it can reduce costs associated with operating shareholders' meetings, ongoing disclosures such as Annual Securities Reports, and various obligations required of a listed company, as well as other costs associated with maintaining the listing; by redirecting the management resources previously required for these operations toward business activities, the Tender Offeror believes that it can improve the Target Company's management efficiency.

The Tender Offeror's views regarding concerns generally anticipated in connection with the delisting of the Target Company Shares are as follows:

(A) Future Impact on Financing

Although the Target Company will lose its ability to raise funds through equity financing in the capital markets following the delisting of the Target Company Shares, the Tender Offeror anticipates that, after the Transaction, the Target Company will be able to utilize not only its own financial resources but also borrowings from financial institutions and funding arrangements within the Tender Offeror Group. Therefore, the Tender Offeror believes it is unlikely that there will be any significant impediments to securing the funds necessary for the Target Company's business operations and growth investments.

(B) Impact on Business Partners

While it cannot be denied that the delisting of the Target Company Shares may affect the Target Company's credibility or its relationships with business partners, the Tender Offeror intends to strive to maintain existing business relationships by working with the Target Company to carefully explain to business partners the significance and purpose of the Transaction, the Tender Offeror Group's business foundation, and the Target Company's post-Transaction business management policies. Furthermore, following the Transaction, as the Target Company will become a member of the Tender Offeror Group, the Tender Offeror anticipates that it will be able to conduct its business operations backed by the Tender Offeror Group's credibility and management foundation.

(C) Impact on Existing Employees

The Tender Offeror recognizes that the Target Company's business foundation and source of competitiveness lie in its employees and the experience, expertise, and relationships with local customers that they possess. Therefore, in managing the business following the Transaction, the Tender Offeror intends to prioritize dialogue with the Target Company's employees, provide thorough explanations regarding the significance and purpose of the Transaction as well as the management policies following the Transaction, and give due consideration to the stability of the Target Company's business operations and workforce.

As described above, while acknowledging that the delisting of the Target Company Shares may have certain impacts, the Tender Offeror believes that such impacts can be limited by taking appropriate measures, and that the benefits expected from the Transaction outweigh the potential disadvantages that may arise from the delisting.

Following the foregoing course of events, the Tender Offeror decided by its board of directors' resolution dated October 13, 2026, to conduct the TOB at the TOB Price of JPY 2,000, to own the Target Company as the Tender Offeror's wholly owned subsidiary.

3. Outline of the Target Company and the Conditions of Purchase, etc.

(1) Outline of the Target Company

(i)	Trade Name	Toubujyuhan Co., Ltd.	
(ii)	Location	11-46 Hanano-cho, Shimonoseki, Yamaguchi	
(iii)	Title and Name of Representative	President and Representative Director, Toshihiro Ogino	
(iv)	Business Description	Real estate sales, leasing, and other real estate-related businesses	
(v)	Stated Capital	JPY302,889,000	
(vi)	Date of Establishment	September 27, 1984	
(vii)	Major Shareholders and Shareholding Ratios (as of May 31, 2026) (Note)	Toshihiro Ogino	38.65%
		OTC Co.	5.10%
		Toubujyuhan Employee Shareholding Association	1.85%
		Osaka Small and Medium Business Investment & Consultation Co.,Ltd	1.67%
		Seisaburo Wakasugi	1.39%
		Shitomi Ogino	1.23%
		THE SAIKYO BANK, LTD.	1.10%
		Xiao Gu	0.77%
		Anan Zhang	0.70%
		Toshiaki Kometani	0.68%
(viii)	Relationship between the Tender Offeror and the Target Company		
	Capital Relationship	Not applicable.	
	Personnel Relationship	Not applicable.	
	Business Relationship	The Tender Offeror and the Target Company engage in brokerage transactions related to real estate purchases and sales, as well as transactions such as the purchase and sale of real estate for resale.	
	Whether Falling under Related Parties	Not applicable.	

(Note) The above "(vii) Major Shareholders and Shareholding Ratios (as of May 31, 2026)" are cited from the "Status of Major Shareholders" stated in the Target Company ASR.

(2) Time Schedule, etc.

(i) Time Schedule

Board of Directors' Resolution Date	October 13, 2026 (Tuesday)
Tender Offer Commencement Public Notice Date	October 14, 2026 (Wednesday) Electronic public notice will be issued and the issuance will be published in the Nihon Keizai Shimbun. (Electronic public notice address: https://disclosure2.edinet-fsa.go.jp/)
Tender Offer Statement Filing Date	October 14, 2026 (Wednesday)

(ii) Purchase Period

From October 14, 2026 (Wednesday) to December 3, 2026 (Thursday) (35 business days)

(iii) Possibility of Extension of Period upon the Target Company's Request

Not applicable.

(3) Purchase Price

JPY 2,000 per common share

(4) Number of Share Certificates, etc. to be Purchased

Type of Share Certificates, etc	Number of Share Certificates, etc. to Be Purchased	Lower Limit on Number of Share Certificates, etc. to Be Purchased	Upper Limit on Number of Share Certificates, etc. to Be Purchased
Common Shares	2,709,886 (shares)	1,776,600 (shares)	- (shares)
Total	2,709,886 (shares)	1,776,600 (shares)	- (shares)

(Note 1) If the total number of the Tendered Share Certificates, etc. falls below the Lower Limit on Number of Share Certificates, etc. to be Purchased (1,776,600 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. If the total number of the Tendered Share Certificates, etc. is equal to or greater than the Lower Limit on Number of Share Certificates, etc. to be Purchased 1,776,600 shares), the Tender Offeror will purchase all the Tendered Share Certificates, etc.

(Note 2) Since no Upper Limit on Number of Share Certificates, etc. to be Purchased has been set for the TOB, the Number of Share Certificates, etc. to be Purchased is stated as 2,709,886 shares, which is the maximum number of Target Company Shares that the Tender Offeror may purchase under the TOB.

(Note 3) The Tender Offeror does not plan to acquire the treasury shares that the Target Company owns through the TOB.

(Note 4) Shares less than one unit are also subject to the TOB. If shareholders exercise their right to request the repurchase of shares less than one unit in accordance with the Companies Act, the Target Company may repurchase its own shares during the purchase period of the TOB in accordance with the procedures prescribed by law.

4. Future Outlook

The Tender Offeror is closely examining how the TOB will affect the Tender Offeror's business performance and should any fact to be announced arise in the future, the Tender Offeror shall promptly announce such fact.

End of this Announcement