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TSE Code: 9719

January 23, 2026

(Start date of electronic provision measures: January 16, 2026)

To Our Shareholders,

## **Notice of Extraordinary Shareholders' Meeting and Meeting Materials**

It is our pleasure to announce the Extraordinary Shareholders' Meeting of SCSK Corporation (hereinafter "We," "SCSK," or the "Company"), which will be held as set forth below.

In convening the Shareholders' Meeting, measures for electronic provision have been taken for information that constitutes the content of Reference Documents for the Shareholders' Meeting s, etc. (matters subject to electronic provision measures), which is posted on the Company's website as "Notice of Extraordinary Shareholders' Meeting and Meeting Materials." Please refer to it on the website below.

The Company's website

[https://www.scsk.jp/ir\\_en/information/gms.html](https://www.scsk.jp/ir_en/information/gms.html)

In addition to the Company's website above, matters subject to electronic provision measures will also be posted on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (Listed Company Search) below, search by the issue name (SCSK) or the securities code (9719), then select "Basic information," and "Documents for public inspection/PR information" to view.

TSE's website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

**It is possible to exercise your voting rights in writing or electronically, without physically attending the meeting. Should you choose to exercise your voting rights in this manner, please refer to pages 3 and 4 for details on these voting methods. Please take the time to examine the Reference Documents for the Shareholders' Meeting and exercise your voting rights no later than 5:30 p.m. on Friday, February 6, 2026.**

With highest regards,

Takaaki Tuma

Representative Director, President

SCSK Corporation

3-2-20 Toyosu, Koto-ku, Tokyo, Japan

**1. Date and time** Monday, February 9, 2026, at 10:00 a.m.

**2. Venue** SCSK Meeting Room, 14F, Toyosu Front  
3-2-20 Toyosu, Koto-ku, Tokyo, Japan

**3. Purpose of the Meeting**

**Matters to be resolved:**

Proposition No. 1 Share Consolidation

Proposition No. 2 Partial Amendments to the Articles of Incorporation

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Notes:

1. If you attend the Meeting in person, please submit the enclosed voting form to the receptionist.
2. If any of the matters subject to electronic provision measures require amendment, we will post an announcement to that effect, as well as the matters before and after amendment, on our website and TSE's website.

## **Guide to Exercise of Voting Rights**

Please review the Reference Documents for the Shareholders' Meeting and exercise your voting rights by any of the following methods.

### If you will attend the meeting:

- Attend the meeting

Date and time of the meeting: Monday, February 9, 2026, 10:00 a.m.

Please bring the enclosed voting form with you and present it at the reception desk.

### If you are unable to attend the meeting:

- Exercise of voting rights in writing

Deadline for voting: The voting form must be received by no later than 5:30 p.m. on Friday, February 6, 2026.

Please indicate your vote for or against each proposition on the enclosed voting form and return the form to the Company's Administrator of Shareholder Registry by the deadline.

When neither approval nor disapproval of a proposition is indicated on your voting form, it shall be deemed as a vote for approval.

- Exercise through "smart voting"

Deadline for voting: Your vote must be exercised by no later than 5:30 p.m. on Friday, February 6, 2026.

Please scan the "voting rights exercise website login QR code for smartphones" at the lower right of the enclosed voting form with a smartphone or tablet.

For details, please refer to the next page.

- Exercise of voting rights via the internet

Deadline for voting: Your vote must be exercised by no later than 5:30 p.m. on Friday, February 6, 2026.

Please access <https://www.web54.net>, the website for exercise of voting rights via a personal computer, smartphone, cell phone, etc. and enter the code and password for exercise of voting rights printed on the enclosed voting form.

Follow the instructions on the screen and register your vote for or against each proposition.

For details, please refer to the next page.

### Handling of your votes when you exercise your voting rights in duplicate:

1. If you exercise your voting rights both in writing and via the internet, etc. (including "smart voting"), the voting via the internet, etc. (including "smart voting") shall be deemed valid.
2. If you exercise your voting rights multiple times via the internet, etc. (including "smart voting"), the last vote shall be deemed valid.

If you have any question concerning the exercise of voting rights, please contact:

Administrator of Shareholder Registry: Stock Transfer Agency Business Planning Dept.,  
Sumitomo Mitsui Trust Bank, Limited,

For exercise of voting rights  
0120-652-031 (toll-free)  
(9:00-21:00)

For other inquiries  
0120-782-031 (toll-free)  
(9:00-17:00 on weekdays)

### For institutional investors:

The electronic voting platform operated by ICJ, Inc. is available to institutional investors who have applied for the use of the platform in advance.

Exercise through “smart voting”:

1. Please read the “QR code to login the website for the exercise of voting rights for smartphone” at the lower right of the enclosed voting form with a smartphone or tablet terminal.
2. Open the website for the exercise of voting rights.  
Click the displayed URL to open the website for the exercise of voting rights.  
There are two methods for the exercise of voting rights.
- 3.1 Indicate your vote for all of the Company’s propositions.  
If no problem appears on the confirmation screen, you can complete your votes by clicking “Exercise your voting rights as shown here.”
- 3.2 Indicate your vote individually for or against each proposition.  
Please follow the instructions on the screen to indicate your vote for or against each proposition.
4. If no problem appears on the confirmation screen, you can complete your votes by clicking “Exercise your voting rights as shown here.”

If you wish to change your vote after exercising your voting rights, you will be required to read the QR code again and re-enter the “code for the exercise for voting rights” and the “password” printed on the enclosed voting form.

(You may also directly access <https://www.web54.net>, the website for the exercise of voting rights, from a personal computer.)

Exercise of voting rights via the internet:

1. Please access <https://www.web54.net>, the website for the exercise of voting rights.
2. Login the website.  
Enter the “code for the exercise of voting rights” printed on the enclosed voting form.
3. Enter your password.  
Enter the “password” printed on the enclosed voting form.

Please follow the instructions on the screen to vote for or against each proposition.

- \* Shareholders are requested to bear the fees for connection and telecommunication costs for accessing the website for the exercise of voting rights.
- \* You may not be able to use the website for the exercise of voting rights, depending on the environment for using the internet, the service subscribed to and the device used.

## Reference Documents for the Shareholders' Meeting

### Propositions and Matters for Reference:

#### **Proposition No. 1 Share Consolidation**

This proposition has been made to request that the Company's shareholders approve a share consolidation to consolidate 31,618,295 shares of the Company's common stock (the "Company's Shares") into one share (the "Share Consolidation"), with March 16, 2026 as the effective date, to make Sumitomo Corporation ("Sumitomo") and SC Investments Management Inc., in which Sumitomo holds 100% of the shares (the "Tender Offeror"; collectively with Sumitomo, the "Tender Offeror, Etc."), the sole shareholders of the Company.

##### 1. Reasons for the Share Consolidation

As announced in "Notice Concerning the Expression of an Opinion in Favor of and Recommendation to Tender for the Tender Offer for the Company's Shares, etc. by SC Investments Management Inc., a Subsidiary of Sumitomo Corporation, the Company's Parent Company" released by the Company on October 29, 2025 (the "Press Release Expressing Opinion"), the Tender Offeror conducted a tender offer (the "Tender Offer") for the Company's Shares and the Stock Acquisition Rights (Note 1) as part of a series of transactions (the "Transactions") to acquire all of the Company's Shares listed on the Prime Market of the Tokyo Stock Exchange (excluding the Company's Shares held by Sumitomo and treasury shares held by the Company) with the aim of privatizing the Company's Shares.

As announced in "Notice Concerning Result of Tender Offer for the Company's Shares, etc. by SC Investments Management Inc., a Subsidiary of Sumitomo Corporation, the Company's Parent Company, as well as Change in the Status of Major Shareholders and Other Associated Companies" released by the Company on December 13, 2025, as a result of the Tender Offer, the Tender Offeror came to own 119,130,014 Company's Shares (ownership ratio (Note 2): 38.09%) on December 19, 2025, the commencement date of settlement of the Tender Offer.

(Note 1) "Stock Acquisition Rights" collectively refers to the stock acquisition rights described in [1] and [2] below:

- [1] Stock acquisition rights issued pursuant to the resolution of the Company's Board of Directors on June 27, 2007 (the exercise period of which is from July 28, 2007 to July 26, 2027); and
- [2] Stock acquisition rights issued pursuant to the resolution of the Company's Board of Directors on June 25, 2010 (the exercise period of which is from July 31, 2010 to July 29, 2030).

(Note 2) The "ownership ratio" refers to the percentage of ownership (rounded to two decimal places) in relation to the total number of shares (312,793,110 shares) calculated by deducting (ii) from (i), wherein (i) is 313,144,463 shares, calculated by adding the number of Company's Shares underlying the total of 64 Stock Acquisition Rights outstanding as of September 30, 2025 (19,200 shares) to the total number of issued shares of the Company as of September 30, 2025 (313,125,263 shares) as stated in the "Consolidated Financial Results for the Second Quarter of the Fiscal Year Ending March 31, 2026 (April 1, 2025 - September 30, 2025) [IFRS]" announced by the Company on October 29, 2025, and (ii) is the number of treasury shares held by the Company as of the same date (351,353 shares).

The details of the purpose and background of the Transactions, including the Tender Offer and the Share Consolidation, are as announced in the Press Release Expressing Opinion; the Company again provides an overview of the details below. Among the following descriptions, those regarding the Tender Offeror, Etc. are based on explanations received from the Tender Offeror, Etc.

The Company received an initial approach from Sumitomo in late January 2025, and after several discussions from early March 2025 regarding the possibility of collaboration between the two companies, including capital policy, the Company, in early May 2025, requested that Sumitomo make a formal proposal. Subsequently, the Company received a letter of intent from Sumitomo on May 27, 2025 and received an explanation regarding the strategic significance and background of the proposal of the Transactions, and Sumitomo expressed its intention to conduct due diligence. In response, when considering the Transactions and engaging in discussions and negotiations with Sumitomo regarding the Transactions, the Company, in consideration of the fact that Sumitomo is the Company's controlling shareholder (parent company), that the Transactions including the Tender Offer constitute significant transactions, etc. with a controlling shareholder, and that the Transactions are of a type where issues of structural conflicts of interest and information asymmetry typically exist, appointed Nomura Securities Co., Ltd. ("Nomura Securities") as its financial advisor and third-party valuation institution and Nishimura & Asahi (Gaikokuho Kyodo Jigyo) ("Nishimura & Asahi") as its legal advisor, independent of the Sumitomo Group (referring collectively to Sumitomo and its subsidiaries and equity-method affiliates; the same shall apply hereinafter), the Company Group (Note 3), and the success or failure of the Transactions, in early June 2025 in order to address these issues and ensure the fairness of the Transactions.

(Note 3) The "Company Group" refers to the Company and its consolidated subsidiaries and equity-method affiliates; the same shall apply hereinafter. As of September 30, 2025, the Company Group consists of the Company, 35 consolidated subsidiaries, and 2 equity-method affiliates.

Furthermore, to ensure the fairness of the Transactions, the Company, with advice from Nishimura & Asahi, began establishing a structure for consideration, negotiation, and judgment regarding the Transactions from a standpoint independent of the Sumitomo Group, from the perspectives of enhancing the Company's corporate value and securing the interests of the Company's general shareholders. Specifically, as described in "[1] Establishment of an Independent Special Committee at the Company and Acquisition of a Report from the Special Committee" of "(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest" of "3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act" below, the Company proceeded with preparations for the establishment of a special committee. Then, by a resolution at the Company's Board of Directors meeting held on June 12, 2025, the Company established a special committee consisting of three members: Ms. Yumiko Waseda (Independent Outside Director and Audit and Supervisory Committee Member of the Company, Attorney-at-Law, Outside Audit and Supervisory Board Member of IHI Corporation, and Outside Audit and Supervisory Board Member of Chugai Pharmaceutical Co., Ltd.), Mr. Shouei Yamana (Independent Outside Director of the Company, Outside Director of TDK Corporation, Outside Director of Zensho Holdings Co., Ltd., and Outside Director of Japan Post Insurance Co, Ltd.), and Mr. Hidetaka Matsuishi (Independent Outside Director and Audit and Supervisory Committee Member of the Company, and Outside Director of JDC Corporation) (the "Special Committee"; for the details of the Special Committee's review process and judgment, please refer to "[1] Establishment of an Independent Special Committee at the Company and Acquisition of a Report from the Special Committee" of "(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest" of "3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act" below). The Company consulted the Special Committee regarding (a) the reasonableness of the purpose of the Transactions (including whether the Transactions contribute to the enhancement of the Company's corporate value), (b) the fairness of the terms and conditions of the Transactions, (c) the fairness of the procedures related to the Transactions, (d) whether conducting the Transactions is fair to the Company's general shareholders, (e) whether the Company's Board of Directors should express an opinion in favor of the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer, and (f) other matters that the Company's Board of Directors

may consult the Special Committee on from time to time in its consideration of the Transactions (collectively, the “Consulted Matters”).

Furthermore, upon establishing the Special Committee, the Company resolved that (a) it shall make decisions regarding the Transactions with the utmost respect for the judgment of the Special Committee, and if the Special Committee judges that the terms of the Transactions are not fair, the Company shall not approve the Transactions, (b) the Special Committee shall have the authority to appoint its own financial advisors, third-party valuation institutions, and legal advisors (“Advisors, Etc.”), (c) if the Special Committee determines that it can rely on the Company’s Advisors, Etc. for professional advice, it may seek such advice, and the Company shall bear the reasonable expenses for the professional advice of the Special Committee’s Advisors, Etc., (d) the Special Committee shall be granted the authority to require the attendance of the Company’s directors, employees, and other persons deemed necessary by the Special Committee and to request explanations on necessary information, and (e) the Special Committee shall, as necessary, negotiate the terms and conditions of the Transactions, etc., and even if the Special Committee does not directly conduct such negotiations, it shall, as necessary, strive to ensure that it is substantially involved in the negotiation process of the terms and conditions of the Transactions, etc., for example, by confirming the negotiation policy in advance, receiving timely reports on the status of negotiations, and expressing opinions and giving instructions or requests at important junctures, and the Company shall cooperate to ensure such a situation is maintained (for the background on the establishment of the Special Committee, etc., please refer to “[1] Establishment of an Independent Special Committee at the Company and Acquisition of a Report from the Special Committee” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” of “3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act” below).

As described in “[1] Establishment of an Independent Special Committee at the Company and Acquisition of a Report from the Special Committee” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” of “3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act” below, on July 1, 2025, the Special Committee, based on the aforementioned authority, decided to appoint PLUTUS CONSULTING Co., Ltd. (“Plutus Consulting”) as its own financial advisor and third-party valuation institution, independent of the Sumitomo Group, the Company Group, and the success or failure of the Transactions, and Gaien Partners as its own legal advisor, independent of the Sumitomo Group, the Company Group, and the success or failure of the Transactions.

Also, as described in “[1] Establishment of an Independent Special Committee at the Company and Acquisition of a Report from the Special Committee” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” of “3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act” below, the Special Committee confirmed that Nomura Securities, the Company’s financial advisor and third-party valuation institution, and Nishimura & Asahi, the Company’s legal advisor, had no issues in relation to their independence from the Sumitomo Group, the Company Group, and the success or failure of the Transactions, their expertise, or their track record, and the Company received the Special Committee’s approval for their appointments.

Furthermore, as described in “[6] Establishment of an Independent Review Structure at the Company” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” of “3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act” below, the Company established within the Company a structure for considering, negotiating, and making judgments on the Transactions from a standpoint independent of the Sumitomo Group (including the scope and duties of the Company’s officers and employees involved in the consideration, negotiation, and judgment of the Transactions) and received the approval of the Special Committee that there

were no issues with this review structure from the perspective of independence and fairness.

Having established the review structure as described above, the Company received a report on the results of the valuation of the Company's Shares, advice on the negotiation policy with the Tender Offeror, Etc., and other financial advice from Nomura Securities, as well as legal advice on measures to ensure the fairness of the procedures in the Transactions and other matters from Nishimura & Asahi. Based on these, the Company carefully considered the advisability and the appropriateness of the terms and conditions of the Transactions, while respecting the opinions of the Special Committee to the fullest extent.

Furthermore, after receiving the letter of intent from Sumitomo on May 27, 2025, the Company continuously consulted and negotiated with Sumitomo regarding the terms and conditions of the Transactions, including the purchase price, etc. per share of the Company's Shares in the Tender Offer (the "Tender Offer Price"), while listening to the opinions of the Special Committee and receiving its approval, instructions, and requests.

Specifically, upon receiving the letter of intent on May 27, 2025, the Company proceeded with reviews and discussions with the Special Committee. On July 10, 2025, the Company submitted written questions to Sumitomo regarding the strategic significance of the Transactions, including synergies, the structure of the Transactions, and the Company's management policy after the Transactions. On July 17, 2025, the Company received written answers to those questions, and the Company also verbally confirmed those answers with Sumitomo. Furthermore, based on the content of those answers, the Special Committee submitted additional written questions to Sumitomo dated August 5, 2025, received written answers to those additional questions on August 14, 2025, and thereafter, at the Special Committee meetings held on August 22 and August 28, 2025, received explanations from Sumitomo regarding the answers to the additional questions, and a Q&A session was held between the Special Committee and Sumitomo. Thereafter, on September 18, 2025, the Company held a meeting with Sumitomo to discuss the Company's management policy following the Transactions, and on September 26, 2025, the Company reported the details of the meeting to the Special Committee, and exchanged opinions with the Special Committee.

Regarding the Tender Offer Price, the Company engaged in multiple rounds of negotiations with Sumitomo on and after September 29, 2025. Specifically, on September 29, 2025, the Company received a proposal from Sumitomo regarding the terms and conditions of the Transactions, including a Tender Offer Price of 5,050 yen (representing a premium of 10.62% (rounded off to the second decimal place; the same shall apply hereinafter to the calculation of premium ratios) over the closing price of 4,565 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on September 26, 2025), on the assumption that no year-end dividend would be distributed by the Company, as a formal proposal resulting from comprehensive consideration and deliberation of various factors such as the results of its due diligence on the Company, the external environment surrounding the Company, the Business Plan (as defined below) received from the Company, and the results of the valuation of the Company's Shares. In response, on September 30, 2025, the Company and the Special Committee requested that Sumitomo raise the price, stating that the price significantly undervalued the Company's intrinsic value and could not be considered fair for the Company's minority shareholders. In response, on October 2, 2025, the Company received a proposal from Sumitomo with a Tender Offer Price of 5,100 yen (representing a premium of 16.54% over the closing price of 4,376 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 1, 2025). However, on October 3, 2025, the Company and the Special Committee requested that Sumitomo raise the price significantly, stating that the proposed price significantly undervalued the Company's intrinsic value and was significantly lower than those observed in past transactions, and therefore could not be considered a fair price for its minority shareholders. In response, on October 6, 2025, the Company received a proposal from Sumitomo with a Tender Offer Price of 5,100 yen (representing a premium of 20.48% over the closing price of 4,233 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 3, 2025). However, on October 7, 2025, the Company and the Special Committee requested that Sumitomo raise the price significantly, stating that the



proposed Tender Offer Price was significantly below the intrinsic value of the Company and was significantly lower than those observed in past transactions, and could not be considered fair for the Company's minority shareholders. In response, on October 14, 2025, the Company received a proposal from Sumitomo with a Tender Offer Price of 5,150 yen (representing a premium of 19.13% over the closing price of 4,323 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 10, 2025). However, on October 16, 2025, the Company and the Special Committee requested that Sumitomo raise the price, stating that the proposed price still could not be regarded as sufficiently reflecting the intrinsic value of the Company's Shares and therefore remained significantly below the level at which the Company and the Special Committee could express an opinion in favor of the Transactions and recommend that the Company's shareholders tender their shares. In response, on October 17, 2025, Sumitomo proposed to set the Tender Offer Price at 5,300 yen (representing a 26.61% premium over the closing price of 4,186 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 16, 2025). However, on October 20, 2025, the Company and the Special Committee requested that Sumitomo raise the price significantly, stating that the proposed price still could not be regarded as sufficiently reflecting the intrinsic value of the Company's Shares and therefore remained significantly below the level at which the Company and the Special Committee could express an opinion in favor of the Transactions and recommend that the Company's shareholders tender their shares. In response, on October 22, 2025, Sumitomo proposed to set the Tender Offer Price at 5,410 yen (representing a 28.17% premium over the closing price of 4,221 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 21, 2025). However, on October 24, 2025, the Company and the Special Committee requested that Sumitomo raise the price significantly, stating that that the proposed price still could not be regarded as sufficiently reflecting the intrinsic value of the Company's Shares and therefore remained significantly below the level at which the Company and the Special Committee could express an opinion in favor of the Transactions and recommend that the Company's shareholders tender their shares. In response, on October 27, 2025, Sumitomo proposed to set the Tender Offer Price at 5,600 yen (representing a 30.63% premium over the closing price of 4,287 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 24, 2025). However, on the same day, the Company and the Special Committee requested that Sumitomo raise the price significantly, stating that the proposed price still could not be regarded as sufficiently reflecting the intrinsic value of the Company's Shares and therefore remained significantly below the level at which the Company and the Special Committee could express an opinion in favor of the Transactions and recommend that the Company's shareholders tender their shares. In response, on October 28, 2025, Sumitomo proposed to set the Tender Offer Price at 5,700 yen (representing a 30.76% premium over the closing price of 4,359 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 27, 2025). On the same day, the Company and the Special Committee responded that while the final decision would be made through a resolution by the Board of Directors of the Company based on the recommendation of the Special Committee, they would agree to the proposal.

Throughout the above review and negotiation process, the Company conducted its discussions and negotiations with Sumitomo regarding the Tender Offer Price based on the opinions received from the Special Committee and advice from Nomura Securities and Nishimura & Asahi. During that time, the Special Committee received advice from its advisors, Plutus Consulting and Gaien Partners, as needed, exchanged opinions with the Company and its advisors, and provided confirmation and approval as appropriate. Specifically, the reasonableness of the content, significant assumptions, and preparation process of the Company's business plan (the "Business Plan") (Note 4), which Nomura Securities and Plutus Consulting used as the basis for their valuation of the Company's Shares, was confirmed and approved by the Special Committee in advance before the Company presented it to Sumitomo. Furthermore, the Company conducted negotiations with Sumitomo in accordance with the negotiation policy deliberated and decided upon in advance by the Special Committee. Each time a proposal regarding the Tender Offer Price was received from Sumitomo, it was

immediately reported to the Special Committee, and responses were made in accordance with the opinions, instructions, and requests, etc., received from the Special Committee regarding the negotiation policy with Sumitomo.

(Note 4) The Business Plan was prepared after the Company began its review of the Transactions. Although 1 employee who holds concurrent positions at the Company and Sumitomo was involved in the preparation of the Business Plan, there were significant concerns about the adequacy and feasibility of the Business Plan prepared without their involvement, given their knowledge and experience. Based on the high necessity of involving the 1 employee in the Business Plan preparation process, the employee was involved in the preparation process on the condition that the validity of the content would be confirmed by a superior without a conflict of interest (Representative Director and President, Takaaki Touma, Executive Vice President, Tsutomu Ozaki, Managing Executive Officer, Takayuki Okuhara, and General Manager of the Planning Division of the Company). This handling was approved by the Special Committee.

Then, on October 29, 2025, the Company received a report from the Special Committee (the “Report”) stating that (a) the Transactions are considered as contributing to the enhancement of the Company’s corporate value, and the purpose of the Transactions is considered to be reasonable, (b) the Tender Offer Price is a fair price that can be reasonably assessed as an amount that appropriately reflects the intrinsic value of the Company in light of the respective share valuation results, etc. of Plutus Consulting and Nomura Securities, and the terms and conditions of the Transactions are considered to be fair, (c) appropriate measures to ensure fairness have been taken in the Transactions, and the negotiation process and the procedures leading to the decision-making for the Transactions are considered to be fair, (d) the Transactions are considered to be fair to the Company’s general shareholders, and (e) it is considered appropriate for the Company’s Board of Directors (i) to express an opinion in favor of the Tender Offer, (ii) to recommend that the Company’s shareholders tender their shares in the Tender Offer and (iii) to leave it to the discretion of the holders of the Stock Acquisition Rights (“Stock Acquisition Rights Holders”) whether or not to tender their Stock Acquisition Rights in the Tender Offer (for details of the Report, please refer to “Notice of Holding of Extraordinary Shareholders’ Meeting for Share Consolidation, Abolition of Provisions on Number of Shares Per Unit, and Partial Amendments to Articles of Incorporation” released by the Company on January 6, 2026). Furthermore, on October 28, 2025, the Special Committee received from Plutus Consulting a share valuation report regarding the Company’s Shares (the “Share Valuation Report (Plutus Consulting)”) and a fairness opinion (the “Fairness Opinion”) stating its view that the Tender Offer Price of 5,700 yen per share is fair from a financial perspective to the Company’s shareholders (excluding Sumitomo and the Company) (for an overview of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, please refer to “[3] Acquisition of the Share Valuation Report and Fairness Opinion from an Independent Third-Party Valuation Institution at the Special Committee” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” of “3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act” below).

Under the circumstances described above, at the meeting of the Company’s Board of Directors held on October 29, 2025, the Company carefully discussed and considered whether the Transactions, including the Tender Offer, would contribute to the enhancement of the Company’s corporate value and whether the terms and conditions of the Transactions, including the Tender Offer Price, were appropriate. This was done while giving maximum respect to the judgment of the Special Committee as indicated in the Report, and based on the legal advice received from Nishimura & Asahi, the financial advice received from Nomura Securities, and the content of the share valuation report regarding the Company’s Shares submitted by Nomura Securities on October 28, 2025 (the “Share Valuation Report (Nomura Securities)”).

As a result, as described below, the Company also concluded that making the Tender Offeror, Etc. the Company's sole shareholders through the Transactions, including the Tender Offer by the Tender Offeror, would contribute to the enhancement of the Company's corporate value.

To date, for many years, the Company has fostered a corporate culture of sincerely engaging with customers and standing by them as an IT partner, and has accumulated a wealth of experience and achievements by providing services ranging from the design and development of applications and IT infrastructure in a wide range of industries and sectors to maintenance, operation, BPO services, and verification services.

With the rapid progress of digitalization in society, the demand for IT services is no longer limited to conventional business efficiency improvements and system implementations, but is shifting toward business transformation aimed at realizing a sustainable society, including digital business transformation and business modernization, and the modernization of networks has become increasingly urgent. The Company recognizes that the need for digital technology to support business transformation has become even more sophisticated, and a shift from the conventional contract-based IT services to proposal-based IT services aimed at directly contributing to customers' businesses has become inevitable. Furthermore, while the domestic IT services market is expected to expand to a certain extent in the medium to long term, the acceleration in the decline of the working-age population is expected, and the supply and demand environment for IT personnel may become unstable in the future. Also, major Japanese companies are accelerating their overseas expansion, and social issues such as energy and the creation of an affluent society are increasingly being required on a global market rather than just domestically.

Looking at the competitive environment surrounding the Company Group, consulting firms with deep knowledge of their clients' businesses are evolving into players that handle everything from consulting to IT system implementation by flexibly expanding their service capabilities through M&A and other means. In addition, hyperscalers are rapidly increasing their presence as their cloud-based architecture becomes mainstream, and they are actively providing advanced services and expanding their platforms. Also, among competitors in the same industry, there is an accelerating trend of strengthening corporate capabilities through organizational restructuring to accelerate DX, improve global competitiveness, and optimize management resource allocation across the entire group. In this way, the market and business environment that traditional system integrators and network integrators have operated in are undergoing major structural changes, and it is expected that these changes will continue in the future.

In response to these qualitative changes in the demand for IT services, there is a need for new software engineering services that integrate advanced and state-of-the-art IT infrastructure technology and application service technology, as well as the development of digital services that utilize cutting-edge technologies such as generative AI. It has become essential to expand the Company's capabilities and deploy its business with a sense of speed, including problem-solving abilities to propose solutions for industrial and management issues rather than just providing the means, advanced technologies such as AI that continue to evolve and highly skilled engineers, and the ability to socially implement cutting-edge technologies including digital technology to solve social issues on a global scale. The Company recognizes that in order to proactively respond to these environmental changes and achieve the required transformation, growth through acquisitions and partnerships is necessary in addition to autonomous growth.

However, in order to achieve transformation amidst significant changes in the business environment, it is necessary to flexibly make bold, forward-looking investments from a medium- to long-term perspective. Since such investments involve uncertainty, there is a possibility that the Company's business performance may deteriorate in the short term. As long as the Company is listed, it must pursue the interests of its shareholders, making it difficult to simultaneously and swiftly execute medium- to long-term investments and business reforms that are not constrained by short-term profits.

Furthermore, the Company has been informed that under the current capital relationship between Sumitomo

and the Company, there is an issue where a portion of the profits of the Company Group, generated from management resources invested in the Company Group by Sumitomo, flows out to the Company's minority shareholders. This means that Sumitomo cannot fully capture the profits from the resources it has invested, creating a structural conflict of interest between Sumitomo and the Company's minority shareholders. This makes it difficult to provide a reasonable explanation to stakeholders, including Sumitomo's shareholders, and imposes constraints on the speed of decision-making and policy execution in the collaboration between the two companies, as well as on the investment of management resources by Sumitomo into the Company Group.

Based on the business environment surrounding the Company Group as described above, the Company has concluded that going private through the Transactions, thereby resolving the structural conflict of interest between Sumitomo and the Company's minority shareholders and enabling Sumitomo to intensively and flexibly invest further management resources into the Company Group, will contribute to the further enhancement of the Company's corporate value.

By combining the Sumitomo Group's wide-ranging industry and customer network spanning Japan and overseas, its position in various industries cultivated through approximately 900 group operating companies in diverse industrial fields, and its business conceptualization capabilities as a general trading company, with the Company's advanced IT solution provision capabilities and operational knowledge acquired through business with over 10,000 customers, the Company believes that it will be able to contribute to global social issues and national-level industrial changes utilizing advanced technologies such as AI and data analysis. Furthermore, the Company believes that the Company Group can transform into a next-generation problem-solving company by accumulating experience in implementing IT services that originate from the business needs of the Sumitomo Group's sales and business sites.

By going private through the Transactions, the structural conflict of interest between Sumitomo and the Company's minority shareholders will be resolved, enabling more active personnel exchange. This will allow both companies to operate with a sense of unity, develop businesses that merge their respective strengths, enable disciplined allocation of management resources by Sumitomo, and facilitate agile decision-making, which is expected to generate unprecedented synergies through collaboration. This collaboration between the two companies will create a greater social impact. For the Company, which advocates for human capital management, this will provide employees with the opportunity to tackle global and national-level challenges on a different scale than before. This will lead to a sense of contribution to society, further job satisfaction, and experiences that enhance each individual's market value, resulting in unprecedented growth opportunities for its employees. The Company believes that the Company Group can leap forward to become a company that continues to create new value.

The Company, under its "Grand Design 2030," aims for a dramatic improvement in comprehensive corporate value, the creation of value for society, and a direct contribution to customers' businesses. The Company seeks to grow together with its customers and society by expanding the value provided to client companies and society through its core business of IT services, while also proactively taking the initiative to create value for society. The Company believes that collaboration with the Sumitomo Group through the Transactions will accelerate the realization of these goals. Specifically, the Company expects the following synergies to be generated after the Transactions.

I. Provide Comprehensive Digital Solutions from Business Conceptualization to Digital Implementation

By combining Sumitomo's strengths in conceiving new businesses based on global and national-level social issues, global-level partnering, and fundraising capabilities including capital resources, with the Company Group's digital services and solution-related business expertise, the Company believes it will be possible to realize comprehensive digital solutions on a one-stop basis, from business

conceptualization to digital implementation.

Through the relationships with top management in the industries and business customers of Sumitomo's nine business groups, the Company will gain real-world knowledge of industry and management challenges. This will enable the Company to shift from providing IT services as a means to delivering digital utilization and value that directly contributes to solving management issues and driving business growth, which other companies cannot offer. By fully leveraging the foundation of Sumitomo's approximately 900 group operating companies as "Customer Zero," the Company will not only gain a unique competitive advantage in planning and proposing services and products that are deeply integrated into business sites and directly solve problems, but also be able to deploy competitive digital services to markets and business frontlines that the Company has not been able to reach before, by leveraging Sumitomo's vast customer network and industrial base.

## II. Strengthen Upstream Consulting Functions and Digital Capabilities

By leveraging Sumitomo's brand power and capital resources to strengthen upstream consulting functions through enhanced recruitment, acquisitions, and partnering, and combining these with advanced digital technology, the Company can expand its ability to propose new value creation and solutions for social issues to its customers.

Furthermore, in addition to bringing together the digital marketing functions of SC Digital Co., Ltd. (Note 5), a wholly-owned subsidiary of Sumitomo, and the AI engineers of Insight Edge, Inc. (Note 6), which Sumitomo is promoting, the Company expects to acquire world-class advanced digital engineers, knowledge, and infrastructure with cutting-edge technologies by strengthening alliances using Sumitomo's network with domestic and international digital companies.

(Note 5) This company provides services to clients, primarily in the marketing domain, utilizing data and digital technologies, including consulting, system implementation and operation, and the provision of creative services.

(Note 6) This company utilizes technologies such as AI and digital solutions to transform business models and operational processes, supporting clients in enhancing their competitiveness.

## III. Accelerate Global Expansion

By utilizing Sumitomo's extensive overseas network, bases, and global human resources, the Company believes it will become easier to access local partners and customers globally. The Company believes the execution of its global strategy will be accelerated through dynamic collaborations, including developing partners necessary for the overseas expansion of Japanese companies and capital and business alliances with technology companies that have a certain scale of business foundation in specific regions. Furthermore, in areas and technology fields where the Company has strengths, such as IT infrastructure including security, mobility, and ERP (Note 7), the Company believes it will be possible to expand its overseas revenue through the launch of services by establishing local overseas subsidiaries or joint ventures, and through the joint promotion of projects in specific regions.

The Company Group will be able to utilize the business know-how, risk management, and compliance functions that Sumitomo has cultivated in operating its overseas businesses, enabling the Company to respond flexibly and steadily to various risks during overseas expansion. In addition, the Company believes this will lead to the expansion of capabilities necessary for overseas business development, such as M&A utilizing Sumitomo's capital resources and the management of local companies by global management talent. Also, by dispatching personnel from the Company Group to Sumitomo's overseas bases or on overseas projects, including secondments, the Company believes it will be possible to cultivate global human resources with international cultural awareness, adaptability

to different cultures, and international connections.

(Note 7) “ERP” refers to systems that integrates core business operations, such as corporate accounting and human resources, to improve efficiency and centralize information.

#### IV. Development of Next-Generation Digital Businesses that Contribute to Solving Social Issues

By combining Sumitomo’s experience in business development across various industries and capital resources with the Company Group’s operational expertise, advanced technological capabilities, and digital workforce, the Company believes that it can further accelerate the creation of next-generation digital businesses that address identified potential social issues and industry transformation needs that are different from conventional ones. Whereas the launch and pilot testing of next-generation digital businesses previously required consultations across the groups, the strategic decision-making and resource allocation between the two companies can now be integrated, enabling a structure that allows for faster and more flexible execution.

Moreover, early-stage investments in such new businesses inherently involve uncertainty. While the Company was publicly listed, it was difficult to make large-scale investments due to the need to pursue the interests of its shareholders. By going private, the Company believes it will become possible to undertake significant medium- to long-term investments.

Furthermore, the Company has considered the potential for a decline in employee motivation and the impact on business partners and other stakeholders due to the loss of brand power as a listed company as a result of going private through the Transactions. However, Sumitomo has indicated that it plans to hold discussions between Sumitomo and the Company after the Transactions with the aim of creating a system for the Company’s management structure and board composition that achieves appropriate governance respecting the Company’s uniqueness and maximizes the synergistic effects for the Sumitomo Group, including the Company, even after the Transactions, and has also indicated that it generally does not intend to make changes that would materially deteriorate the employment and working conditions of the Company’s employees under the current system after the Transactions. Furthermore, in order to maintain the motivation of the Company’s employees and expand business partners, Sumitomo intends to establish a system to discuss with the Company and reflect its intentions to the maximum extent possible regarding measures that will lead to the improvement of the Company’s branding. Based on these points, the Company believes that going private through the Transactions will be acceptable to the Company Group’s business partners, employees, and other stakeholders.

Although the Company’s delisting will limit its means of fundraising in the stock and capital markets, the Company believes this will not be a dis-synergy of the Transactions, as the Company will be able to flexibly utilize the fundraising capabilities of its parent company, Sumitomo.

Overall, the Company believes that while there is a potential for even more synergies to be generated through further collaboration between Sumitomo and the Company as a result of the Transactions, no significant dis-synergies that would have a material impact on its business are expected to arise.

Furthermore, as described in “(3) Amount of Monies Expected to Be Delivered to Shareholders by Treatment of Fractions of Less than One Share, and the Appropriateness of Such Amount” of “3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act” below, the Company comprehensively judged that the Tender Offer Price of 5,700 yen is an appropriate price that reflects the intrinsic value of the Company and secures the profits that its general shareholders should enjoy, and that the Tender Offer provides a reasonable opportunity for its general shareholders to sell their shares of the Company and secure profits at a price with an appropriate premium, also in light of the recent stock price trends that reflect the current business environment surrounding the Company Group.

Based on the above, the Company determined that the Transactions would contribute to enhancement of the Company's corporate value and the terms and conditions of the Transactions, including the Tender Offer Price, were appropriate. At the meeting of the Company's Board of Directors held on October 29, 2025, the Company resolved, as the Company's opinion at that time, to express an opinion in favor of the Tender Offer, recommend that the Company's shareholders tender their shares in the Tender Offer, and leave the decision of whether or not to tender in the Tender Offer to the discretion of the Stock Acquisition Rights Holders.

For the resolution method at the meeting of the Board of Directors, please refer to "[8] Approval by All of the Company's Directors Who Do not Have a Conflict of Interest (Including Those Who Are Audit and Supervisory Committee Members)" of "(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest" of "3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act" below.

Thereafter, as described above, the Tender Offer was completed; however, the Tender Offeror failed to acquire all of the Company's Shares (including the Company's Shares to be delivered upon exercise of the Stock Acquisition Rights and excluding the Company's Shares held by Sumitomo and treasury shares held by the Company) and all of the Stock Acquisition Rights through the Tender Offer. Therefore, as described in the Press Release Expressing Opinion, to ensure that the Tender Offeror, Etc. become the sole shareholders of the Company, the Company decided to conduct a consolidation of shares to consolidate 31,618,295 Company's Shares into one share as described in "(1) Consolidation Ratio" of "2. Details of Matters Listed in Each Item of Article 180, paragraph (2) of the Companies Act" below and to submit the proposition for this to the Extraordinary Shareholders' Meeting. Accordingly, the Company hereby requests that its shareholders approve the Share Consolidation.

Due to the Share Consolidation, the number of shares to be owned by shareholders other than the Tender Offeror, Etc. will be a fraction of less than one share.

## 2. Details of Matters Listed in Each Item of Article 180, paragraph (2) of the Companies Act

### (1) Consolidation Ratio

31,618,295 Company's Shares will be consolidated into one share.

### (2) Date on Which the Share Consolidation Takes Effect (Effective Date)

March 16, 2026

### (3) Total Number of Shares Authorized to Be Issued as of the Effective Date

36 shares

## 3. Matters Regarding Appropriateness of Provisions on Matters Listed in Article 180, paragraph (2), items (i) and (iii) of the Companies Act

The Share Consolidation will be conducted at the ratio to consolidate 31,618,295 Company's Shares into one share. Following the background as described in "1. Reasons for the Share Consolidation" above, the Company, based on the fact that the Tender Offer, which was conducted as part of the Transactions, was completed, and the following matters, determined that the Share Consolidation ratio was appropriate.

### (1) Matters Taken into Account for the Purpose of Not Harming the Interests of Shareholders Other than the Parent Company, Etc., If Any

In consideration of the fact that Sumitomo is the Company's controlling shareholder (parent company) whose ownership ratio of the Company's Shares reaches 50.54%, that the Transactions including the Tender

Offer constitute significant transactions, etc. with a controlling shareholder, and that the Transactions are of a type where issues of structural conflicts of interest and information asymmetry typically exist, the measures described in “(3) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” below were taken in order to respond to those issues and ensure the fairness of the Transactions. Among the descriptions below, those regarding the measures taken by the Tender Offeror, Etc. are based on the explanations received from the Tender Offeror, Etc.

(2) Matters Related to the Method of Treatment of Fractions of Less than One Share (Fractional Treatment), If Such Treatment is Expected

[1] Treatment Under Which Provision of Paragraph (2) of Article 234 of the Companies Act as Applied Mutatis Mutandis Pursuant to Paragraph (1) or (2) of Article 235 of the Same Act Is Planned, and Reasons Therefor

As described in “1. Reasons for the Share Consolidation” above, as a result of the Share Consolidation, the number of the Company’s Shares to be held by shareholders other than the Tender Offeror, Etc. will be a fraction of less than one share.

Regarding fractions of less than one share resulting from the Share Consolidation, the Company will sell the Company’s Shares in a number equal to the total number of those fractions (if there is a fraction of less than one share in that total number, that fraction is to be rounded down) and will deliver the proceeds obtained from that sale to the shareholders in proportion to the number of fractions attributed to them.

Regarding this sale, given that the Share Consolidation will be conducted as part of the Transactions, whose purpose is to make the Tender Offeror, Etc. the Company’s sole shareholders, and given that since the Company’s Shares will be delisted on March 12, 2026 and will have no market price, it is unlikely that a purchaser will appear in the case of an auction, the Company plans to sell those shares to the Tender Offeror with permission of a court, in accordance with Article 234, paragraph (2) of the Companies Act (Act No. 86 of 2005, as amended; the same shall apply hereinafter) as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the same Act.

Regarding the purchase price in this case, if the aforementioned court permission is obtained as scheduled, the Company plans to set the price in such a manner that monies in the amount obtained by multiplying (i) the number of the Company’s Shares held by the shareholders, by (ii) 5,700 yen, being the same as the Tender Offer Price, will be delivered to the shareholders.

[2] Name of the Person Expected to Be a Purchaser of Shares in the Sale  
SC Investments Management Inc.

[3] Method for the Person Expected to Be a Purchaser of Shares in the Sale to Secure Funds for Payment of the Sale Price and the Appropriateness of Such Method

The Company confirmed that the Tender Offeror will be able to secure funds to be used to acquire the Company’s Shares equivalent to the total amount of fractions arising from the Share Consolidation though the loan certificate dated October 28, 2025 issued by Sumitomo to the effect that it was ready to provide a loan to the Tender Offeror with an upper limit of 885 billion yen.

Based on the above, the Company determined that the method for the Tender Offeror to secure funds for payment of the sale price for the Company’s Shares equivalent to the total number of fractions of less than one share is appropriate.



#### [4] Expected Timing of the Sale and Delivery of the Proceeds of the Sale to Shareholders

The Company plans to file a petition with the court for permission to sell the Company's Shares equivalent to the total number of fractions of less than one share resulting from the Share Consolidation and for the Tender Offeror to purchase those Company's Shares in accordance with Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the same Act, by late March 2026. The timing for obtaining such permission may vary depending on the circumstances, etc. of the court; however, the Company expects to sell such Company's Shares to the Tender Offeror by late April 2026 or later upon court permission and thereafter make necessary preparations to deliver the proceeds of the sale to shareholders, and to do the same by late June 2026 or later.

Taking into account the time period required for the series of procedures from the effective date of the Share Consolidation to the sale, the Company has determined that the Company's Shares equivalent to the total number of fractions of less than one share resulting from the Share Consolidation will be sold, and that the proceeds of the sale will be delivered to shareholders at the relevant time, as described above.

#### (3) Matters Related to the Amount of Monies Expected to Be Delivered to Shareholders by Treatment of Fractions and the Appropriateness of Such Amount

In the Share Consolidation, it is planned that monies equivalent to the amount obtained by multiplying (i) the number of the Company's Shares held by shareholders, by (ii) 5,700 yen, being the same as the Tender Offer Price, will be delivered to shareholders.

The Company comprehensively judged that the Tender Offer Price of 5,700 yen is an appropriate price that reflects the intrinsic value of the Company and secures the profits that its general shareholders should enjoy, and that the Tender Offer would provide a reasonable opportunity for its general shareholders to sell their Shares of the Company and secure profit at a price with an appropriate premium, also in light of the recent stock price trends that reflect the current business environment surrounding the Company Group, for the reasons provided below.

(a) The price was agreed upon as a result of sincere and repeated negotiations with Sumitomo, with the substantial involvement of the Special Committee, after sufficient measures were taken by the Company to ensure the fairness of the terms and conditions of the Transactions, including the Tender Offer Price, as described in “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” below.

(b) The price was above the upper limit of the calculation results of the market share price method, comparable company analysis and comparable transactions analysis, and was above the median of the range of the calculation results of the discounted cash flow method (the “DCF method”), among the results of the valuation of the Company's Shares by Nomura Securities in the Share Valuation Report (Nomura Securities) described in “[5] Acquisition of the Share Valuation Report from an Independent Financial Advisor and Third-Party Valuation Institution at the Company” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” below.

(c) The price was above the upper limit of the calculation results of the market share price method and comparable company analysis, and was above the median of the range of the calculation results of the DCF method, among the results of the valuation of the Company's Shares by Plutus Consulting in the Share Valuation Report (Plutus Consulting) described in “[3] Acquisition of the Share Valuation Report and Fairness Opinion from an Independent Third-Party Valuation Institution at the Special Committee” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of

Interest” below. Furthermore, as described in “[3] Acquisition of the Share Valuation Report and Fairness Opinion from an Independent Third-Party Valuation Institution at the Special Committee” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” below, a Fairness Opinion was issued by Plutus Consulting stating its view that the Tender Offer Price of 5,700 yen per share is fair from a financial perspective to the Company’s shareholders (excluding Sumitomo and the Company).

(d) The price included a premium of 33.87% over the closing price of the Company’s Shares of 4,258 yen on the Tokyo Stock Exchange on October 28, 2025, the business day prior to the announcement of the implementation of the Tender Offer; 32.59% over the simple average of the closing prices for the last month up to the same day of 4,299 yen; 25.47% over the simple average of the closing prices for the last three months of 4,543 yen; and 29.11% over the simple average of the closing prices for the last six months of 4,415 yen. Generally, stocks with high PBRs tend to command lower premiums relative to market prices in tender offers and M&A deals, as their corporate value is already highly valued in the stock market. As of October 28, 2025, the Company’s PBR stood at approximately 4.6 times. Among the tender offers announced after June 28, 2019, when the Ministry of Economy, Trade and Industry released the “Fair M&A Guidelines,” and completed by October 28, 2025 (limited to: (i) tender offers or MBOs where the target company was a consolidated subsidiary of either the acquirer, the acquirer’s ultimate parent company, or a company jointly planning the target company’s delisting with the acquirer; and (ii) cases specifically aimed at delisting the target company, and excluding: (iii) hostile tender offers, two-step tender offers, cases involving leaks or speculative reports, cases where the premium on the day before the announcement was a discount, failed cases, and cases where the target company was insolvent or there was concern that insolvency might cause it to violate the listing maintenance standards set by the Tokyo Stock Exchange), in 20 cases where the target company’s PBR was twice or higher (the “Similar Cases”), the most frequently observed premium range was 15 to 20% for the closing price on the business day prior to the announcement date, with four cases. For the simple average closing price for the most recent month up to the business day prior to the announcement date, the most frequently observed premium range was 20 to 25%, with four cases. For the simple average closing price for the most recent three months up to the business day prior to the announcement date, the most frequently observed premium range was 20 to 25%, with five cases. For the simple average closing price for the most recent six months up to the business day prior to the announcement date, the most frequently observed premium range was 25 to 30%, with four cases. Considering the above, the Tender Offer Price was considered to carry a reasonable premium when compared to the Similar Cases.

(e) The price was also judged to be appropriate in the Report obtained from the Special Committee, as described in “[1] Establishment of an Independent Special Committee at the Company and Acquisition of a Report from the Special Committee” of “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest” below.

Furthermore, after the Company expressed its opinion in favor of the Tender Offer and to recommend that shareholders tender their shares in the Tender Offer, the Company confirmed that no material change occurred with respect to various conditions constituting the basis for the Company’s determination on the Tender Offer Price until the Company’s Board of Directors’ resolution to convene the Extraordinary Shareholders’ Meeting which was adopted on January 6, 2026.

Based on the above, the Company determined that the method of the fractional treatment and the

amount of monies expected to be delivered to shareholders by such treatment were appropriate.

(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest

[1] Establishment of an Independent Special Committee at the Company and Acquisition of a Report from the Special Committee

(i) Background of Establishment, Etc.

As described in “1. Reasons for the Share Consolidation” above, the Company resolved at the Board of Directors meeting held on June 12, 2025 to establish this Special Committee; prior to the establishment of the Special Committee, in order to establish a structure for consideration, negotiation, and judgment on the Transactions from a standpoint independent of Sumitomo, with the aim of enhancing the Company’s corporate value and securing the interests of the Company’s general shareholders, and with advice from Nishimura & Asahi, the Company individually explained to outside directors of the Company who did not have material conflicts of interest with Sumitomo at that time that the Company had received notice from Sumitomo that it had commenced consideration toward implementing the Transactions, and that, because the Transactions are of a type where issues of structural conflicts of interest and information asymmetry typically exist, it was necessary, in considering and negotiating the Transactions, to take sufficient measures to ensure the fairness of the terms and conditions, including the establishment of the Special Committee. In parallel, with advice from Nishimura & Asahi, the Company confirmed the independence, qualifications, etc. of outside directors of the Company as candidates for members of the Special Committee, and also confirmed that they did not have material conflicts of interest with Sumitomo and did not have material interests differing from those of the general shareholders with respect to the success or failure of the Transactions. On that basis, following discussions among the Company’s outside directors with advice from Nishimura & Asahi and confirmation that there were no objections, on May 29, 2025, the Company selected three individuals, Yumiko Waseda (Independent Outside Director and Audit and Supervisory Committee Member of the Company, Attorney-at-Law, Outside Audit and Supervisory Board Member of IHI Corporation, and Outside Audit and Supervisory Board Member of Chugai Pharmaceutical Co., Ltd.), Shouei Yamana (Independent Outside Director of the Company, Outside Director of TDK Corporation, Outside Director of Zensho Holdings Co., Ltd., and Outside Director of Japan Post Insurance Co, Ltd.), and Hidetaka Matsuishi (Independent Outside Director and Audit and Supervisory Committee Member of the Company, and Outside Director of JDC Corporation)—as candidates for members of the Special Committee (note that Yumiko Waseda, an Independent Outside Director of the Company, serves as the chair of the Special Committee, and the membership of the Special Committee has not changed since its establishment). The Company has six Independent Outside Directors; however, the Company appointed Yumiko Waseda, Shouei Yamana and Hidetaka Matsuishi as the members of the Special Committee, rather than appointing all Independent Outside Directors, as the Company believed that a committee consisting of three members would enable the review and negotiations related to the Transaction to be conducted in a prompt and efficient manner. In addition, the Company believed that the three members would possess the necessary and sufficient experience and expertise from the perspectives of corporate management, finance and accounting, legal and risk management, and global matters to appropriately review and negotiate the Transaction.

Thereafter, as described in “1. Reasons for the Share Consolidation” above, the Company, by resolution of the Board of Directors at its meeting held on June 12, 2025, established the Special Committee and submitted the Consulted Matters to the Special Committee. Furthermore, upon establishing the Special Committee, the Company’s Board of Directors resolved that (a) it shall make decisions regarding the Transactions with the utmost respect for the judgment of the Special Committee,

and if the Special Committee judges that the terms of the Transactions are not fair, the Company shall not approve the Transactions, (b) the Special Committee shall have the authority to appoint its own Advisors, Etc., (c) if the Special Committee determines that it can rely on the Company's Advisors, Etc. for professional advice, it may seek such advice, and the Company shall bear the reasonable expenses for the professional advice of the Special Committee's Advisors, Etc., (d) the Special Committee shall be granted the authority to require the attendance of the Company's directors, employees, and other persons deemed necessary by the Special Committee and to request explanations on necessary information, and (e) the Special Committee shall, as necessary, negotiate the terms and conditions of the Transactions, etc., and even if the Special Committee does not directly conduct such negotiations, it shall, as necessary, strive to ensure that it is substantially involved in the negotiation process of the terms and conditions of the Transactions, etc., for example, by confirming the negotiation policy in advance, receiving timely reports on the status of negotiations, and expressing opinions and giving instructions or requests at important junctures, and the Company shall cooperate to ensure such a situation is maintained.

At the Board of Directors meeting of the Company held on June 12, 2025, in view of the facts that, among the Company's 11 directors, Mr. Shinichi Kato concurrently serves as an executive officer of Sumitomo, Mr. Hideki Yamao previously served as a representative director of Sumitomo, Mr. Tsutomu Ozaki previously served as an executive officer of Sumitomo, and Mr. Hiromichi Jitsuno previously served as a corporate officer of Sumitomo, and from the perspective of eliminating to the maximum extent possible any effects on the Company's Board of Directors' deliberations and resolutions arising from structural conflicts of interest and informational asymmetries in the Transactions, the above resolutions were made unanimously by the seven directors (including Audit and Supervisory Committee Members) other than Shinichi Kato, Hideki Yamao, Tsutomu Ozaki, and Hiromichi Jitsuno, after deliberation. Note that Mr. Hideki Yamao and Mr. Tsutomu Ozaki served as directors of the Company until the Ordinary Shareholders' Meeting held on June 24, 2025, after which they resigned as directors of the Company.

Fixed remuneration is to be paid to each member of the Special Committee as consideration for their duties, regardless of the content of the report.

#### (ii) Background of the Review

The Special Committee was convened a total of 20 times over approximately 17 hours in total between June 12, 2025 and October 28, 2025, and, as necessary between meeting dates, conducted reporting, information sharing, deliberations and decision-making via email and web conferences, thereby performing its duties relating to the Consulted Matters.

Specifically, after considering its independence, expertise and track record, on July 1, 2025, the Special Committee decided to appoint Gaien Partners as its own legal advisor, independent of the Sumitomo Group, the Company Group, and the success or failure of the Transactions, and to appoint Plutus Consulting as its own financial advisor and third-party valuation institution, independent of the Sumitomo Group, the Company Group, and the success or failure of the Transactions.

The Special Committee also confirmed that there were no issues regarding the independence, expertise or track record of Nomura Securities as the Company's financial advisor and third-party valuation institution, and approved its appointment, and likewise confirmed and approved the appointment of Nishimura & Asahi as the Company's legal advisor.

Furthermore, the Special Committee confirmed, from the perspectives of independence and fairness, that there were no issues with the internal structure the Company had established for reviewing the Transactions (including the scope and duties of the Company's officers and employees involved in consideration, negotiations and judgment on the Transactions) and approved that structure.

On that basis, taking into account legal advice received from Gaien Partners and opinions received from Nishimura & Asahi, the Special Committee considered measures that should be taken to ensure the fairness of the procedures in the Transactions.

On July 10, 2025, the Special Committee submitted written questions to the Tender Offeror regarding the strategic significance of the Transactions including synergies of the Transactions, the structure of the Transactions, and the Company's management policies after the Transactions; written responses to those questions were received on July 17, 2025, and the Company confirmed those responses orally with Sumitomo. Furthermore, based on those responses, the Special Committee submitted additional written questions to the Tender Offeror on August 5, 2025, received written responses to those additional questions on August 14, 2025, and at meetings of the Special Committee held on August 22 and August 28, 2025 received explanations from the Tender Offeror regarding the answers to the additional questions from Sumitomo and conducted Q&A thereon. In addition, on September 26, 2025, the Special Committee received a report on the details of the meeting between the Company and Sumitomo regarding the Company's management policy following the Transaction, and exchanged opinions with the Company.

Moreover, the Special Committee received explanations from the Company regarding the contents of all information provided by the Company and public information, including the Business Plan (the "Business Plan, Etc.") that formed the basis for negotiations with Sumitomo and the basis for Nomura Securities' and Plutus Consulting's valuations of the Company's Shares, including key assumptions and the process of preparation, conducted Q&A, and confirmed and approved the reasonableness of these matters. Thereafter, as described in "[3] Acquisition of the Share Valuation Report and Fairness Opinion from an Independent Third-Party Valuation Institution at the Special Committee" and "[5] Acquisition of the Share Valuation Report from an Independent Financial Advisor and Third-Party Valuation Institution at the Company" below, Nomura Securities and Plutus Consulting conducted valuations of the Company's Shares based on the contents of the Business Plan, Etc.; the Special Committee received explanations from Nomura Securities and Plutus Consulting regarding their respective valuation methods employed for the Company's Shares, the reasons for adopting those methods, the details of calculation based on each method, and the key assumptions, conducted Q&A, deliberated and reviewed, and confirmed the reasonableness of these matters.

In addition, as described in "[3] Acquisition of the Share Valuation Report and Fairness Opinion from an Independent Third-Party Valuation Institution at the Special Committee" below, the Special Committee received the Fairness Opinion from Plutus Consulting, and received explanations from Plutus Consulting regarding the issuance procedures for the Fairness Opinion and conducted Q&A.

From the time the Company received the Tender Offeror's initial proposal for the Tender Offer Price on September 29, 2025, each time the Company received a proposal regarding the Tender Offer Price from the Tender Offeror, the Special Committee received timely reports from Nomura Securities, the Company's financial advisor, regarding the contents and negotiation history, deliberated and reviewed the contents taking into account opinions received from Nomura Securities, received prior explanations from Nomura Securities regarding proposed negotiation policies with the Tender Offeror and draft response letters to the Tender Offeror, expressed opinions as necessary, conducted Q&A and provided approvals, and gave instructions and requests regarding the negotiation with the Tender Offeror, Etc.

The Special Committee received multiple explanations from Nishimura & Asahi, the Company's legal advisor, and from Nomura Securities, the Company's financial advisor, regarding drafts of press releases, etc., conducted Q&A, and confirmed that robust information disclosure was planned.

### (iii) Content of Judgment

Under the circumstances described below, taking into account the legal advice received from Gaien

Partners, the advice from Plutus Consulting from a financial perspective, and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion submitted on October 28, 2025, the Special Committee carefully discussed and reviewed the Consulted Matters and, on October 29, 2025, submitted to the Company's Board of Directors the Report by unanimous consent of all committee members. For details of the Report, please refer to "Notice of Holding of Extraordinary Shareholders' Meeting for Share Consolidation, Abolition of Provisions on Number of Shares Per Unit, and Partial Amendments to Articles of Incorporation" released by the Company on January 6, 2026.

[2] Advice from an Independent Law Firm to the Special Committee

As described in "1. Reasons for the Share Consolidation" above, the Special Committee appointed Gaien Partners as its own legal advisor, independent of the Sumitomo Group, the Company Group, and the success or failure of the Transactions, and received legal advice including measures that should be taken to ensure the fairness of the procedures in the Transactions, and advice on the methods and process of the Special Committee's deliberations relating to the Transactions.

Gaien Partners is not a related party of the Tender Offeror, Etc. or the Company and has no material interest in the Transactions, including the Tender Offer. Compensation to Gaien Partners consists only of hourly fees payable regardless of the success or failure of the Transactions, and does not include any success fee contingent upon consummation of the Transactions.

[3] Acquisition of the Share Valuation Report and Fairness Opinion from an Independent Third-Party Valuation Institution at the Special Committee

(i) Name of the Valuation Institution and its Relationship with the Company and the Tender Offeror

In considering the Consulted Matters, the Special Committee, in order to ensure the appropriateness of the terms and conditions of the Transactions, including the Tender Offer Price, requested that Plutus Consulting, a financial advisor and third-party valuation institution independent of the Sumitomo Group, the Company Group, and the success or failure of the Transactions, value the Company's Shares and express an opinion on the fairness from a financial perspective to the Company's minority shareholders of the terms and conditions of the Transactions, including the Tender Offer Price, and obtained the Share Valuation Report (Plutus Consulting) and the Fairness Opinion dated October 28, 2025.

Plutus Consulting is not a related party of the Tender Offeror, Etc. or the Company and has no material interest in the Transactions, including the Tender Offer. In addition, the compensation for Plutus Consulting related to the Transactions consists only of a fixed fee payable regardless of the completion or failure of the Transactions and does not include a success fee payable upon conditions such as the completion of the Transactions, including the Tender Offer.

(ii) Overview of the Valuation

After examining multiple valuation methods to be adopted for valuing the Company's Shares, assuming that the Company is a going concern, and based on the belief that a multifaceted evaluation was appropriate for the valuation of the Company's Shares, Plutus Consulting calculated the value of the Company's Shares using the market price method because the Company's Shares are listed on the Prime Market of the Tokyo Stock Exchange and a market price exists, the comparable company analysis method because there are multiple listed companies comparable to the Company, making it possible to infer the value of the Company's Shares by comparison with similar companies, and the DCF method to reflect the details, forecasts, etc. of the Company's business performance in the valuation, and the Special Committee received from Plutus Consulting the Share Valuation Report (Plutus Consulting) dated October 28, 2025.

The ranges of the per-share value of the Company's Shares that were calculated using the aforementioned valuation methods are as follows:

Market price method:	4,258 yen to 4,543 yen
Comparable company analysis method:	3,252 yen to 3,613 yen
DCF method:	4,651 yen to 5,920 yen

Under the market price method, with October 28, 2025 as the reference date, the per-share value of the Company's Shares was calculated to be in the range of 4,258 yen to 4,543 yen, based on the closing price on the reference date of 4,258 yen, the simple average of the closing prices for the last month of 4,299 yen, the simple average of the closing prices for the last three months of 4,543 yen, and the simple average of the closing prices for the last six months of 4,415 yen for the Company's Shares on the Prime Market of the Tokyo Stock Exchange.

Under the comparable company analysis method, Nomura Research Institute, Ltd., TIS Inc., BIPROGY Inc., NS Solutions Corporation, Internet Initiative Japan Inc., DTS CORPORATION, and NSD Co., Ltd. were selected as listed companies engaged in businesses similar to the Company. The calculation was made using EV/EBIT multiple and EV/EBITDA multiple for the enterprise value, and the per-share value of the Company's Shares was calculated to be in the range of 3,252 yen to 3,613 yen.

Under the DCF method, the financial forecast for the Company that was included in the Business Plan and that Plutus Consulting used as a premise for its valuation using the DCF method was prepared by the Company in consideration of its performance up to the most recent period and various measures for future growth in its businesses, including IT consulting, system development, verification services, IT infrastructure construction, IT management, IT hardware/software sales, and BPO. The forecast period was from the fiscal year ending March 2026 to the fiscal year ending March 2031, which was considered a period for which reasonable future forecasts were possible. Based on the Business Plan, Etc. prepared by the Company, Plutus Consulting analyzed the Company's enterprise value and equity value by discounting the free cash flows that the Company was expected to generate from the second quarter of the fiscal year ending March 2026 onwards to their present value at a certain discount rate, based on factors such as the revenue forecasts and investment plans in the business plan for the six fiscal years from the fiscal year ending March 2026 to the fiscal year ending March 2031, and publicly available information. The per-share value of the Company's Shares was calculated to be in the range of 4,651 yen to 5,920 yen. The weighted average cost of capital (WACC) was used as a discount rate, and the rate of 5.7% to 7.6% was used. In calculating the terminal value, it was calculated to be 2,059,760 million yen to 2,379,139 million yen based on the multiple method. For the multiple method, the EV/EBIT multiple and the EV/EBITDA multiple were adopted, and a range of 13.8 times to 15.3 times was used for the EV/EBIT multiple and a range of 10.8 times to 11.4 times was used for the EV/EBITDA multiple based on the levels of companies in the industry.

Non-operating assets included surplus cash and deposits after deducting necessary working capital (determined by comprehensively considering the Company's past cash flow performance and other factors), investment securities, and other financial instruments.

The Business Plan, Etc. used by Plutus Consulting for its analysis using the DCF method included fiscal years in which significant increases or decreases in profit and loss were projected. Specifically, due to the consolidation of Net One Systems Co., Ltd. ("Net One Systems") as a subsidiary on December 25, 2024, a significant increase in net sales, operating profit, EBITDA, and free cash flow was projected for the fiscal year ending March 2026.

The synergies expected to be realized through the Transactions were difficult to estimate specifically at that time and therefore were not factored into the following financial projections, except for the effects of the reduction of listing maintenance costs.

The financial projections underlying the analysis using the DCF method are as follows.

(Unit: million yen)

	FYE March 2026 (9 months)	FYE March 2027	FYE March 2028	FYE March 2029	FYE March 2030	FYE March 2031
Net sales	623,394	864,915	914,961	971,091	1,035,356	1,109,777
Operating profit	67,778	97,445	108,382	120,532	135,363	149,608
EBITDA	93,526	134,380	146,670	160,215	174,612	190,602
Free cash flow	9,676	56,411	68,684	79,085	86,826	96,425

### (iii) Overview of the Fairness Opinion

The Special Committee received from Plutus Consulting on October 28, 2025 the Fairness Opinion stating that the Tender Offer Price of 5,700 yen per share is fair from a financial perspective to the Company's minority shareholders (Note 8). The Fairness Opinion expresses the opinion that the Tender Offer Price of 5,700 yen per share is fair from a financial perspective to the Company's minority shareholders in light of the share valuation results, etc. based on the business plan prepared by the Company. In addition, the Fairness Opinion was issued after Plutus Consulting considered the share valuation results for the Company conducted by it after receiving disclosure of the Company's current business status, future business plans, etc., and an explanation regarding them from the Company, the Q&A with the Company regarding the outline, background, and purpose of the Tender Offer, and the Company's business environment, economic, market, and financial conditions, etc. within the scope recognized as necessary by Plutus Consulting, and after a review process by a review committee independent of the engagement team at Plutus Consulting.

(Note 8) In preparing the Fairness Opinion, Plutus Consulting assumed that the basic materials provided by the Company and materials available to the public, as well as information obtained from the Company, were accurate and complete. Plutus Consulting did not conduct its own investigation or verification of the accuracy or completeness of such information and was not obligated to do so. Therefore, Plutus Consulting shall not be liable for any deficiencies in these materials or for the non-disclosure of important facts.

Plutus Consulting assumed that the business plans and other materials used as the basis for the Fairness Opinion were prepared reasonably based on the best estimates and judgments at the time of preparation of such materials. Plutus Consulting did not guarantee the feasibility of these plans and did not express any opinions on the analyses or forecasts that served as the basis for the preparation of the business plans and other materials or the assumptions on which those analyses or forecasts were based.

Plutus Consulting is not a legal, accounting, or tax professional. Therefore, Plutus Consulting did not express any opinions on legal, accounting, or tax issues related to the Tender Offer, nor was it obligated to do so.

Plutus Consulting did not conduct an independent evaluation or appraisal of the assets and liabilities (including off-balance-sheet assets and liabilities and other contingent liabilities) of the Company and its affiliates, including analysis and evaluation of individual assets and liabilities, and did not



receive any evaluation or appraisal reports in this regard. Accordingly, Plutus Consulting did not evaluate the solvency of the Company and its affiliates.

The Fairness Opinion expresses an opinion on the fairness of the Tender Offer Price from a financial point of view for the purpose of assisting the Company in expressing its opinion on the Tender Offer. Therefore, the Fairness Opinion does not express any opinions on the relative merits of transactions that may be alternative options to the Tender Offer, the benefits to be obtained by the implementation of the Tender Offer, or the advantages and disadvantages of implementing the Tender Offer.

The Fairness Opinion does not express any opinions to the holders of securities issued by the Company, creditors, or other related parties. Therefore, Plutus Consulting shall not be liable to any shareholders or third parties who rely on the Fairness Opinion.

Plutus Consulting does not solicit investment in the Company and has no authority to do so. Therefore, the Fairness Opinion does not recommend that shareholders take any action, including tendering their shares in the Tender Offer.

The Fairness Opinion expresses an opinion, as of the date of submission of the Fairness Opinion, on whether the Tender Offer Price is fair to the minority shareholders of the Company from a financial point of view. The Fairness Opinion is based on the financial and capital markets, economic conditions, and other circumstances as of the date of submission of the Fairness Opinion, and on information provided to Plutus Consulting or obtained by Plutus Consulting as of that date. Plutus Consulting is not obligated to revise, change, or supplement its opinion even if these assumptions change due to future circumstances.

The Fairness Opinion does not infer or imply any opinions other than those expressly stated in the Fairness Opinion or regarding matters after the date of submission of the Fairness Opinion.

[4] Advice from an External Law Firm to the Company

As described in “1. Reasons for the Share Consolidation” above, the Company appointed Nishimura & Asahi as its external legal advisor and received legal advice including measures that should be taken to ensure the fairness of the procedures in the Transactions, the various procedures for the Transactions, and the methods, process, etc. of the Company’s decision-making relating to the Transactions.

Nishimura & Asahi is not a related party of the Tender Offeror, Etc. or the Company and has no material interest in the Transactions, including the Tender Offer. Compensation to Nishimura & Asahi consists only of hourly fees payable regardless of the success or failure of the Transactions, and does not include any success fee contingent upon consummation of the Transactions.

[5] Acquisition of the Share Valuation Report from an Independent Financial Advisor and Third-Party Valuation Institution at the Company

(i) Name of the Valuation Institution and its Relationship with the Company and the Tender Offeror

In expressing its opinion on the Tender Offer, the Company, in order to ensure the fairness of its decision-making regarding the Tender Offer Price presented by the Tender Offeror, Etc., requested a valuation of the Company’s Shares from Nomura Securities, a financial advisor and third-party valuation institution independent of the Sumitomo Group, the Company Group, and the success or failure of the Transactions, and obtained the Share Valuation Report (Nomura Securities) (Note 9) dated October 28, 2025. The Company did not obtain a fairness opinion from Nomura Securities regarding the fairness of the Tender Offer Price because it implemented measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflicts of interest. Nomura Securities is not a related party of the Company or the Tender Offeror, Etc. and has no material

interest in the Transactions, including the Tender Offer. In addition, the Special Committee, at its second meeting held on July 1, 2025, confirmed that there were no issues with the independence and expertise of Nomura Securities and approved it as the Company's financial advisor.

The compensation for Nomura Securities includes a success fee payable upon conditions such as the completion of the Transactions. The Company appointed Nomura Securities as its financial advisor and third-party valuation institution with the above compensation structure, judging that the inclusion of a success fee payable upon conditions such as the completion of the Tender Offer did not negate its independence, considering the general practice in similar transactions and whether adopting a compensation structure that could impose a corresponding financial burden on the Company even if the Transactions were not completed would be appropriate.

(Note 9) In calculating the value of the Company's Shares, Nomura Securities assumed that the Business Plan, Etc. is accurate and complete, and did not independently verify their accuracy and completeness. It did not independently perform any valuation, appraisal, or assessment of the assets or liabilities (including financial derivatives, off-balance-sheet assets and liabilities, and other contingent liabilities) of the Company and its affiliates, including an analysis and valuation of individual assets and liabilities, nor did it request an appraisal or assessment from a third-party institution. The Business Plan, Etc. is premised on the assumption that it was reasonably reviewed or prepared based on the best and most sincere forecasts and judgments available to the Special Committee or the Company's management at that time. The valuation by Nomura Securities reflects the information and economic conditions available to Nomura Securities as of October 28, 2025. The valuation by Nomura Securities is intended solely to serve as a reference for the Company's Board of Directors in considering the value of the Company's Shares.

## (ii) Overview of the Valuation

After considering the Company's financial condition, the market price trends of the Company's Shares, etc., Nomura Securities concluded that a multifaceted evaluation was appropriate. After examining multiple share valuation methods to be adopted for valuing the Company's Shares, it calculated the value of the Company's Shares using the market price average method because a market price exists, the comparable company analysis method because there are multiple listed companies comparable to the Company, making it possible to infer the value of the Company's Shares by comparison with similar companies, the comparable transactions analysis method because it is possible to infer the value of the Company's Shares by comparison with the transaction prices of similar transactions, and the DCF method to reflect the future business activities in the valuation, and the Company received from Nomura Securities the Share Valuation Report (Nomura Securities) dated October 28, 2025.

Market price average method:	4,258 yen to 4,543 yen
Comparable company analysis method:	3,295 yen to 4,843 yen
Comparable transactions analysis method:	3,526 yen to 5,249 yen
DCF method:	4,356 yen to 6,749 yen

Under the market price average method, with October 28, 2025 as the reference date, the per-share value of the Company's Shares was calculated to be in the range of 4,258 yen to 4,543 yen, based on the closing price on the reference date of 4,258 yen, the simple average of the closing prices for the last five business days of 4,302 yen, the simple average of the closing prices for the last month of 4,299 yen, the simple average of the closing prices for the last three months of 4,543 yen, and the simple average of the closing prices for the last six months of 4,415 yen for the Company's Shares on the Prime Market of the

Tokyo Stock Exchange.

Under the comparable company analysis method, Nomura Research Institute, Ltd., TIS Inc., NS Solutions Corporation, BIPROGY Inc., and DENTSU SOKEN INC. were selected as listed companies engaged in businesses similar to the Company. The calculation was made using the EV/EBITDA multiple, EV/EBIT multiple, and PER, and the per-share value of the Company's Shares was calculated to be in the range of 3,295 yen to 4,843 yen.

Under the comparable transactions analysis method, the per-share value of the Company's Shares was calculated by selecting the transaction announced by ITOCHU Corporation in the "Announcement in Relation to Commencement of Tender Offer for Shares in ITOCHU Techno-Solutions Corporation (Code No. 4739)" dated August 2, 2023, and the transaction announced by NEC Corporation in the "NEC Announces the Commencement of Tender Offer for Shares of NEC Networks & System Integration Corporation (Securities Code: 1973)" dated October 29, 2024 (including subsequent corrections) as going-private transactions made public over the past few years that involved domestic companies engaged in businesses similar to that of the Company and were relatively comparable, and based on a comparison of transaction prices and financial indicators representing profitability, etc., the per-share value of the Company's Shares was calculated to be in the range of 3,526 yen to 5,249 yen.

Under the DCF method, the financial forecast for the Company that was included in the Business Plan that Nomura Securities used as a premise for its valuation using the DCF method was prepared by the Company in consideration of its performance up to the most recent period and various measures for future growth in its businesses, including IT consulting, system development, verification services, IT infrastructure construction, IT management, IT hardware/software sales, and BPO. The forecast period was from the fiscal year ending March 2026 to the fiscal year ending March 2031, which was considered a period for which reasonable future forecasts were possible. Based on the Business Plan, Etc. prepared by the Company, Nomura Securities analyzed the Company's enterprise value and equity value by discounting the free cash flows that the Company was expected to generate from the second quarter of the fiscal year ending March 2026 onwards to their present value at a certain discount rate, based on factors such as the revenue forecasts and investment plans in the business plan for the six fiscal years from the fiscal year ending March 2026 to the fiscal year ending March 2031, and publicly available information. The per-share value of the Company's Shares was calculated to be in the range of 4,356 yen to 6,749 yen. The discount rate (the Weighted Average Cost of Capital) used 5.25% to 6.25%. In calculating the terminal value, it was calculated to be 1,778,732 million yen to 2,662,951 million yen based on the perpetual growth method and the multiple method. For the perpetual growth method, a perpetual growth rate of 0.25% to 1.25% was used based on the long-term economic outlook surrounding the Company, and for the multiple method, the EV/EBITDA multiple, which is common in M&A valuation practice, was adopted, and a range of 11.5 times to 13.5 times was used based on the levels of companies in the industry.

The Business Plan, Etc. used by Nomura Securities for its analysis using the DCF method included fiscal years in which significant increases or decreases in profit and loss and significant increases or decreases in free cash flow were projected. Specifically, due to the consolidation of Net One Systems as a subsidiary on December 25, 2024, a significant increase in net sales, operating profit, EBITDA, and free cash flow was projected for the fiscal year ending March 2026.

The synergies expected to be realized through the Transactions were difficult to estimate specifically at that time and therefore were not factored into the following financial projections.

The financial projections underlying the analysis using the DCF method are as follows.

(Unit: million yen)

	FYE March 2026 (9 months)	FYE March 2027	FYE March 2028	FYE March 2029	FYE March 2030	FYE March 2031
Net sales	623,394	864,915	914,961	971,091	1,035,356	1,109,777
Operating profit	67,778	97,445	108,382	120,532	135,363	149,608
EBITDA	93,526	134,380	146,670	160,215	174,612	190,602
Free cash flow	26,803	57,028	70,705	81,483	89,579	99,409

The Stock Acquisition Rights were issued as stock options to the directors and executive officers of the Company and, in principle, may be exercised only for two years in the case of the 2nd Series Stock Acquisition Rights and only for ten years in the case of the 8th Series Stock Acquisition Rights from the day following the date on which the holder loses both positions as a director and as an executive officer of the Company. Accordingly, since such stock acquisition rights would be non-exercisable even if acquired by the Tender Offeror, the Tender Offeror set the Stock Acquisition Right Purchase Price at 1 yen. Taking into account this explanation provided by the Tender Offeror, the Company did not obtain a valuation report or fairness opinion from a third-party valuation institution regarding the Stock Acquisition Right Purchase Price.

[6] Establishment of an Independent Review Structure at the Company

As described in “1. Reasons for the Share Consolidation” above, the Company established an internal structure for consideration, negotiation, and judgment regarding the Transactions from a standpoint independent of the Sumitomo Group other than the Company Group. Specifically, (i) with respect to the Company’s directors, including those who currently concurrently serve as officers or employees of Sumitomo and those equivalent to directors who formerly held positions as officers or employees of Sumitomo, they were treated as “directors with a special interest” (Article 369, paragraph (2) of the Companies Act) or as equivalent thereto with respect to the Transactions, and, not only at the stage of the Board of Directors resolution on the Company’s final expression of opinion regarding the Tender Offer, but also as members of the Board of Directors of the Company, they were, in principle, not to participate in deliberations, consideration or negotiations regarding the Transactions; and (ii) with respect to secondees from Sumitomo other than the Company’s directors, if their knowledge, skills or expertise were useful for discussions, consideration or negotiations relating to the Transactions, then, even if they currently concurrently serve as officers or employees of Sumitomo or formerly held positions as officers or employees of Sumitomo, their involvement in the Company’s consideration of the Transactions would be permitted to an appropriate extent on the premise that they would bear strict confidentiality obligations so as not to cause information leakage or transmission to external parties including Sumitomo and would pledge to act only as members of the Company’s review structure for the Transactions.

Including the handling described above, the internal structure that the Company established for reviewing the Transactions (including the scope and duties of the officers and employees of the Company and Net One Systems involved in consideration, negotiation and judgment regarding the Transactions; specifically, 17 officers (including directors, executive officers, and managing officers) (Takaaki Tuma, Takafumi Takeshita, Shouei Yamana, Sadayo Hirata, Tetsuya Kubo, Yasuo Miki, Yumiko Waseda, Hidetaka Matsuishi, Tsutomu Ozaki, Takuya Tanaka, Takayuki Okuhara, Yasushi Shimizu, Yasuhiko Oka, Kazuaki Ishibashi, Kenji Inoue, Yoshinari Kobayashi, and Masahiro Otani) and 12 employees of the Company and Net One Systems) was based on advice from Nishimura & Asahi, and the Special

Committee approved that there were no issues from the perspectives of independence and fairness.

[7] Acquisition of Share Valuation Report from an Independent Third-party Valuation Institution at Sumitomo

(i) Common Stock

According to the Tender Offeror, Sumitomo requested SMBC Nikko Securities Inc. (“SMBC Nikko Securities”), a financial advisor of Sumitomo, as a third-party valuation institution independent of the Sumitomo Group, including the Company, to calculate the share value of the Company’s Shares for determining the Tender Offer Price.

According to the Tender Offeror, after considering which valuation methods should be applied to calculate the share value of the Company’s Shares among various share valuation methods, SMBC Nikko Securities calculated the share value of the Company’s Shares using each method of (i) the market price method since the Company is listed on the Prime Market of the Tokyo Stock Exchange and a market price exists, (ii) the comparable listed company method since it is possible to infer the share value of the Company’s Shares by comparison with similar listed companies and (iii) the DCF method in order to reflect the future business activities in the valuation. Sumitomo obtained a share valuation report regarding the share value of the Company’s Shares (the “Share Valuation Report (Tender Offeror)”) from SMBC Nikko Securities on October 28, 2025. According to the Tender Offeror, the Tender Offeror, Etc. did not obtain an opinion concerning the fairness of the Tender Offer Price (a fairness opinion) from SMBC Nikko Securities since they believed that sufficient consideration was given to the interests of the minority shareholders of the Company, having comprehensively considered the various factors stated in this “(4) Measures to Ensure Fairness of the Transactions and Measures to Avoid Conflicts of Interest.”

According to the Tender Offeror, the results of calculation of the share value per share of the Company’s Shares by SMBC Nikko Securities are as follows:

Market price method:	4,299 yen to 4,543 yen
Comparable listed company method:	3,334 yen to 4,249 yen
DCF method:	3,662 yen to 6,133 yen

According to the Tender Offeror, under the market price method, the range of share value per share was calculated to be from 4,299 yen to 4,543 yen as of October 28, 2025, as the record date for calculation. This range was based on the simple average closing price of the Company’s Shares on the Prime Market of the Tokyo Stock Exchange for the past one (1) month up to the record date for calculation, which was 4,299 yen, the past three (3) months up to such date, which was 4,543 yen, and the past six (6) months up to such date, which was 4,415 yen.

According to the Tender Offeror, under the comparable listed company method, the range of share value per share of the Company’s Shares was calculated to be from 3,334 yen to 4,249 yen as a result of the calculation of the share value of the Company’s Shares by comparing the market prices of shares and financial indicators showing profitability of listed companies engaged in businesses similar to those conducted by the Company.

According to the Tender Offeror, under the DCF method, the range of share value per share was calculated to be from 3,662 yen to 6,133 yen as a result of the evaluation of the corporate value and share value of the Company by discounting the free cash flow expected to be generated by the Company in and after the 2nd quarter of the fiscal year ending March 2026, based on the future financial projections of the Company as adjusted by Sumitomo, to the present value at a specific discount rate, based on the Business Plan for the period from the fiscal year ending March 2026 through the fiscal year ending March

2031 provided by the Company, and taking into account various factors such as management interviews with the Company, recent business performance trends, and publicly disclosed information. According to the Tender Offeror, the future financial projections of the Company, on which the valuation using the DCF method was based, included a fiscal year in which a significant increase or decrease in earnings and free cash flow was expected. Specifically, as a result of making Net One Systems a consolidated subsidiary as of December 25, 2024, a significant increase in net sales, operating profit, EBITDA, and free cash flow was expected for the fiscal year ending March 2026. The synergy that could be expected to be realized through the implementation of the Transactions was not added because it was difficult to estimate the value of such synergy specifically at that time.

In addition to the valuation results indicated in the Share Valuation Report (Tender Offeror) provided by SMBC Nikko Securities, the Tender Offeror, Etc. comprehensively reviewed several factors, such as the result of the due diligence on the Company conducted from mid July to late August 2025, the likelihood that the Company's Board of Directors would support the Tender Offer, the trend of the market price of the Company's Shares, and the prospect of shares being tendered in the Tender Offer; and took into consideration the results of the discussions and negotiations with the Company. As a result, according to the Tender Offeror, the Tender Offeror, Etc. ultimately set the Tender Offer Price at 5,700 yen on October 29, 2025.

According to the Tender Offeror, it should be noted that SMBC Nikko Securities does not fall under a related party of the Tender Offeror, Etc. or the Company and has no material interest in the Tender Offer. SMBC Nikko Securities is a member of Sumitomo Mitsui Financial Group, Inc., same as Sumitomo Mitsui Banking Corporation ("SMBC"), and SMBC conducts loan transactions, etc., with Sumitomo, the parent company of the Tender Offeror, and the Company as a part of its ordinary banking transactions and plans to provide financing to Sumitomo for the settlement funds related to the Tender Offer. According to the Tender Offeror, however, according to SMBC Nikko Securities, it established and implemented an appropriate system to control conflict of interests, such as information barrier measures between SMBC Nikko Securities and SMBC in accordance with the applicable provisions of Article 36, paragraph (2) of the Act and Article 70-4 of the Cabinet Office Order on Financial Instruments Business (Cabinet Office Order No. 52 of 2007, as amended), and calculated the share value of the Company from a position independent of SMBC's status as a shareholder and lender.

According to the Tender Offeror, the Tender Offer Price of 5,700 yen is the price including (a) a premium of 33.87% added to 4,258 yen, which was the closing price of the Company's Shares on the Prime Market of the Tokyo Stock Exchange on October 28, 2025, the business day immediately preceding the date of announcement of the implementation of the Tender Offer; (b) a premium of 32.59% added to 4,299 yen, which was the simple average closing price of the Company's Shares for the past one (1) month up to such date; (c) a premium of 25.47% added to 4,543 yen, which was the simple average closing price for the past three (3) months up to such date; and (d) a premium of 29.11% added to 4,415 yen, which was the simple average closing price for the past six (6) months up to such date.

## (ii) Stock Acquisition Rights

The Stock Acquisition Rights were issued as stock options to the directors and executive officers of the Company and, in principle, may be exercised only for two years in the case of the 2nd Series Stock Acquisition Rights and only for ten years in the case of the 8th Series Stock Acquisition Rights from the day following the date on which the holder loses both positions as a director and as an executive officer of the Company. Accordingly, according to the Tender Offeror, since such stock acquisition rights would be non-exercisable even if acquired by the Tender Offeror, the Tender Offeror set the Stock Acquisition Right Purchase Price at 1 yen. According to the Tender Offeror, in determining the Stock Acquisition

Right Purchase Price, the Tender Offeror, Etc. did not obtain a valuation report or opinion (fairness opinion) from an independent third-party valuation institution, since the Tender Offeror, Etc. determined the Stock Acquisition Right Purchase Price as described above.

[8] Approval by All of the Company's Directors Who Do not Have a Conflict of Interest (Including Those Who Are Audit and Supervisory Committee Members)

As described in "1. Reasons for the Share Consolidation" above, the Company's Board of Directors, while giving maximum respect to the legal advice received from Nishimura & Asahi, the financial advice received from Nomura Securities, the Share Valuation Report (Nomura Securities), and the judgment of the Special Committee set forth in the Report, carefully discussed and considered whether the Transactions including the Tender Offer would contribute to enhancing the Company's corporate value and whether the terms and conditions of the Transactions including the Tender Offer Price were appropriate.

As a result, as described in "1. Reasons for the Share Consolidation" above, the Company determined that the Transactions would contribute to the enhancement of its corporate value and that the terms and conditions of the Transactions, including the Tender Offer Price, were appropriate, and, at the meeting of the Company's Board of Directors held on October 29, 2025, it was unanimously resolved by all directors who participated in the deliberations and resolution to, as the Company's opinion at that time, express an opinion in favor of the Tender Offer, recommend that the Company's shareholders tender their shares in the Tender Offer, and leave the decision of whether or not to tender in the Tender Offer to the discretion of the Stock Acquisition Rights Holders.

At the said Board of Directors meeting, 8 of the Company's 11 directors (including Audit and Supervisory Committee Members), excluding Mr. Masaki Nakajima, Mr. Shinichi Kato, and Mr. Hiromichi Jitsuno, attended, and each attending director expressed that they had no objection to adopting the above resolution. In view of the facts that Mr. Shinichi Kato, the Company's director, concurrently serves as an executive officer of Sumitomo, Mr. Masaki Nakajima, the Company's director, formerly served as an executive officer of Sumitomo, and Mr. Hiromichi Jitsuno, the Company's director, formerly served as a corporate officer of Sumitomo, and from the perspective of eliminating the risk of influence arising from structural conflicts of interest in the Transactions, none of these directors participated in the deliberations of the above Board of Directors meeting and they refrained from expressing opinions at the time of the resolution.

[9] Ensuring Objective Circumstances to Secure the Fairness of the Tender Offer

The Tender Offeror set the Tender Offer Period at 30 business days, whereas the statutory minimum period is 20 business days. By setting the Tender Offer Period relatively longer than the statutory minimum, the Tender Offeror intended to secure an appropriate opportunity for the Company's shareholders and the Stock Acquisition Rights Holders to decide whether to tender their shares in the Tender Offer, and to secure an opportunity for any competing bidder to make a competing tender or the like for the Company's Shares, thereby ensuring the fairness of the Tender Offer Price.

In addition, neither the Tender Offeror, Etc. nor the Company entered into any agreement that would restrict contact between the Company and any competing bidder, including any agreement containing deal protection provisions that would prohibit the Company from contacting such bidder. In this manner, together with the setting of the Tender Offer Period described above, by securing opportunities for competing tenders and the like, consideration was given to ensuring the fairness of the Tender Offer.

[10] Measures to Secure an Opportunity for the Company's Shareholders to Make an Appropriate Decision

#### on Whether to Tender Their Shares in the Tender Offer

As described in “(5) Policies on Organizational Restructuring after the Tender Offer (Matters Concerning a So-called Two-step Acquisition)” of “3. Content, Basis, and Reasons for the Opinion Regarding the Tender Offer” of the Press Release Expressing Opinion, the Tender Offeror planned (i) to make the Demand for Share Cash-Out in proportion to the number of shares it would acquire as a result of the completion of the Tender Offer or, to request that the Company convene the Extraordinary Shareholders’ Meeting that includes a proposal to conduct a share consolidation and amend the Articles of Incorporation to abolish the provisions regarding the number of shares per unit effective upon the completion of the share consolidation, and would not adopt methods that fail to secure for the Company’s shareholders appraisal rights or rights to petition for a determination of the share price; and (ii) when making the Demand for Share Cash-Out or conducting the Share Consolidation, the cash to be delivered as consideration to the Company’s general shareholders would be calculated so as to be equal to the Tender Offer Price multiplied by the number of the Company’s Shares held by each shareholder (excluding the Tender Offeror, Etc. and the Company), thereby securing an appropriate opportunity for the Company’s shareholders to decide whether to tender their shares in the Tender Offer and avoiding coerciveness.

While the Company did not conduct an investigation or examination as to the presence of other potential acquirers (so-called active market check) in implementing the Transactions, the Company considers that solely the absence of an active market check does not render the measures to ensure fairness of the Tender Offer insufficient because (a) from the perspective of information management, conducting a practical and active market check is not necessarily easy; and (b) as of October 29, 2025, Sumitomo, the proposer of the Transactions, was the Company’s largest shareholder holding 158,091,477 shares (ownership ratio: 50.54%) and, under the de facto control standard, consolidated the Company as a subsidiary, and therefore a counter-proposal to the Tender Offeror, Etc.’s acquisition proposal was unlikely.

#### 4. Disposal of Important Assets, Burden of Significant Debts, or Other Events That May Have a Significant Impact on the Status of the Company’s Assets That Occurred After the End of the Last Fiscal Year

##### (1) Tender Offer

As described in “1. Reasons for the Share Consolidation” above, as a result of the Tender Offer, the Tender Offeror came to own 1,191,300 units of voting rights pertaining to the shares, etc. owned by the Company (ownership ratio: 38.09%) on December 19, 2025, the commencement date of settlement of the Tender Offer.

##### (2) Non-payment of dividend of surplus

As announced in the “Notice Regarding Revision of Year-end Dividend Forecast (No Dividends)” dated October 29, 2025, at the meeting of the Company’s Board of Directors held on the same date, the Company resolved not to distribute the year-end dividend for the fiscal year ending March 31, 2026. For details, please refer to the announcement.

##### (3) Cancellation of treasury shares

By resolution of the Board of Directors dated January 6, 2026, the Company decided to cancel all treasury shares held by the Company as of March 13, 2026, on the same date, which is the scheduled cancellation date. Such cancellation of treasury shares is subject to the condition that the proposition for the Share Consolidation is approved and passed at the Extraordinary Shareholders’ Meeting as originally drafted.



## **Proposition No. 2 Partial Amendments to the Articles of Incorporation**

### **1. Reasons for Amending the Articles of Incorporation**

(1) If Proposition No. 1 is approved and passed at the Extraordinary Shareholders' Meeting as originally drafted and the Share Consolidation takes effect, the Articles of Incorporation will be deemed to have been amended to reduce the total number of authorized shares of the Company to 36 shares in accordance with Article 182, paragraph (2) of the Companies Act. In order to clarify this point, Article 6 (Total Number of Shares Authorized to Be Issued) of the current Articles of Incorporation will be amended, on the condition that the Share Consolidation takes effect.

(2) If Proposition No. 1 is approved and passed at the Extraordinary Shareholders' Meeting as originally drafted, the Company's Shares will be delisted, and the Company's Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange after the delisting. Thus, subject to the condition that the Share Consolidation takes effect, the full text of Article 7 (Acquisition by the Company of its Own Shares) of the current Articles of Incorporation will be deleted, and the numbers of articles will be moved up in accordance with that amendment.

(3) If Proposition No. 1 is approved and passed at the Extraordinary Shareholders' Meeting as originally drafted and the Share Consolidation takes effect, the total number of issued shares of the Company will be 9 shares, and it will no longer be necessary to provide the number of shares per unit. Therefore, on the condition that the Share Consolidation takes effect, in order to abolish the provisions on the number of shares per unit of the Company's Shares, currently 100 shares per share unit, the full text of Article 8 (Number of Shares Constituting One Unit of Stock), Article 9 (Limitation of Rights of Shareholders Holding Less Than One Unit of Stock), and Article 10 (Adding to Holding Less than One Unit of Stock) of the current Articles of Incorporation will be deleted, and the number of provisions will be moved up in accordance with the change.

(4) If Proposition No. 1 is approved and passed at the Extraordinary Shareholders' Meeting as originally drafted and the Share Consolidation takes effect, the Tender Offeror, Etc. will become the sole shareholders of the Company, and accordingly, the provisions regarding the record date, and those regarding the record date for the Ordinary Shareholders' Meeting, will no longer be necessary. Thus, subject to the condition that the Share Consolidation takes effect, the full text of Article 12 (Record Date) and Article 15 (Record Date for Annual General Meetings of Shareholders) of the current Articles of Incorporation will be deleted, and the numbers of articles will be moved up in accordance with that amendment.

(5) If Proposition No. 1 is approved and passed at the Extraordinary Shareholders' Meeting as originally drafted and the Share Consolidation takes effect, the Company's Shares will be delisted; accordingly, the provisions regarding shareholders' meetings without designated locations (the "virtual-only shareholders' meetings") pursuant to the Act for Partial Amendment of the Act on Strengthening Industrial Competitiveness (Act No. 70 of 2021) will no longer be necessary. Thus, subject to the condition that the Share Consolidation takes effect, Article 14 (Convocation), paragraph 3 of the current Articles of Incorporation will be deleted.

(6) If Proposition No. 1 is approved and passed at the Extraordinary Shareholders' Meeting as originally drafted and the Share Consolidation takes effect, the Company's Shares will be delisted in accordance with the implementation of the Share Consolidation, and the Tender Offeror, Etc. will become the sole shareholders of the Company. Accordingly, the provisions regarding electronic provision measures for reference documents for shareholders' meetings will no longer be necessary. Thus, subject to the condition that the Share Consolidation takes effect, the full text of Article 17 (Electronic Provision Measures, etc.) of the current Articles of Incorporation will be deleted, and the numbers of articles will be moved up in accordance with that amendment.

### **2. Details of the Amendments**

The details of the amendments are as follows. The amendments to the Articles of Incorporation related to

this proposition will take effect on March 16, 2026, the effective date of the Share Consolidation, on the condition that Proposition No. 1 is approved and passed at the Extraordinary Shareholders' Meeting as originally drafted and the Share Consolidation takes effect.

(Amended text is underlined.)

Current Text	Proposed Text
<p>Article 6: Total Number of Shares Authorized to Be Issued</p> <p>The total number of shares authorized to be issued by Company shall be <u>six hundred million (600,000,000)</u> shares.</p>	<p>Article 6: Total Number of Shares Authorized to Be Issued</p> <p>The total number of shares authorized to be issued by the Company shall be <u>thirty six (36)</u> shares.</p>
<p><u>Article 7: Acquisition by the Company of its Own Shares</u></p> <p><u>The Company may, by a resolution of the Board of Directors, acquire its own shares through market transactions, etc. pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act.</u></p>	(Deleted)
<p><u>Article 8: Number of Shares Constituting One Unit of Stock</u></p> <p><u>The number of shares constituting one unit of stock of the Company's common stock shall be one hundred (100).</u></p>	(Deleted)
<p><u>Article 9: Limitation of Rights of Shareholders Holding Less Than One Unit of Stock</u></p> <p><u>A shareholder of the Company holding shares constituting less than one unit of stock cannot exercise any rights other than:</u></p> <p><u>(1) Rights listed in the items of Article 189, Paragraph 2 of the Companies Act;</u></p> <p><u>(2) Rights to make the demand set forth in Article 166, Paragraph 1 of the Companies Act;</u></p> <p><u>(3) Rights to receive an allocation of shares for subscription or share options for subscription based on the number of shares owned; and</u></p> <p><u>(4) Rights to make the demand provided in the next Article.</u></p>	(Deleted)
<p><u>Articles 10: Adding to Holding Less than One Unit of Stock</u></p> <p><u>Pursuant to the Share Handling Regulations, shareholders of the Company holding less than one unit of the Company's stock may demand that the</u></p>	(Deleted)

Current Text	Proposed Text
<p><u>Company sell to them the number of shares that, when added to such shareholders' shares representing less than one unit, will equal one unit of stock; provided, however, that this shall not apply to cases where the Company does not own the number of treasury shares to be sold to such shareholders.</u></p> <p>Article <u>11</u> (Omitted)</p> <p><u>Article 12: Record Date</u>  <u>Unless otherwise provided for in these Articles of Incorporation, a record date may be set, if necessary, at a meeting of the Board of Directors and by giving advance public notice.</u></p> <p>Article <u>13</u> (Omitted)</p> <p>Article <u>14</u>: Convocation</p> <ol style="list-style-type: none"> <li>1. The annual general meeting of the Company's shareholders shall be convened in June of each year.</li> <li>2. In addition to the provision of the preceding paragraph, an extraordinary general meeting of shareholders shall be convened whenever necessary.</li> <li>3. <u>The Company's general meeting of shareholders may be held as a general meeting of shareholders without a designated location.</u></li> </ol> <p><u>Article 15: Record Date for Annual General Meetings of Shareholders</u>  <u>The record date for voting rights for the annual general meetings of shareholders of the Company shall be March 31 of each year..</u></p> <p>Article <u>16</u> (Omitted)</p> <p><u>Article 17: Electronic Provision Measures, etc.</u></p> <ol style="list-style-type: none"> <li>1. <u>Upon convening a general meeting of shareholders, the Company shall take electronic provision measures with respect to information constituting the contents of the</u></li> </ol>	<p>Article <u>7</u> (Unchanged)</p> <p>(Deleted)</p> <p>Article <u>8</u> (Unchanged)</p> <p>Article <u>9</u></p> <ol style="list-style-type: none"> <li>1. (Unchanged)</li> <li>2. (Unchanged)</li> </ol> <p>(Deleted)</p> <p>(Deleted)</p> <p>Article <u>10</u> (Unchanged)</p> <p>(Deleted)</p>

Current Text	Proposed Text
<p><u>reference materials, etc. for the general meeting of shareholders.</u></p> <p>2. <u>Among the items for which the electronic provision measures will be taken, the Company may omit all or part of the items set forth in the Ordinance of the Ministry of Justice from documents to be delivered to shareholders who have requested the delivery of documents by the record date for voting rights.</u></p> <p>Article <u>18</u> to Article <u>37</u> (Omitted)</p>	<p></p> <p>Article <u>11</u> to Article <u>30</u> (Unchanged)</p>

End