

September 25, 2025

To Whom It May Concern

Company Name: Mandom Corporation  
Representative: Ken Nishimura,  
Representative Director and  
President Executive Officer  
(Prime Market of TSE,  
Securities Code 4917)  
Contact: Masanori Sawada,  
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**Notice regarding Expression of Opinion in favor of Implementation of MBO and  
Recommendation to Tender Shares**

Mandom Corporation (the “Company”) hereby announces as follows that, with regards to the tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) and other related laws and regulations (the “Tender Offer”) for the shares of common stock of the Company (the “Company Shares”) by Kalon Holdings, Co., Ltd. (the “Tender Offeror”) to be carried out as part of a management buyout (MBO) (Note 1) that the Company announced in its press release dated September 10, 2025 and titled “Notice regarding Expression of Planned Opinion in favor of Implementation of MBO and Recommendation to Tender Shares” (the “Press Release Dated September 10, 2025”), given that the Company was informed by the Tender Offeror on September 24, 2025 that the Tender Offeror intended to commence the Tender Offer on September 26, 2025, subject to the satisfaction of the Conditions Precedent (as defined in “(i) Overview of the Tender Offer” in “(2) Grounds and reasons” in “3. Details of and grounds and reasons for opinions on the Tender Offer” below; the same applies hereinafter) because the acquisition of the Clearance (as defined in “(i) Overview of the Tender Offer” in “(2) Grounds and reasons” in “3. Details of and grounds and reasons for opinions on the Tender Offer” below; the same applies hereinafter) was reasonably expected to be completed, the Company has resolved at its board of directors meeting held today to restate the expression of its opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares in the Tender Offer.

Note 1: A “management buyout (MBO)” refers to a transaction in which an offeror makes a tender offer pursuant to a request of an officer of the target and shares common interests with such officer.

The resolutions at the abovementioned board of directors meeting of the Company were made on the assumption that the Tender Offeror is planning to take the Company Shares private through the Tender Offer and subsequent series of procedures and that the Company Shares will be delisted thereafter.

As stated above, the board of directors of the Company has resolved to recommend the

shareholders of the Company to tender their Company Shares in the Tender Offer. However, there have been fluctuations in the market price of the Company Shares, which is currently 2,362 yen (the closing price as of September 24, 2025, which as of today is the last trading day) and exceeds the price for purchase, etc. in the Tender Offer (the “Tender Offer Price”) of 1,960 yen. Accordingly, the Company would also like to inform its shareholders that no restrictions have been placed on selling their Company Shares on the market as a result of the commencement of the Tender Offer or the opinion by the board of directors of the Company recommending the shareholders to tender their Company Shares therein.

# 1. Overview of the Tender Offeror

(1)	Name	Kalon Holdings Co., Ltd.
(2)	Location	2-5, Kasumigaseki 3-chome, Chiyoda-ku, Tokyo
(3)	Name and title of representative	Yukinori Sugiyama, Representative Director
(4)	Description of business	Acquiring and holding the share certificates, etc. of the Company; controlling and managing the business activities of the Company
(5)	Capital	5,000 yen
(6)	Date of incorporation	July 23, 2025
(7)	Large shareholders and their ownership percentages	Kalon J Group Holdings Co., Ltd. 100%
(8)	Relationships between the Company and the Tender Offeror	
	Capital relationships	N/A
	Personnel relationships	N/A
	Transactional relationships	N/A
	Status as related person	N/A

2. Price for purchase, etc.  
1,960 yen per common share

3. Details of and grounds and reasons for opinions on the Tender Offer

(1) Details of opinions on the Tender Offer

Based on the grounds and reasons stated in “(C) Determination at the Company’s board of directors meeting held on September 10, 2025” in “(iii) Decision-making process leading to the Company's decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” below, at its board of directors meeting held on September 10, 2025, the Company resolved to express an opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares in the Tender Offer if it is commenced, as its opinion as of that time. In addition, at the aforementioned board of directors meeting, the Company resolved (i) to commission the Special Committee (as defined in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer

Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer” below; the same applies hereinafter), upon the commencement of the Tender Offer, (a) to consider whether there has been any change in its opinion stated in the written report the Special Committee submitted to the board of directors of the Company on September 9, 2025 (the “Report”), and (b) to inform the board of directors either that there has been no change in its opinion or of its new opinion if there has been a change; and (ii) based on such opinion, to restate its opinion regarding the Tender Offer as of the time the Tender Offer is commenced. For the details of the resolutions at such board of directors meeting of the Company, please see “(v) Unanimous approval by the disinterested directors of the Company and unanimous opinion by its disinterested statutory auditors that they have no objections” under “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

Thereafter, from time to time the Company made inquiries with the Tender Offeror on the status of the procedures for the Clearance and confirmed the progress thereof, and also continued to make intermittent reviews based on the status of subsequent market prices and shareholder inquiries. In addition, the Special Committee was kept informed of the state of these matters from time to time, and it reviewed whether there were any circumstances that would necessitate changes to the content of the Report and instructed the Company on the policy for discussions, negotiations, and the like with the Tender Offeror, Mr. Motonobu Nishimura, the Representative Director and Chairman of the Company (“Mr. Motonobu Nishimura”), and Mr. Ken Nishimura, the Representative Director and President Executive Officer of the Company and a member of its founding family (“Mr. Ken Nishimura”). (For details on processes including the discussions, negotiations, and the like with the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura during this time and the state of considerations of the Transactions (as defined in (i) Overview of the Tender Offer” in “(2) Grounds and reasons” below; the same applies hereinafter) by the Special Committee, please refer to “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer” below.)

Following this, the Company was informed by the Tender Offeror on September 24, 2025 that, because the acquisition of the Clearance was reasonably expected to be completed, the Tender Offeror intended to commence the Tender Offer on September 26, 2025, subject to the satisfaction of the Conditions Precedent, and the Company shared this information with the Special Committee. In response to this, as stated in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer” below, the Special Committee conducted further thorough examinations, confirmed that even in light of the circumstances that occurred on and after September 9, 2025 until September 24, 2025, it could find no circumstances that necessitated amending the contents of the Report, and on September 24, 2025, submitted to the board of directors of the Company an additional written report (the “Additional Report”) to the effect that there has been no change to the content of the report contained in the Report. Further, the Special Committee stated a supplementary opinion to the board of directors of the Company that, in light of the fact that the market price of the

Company Shares had exceeded the Tender Offer Price even at the time of submission of the Additional Report, the Company's board of directors should provide appropriate cautionary statements to the Company's shareholders when it resolves to recommend that the Company's shareholders tender their shares in the Tender Offer and publicly announces that resolution. For details on the content of the Additional Report and other opinions of the Special Committee, please refer to "(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer" below.

Consequently, as a result of careful re-examinations of the terms of the Tender Offer based on the business conditions of the Company and the environment surrounding the Transactions, and while giving the utmost consideration to the contents of the Report and the Additional Report received from the Special Committee, pursuant to the grounds and reasons stated in "(D) Details of examinations from the Company's Board of Directors meeting held on September 10, 2025 to the Company's Board of Directors meeting held today, and the determination made at that meeting" in "(iii) Decision-making process leading to the Company's decision to support the Tender Offer and reasons therefor" in "(2) Grounds and reasons" below, the Company has further determined that the Tender Offer Price and the other terms of the Transactions, including the Tender Offer, are reasonable from the perspective of the shareholders of the Company and that the Tender Offer provides the shareholders of the Company with a reasonable opportunity to sell their Company Shares. In addition, given, among other factors, that the Company has further found that the Transactions, including the Tender Offer, will contribute to enhancing the corporate value of the Company, the Company has determined that as of today, there is no reason to amend the opinion it expressed on September 10, 2025 concerning the Tender Offer.

Accordingly, at board of directors meeting of the Company held today, the Company resolved to restate the expression of its opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares in the Tender Offer. For details on the aforementioned board of directors meeting of the Company, please refer to "(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer" below.

As stated above, the board of directors of the Company has resolved to recommend the shareholders of the Company to tender their Company Shares in the Tender Offer. However, there have been fluctuations in the market price of the Company Shares, which is currently 2,362 yen (the closing price as of September 24, 2025, which as of today is the last trading day) and exceeds the Tender Offer Price of 1,960 yen. Accordingly, the Company would also like to inform its shareholders that no restrictions have been placed on selling their Company Shares on the market as a result of the commencement of the Tender Offer or the opinion by the board of directors of the Company recommending the shareholders to tender their Company Shares therein.

## (2) Grounds and reasons for opinions on the Tender Offer

Statements concerning the Tender Offeror from among the following grounds and reasons regarding opinions of the Tender Offer are based on explanations received from the Tender

Offeror.

(i) Overview of the Tender Offer

As of today, the Tender Offeror is a wholly-owned subsidiary of Kalon J Group Holdings Co., Ltd. (the “Offeror Parent Company”), all of whose outstanding shares are indirectly held by investment funds advised by certain subsidiaries of CVC Capital Partners plc (CVC Capital Partners plc and its subsidiary undertakings collectively referred to as “CVC”, and funds advised by subsidiaries of CVC Capital Partners plc referred to as “CVC Funds”) or their General Partners. The Tender Offeror is a stock company (*kabushiki kaisha*) established on July 23, 2025, for the principal purpose of holding the Company Shares and controlling and managing the Company’s business activities. As of today, none of CVC, CVC Funds, the Offeror Parent Company, or the Tender Offeror owns any of the Company Shares.

CVC is an international private markets firm (i.e., an investment firm investing mainly in unlisted shares). Founded in 1981, CVC has 30 offices worldwide and total assets under management of approximately 202 billion euros (approximately 35 trillion yen) as of June 2025. As of June 2025, CVC Funds’ investments in unlisted shares currently comprise more than 140 companies globally, which together, as of June 2025, employ over 600,000 people and have a combined turnover of approximately 168 billion euros (approximately 30 trillion yen). CVC, as a private markets firm having a pan-regional office network in Asia, has been active in the region since 1999. CVC opened its office in Japan in 2003 and as of August 2025, CVC Funds have made 14 investments in Japan. Specifically, in Japan, CVC Funds have invested in companies including TechnoPro, Inc., ARTERIA Networks Corporation, HITOWA Holdings Co., Ltd., Riraku Co., Ltd., FineToday Holdings Co., Ltd., Trygroup Inc., SOGO MEDICAL GROUP CO., LTD., and Macromill, Inc.

As announced in the “Notice Regarding Scheduled Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917)” (the “Tender Offeror’s Press Release Dated September 10, 2025”) published by the Tender Offeror on September 10, 2025, subject to the satisfaction of certain conditions (Note 1) (the “Conditions Precedent”), including the completion of, or reasonable expectation of completion of, the acquisition of the permits and authorization, etc. under competition laws in Japan and Vietnam (the “Clearance”), or their waiver by the Tender Offeror, the Tender Offeror decided to commence the Tender Offer as part of a series of transactions to take the Company Shares private (the “Transactions”) by acquiring all of the Company Shares (including the Company’s restricted shares granted to the directors of the Company (excluding outside directors; the “Company’s Directors”) and the executive officers of the Company who do not concurrently serve as the Company’s directors (including CxOs who do not concurrently serve as the Company’s directors) as of September 10, 2025 as restricted stock compensation (the “Restricted Shares”), but excluding the treasury shares held by the Company and the Shares Agreed Not to Be Tendered (defined below); the same applies hereinafter) listed on the Prime Market of the Tokyo Stock Exchange (the “TSE”; when referring to the Prime Market thereof, the “TSE Prime Market”), and the Tender Offeror aimed to commence the Tender Offer around late September 2025.

Note 1: The Tender Offeror intended to promptly commence the Tender Offer upon the satisfaction of the Conditions Precedent as stated below or upon their waiver by the Tender Offeror.

(A) The acquisition of the Clearance (Note 2) has been completed or is reasonably expected to be completed.

(B) The Company’s board of directors has resolved to express its opinion in support of the Tender Offer and to recommend that the shareholders of the Company tender their shares in

the Tender Offer, and such resolution remains in effect without any changes, additions, or amendments as of the commencement of the Tender Offer.

- (C) The Special Committee, which reviewed the Transactions, has submitted a favorable report to the Company's board of directors regarding the Company's support for the Tender Offer, recommending to the shareholders of the Company to tender their shares in the Tender Offer, and its implementation of the Transactions, and the content of the report remains in effect without any changes, additions, or amendments as of the commencement of the Tender Offer.
- (D) The Basic Transaction Agreement (as defined below; the same applies hereinafter) and the Shareholders Agreement (as defined in "(B) Management policy after the Tender Offer" in "(ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer" below; the same applies hereinafter) are validly existing, and none of the termination events (Note 3) specified in the Basic Transaction Agreement and the Shareholders Agreement have occurred.
- (E) None of the Transactions is in violation of any applicable laws and regulations, and there are no pending claims, lawsuits, or proceedings before any judicial or administrative authority, etc. seeking to restrict or prohibit any of the Transactions; nor are there any judgments, etc. by any judicial or administrative authority, etc. restricting or prohibiting any of the Transactions, and there is no specific risk that any such claims, lawsuits, proceedings, or judgments, etc. may arise.
- (F) There is no material fact relating to business operations, etc. of the Company (as specified in Article 166, Paragraph 2 of the Act) that has not been publicized (having the meaning specified in Article 166, Paragraph 4 of the Act) by the Company; nor is there any fact that a tender offer, etc. for the share certificates, etc. of the Company will be launched or suspended (having the meaning specified in Article 167, Paragraph 2 of the Act) that has not been publicized (having the meaning specified in Article 167, Paragraph 4 of the Act)
- (G) There are no material changes in the business or assets of the Company or of its subsidiaries nor any other circumstances that would significantly compromise its ability to achieve the purpose of the Tender Offer, as specified in the proviso to Article 27-11, Paragraph 1 of the Act (Note 4).
- (H) There are no material adverse effects on the business, assets, liabilities, financial conditions, operating conditions, or cash flows of the Company or of its subsidiaries, or on the execution of the Transactions, nor any circumstances or events that could give rise to such adverse effects; there is no material change in domestic or foreign stock market conditions or other market environment, financial environment, or economic environment; and there are no other circumstances that are reasonably deemed to have a material effect on the decision of the Tender Offeror to commence the Tender Offer.
- (I) The Tender Offeror has received a commitment letter from MUFG Bank, Ltd. ("MUFG Bank") for the procurement of funds necessary for the execution of the Transactions, and there has been no withdrawal of such commitment letter on or before the commencement date of the Tender Offer. Furthermore, in the event that the Tender Offer is successfully completed, it is reasonably expected that all of the subscription conditions specified in the said commitment letter will be satisfied and that the procurement of funds will be executed.

Note 2: This refers to the approval or expiration of the waiting period related to the competition law filings in Japan and Vietnam.

Note 3: Such events are limited to (i) material breach of the representations and warranties by the Nishimura Family Shareholders (as defined below; the same applies hereinafter),

(ii) material breach of obligations by the Nishimura Family Shareholders, or (iii) failure to commence the Tender Offer on or before November 15, 2025 due to reasons not attributable to the Tender Offeror. For details of the Basic Transaction Agreement and the Shareholders Agreement, please refer to “(i) The Basic Transaction Agreement” and “(ii) The Shareholders Agreement” in “4. Matters relating to material agreements regarding the Tender Offer” below.

Note 4: “Anything equivalent to what is set forth in *i* through *tsu*” set forth in Article 14, Paragraph 1, Item 1 *ne* of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended; the “Enforcement Order”) includes (a) an event where the corporate body responsible for making decisions on the execution of operations of the Company has decided to pay dividends of surplus (excluding cases where the cash and other assets to be delivered to shareholders are expected to be less than the amount equivalent to 10% of the book value of the net assets stated in the 108th Annual Securities Report submitted by the Company on June 23, 2025 (the “Securities Report”) with the record date prior to the Settlement Commencement Date (as defined below; the same applies hereinafter) (including an event where the corporate body has decided to set the date prior to the Settlement Commencement Date as the record date for the dividends of surplus without indicating the specific amount of the dividends of surplus), or has decided to propose the above dividends at the shareholders’ meeting of the Company, and (b) an event where the corporate body responsible for making decisions on the execution of operations of the Company has decided to acquire its own shares (excluding cases where the cash or other assets to be delivered in exchange for the acquisition of shares are expected to be less than the amount equivalent to 10% of the book value of the net assets stated in the Securities Report). (ii) “Facts equivalent to those set forth in *i* through *ri*” set forth in Article 14, Paragraph 1, Item 3 *nu* of the Enforcement Order include (a) an event that any statutory disclosure documents previously filed by the Company are found to contain false information regarding any material matters or lack information related to material matters that should have been stated, provided that the Tender Offeror was unaware of such false information or lack of information, and (b) an event where any fact specified in *i* through *to* of the same Item occurs to an important subsidiary of the Company.

According to the Tender Offeror, as it has confirmed that the Conditions Precedent have been satisfied through the following methods, it decided today that it would commence the Tender Offer on September 26, 2025. There are no changes to the content and conditions of the Tender Offer as described in the Tender Offeror’s Press Release Dated September 10, 2025.

- (i) As of today, the Tender Offeror has not completed the necessary procedures and responses under the competition law in Vietnam and the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the “Anti-Monopoly Act”). However, with respect to the necessary procedures and responses under the competition law in Vietnam, the Tender Offeror submitted a preliminary notification for the acquisition of the Company Shares through the Tender Offer (the “Share Acquisition”) to the National Competition Commission of Vietnam on August 13, 2025 (local time), and it was received by the National Competition Commission of Vietnam on September 8, 2025 (local time), after responding to questions from the National Competition Commission of Vietnam. Therefore,

it is expected that the approval for the Share Acquisition will be obtained on around October 8, 2025 (local time), after the 30 day period required for the initial review by the National Competition Commission of Vietnam have passed, and therefore, the necessary procedures and responses under the competition law in Vietnam are expected to be completed by the day immediately preceding the expiration date of the period for purchase, etc. in the Tender Offer (the “Tender Offer Period”). In addition, with respect to the necessary procedures and responses under the Anti-Monopoly Act, the Tender Offeror submitted the prior notification (a preliminary plan regarding the Share Acquisition that the Tender Offeror was required to submit to the Japan Fair Trade Commission pursuant to Article 10, Paragraph 2 of the Anti-Monopoly Act; the “Prior Notification”) to the Japan Fair Trade Commission on September 12, 2025, and such Prior Notification was accepted on the same date. Therefore, the Action Period (defined below) in which a cease and desist order (Article 10, Paragraph 1 of the Anti-Monopoly Act prohibits the act of acquiring the shares of another company that would substantially restrict competition in a particular field of trade, and the Japan Fair Trade Commission may order necessary measures to eliminate acts in violation of the law (Article 17-2, Paragraph 1 of the Anti-Monopoly Act); such order, a “Cease and Desist Order.” Prior notice of a Cease and Desist Order regarding the Share Acquisition is to be given within a certain period of time (Article 10, Paragraph 9 of the Anti-Monopoly Act); the “Action Period.” Although in principle the Action Period is 30 days from the date of receipt of the abovementioned Prior Notification, the Action Period may be extended or shortened) is to be given and the Prohibited Acquisition Period (meaning the period during which the Share Acquisition is prohibited) are scheduled to expire, in principle, upon the passage of October 12, 2025, and therefore, the necessary procedures and responses under the Anti-Monopoly Act are expected to be completed by the day immediately preceding the expiration date of the Tender Offer Period. Accordingly, as of today, the Tender Offeror confirmed that the completion of the acquisition of the Clearance was reasonably expected and Condition Precedent (i) had been satisfied.

- (ii) The Tender Offeror received a report from the Company to the effect that, at the Company’s board of directors meeting held today, a resolution had been passed unanimously by all directors of the Company participating in the resolution to express the opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares in the Tender Offer, and that such resolution had not been amended or withdrawn. Accordingly, on the same day, the Tender Offeror confirmed that Condition Precedent (ii) above had been satisfied.
- (iii) The Tender Offeror received a report from the Company to the effect that, as of today, the Special Committee had submitted a report to the Company’s board of directors stating that it was reasonable to express the opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares in the Tender Offer, and that such report remained in effect without any changes, additions, or amendments. Accordingly, on the same day, the Tender Offeror confirmed that Condition Precedent (iii) above had been satisfied.
- (iv) The Tender Offeror received a report from the Nishimura Family Shareholders to the effect that, as of today, the Basic Transaction Agreement and the Shareholders Agreement were validly existing, and none of the termination events specified in the Basic Transaction Agreement and the Shareholders Agreement had occurred. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (iv) above was satisfied.
- (v) The Tender Offeror received a report from the Company to the effect that, as of today, to the



- best of the Company's knowledge, none of the Transactions was in violation of any applicable laws and regulations, and there were no pending claims, lawsuits, or proceedings before any judicial or administrative authority, etc. seeking to restrict or prohibit any of the Transactions; nor were there any judgments, etc. by any judicial or administrative authority, etc. restricting or prohibiting any of the Transactions, and there was no specific risk that any such claims, lawsuits, proceedings, or judgments, etc. might arise. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (v) above was satisfied.
- (vi) The Tender Offeror received a report from the Company to the effect that, as of today, it was not aware of any material fact (as specified in Article 166, Paragraph 2 of the Act) relating to business operations, etc. of the Company that had not been publicized (having the meaning specified in Article 166, Paragraph 4 of the Act) by the Company; or any fact that a tender offer, etc. for the share certificates, etc. of the Company would be launched or suspended (having the meaning specified in Article 167, Paragraph 2 of the Act) that had not been publicized (having the meaning specified in Article 167, Paragraph 4 of the Act). As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (vi) above was satisfied.
  - (vii) The Tender Offeror received a report from the Company to the effect that, as of today, to the best of the Company's knowledge, there were no material changes in the business or assets of the Company or of its subsidiaries nor any other circumstances that would significantly compromise its ability to achieve the purpose of the Tender Offer, as specified in the proviso to Article 27-11, Paragraph 1 of the Act. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (vii) above was satisfied.
  - (viii) The Tender Offeror received a report from the Company to the effect that, as of today, to the best of the Company's knowledge, there were no material adverse effects on the business, assets, liabilities, financial conditions, operating conditions, or cash flows of the Company or of its subsidiaries, or on the execution of the Transactions, nor any circumstances or events that could give rise to such adverse effects; there was no material change in domestic or foreign stock market conditions or other market environment, financial environment, or economic environment; and there were no other circumstances that were reasonably deemed to have a material effect on the decision of the Tender Offeror to commence the Tender Offer. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (viii) above was satisfied.
  - (ix) As of today, the Tender Offeror has received a commitment letter from MUFG Bank for the procurement of funds necessary for the execution of the Transactions, and there has been no withdrawal of such commitment letter on or before the commencement date of the Tender Offer. Furthermore, the Tender Offeror has confirmed that, in the event that the Tender Offer is successfully completed, it is reasonably expected that all of the subscription conditions specified in the said commitment letter will be satisfied and that the procurement of funds will be executed. Accordingly, it determined on the same day that Condition Precedent (ix) above was satisfied.

The Tender Offer is to be implemented by the Tender Offeror based on discussions with Mr. Motonobu Nishimura, a member of the founding family of the Company and the Representative Director and Chairman of the Company, and Mr. Ken Nishimura, a member of the founding family of the Company and the Representative Director and President Executive Officer of the Company, and it constitutes a so-called management buyout (MBO). Mr. Motonobu Nishimura and Mr. Ken

Nishimura plan to continue managing the Company after the successful completion of the Transactions.

The Tender Offeror, on September 10, 2025, entered into a basic transaction agreement (the “Basic Transaction Agreement”) with Mr. Motonobu Nishimura, the Representative Director and Chairman of the Company and the sixth largest shareholder thereof (as of March 31, 2025; the same applies hereinafter with respect to the ranking of shareholders), Mr. Ken Nishimura, the Representative Director and President Executive Officer of the Company, Nishimura International Scholarship Foundation, Inc. (the “Nishimura International Scholarship Foundation”; please refer to Note 9 below for an overview of the Nishimura International Scholarship Foundation), in which Mr. Motonobu Nishimura serves as the Representative Director and which is the second largest shareholder of the Company, and MN Holdings Corporation (“MN Holdings”), which is the asset management company of Mr. Ken Nishimura and the fifth largest shareholder of the Company (Mr. Motonobu Nishimura, Mr. Ken Nishimura, the Nishimura International Scholarship Foundation, and MN Holdings are hereinafter collectively referred to as the “Nishimura Family Shareholders”). In the Basic Transaction Agreement, it is agreed, among other things, that (1) (i) 887,500 shares excluding the Restricted Shares (45,500 shares) from all of the Company Shares held by Mr. Motonobu Nishimura (number of shares held: 933,000 shares (Note 5); shareholding ratio (Note 6): 2.07 %) and (ii) 52,290 shares excluding the Restricted Shares (47,800 shares) from all of the Company Shares held by Mr. Ken Nishimura (number of shares held: 100,090 shares; shareholding ratio: 0.22 %) (total number of shares held: 939,790 shares; total shareholding ratio: 2.08 %, the “Shares Agreed to be Tendered” (Note 5)) (Mr. Motonobu Nishimura and Mr. Ken Nishimura are collectively referred to as the “Shareholders Who Agreed to Tender Their Shares”) shall be tendered in the Tender Offer, and (2) (i) all of the Company Shares held by the Nishimura International Scholarship Foundation (number of shares held: 3,600,000 shares; shareholding ratio: 7.98 %) and (ii) all of the Company Shares held by MN Holdings (number of shares held: 1,070,000 shares; shareholding ratio: 2.37 %) (total number of shares held: 4,670,000 shares; total shareholding ratio: 10.35 %; the “Shares Agreed Not to Be Tendered”) (the Nishimura International Scholarship Foundation and MN Holdings are collectively referred to as the “Shareholders Who Agreed Not to Tender Their Shares”) shall not be tendered in the Tender Offer, and the procedures necessary to carry out the Squeeze-Out Procedures (as defined below; the same applies hereinafter) (including the exercise of voting rights in favor of the resolution at the Extraordinary Shareholders’ Meeting (as defined in “(5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)” below; the same applies hereinafter) of the Shareholders Who Agreed Not to Tender Their Shares) shall be implemented. For details on the Basic Transaction Agreement, please refer to “(i) The Basic Transaction Agreement” in “4. Matters relating to material agreements regarding the Tender Offer” below.

Note 5: In the Press Release Dated September 10, 2025, based on the explanations received from the Tender Offeror, it was stated that Mr. Motonobu Nishimura owned 933,020 shares of the Company Shares and that the number of the Shares Agreed to be Tendered was 1,033,110 shares. However, according to the Tender Offeror, it has received a report from the Company indicating that Mr. Motonobu Nishimura actually owns 933,000 shares of the Company Shares. Consequently, the total number of the Shares Agreed to be Tendered shall be 939,790 shares, and the relevant corrections have been made as above.

Note 6: “Shareholding ratio” means the ratio to number of shares (45,137,222 shares) (the “Base Number of Shares”) obtained by deducting the number of treasury shares held by the

Company as of June 30, 2025 as stated in the First Quarterly Consolidated Financial Results for the Fiscal Year Ending March 2026 (Japanese GAAP) (the “Company’s Financial Results”) published by the Company on August 7, 2025 (3,131,990 shares) from the total number of issued shares of the Company as of June 30, 2025 as stated in the Company’s Financial Results (48,269,212 shares) (rounded to two decimal places; the same applies hereinafter with respect to the calculation of the shareholding ratio).

The Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 25,285,200 shares (shareholding ratio: 56.02%), and if the total number of shares, etc. tendered in the Tender Offer (the “Tendered Shares, Etc.”) is less than the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Shares, Etc. On the other hand, as stated above, the Tender Offeror intends to take the Company Shares private by acquiring all of the Company Shares, and therefore it has not set a maximum number of shares to be purchased. If the total number of the Tendered Shares, Etc. is equal to or exceeds the minimum number of shares to be purchased (25,285,200 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

The minimum number of shares to be purchased (25,285,200 shares) is the number of shares (25,285,200 shares) obtained by (i) multiplying the number of voting rights (451,372 rights) pertaining to the Base Number of Shares (45,137,222 shares) by two-thirds ( $2/3$ ) (300,915 rights (rounded up to the nearest whole number)), (ii) deducting therefrom (x) the number of voting rights (1,363 rights) pertaining to the number of shares held by the Company’s Directors (136,300 shares) out of the Restricted Shares (281,400 shares) and (y) the number of voting rights (46,700 rights) pertaining to the number of Shares Agreed Not to Be Tendered (4,670,000 shares) (Note 7), and (iii) multiplying the result (252,852 rights) by the number of shares constituting one (1) unit (100 shares) of the Company Shares. As the purpose of the Tender Offer is for the Tender Offeror to acquire all of the Company Shares, and to take the Company Shares private, and in light of the fact that a special resolution at a general meeting of shareholders as stipulated in Article 309, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the “Companies Act”) is required for implementing the procedures for the Share Consolidation (as defined in “(5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)” below; the same applies hereinafter), in order to ensure the implementation of Transactions, the minimum number of shares to be purchased has been set so that after the Tender Offer, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares will hold two-thirds ( $2/3$ ) or more of the total number of voting rights of all shareholders of the Company, thereby fulfilling this requirement. For details on the relationship between the minimum number of shares to be purchased in the Tender Offer and the majority of minority, please refer to “(vii) Setting the minimum number of shares to be purchased that exceeds the majority of minority” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

Note 7: The Restricted Shares may not be tendered in the Tender Offer because they are subject to transfer restrictions. However, at the board of directors meeting held today, the Company has its opinion in favor of the Tender Offer and to recommend that the shareholders of the Company tender their shares in the Tender Offer; and all the Company’s Directors exercised their voting rights in favor of the resolution. Therefore, if the Tender Offer is successfully completed, the Tender Offeror believes that all of the Company’s Directors will likely agree to the Squeeze-Out Procedures. Therefore, in considering the minimum number of shares to be purchased, the number of voting rights pertaining to the number of Restricted Shares held by the Company’s Directors has been deducted.

In addition, if the Tender Offeror fails to acquire all of the Company Shares through the Tender Offer, the Tender Offeror plans to implement a series of procedures to take the Company Shares private (the “Squeeze-Out Procedures”) after the successful completion of the Tender Offer as stated in “(5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)” below.

If the Tender Offer is successfully completed, the Tender Offeror will receive an investment of up to 27 billion yen from the Offeror Parent Company by one (1) business day prior to the commencement date of settlement for the Tender Offer (the “Settlement Commencement Date”), and a loan up to 53 billion yen (the “Bank Loan”) from MUFG Bank by the business day immediately preceding the Settlement Commencement Date, and the Tender Offer plans to use these funds to cover the settlement funds for the Tender Offer. The details of the loan terms for the Bank Loan will be determined in the loan agreement relating to the Bank Loan following separate discussions with MUFG Bank, but it is anticipated that the shares of the Tender Offeror held by the Offeror Parent Company and the Company Shares acquired by the Tender Offeror through the Tender Offer will be pledged as collateral in the loan agreement relating to the Bank Loan.

Furthermore, in the Basic Transaction Agreement, the Tender Offeror has confirmed, with the Nishimura Family Shareholders, that (i) the Shareholders Who Agreed to Tender Their Shares will invest in the Offeror Parent Company (the “Re-Investment”) and (ii) for the purpose of converting the Company Shares held by the Shareholders Who Agreed Not to Tender Their Shares into the shares of the Offeror Parent Company and for other purposes, the Tender Offeror will implement an absorption-type merger where the Tender Offeror shall be the surviving company and the Nishimura International Scholarship Foundation and MN Holdings shall be the absorbed company (the “Merger”) and a share exchange where the Offeror Parent Company shall be the wholly owning parent company and the Tender Offeror after the Merger shall be the wholly owned subsidiary company resulting from the share exchange (the “Share Exchange”; collectively with the Merger and the Re-Investment referred to as the “Re-Investment Etc.”) (Note 8). The Re-Investment Etc. is intended to be carried out after the completion of the Squeeze-Out Procedures, and it is anticipated that the aggregate percentage of voting rights of the Offeror Parent Company to be held by the Nishimura Family Shareholders will be 34 % of the total voting rights. Please refer to Note 14 below for the reason for implementing the Re-Investment Etc. In order not to conflict with the intent of the regulation on uniformity with respect to tender offer prices (Article 27-2, Paragraph 3 of the Act), the valuation of the Company Shares, which serves as the basis for determining the consideration per share of the Offeror Parent Company’s shares in the Re-Investment Etc., will be set at 1,960 yen, the same price as the Tender Offer Price (subject to a formal adjustment based on the ratio of the consolidation of the Company Shares in the Share Consolidation to be implemented as part of the Squeeze-Out Procedures).

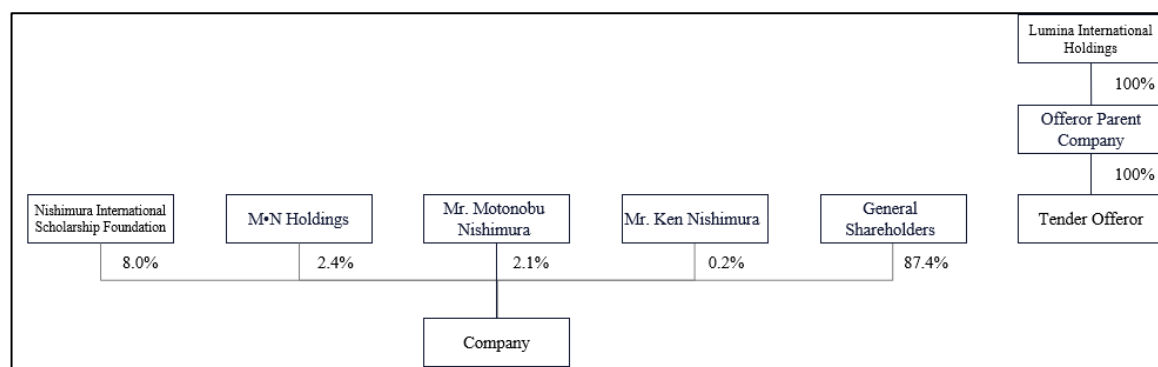
Note 8: As described in “(5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)” below, in the event that shareholders other than the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares (the “Major Shareholders”) exist after the Share Consolidation, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares plan to implement a share lending transaction for the Company Shares (the “Share Lending”) as part of the Squeeze-Out Procedures after the Company receives an exemption from its obligation to file annual securities reports, following which the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares also plan to implement the procedures to make the Company’s shareholders solely the Tender Offeror and the

Shareholders Who Agreed Not to Tender Their Shares, including another consolidation of the Company Shares (the “Second Share Consolidation”).

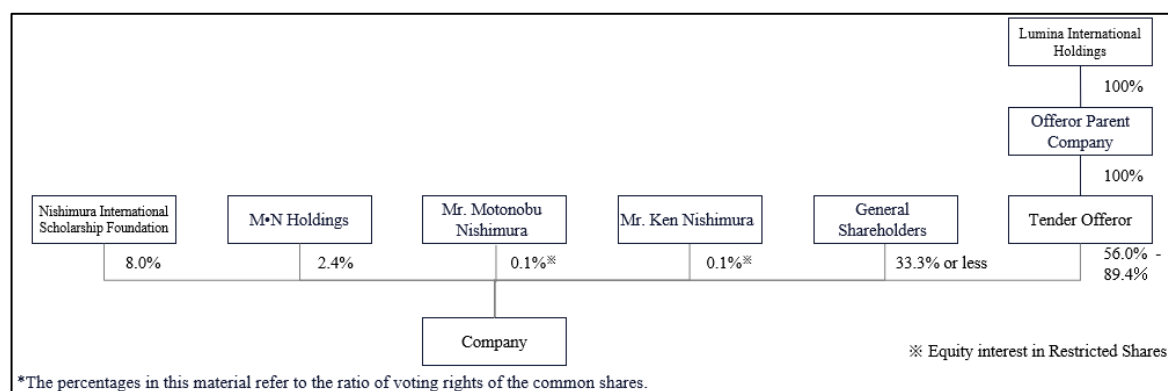
Note 9: As stated in “(B) Management policy after the Tender Offer” in “(ii) Background, purpose and decision-making process leading to the Tender Offeror’s decision to implement the Tender Offer, and management policy after the Tender Offer” below, the reason for implementing the Re-Investment Etc. is that, in the situation where Mr. Motonobu Nishimura and Mr. Ken Nishimura intend to continue to participate in the overall management of the Company toward its business growth even after the successful completion of the Tender Offer, Mr. Motonobu Nishimura, Mr. Ken Nishimura, and MN Holdings, which is the asset management company of Mr. Ken Nishimura will retain their status as shareholders even after the Transactions, so that Mr. Motonobu Nishimura and Mr. Ken Nishimura continue to participate in the management of the Company with a high level of commitment toward enhancing its corporate value. Additionally, the Nishimura International Scholarship Foundation, which aims to provide scholarship assistance to international students and invites faculty members from countries and regions in Southwest Asia, Southeast Asia and East Asia, as well as Japanese students who contribute to promoting international mutual understanding and international exchange, thereby enabling them to continue their studies, education and research in a more enriched manner, will continue to indirectly hold the Company Shares through the Re-Investment Etc. even after the Transactions, and the Tender Offeror believes that its indirect holding of the Company Shares through the Re-Investment Etc. is meaningful, as maintaining the operations of the Nishimura Scholarship Foundation in its current form contributes to the development of the industry in which the Company is involved through the development of talented individuals who can contribute to the economic development of each of the Asian countries and regions where the Company operates, as well as to the development of education and culture of each country and region by promoting international mutual understanding among Asian countries and regions, including Japan, and providing opportunities to accept and deeply understand diverse values through field trips, training trips, and exchange programs for scholarship students. Thus, since the Re-Investment Etc. was considered independently of whether or not the Nishimura Family Shareholders would tender their shares in the Tender Offer, the Tender Offeror believes that it does not conflict with the regulation on uniformity with respect to tender offer prices (Article 27-2, Paragraph 3 of the Act).

A summary of the overview of the Transactions as currently envisioned is as follows. The percentages below indicate the relevant common stock voting rights ratios.

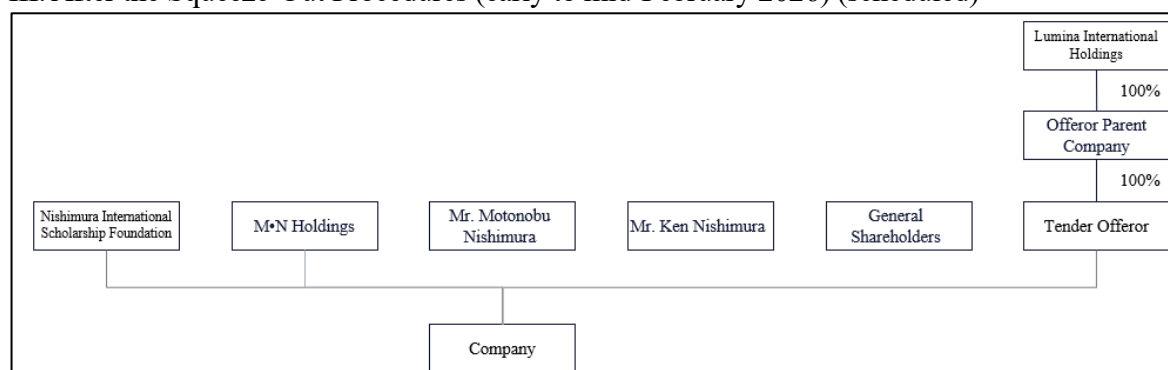
I. Before the implementation of the Tender Offer (Current Status)



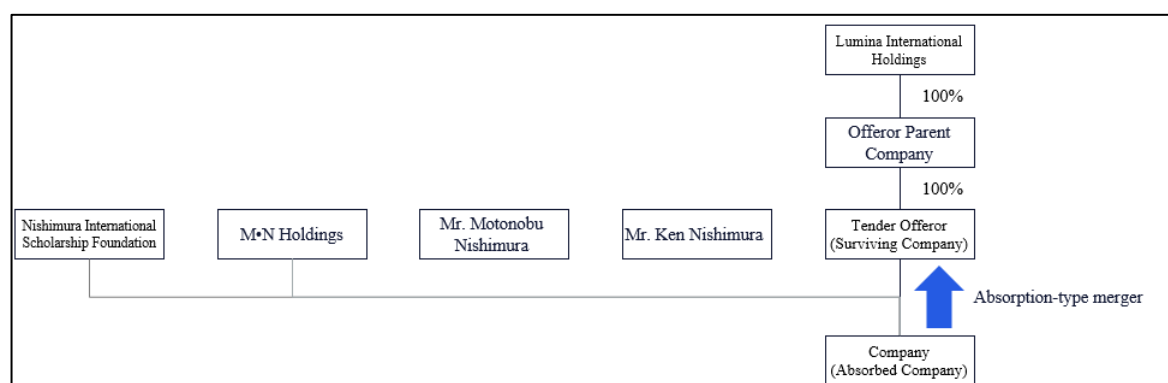
## II. After the successful completion of the Tender Offer (Mid-November 2025)



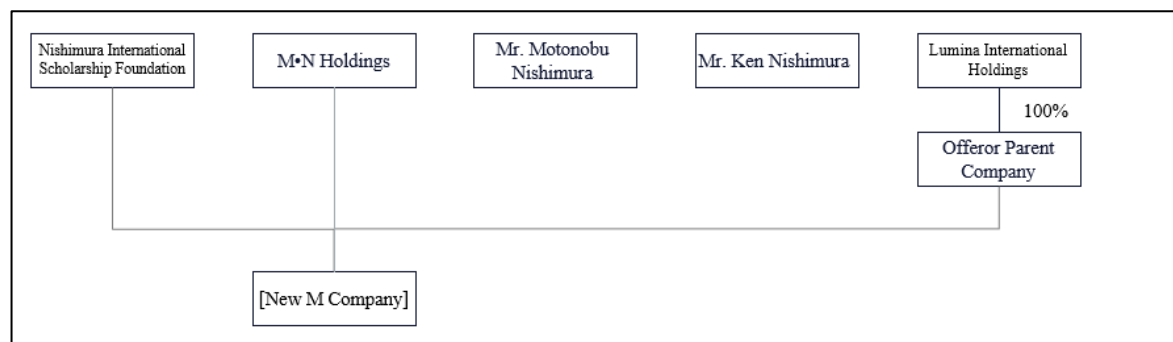
## III. After the Squeeze-Out Procedures (early to mid-February 2026) (scheduled)



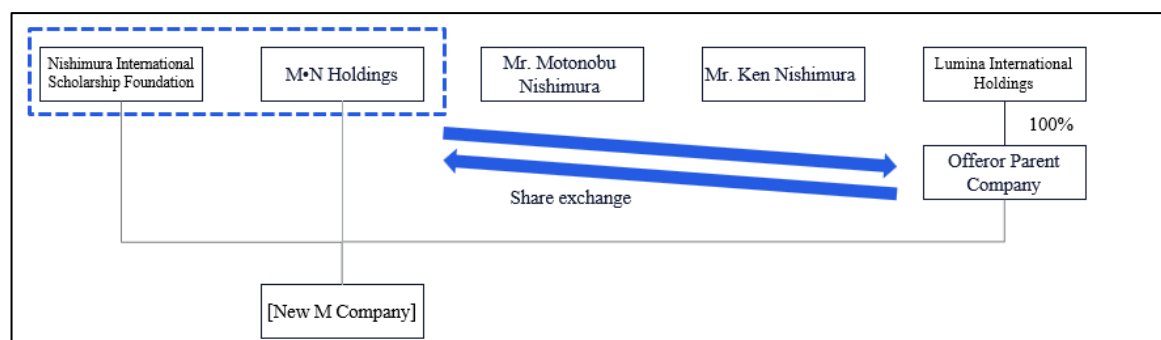
## IV. Absorption-Type Merger (early to mid-April 2026) (scheduled)



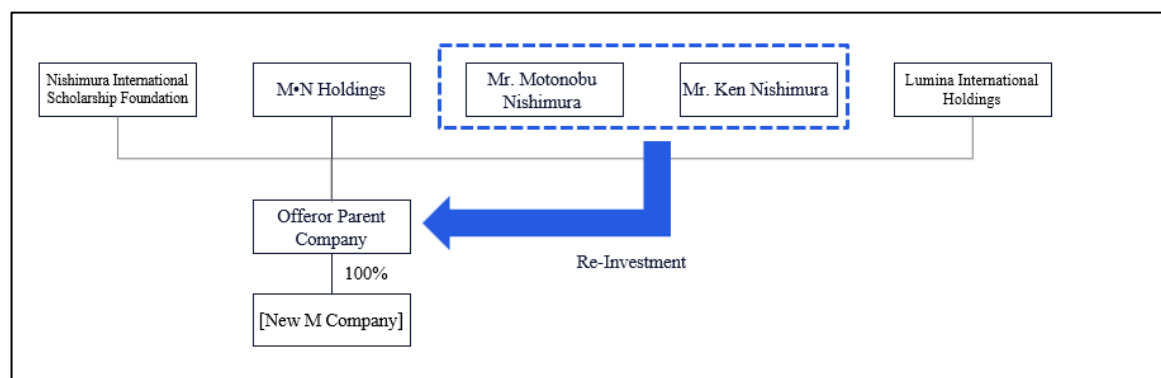
## V. After the Absorption-Type Merger (early to mid-April 2026) (scheduled)



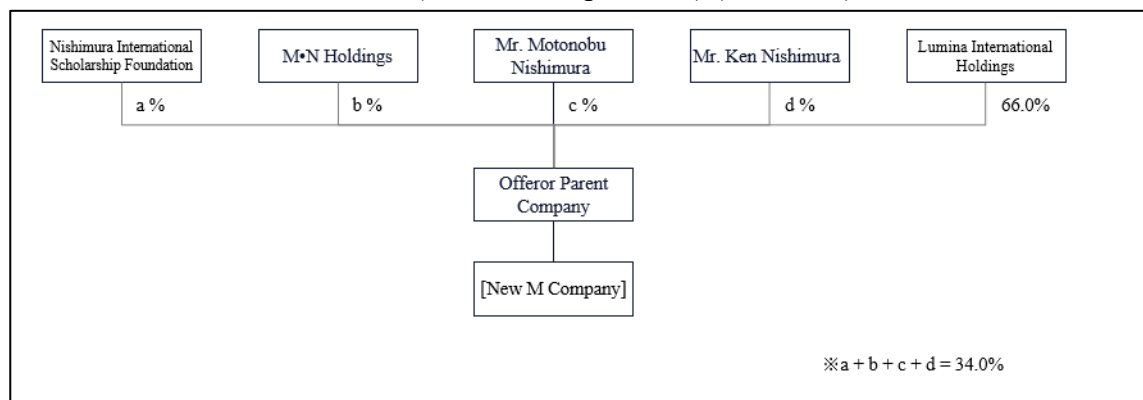
## VI. Share Exchange (early to mid-April 2026) (scheduled)



## VII. Re-Investment Etc. (mid to late-April 2026) (scheduled)



## VIII. After the Re-Investment Etc. (mid to late-April 2026) (scheduled)



According to the Tender Offeror, in the event that purchase, etc. for all of the Tendered Shares, Etc. in the Tender Offer is implemented, it may constitute a change in indirect control over

PT MANDOM INDONESIA Tbk, the Company's listed subsidiary in Indonesia, and upon such change in control, it may be obliged to conduct a tender offer for the common shares of PT MANDOM INDONESIA Tbk under the laws of Indonesia. As of today, the Tender Offeror is currently in the process of making inquiries with the Indonesian authorities. Depending on the results of such inquiries, the Tender Offeror may, either on its own or through the Company, conduct a tender offer in Indonesia targeting the common shares of PT MANDOM INDONESIA Tbk (the "Indonesian Tender Offer") after the completion of the settlement of the Tender Offer. The tender offer price for the Indonesia Tender Offer has not been decided as of today and the period for purchase etc. in the Indonesian Tender Offer is specified as thirty (30) days under the laws of Indonesia. Under the laws of Indonesia, it is not possible to set an upper or lower limit on the number of shares to be purchased, and there is an obligation to purchase all tendered shares.

- (ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer
- (A) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer

The Company was established in December 1927 as Kintsuru Perfume Corporation and began to manufacture and sell perfumes, cosmetics, and soaps. As its first step in overseas business, in 1958 TANCHŌ CORPORATION began cosmetic production activities in Manila, the Philippines. After subsequently changing its trade name to "Mandom Corporation" in 1971, the Company commenced sales of its upscale men's cosmetics "Gatsby" brand in 1978. In addition, between 1988 and 1993, the Company established joint ventures in Singapore, Taiwan, Thailand, the Philippines, and Hong Kong, and in 1993 the Company expanded its overseas businesses through initiatives such as listing P.T. TANCHŌ INDONESIA (currently PT MANDOM INDONESIA Tbk) on the Jakarta Stock Exchange (currently the Indonesia Stock Exchange). In addition, the Company Shares were listed on the Second Section of the TSE in January 2002, and following a designation change in their issue to the First Section of the TSE in March 2003, the Company Shares are currently listed on the TSE Prime Market, in accordance with the market restructuring of the TSE in April 2022. As of today, the Company Group is comprised of the Company, 18 subsidiaries, and one affiliate, and the Company Group upholds the Company's founding philosophy that "Mandom is a "human-oriented" company. Guided by our original concepts of Health, Cleanliness & Beauty, we reach boldly beyond the norm to bring wonder and inspiration to people's everyday lives", and primarily engages in the manufacture and sale of cosmetics.

Specifically, the Company believes that it occupies a strong position in the domestic men's cosmetics and styling markets by providing a variety of products in the field of cosmetics marketed towards men, such as facial cleansers, hair styling agents, body care products, and shaving-related goods, through its brands, which include the "Gatsby" and "Lucido" brands. In addition, with respect to cosmetics for women, the Company has developed a range of basic cosmetics including cleansers, lotions, and emulsions, centered around skincare brands such as the "Bifesta" brand. The Company Group has established three business segments for its Japan Business, Indonesia Business, and Other Overseas Business, and has been advancing its global development focused on Asia. By responding meticulously to the



market conditions, consumer preferences, lifestyles, and purchasing power, and other characteristics of each region, the Company Group has been planning to create and revitalize markets.

The environment surrounding the Company varies greatly between Japan and overseas. In the Japanese market, due to the progression of population decline and an aging society, the demographic composition of the young people who have been the main target of the Company's "Gatsby" brand has been shrinking, and this trend is expected to accelerate in the future. On the other hand, in the ASEAN region, including Indonesia, the Company believes that there is significant room for future market expansion due to growing populations and economies, and the Company believes that this will serve as an important region in which opportunities for it to grow are expanding. Under this business environment and based on the results of the 13th Middle-Range Planning "MP-13," which began in fiscal year 2021, the Company is aware of decreases in profitability in its Japan Business and Indonesia Business, as well as the underperformance of its Indonesia Business, as management issues. In particular, amidst cost increases caused by reduced consumption and production volumes due to reduced opportunities for consumers to go out in addition to rising raw material prices, price increases to offset rising costs have not been fully passed on to consumers in the low- and mid-priced cosmetics and daily necessities market, the Company's primary business market, which has resulted in a business structure with low profitability. In addition, the Indonesian market has significant room for growth, but although proactive marketing investment in that market had originally been necessary, the Company's marketing investments were insufficient. This resulted in a delay in responding to changes in the market environment and the Company's inability to improve product competitiveness and profitability in the Indonesian market. As stated above, consumer values and trends have been rapidly diversifying with the progression of globalization, and the Company believes that more aggressive and innovative business operations will be required in order to quickly and flexibly respond to these changes. Based on this understanding of its business environment, since April 2024 the Company Group has been advancing its 14th Middle-Range Planning "MP-14" (the "Middle-Range Planning"), with an initial fiscal year of 2024. The Middle-Range Planning is positioned as the plan to address issues identified early on in the "MP-13" and build a foundation for sustainable growth for "VISION2027," the medium- to long-term plan spanning from 2017 to 2027 to realize the Company's desired state for its 100th anniversary in 2027 and the next 100 years. According to the Middle-Range Planning, the Company is aiming to become a truly global company and to enhance its corporate value by increasing both its economic and social value, specifically by promoting the following initiatives.

- a) Improving profitability of the Japan Business and searching for new growth engines

The Company Group considers the recovery of business performance in its Japan Business, which form the core of its consolidated results, to be its top-priority challenge. Since the start of the Middle-Range Planning, the Company Group has been reviewing each element of its value chain, including strengthening collaborations with suppliers and strategic procurement. In Japan, sales for the fiscal year ending March 2025 increased by 6.2% compared to the fiscal year ending March 2024, and segment profit for the fiscal year ending March 2025 increased by 172.2% compared to the fiscal year ending March 2024, demonstrating that such review has resulted in a certain degree of improvement in

profitability. The Company Group will continue to advance its review of each element of the value chain in parallel with business development which prioritizes contributing to consumers through Company Group products in order to realize sustainable growth for the Company Group.

On the contrary, as the Company believes that competition in the current market environment with existing competitors and imported products from overseas can be expected to further intensify due to anticipated population decline and a future slowdown in real GDP (Note 10) growth, in order to realize stable growth, the Company Group has decided to continue to proactively take on new challenges aimed at acquiring growth engines which will sustain the Japan Business in the future by utilizing the funds obtained through the improved profitability acquired by reviewing each element of the value chain.

Note 10: “Real GDP” is the measure of a country’s GDP (the total value of goods and services produced domestically within a certain period) adjusted by using the price level of a given base year to remove the effects of price fluctuations.

b) Improving profitability of the Indonesia Business

In May 2024, the Company Group revamped its management team in the Indonesia Business and has been working on improving profitability. Specifically, for its digital strategy, the Company Group believes that these efforts have been producing certain effects, including sales growth through active marketing investments such as strengthening its e-commerce channels and using influencer advertising, cost control of raw materials and packaging through strengthened collaboration with the Japan Business, and improved production efficiency through production management utilizing IoT, and will continue to advance its profitability improvement.

c) Business promotions in the ASEAN area (other than Indonesia) in Other Overseas Business

With respect to the Other Overseas Business segment, which previously handled both business activities in countries in which the Company Group had already established a presence (other than Indonesia) and business development in new countries, the Company Group has separated business development in new countries and renamed the segment to the Northeast Asia, Southeast Asia, and India business segment. This change aims to increase focus on business activities in countries in which the Company Group had already established a presence and pursue business expansion and growth in such countries.

The Company believes that among its existing markets, populations and market sizes in the ASEAN area are continuing to grow, and that such area will come to have economic growth rates higher than those in Japan. Taking into account this external environment, the Company Group has positioned its businesses in the ASEAN area (excluding Indonesia) as growth drivers for the future and will continue to work on further achieving quantitative growth therein.

On the other hand, Mr. Motonobu Nishimura and Mr. Ken Nishimura have been leading the growth of the Company for many years under the corporate philosophy of “Mandom is a “human-oriented” company. Guided by our original concepts of Health, Cleanliness & Beauty, we reach boldly beyond the norm to bring wonder and inspiration to people’s everyday lives”. Mr. Motonobu Nishimura and Mr. Ken Nishimura believed that this philosophy is extremely

important as a foundation to help each and every consumer achieve physical and mental health and happiness - in other words, well-being. Mr. Motonobu Nishimura and Mr. Ken Nishimura have consistently supported consumers, embraced diverse values and needs, and worked to create a society where people can freely express themselves through their products and services, thereby promoting the expansion of the Company's business both domestically and internationally. As a result, they believed that the Company has established a solid brand position in the Japanese market and has grown into a company with high brand recognition and market share in the Southeast Asian market.

However, due to recent changes in consumer behavior, such as growing demand for high-end products, acceleration of digital shift (Note 11), rising manufacturing costs due to increases in raw material prices and labor costs, intensifying competition in the Southeast Asian market due to emergence of new brands from Asia and other factors, they have come to believe that simply maintaining the traditional business model will make it difficult to secure a competitive advantage. In particular, considering the slowing growth pace of the Japanese market and the high growth potential of the Southeast Asian market, they believed that it was necessary to accelerate strategic initiatives, such as fundamental improvements in profitability and marketing investments to enhance brand value in each country, and that it was essential to establish a management environment that would enable the Company to focus on long-term growth strategies without being affected by short-term performance fluctuations. In light of these environmental changes, Mr. Motonobu Nishimura and Mr. Ken Nishimura concluded that a fundamental management reform of the Company was unavoidable, and that the establishment and execution of a new growth strategy that goes beyond the mere extension of existing approaches was necessary to achieve the Company's sustainable growth.

Note 11: "Digital shift" refers to efforts by companies to shift their current operations or products and services from analog form to digital form, as well as the resulting business changes.

Mr. Motonobu Nishimura and Mr. Ken Nishimura believe that in order to execute long-term strategies, such as maintaining and strengthening the competitiveness of the Company's core business, transforming its business model, and accelerating its global expansion, it is necessary to make concentrated and flexible investments and conduct M&A transactions at an early stage in a rapidly changing market environment. At the same time, they are also concerned that short-term earnings may deteriorate due to the necessity for incurring temporary expenses and making upfront investments. Therefore, in order for the Company to flexibly address management issues without being affected by short-term performance fluctuations and to achieve sustainable enhancement of corporate value in the medium to long term under a stable management structure, they have concluded that the Transactions, including the privatization of the Company Shares, are the best option, as it would enable Mr. Motonobu Nishimura and Mr. Ken Nishimura to continue their involvement in the management of the Company while maintaining the Company's management philosophy and corporate culture, as well as maintaining and building relationships with its business partners, under conditions where the Company Shares are taken private and demands from general shareholders for short-term profit increases are eliminated.

Under these circumstances, from around early September 2024, Mr. Motonobu Nishimura and Mr. Ken Nishimura received offers regarding potential partnerships, including a transaction to take the Company private, from two private equity funds (including CVC), via Citigroup Global Markets Japan Inc. ("Citigroup"), which had been providing proposals and information to Mr. Motonobu Nishimura and Mr. Ken Nishimura regarding the Company's capital policy and

medium- to long-term corporate value enhancement measures. They held several meetings with both funds and exchanged a wide range of opinions on the Company's management issues and business strategies, the potential for collaboration with the Company, and measures to enhance the Company's corporate value.

Through initial analysis based on such exchanges of opinions and publicly available information, etc., CVC highly evaluated the Company's strong business foundation, potential for continuous growth, and unrecognized potential corporate value. From these perspectives, CVC concluded that, after taking the Company Shares private, it would be possible, by utilizing CVC Funds' financial support as well as their existing investment portfolio, industry network, expertise in management, M&A and digital domain in the global and Asian regions, to provide multi-faceted growth support as follows: (i) further expansion and improvement of the Company's existing businesses; (ii) support for the fundamental improvement of the management system and organization; (iii) support for exploring and executing discontinuous growth opportunities through M&A, business alliances, etc.; and (iv) support for business development and value chain reinforcement in the global market. In parallel with the steady implementation of the Company's ongoing structural reforms, CVC considered that bold strategic measures (such as entering into new markets (e.g., countries and products not currently covered) and launching new services) that would have entailed significant risks and constraints for the Company alone could be implemented with the active support of CVC and CVC Funds, thereby enabling the maximization of corporate value over the medium to long term. Therefore, through the exchange of opinions, CVC explained to Mr. Motonobu Nishimura and Mr. Ken Nishimura that it would be possible to provide the following supports.

(a) Further expansion and improvement of the Company's existing businesses

For the Company's main brands, CVC will support the Company in revitalizing and adding higher value to its brands by leveraging existing brand assets, implementing highly successful marketing measures by carrying out PDCA cycles through data collection, analysis and verification in marketing based on objective data, further differentiating within their categories, and establishing a PDCA-based management system with KPI (Note 12) for each brand. Additionally, in core markets mainly in Japan and the Asia-Pacific region, CVC will support business restructuring tailored to each region's characteristics. Specifically, in the Indonesian market, CVC will work to revitalize the business through reinforcement of the supply chain, etc. while also supporting operational optimization and profitability improvements by strengthening the utilization of EC channels and D2C (Note 13) models.

Note 12: "KPI" is an abbreviation for "Key Performance Indicator," which refers to important performance evaluation indicators used to measure the degree of achievement of business objectives.

Note 13: "D2C" is an abbreviation for "Direct to Consumer," which refers to the direct sale and provision of services to users through EC (electronic commerce) sites and other means.

(b) Support in the fundamental improvement of the management system and organization

CVC will support the introduction of a KPI monitoring system to formulate medium- to long-term growth strategies and manage their progress. CVC will emphasize data-based, visualized business management, and establish a management system based on monthly budget

management and business KPI monitoring. In addition, CVC will support the establishment of a project management office (Note 14) and the formation of internal and external task forces to execute key management policies, thereby establishing a system for more efficiently and effectively identifying company-wide issues and implementing PDCA cycles for policy execution. In areas where additional human resources are required at the management level and in core departments, CVC will provide human resources support, including scouting and introduction of management and functional personnel from its network. Particularly, in key areas such as management control, DX (Note 15) promotion, and global strategy, CVC will support the Company in strengthening its organizational capabilities by engaging external experts.

Note 14: A “project management office” refers to a department or structural system that provides cross-functional support for individual project management within an organization.

Note 15: “DX” is an abbreviation for “digital transformation,” which refers to the provision of new value and experiences through the use of digital technology and the transformation of society.

- (c) Support in exploring and executing discontinuous growth opportunities through M&A, business alliances, etc.

CVC will support Company in strengthening its domestic business and accelerating its expansion into the Southeast Asian market through proactive M&A and establishment of strategic partnerships by utilizing CVC’s network and insights into PMI (Note 16).

Note 16: “PMI (Post Merger Integration)” refers to the integration process to maximize the integration effects of M&A as initially planned.

- (d) Support in business development and value chain reinforcement in the global market

Taking into account the Company’s growth potential in the Asian region, CVC will support the Company in strengthening its regional expansion strategy to enhance its presence in the global market. CVC will support the Company in expanding its sales and distribution infrastructure in Southeast Asian countries with significant growth potential (e.g., Malaysia, Thailand, Taiwan, etc.), utilizing CVC’s multiple local bases and CVC Funds’ network with their existing portfolio companies to the fullest extent possible, and strengthening collaboration with local retailers and channel partners to expand distribution channels and create new business opportunities.

As a result, in early November 2024, Mr. Motonobu Nishimura and Mr. Ken Nishimura determined that CVC is the most suitable partner for maximizing the medium- to long-term corporate value of the Company from the following perspectives. Regarding the other private equity fund that made an offer about potential partnerships, including the privatization of the Company Shares, no concrete discussions had commenced and no letter of intent had been submitted at that time.

- a. Deep understanding in the Company’s business environment, management issues, and strategic direction

Mr. Motonobu Nishimura and Mr. Ken Nishimura concluded that CVC is a reliable and the most suitable partner, since CVC has an accurate understanding of the management issues of the

Company in order to enhance its corporate value (e.g., maintaining and strengthening the competitiveness of core brands, restructuring the product portfolio, revitalizing overseas business growth accompanied by improved profitability, and promoting DX), taking into account the changes in the external environment that the Company is facing (e.g., changes in consumer behavior, diversification of sales channels, and globalization of competition), based on ongoing discussions with CVC, and industry and competitor analysis conducted through CVC's global network, and CVC shared the same opinion on the strategic direction that the Company should take.

b. CVC's strong network and extensive experience in Southeast Asia, particularly Indonesia, which is important for realizing the Company's future growth strategy  
CVC has multiple local bases in Southeast Asian countries, including Indonesia, and a professional network that is well versed in the business environment of each country. In addition, the Company can utilize the partnerships with CVC Funds' existing portfolio companies. Therefore, CVC is an extremely effective support partner in assisting the Company in executing its key strategies of "regrowing its Indonesian business" and "expanding its presence in Asian countries". The Company will also be able to strengthen its local sales channels, establish a product development system tailored to local needs, and strengthen its distribution and supply chains.

c. Industry expertise based on extensive investment experience in the consumer sector in Asia  
CVC and CVC Funds have invested in numerous consumer-related companies in Asia and supported their growth. The knowledge regarding the consumer industry and companies in Asia gained from the experience of these investments can be shared with the Company through consultation and can be utilized not only to enhance the Company's marketing strategy, review its procurement structure, and optimize its logistics, but also to create effective synergies in terms of sales and costs in areas such as sales channels and sales promotion measures through collaboration between the Company and CVC Funds' existing portfolio companies.

d. Support in digital domain / DX promotion  
Mr. Motonobu Nishimura and Mr. Ken Nishimura believe that, in Southeast Asia, data-driven marketing (Note 17) through SNS and EC platforms is rapidly becoming mainstream. Accordingly, strengthening the digital domain is an essential theme for the Company to maintain and expand its competitive advantage in the future. Under these circumstances, by utilizing CVC's dedicated support platforms, including CVC Digital Hub (Note 18) and its collaboration systems with over 700 solution vendors, as well as its cybersecurity systems and AI application examples, and through the establishment of a specialized team system that includes the Company's internal departments and external advisors, CVC will be able to make concrete contributions to improving Company's corporate value by promoting DX in the areas of marketing, business processes, and business management in an integrated manner.

Note 17: "Data-driven marketing" refers to marketing based on objective data, which involves collecting, analyzing, and verifying data to implement a PDCA cycle and aims for highly successful marketing measures.

Note 18: "CVC Digital Hub" refers to a comprehensive digital support platform for portfolio

companies, staffed by DX and AI professionals from CVC. It leverages services from over 700 software, cloud, and hardware providers, offers support during cyber incidents, and facilitates digital-related events and knowledge/know-how sharing.

Therefore, on February 20, 2025, Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC entered into a basic agreement setting forth the matters that shall serve as the basis for negotiating the Shareholders Agreement, exclusive negotiation rights and other matters (except for the exclusive negotiation rights and general provisions, a non-legally binding agreement) (the “Basic Agreement”), as they proceed with discussions to realize the Transactions and CVC submitted a non-legally binding proposal to the Company proposing to take the Company Shares private through the Tender Offer (the “Initial Letter of Intent”). The validity period of the Basic Agreement has already expired as of today. Subsequently, in late May 2025, CVC received a response from the Company stating that, after reviewing the content of the Initial Letter of Intent, it had decided to accept CVC’s due diligence on the Company from late May to late July of the same year on the premise of taking the Company Shares private.

CVC and the Nishimura Family Shareholders jointly appointed (i) Citigroup in early November 2024 and (ii) Nomura Securities Co., Ltd., who is scheduled to be appointed as the Tender Offer Agent.) in late July 2025 as financial advisors, and CVC appointed (iii) Nagashima Ohno & Tsunematsu as a legal advisor in early November 2024, all of which are independent of CVC, CVC Funds, the Offeror, the Offeror Parent Company, Lumina International Holdings Limited (“Lumina International Holdings”; which owns all of the voting rights of the Offeror Parent Company as of today), and the Nishimura Family Shareholders (collectively, the “Offerors”) as well as the Company.

On July 31, 2025, based the results of due diligence conducted from late May to late July 2025, the Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura conducted a multi-faceted and comprehensive analysis of the Company’s business and financial condition, and proposed the Tender Offer Price at 1,600 yen, a price that is 11.19% (rounded to two decimal places; the same applies hereinafter with respect to the calculation of the premium rates) higher than the closing price of the Company Shares on July 30, 2025 (1,439 yen), 11.65% higher than the average closing price for the past month (1,433 yen) (rounded to the nearest whole yen; the same applies hereinafter with respect to the calculation of the simple average closing prices), 15.77% and 19.40% higher respectively than the average closing price for the past 3 months (1,382 yen) and the average closing price for the past 6 months (1,340 yen). However, on August 12, 2025, the Company requested a revision of the Tender Offer Price, claiming that the proposed price was significantly lower than the premium levels offered in past MBO cases and was therefore insufficient. In response to this, on August 21, 2025, the Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura submitted the second proposal to the Company, setting the Tender Offer Price at 1,650 yen, a price that is 14.66% higher than the closing price of the Company Shares on August 20, 2025 (1,439 yen), 15.38% higher than the average closing price for the past month (1,430 yen), 18.03% and 21.15% higher respectively than the average closing price for the past 3 months (1,398 yen) and the average closing price for the past 6 months (1,362 yen). However, on August 22, 2025, the Company requested a revision of the Tender Offer Price, claiming that the proposed price was significantly lower than the premium levels offered in past MBO cases and there is a significant discrepancy when compared to the intrinsic value, which was considered based on the value of the shares and the earning power of the Company. In response to this, on August 25, 2025, the Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura submitted the third proposal to the Company, setting the Tender Offer Price at 1,700 yen, a price that is 17.16% higher than

the closing price of the Company Shares on August 22, 2025 (1,451 yen), 18.72% higher than the average closing price for the past month (1,432 yen), 21.17% and 24.63% higher respectively than the average closing price for the past 3 months (1,403 yen) and the average closing price for the past 6 months (1,364 yen). However, on August 25, 2025, the Company requested a revision of the Tender Offer Price, claiming that the proposed price was still significantly lower than the premium levels offered in past MBO cases and there is a significant discrepancy when compared to the intrinsic value, which was considered based on the value of the shares and the earning power of the Company. In response to this, on August 28, 2025, the Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura submitted the fourth proposal to the Company, setting the Tender Offer Price at 1,750 yen, a price that is 23.41% higher than the closing price of the Company Shares on August 27, 2025 (1,418 yen), 22.21% higher than the average closing price for the past month (1,432 yen), 24.47% and 27.92% higher respectively than the average closing price for the past 3 months (1,406 yen) and the average closing price for the past 6 months (1,368 yen). However, on August 29, 2025, the Company requested a revision of the Tender Offer Price, claiming that the proposed price was still significantly lower than the premium levels offered in past MBO cases and there is a significant discrepancy when compared to the intrinsic value, which was considered based on the value of the shares and the earning power of the Company. In response to this, on September 1, 2025, the Tender Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura submitted the fifth proposal to the Company, setting the Tender Offer Price at 1,800, a price that is 26.76% higher than the closing price of the Company Shares on August 29, 2025 (1,420 yen), 25.79% higher than the average closing price for the past month (1,431 yen), 27.75% and 31.39% higher respectively than the average closing price for the past 3 months (1,409 yen) and the average closing price for the past 6 months (1,370 yen). However, on September 1, 2025, the Company requested a revision of the Tender Offer Price, claiming that the proposed price was still significantly lower than the premium levels offered in past MBO cases and there is a significant discrepancy when compared to the intrinsic value, which was considered based on the value of the shares and the earning power of the Company. In response to this, on September 4, 2025, the Tender Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura submitted the sixth proposal to the Company, setting the Tender Offer Price at 1,920, a price that is 31.96% higher than the closing price of the Company Shares on September 3, 2025 (1,455 yen), 34.27% higher than the average closing price for the past month (1,430 yen), 35.79% and 39.94% higher respectively than the average closing price for the past 3 months (1,414 yen) and the average closing price for the past 6 months (1,372 yen). However, on September 4, 2025, the Company requested a revision of the Tender Offer Price, claiming that the proposed price was still lower than the premium levels offered in past MBO cases and was still not at a sufficient level when compared to the intrinsic value, which was considered based on the value of the shares and the earning power of the Company. In response to this, on September 5, 2025, the Tender Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura submitted the seventh proposal to the Company, setting the Tender Offer Price at 1,950, a price that is 32.29% higher than the closing price of the Company Shares on September 4, 2025 (1,474 yen), 36.36% higher than the average closing price for the past month (1,430 yen), 37.71% and 41.92% higher respectively than the average closing price for the past 3 months (1,416 yen) and the average closing price for the past 6 months (1,374 yen). However, on September 5, 2025, the Company proposed to raise the Tender Offer Price to as high as 2,100 yen per common share of the Company, claiming that considering the premium levels relative to the most recent price and the average price of the Company Shares over certain periods (1 month, 3 months, 6 months), the proposed price was still not at a sufficient level. In response to this, on September 6, 2025, the Tender Offeror, Mr.



Motonobu Nishimura and Mr. Ken Nishimura submitted the eighth proposal to the Company, setting the Tender Offer Price at 1,960 yen, a price that is 33.33% higher than the closing price of the Company Shares on September 5, 2025 (1,470 yen), 37.06% higher than the average closing price for the past month (1,430 yen), 38.22% and 42.55% higher respectively than the average closing price for the past 3 months (1,418 yen) and the average closing price for the past 6 months (1,375 yen). On September 7, 2025, the Company responded that it accepted the proposed price.

After the above negotiation process, on September 10, 2025, the Tender Offeror decided to set the Tender Offer Price at 1,960 yen and to implement the Tender Offer.

Subsequently, based on the situation where the market price of the Company Shares has remained above the Tender Offer Price since the announcement of the Transactions, in a written communication dated September 19, 2025, the Company and the Special Committee requested the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura to consider raising the Tender Offer Price, with the aim of improving the likelihood of the Tender Offer's success. In response to this, the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura replied to the Company in a written communication dated September 21, 2025 to the effect that they continue to believe that the Tender Offer Price gives the greatest possible consideration to the interests of the Company's general shareholders and contributes to the common interests of the Company's shareholders, and therefore cannot increase the Tender Offer Price.

Subsequently, the Tender Offeror informed the Company on September 24, 2025 that the completion of the acquisition of the Clearance was reasonably expected and thus the Tender Offeror was planning to commence the Tender Offer on September 26, 2025 on the condition that the Conditions Precedent would be satisfied.

Then, as stated in "(i) Overview of the Tender Offer" above, the Tender Offeror confirmed that all of the Conditions Precedent have been satisfied, and today, the Tender Offeror decided to commence the Tender Offer on September 26, 2025.

## (B) Management policy after the Tender Offer

Taking into account the Company's policy that focuses on strengthening its business foundation, enhancing brand value, and further growth in overseas markets in order to achieve sustainable growth, CVC will build close partnerships with the Company's management team and provide support for maximizing its medium- to long-term corporate value in order to realize the Company's long-term growth strategy, by utilizing the financial support capabilities of CVC Funds, their existing portfolio companies, industry networks, and expertise of CVC in the global and Asian regions.

Specifically, CVC plans to implement the following measures to accelerate the future growth of the Company:

- a. Further expansion and improvement of the Company's existing businesses
- b. Support in the fundamental improvement of the management system and organization
- c. Support in exploring and executing discontinuous growth opportunities through M&A, business alliances, etc.
- d. Support in business development and value chain reinforcement in the global market

The Transactions constitute a so-called management buyout (MBO), and Mr. Motonobu Nishimura and Mr. Ken Nishimura intend to continue to be involved in the overall management for the growth of the Company even after the successful completion of the Tender Offer. On September 10, 2025, Lumina International Holdings entered into a shareholders agreement (the “Shareholders Agreement”) with the Nishimura Family Shareholders, which includes the provisions regarding the operation of the Company after the Transactions and the treatment of the shares of the Offeror Parent Company after the Re-Investment Etc. For details of the Shareholders Agreement, please refer to “(i) Basic Transaction Agreement” in “4. Matters relating to material agreements regarding the Tender Offer” below.

In addition, the Offeror expects to dispatch several directors to the Company after the Transactions are implemented, but no decision has been made at this time except as described in a of “(ii) Shareholders Agreement” of “4. Matters relating to material agreements regarding the Tender Offer” below. The policy will be decided after discussion and consideration with the Company after the successful completion of the Tender Offer.

- (iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor

(A) Background to the establishment of a review framework

As described in “(ii) Background, purpose and decision-making process leading to the Tender Offeror’s decision to implement the Tender Offer, and management policy after the Tender Offer” above, the Company commenced specific discussions regarding the Transactions after receiving the Initial Letter of Intent from Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC on February 20, 2025.

As described in “(i) Obtainment by the Company of a share valuation report from an independent third-party appraiser” and “(ii) Advice received by the Company from an independent law firm” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below, considering that the Tender Offer will be implemented as part of the so-called management buyout (MBO), the existence of structural conflicts of interest and information asymmetry, and other matters, to ensure the fairness of the Transactions, including the Tender Offer, and in order to ensure the fairness of the Tender Offer Price, eliminate arbitrariness from the decision-making process of the Tender Offer, and avoid conflicts of interest, taking into account the independence, expertise, and track record of each of the firms below, on March 6, 2025, the Company appointed Mori Hamada & Matsumoto (“Mori Hamada”) as its legal advisor independent of the Tender Offerors and the Company, subject to the approval of the Special Committee, and on March 27, 2025, the Company appointed Daiwa Securities Co., Ltd. (“Daiwa Securities”) as its independent financial advisor and third-party appraiser independent of the Tender Offerors and the Company, with the approval of the Special Committee, and requested Daiwa Securities to conduct a valuation of the Company Shares.

Considering that the Tender Offer will be implemented as part of the so-called management buyout (MBO), the existence of structural conflicts of interest and information asymmetry, and other matters, to ensure the fairness of the Transactions, including the Tender Offer, and in order to ensure fairness of the Tender Offer Price, eliminate arbitrariness from the decision-making process of the Tender Offer, and avoid conflicts of interest, the Company resolved, at a meeting of the board of directors held on March 6, 2025, to establish the

Special Committee comprising three outside directors and independent officers and two outside auditors and independent officers of the Company, who are independent of the Tender Offerors and the Company, as described in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below. With respect to the composition of the Special Committee, the specific matters commissioned to the Special Committee, the authority granted to the Special Committee, and the background of the Special Committee’s deliberations and its determination, please see “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in (6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

The Special Committee approved the appointment of Mori Hamada and Daiwa Securities after confirming that there were no problems with the independence or eligibility of either firm, as described in “(i) Obtainment by the Company of a share valuation report from an independent third-party appraiser” and “(ii) Advice received by the Company from an independent law firm” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

The Company has established a framework within the Company that enables it to conduct discussions and negotiations and make decisions regarding the Transactions from a standpoint independent of the Tender Offerors, with the aim of enhancing its corporate value and securing the interests of its general shareholders, as described in “(vi) Establishment of an independent review framework within the Company” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

On March 19, 2025, the Special Committee appointed Plutus Consulting Co., Ltd. (“Plutus Consulting”) as its own financial advisor and third-party appraiser after confirming that there are no problems with that firm’s independence or eligibility, as described in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

(B) Background to review and negotiations up to the Company’s board of directors meeting held on September 10, 2025

Under the above framework, the Company held multiple discussions and deliberations with the Tender Offerors, and considered the advantages and disadvantages of conducting the Transactions and the appropriateness of the terms of the Transactions, based on the overview of the Tender Offer including the purpose of the Transactions, the impact of the Transactions on the Company, the details of the management policy after the Transactions and the current share price movements, and similar information, with advice from Mori Hamada and Daiwa Securities.

Specifically, after receiving the Initial Letter of Intent from Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC on February 20, 2025, the Company began deliberations and discussions through the Special Committee. On March 24, 2025, the Special Committee sent questions to Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC regarding

matters including the background and reasons for proposing the Transactions, the business environment and management challenges of the Company, the advantages and disadvantages of the Transactions, the management structure and management policies after the Transactions, and the terms of the Transactions. Based on the written responses to those questions received on April 4, 2025, and the responses received on April 21 to the follow-up questions sent on April 11, 2025, the Special Committee conducted interviews with Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC on April 25, 2025 in which it asked questions regarding the above and other matters. In addition, the Special Committee conducted interviews with the CxOs of the Company on May 1, 2025, and with the statutory auditors of the Company (excluding those outside auditors who are members of the Special Committee) on May 9, 2025, and exchanged opinions on the significance of the Transactions and related matters. Furthermore, from late May to late July 2025, the Company underwent due diligence by CVC.

Regarding the Tender Offer Price, the Company received an initial written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura on July 31, 2025 for a Tender Offer Price of 1,600 yen (the “First Proposed Price”). On August 12, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the First Proposed Price be increased to a level that could be presented to the shareholders of the Company as a reasonable price, stating that the First Proposed Price represented a premium to the Company’s most recent share price (the closing price of 1,439 yen as of July 30, 2025) and the simple average share price over the preceding one-month period (1,433 yen), three-month period (1,382 yen) and six-month period (1,340 yen) that was significantly lower than the premium in past MBO transactions, and therefore insufficient. On August 21, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,650 yen (the “Second Proposed Price”). On August 22, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Second Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Second Proposed Price represented a premium to the Company’s most recent share price (the closing price of 1,439 yen as of August 20, 2025) and the simple average share price over the preceding one-month period (1,430 yen), three-month period (1,398 yen) and six-month period (1,362 yen) that was significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company’s share value and profitability. On August 25, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,700 yen (the “Third Proposed Price”). On August 25, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Third Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Third Proposed Price represented a premium to the Company’s most recent share price (the closing price of 1,451 yen as of August 22, 2025) and the simple average share price over the preceding one-month period (1,432 yen), three-month period (1,403 yen) and six-month period (1,364 yen) that remained significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company’s share value and profitability. On August 28, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,750 yen (the “Fourth Proposed Price”). On

August 29, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Fourth Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Fourth Proposed Price represented a premium to the Company's most recent share price (the closing price of 1,428 yen as of August 28, 2025) and the simple average share price over the preceding one-month period (1,432 yen), three-month period (1,408 yen) and six-month period (1,370 yen) that remained significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company's share value and profitability. On September 1, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,800 yen (the "Fifth Proposed Price"). On September 1, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Fifth Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Fifth Proposed Price represented a premium to the Company's most recent share price (the closing price of 1,420 yen as of August 29, 2025) and the simple average share price over the preceding one-month period (1,431 yen), three-month period (1,409 yen) and six-month period (1,370 yen) that remained significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company's share value and profitability. On September 4, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,920 yen (the "Sixth Proposed Price"). On September 4, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Sixth Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Sixth Proposed Price represented a premium to the Company's most recent share price (the closing price of 1,455 yen as of September 3, 2025) and the simple average share price over the preceding one-month period (1,430 yen), three-month period (1,414 yen) and six-month period (1,372 yen) that remained lower than the premium in past MBO transactions, and was still insufficient compared to the intrinsic value in light of the Company's share value and profitability. On September 5, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,950 yen (the "Seventh Proposed Price"), stating that it represented as the best and final offer. On September 5, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting and in order to make every effort to negotiate for the maximum possible price, after confirming that the price to be almost at a reasonable level based on the premium levels in past MBO transactions and the Company's intrinsic value, which was determined by considering its share value and profitability, the Company and the Special Committee requested that the Seventh Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that, with reference to a premium to the Company's most recent share price (the closing price of 1,474 yen as of September 4, 2025) and the simple average share price over the preceding one-month period (1,430 yen), three-month period (1,416 yen) and six-month period (1,374 yen), the Seventh Proposed Price remained still insufficient, and proposed a Tender Offer Price of 2,100 yen per share. Subsequently, on September 6, 2025, the Company received a response from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura to the effect that, while the Seventh Proposed Price was the best price that the Tender Offeror could offer at the time

and any further price increase would present a difficult investment decision for the Tender Offeror, the Tender Offeror had decided, after serious internal deliberation, to agree to the Company's request to raise the Tender Offer Price again in order to maximize the interests of the Company's general shareholders, and a written proposal for a Tender Offer Price of 1,960 yen (the "Eighth Proposed Price"). In response, on September 7, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee responded to the effect that they accepted the Tender Offer Price of 1,960 yen per share subject to a formal decision regarding the Company's opinion to be made by a resolution of the Board of Directors at its meeting to be held on September 10, 2025. With respect to the Eighth Proposed Price, for the determination of the Company, please see "(C) Determination at the Company's board of directors meeting held on September 10, 2025" below, and for the determination of the Special Committee, please see "(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom" in (6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer" below.

The Company received necessary advice from a legal standpoint from Mori Hamada concerning the method and process of decision-making by the Company's board of directors, including the procedures related to the Transactions and other matters to be noted, and received the Report from the Special Committee on September 9, 2025 (for the content of the Report and the specific activities of the Special Committee, please see "(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer" below.). In addition to the Report, the Company received from the Special Committee a share valuation report regarding the results of the valuation of the Company Shares (the "Share Valuation Report (Plutus Consulting)") and an opinion on the fairness of the Tender Offer Price (the "Fairness Opinion") that the Special Committee received from Plutus Consulting as of September 9, 2025. (For a summary of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, please see "(iv) Obtainment of a share valuation report and a fairness opinion by the Special Committee from an independent third-party appraiser" in "(3) Matters relating to calculation" below.)

- (C) Determination at the Company's board of directors meeting held on September 10, 2025
- Based on the above background, at the board of directors meeting held on September 10, 2025, the Company carefully discussed and deliberated from multiple perspectives including whether the Transactions including the Tender Offer would contribute to enhancing the corporate value of the Company, whether the terms of the Transactions, including the Tender Offer Price, are fair, and whether the Transactions are conducted through fair procedures that secure the benefit to be enjoyed by the general shareholders of the Company, while comprehensively taking into account the advice from a legal standpoint received from Mori Hamada concerning points to note in making decisions regarding the Transactions including the Tender Offer, the advice from a financial standpoint received from Daiwa Securities, the content of the share valuation report (the "Share Valuation Report (Daiwa Securities)") obtained by the Company from Daiwa Securities on September 9, 2025, the Share Valuation Report (Plutus Consulting), and the details of the Fairness Opinion (including the range in each share valuation report) obtained by the Special

Committee from Plutus Consulting and also respecting, to the maximum possible extent, the judgment of the Special Committee as indicated in the Report.

As a result, the Company concluded that the Tender Offer would contribute to enhancing the Company's corporate value as described below.

The Company believes that, in order to realize medium- to long-term corporate value enhancement going forward, it will be necessary to continue to improve profitability and explore new growth engines in the Japanese business and formulate digital strategies tailored to local channel structures and consumer behavior toward improving profitability and expanding growth in Indonesia and other ASEAN areas while focusing business efforts on established markets, as described in "(ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer" above. CVC has communicated to the Company in the consultation and negotiation process that it intends to implement specific measures, including (i) further expansion and improvement of the Company's existing businesses; (ii) support for the fundamental improvement of the management system and organization; (iii) support for exploring and executing discontinuous growth opportunities through M&A, business alliances, etc.; and (iv) support for business development and value chain reinforcement in the global market, as described in "(ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer" above. The Company also recognizes that these measures should be actively pursued in order to further enhance the Company's medium- to long-term corporate value, and that the implementation of those measures requires the establishment of a flexible and agile management structure.

However, considering that the above measures involve major changes in business structure and new initiatives, and that significant time and various upfront investments (including strategic investments) will be required before the measures contribute to the Company Group's performance, there is a risk that the Company Group's financial condition and performance will deteriorate in the short term. Therefore, the Company believes that to implement these measures while maintaining its listing could have significant negative impacts on its shareholders, such as a decline in stock price or decreased dividends.

As such, the Company believes that in order to enhance its corporate value from a medium- to long-term perspective while avoiding the above negative impacts on its shareholders, it is necessary to take the Company Shares private by means of a management buyout (MBO) to unify ownership and management, and to establish a management structure in which the Tender Offerors, the Company, and its employees can implement measures promptly, boldly, and in unison, without regard for the short-term assessments of the share market. In addition, Mr. Motonobu Nishimura, as Chairman and Representative Director of the Company, and Mr. Ken Nishimura, as President and Representative Director of the Company, have a thorough knowledge of the Company's business, based on which fact the Company has determined that it is sufficiently reasonable for the Tender Offerors, including Mr. Motonobu Nishimura and Mr. Ken Nishimura, to play a central role in both the management and control of the Company through a management buyout (MBO).

Because MN Holdings is an asset management company owned by Mr. Ken Nishimura, even if it remains a shareholder of the Company after the Transactions, the Company does not expect it to oppose its management policy after the Transactions. The Nishimura Scholarship Foundation is an organization that provides scholarship assistance to international students and visiting faculty from Southwest Asia, Southeast Asia, and East

Asia, as well as to Japanese students who contribute to international understanding and international exchange. Its purpose is to enable them to continue their studies, education, and research to a high standard. Continuing the operation of the Nishimura Scholarship Foundation after the Transactions will contribute to the development of the entire industry in which the Company is involved and to the advancement of education and culture. Furthermore, according to the Tender Offeror, it is expected that the Nishimura Scholarship Foundation will be able to continue its business as a public interest incorporated foundation after the Transactions by securing alternative financing from Mr. Motonobu Nishimura and the CVC Fund until such time as the Company resumes paying dividends. For these reasons, even if the Nishimura Scholarship Foundation remains a shareholder of the Company after the Transactions, the Company does not expect the foundation to oppose its management policy after the Transactions.

Based on the above, the Company has determined that it is desirable for MN Holdings and the Nishimura Scholarship Foundation to remain shareholders of the Company after the Transactions, as there is no concern that this will adversely affect the Company's management, while ensuring that the Company can continue its business under a stable shareholder structure after the Transactions.

The Tender Offeror has stated that it plans to obtain the Bank Loan to fund the settlement of the Tender Offer should it succeed. The Tender Offeror expects that the terms and conditions of the Bank Loan and financial covenants will be established in consultation with financial institutions, taking into account the Company's cash flow and financial position, so as not to impede the Company's business operations or the execution of its growth strategy. The Company has determined, based on the above explanation from the Tender Offeror, that the terms and conditions of the Bank Loan and financial covenants will not affect the Company's operations, even in light of the Business Plan (defined in "(B) Overview of calculations" in "(i) Obtainment by the Company of a share valuation report from an independent third-party appraiser" in "(3) Matters relating to calculation" below.).

It is noted that, if the Company Shares were to go private, it would no longer be able to raise funds through equity financing from capital markets, and such delisting may also affect the Company's ability to secure talented personnel, expand businesses with new partners, and maintain relationships with existing partners, which have been enhanced by the social credibility and name recognition that the Company has enjoyed as a listed company. However, in light of its current financial situation, the Company considers that there is no pressing need for equity financing for the time being, and given that it will be able to take advantage of CVC's relationships with financial institutions and other means of financing, the Company expects to be able to secure the necessary funds for its business. Likewise, taking the Company Shares private will not have a significant impact on the Company's recruiting, expansion of business partnerships, or relationships with existing partners due to the brand power and name recognition that the Company has built up to date. The Company therefore believes that the disadvantages of going private will be limited.

Furthermore, the Company believes that it can enhance its corporate value from a long-term perspective due to the possibility of allocating to the resolution of management challenges the management resources that have been used for listing maintenance costs, which have been increasing due to compliance with the Corporate Governance Code and other regulations, resources and expenses related to disclosure and auditing under the Financial Instruments and Exchange Act, and shareholder relations, including IR-related expenses. In



addition, the Company does not expect any particular disadvantage to arise from becoming a subsidiary of the CVC Fund.

Therefore, the board of directors of the Company has determined that the advantages of taking the Company Shares private outweigh the disadvantages.

Based on the above, the Company's board of directors has concluded that the Transactions, including the Tender Offer, will contribute to enhancing the Company's corporate value.

In the course of such discussions and deliberations, the Company has determined, mainly for the reasons set out in (a) through (d) below, that the Tender Offer Price and the other terms of the Transactions, including the Tender Offer, are reasonable from the perspective of the shareholders of the Company, and that the Tender Offer provides the shareholders of the Company with a reasonable opportunity to sell their Company Shares.

- (a) The Tender Offer Price exceeds the upper limit of the range calculated based on market price analysis and is within the range calculated using the discounted cash flow method ("DCF method") in the results of the valuation of the Company Shares presented in the Share Valuation Report (Daiwa Securities) as described in "(i) Obtainment by the Company of a share valuation report from an independent third-party appraiser" in "(3) Matters relating to calculation" below.
- (b) The Tender Offer Price exceeds the upper limit of the range calculated based on market price analysis and is within the range calculated using the DCF method in the results of the valuation of the Company Shares presented in the Share Valuation Report (Plutus) as described in "(iv) Obtainment of a share valuation report and a fairness opinion by the Special Committee from an independent third-party appraiser" in "(3) Matters relating to calculation" below. In addition, the Special Committee has obtained the Fairness Opinion from Plutus stating that the Tender Offer Price of 1,960 yen per share is fair to the Company's general shareholders from a financial standpoint.
- (c) The Tender Offer Price represents a premium of 30.41% to the closing price of the Company Shares (1,503 yen) on the TSE Prime Market as of September 9, 2025, the business day preceding the announcement of the scheduled commencement of the Tender Offer (September 10, 2025), a premium of 36.49% to the simple average closing price of 1,436 yen over the preceding one-month period, a premium of 37.83% to the simple average closing price of 1,422 yen over the preceding three-month period, and a premium of 42.24% to the simple average closing price of 1,378 yen over the preceding six-month period. Although the premium represented by the Tender Offer Price is not necessarily high in comparison to the premiums offered in 36 other tender offers for shares of target companies that are companies listed on the TSE Prime Market, where the Company is listed, intended to take the target company private through a management buyout (MBO) (excluding transactions where the initially announced tender offer failed, and the transaction was completed through the implementation of a subsequent tender offer) announced after June 28, 2019, when the Ministry of Economy, Trade and Industry published its "Guidelines on Fair M&A Practices," and which were completed on or before September 9, 2025 (for which the mean premium was 43.17% as of the last business day preceding the announcement, 45.63% over the preceding one-month period, 46.77% over the preceding three month period, and 47.17% over the preceding six-month period, and the median premium was 40.85% as of the last business day preceding the announcement, 44.92% over the preceding one-month period, 46.46% over the preceding three month period, and 43.94% over the preceding six-month period), considering that the Company's share

price trending upward, the closing price of the Company Shares having risen from 1,311 yen to 1,503 yen, an increase of 14.65%, over the six-month period preceding 9 September 2025, the business day prior to the announcement date of the scheduled commencement of the Tender Offer (September 10, 2025), it is not unreasonable to consider a longer-term average rather than solely the most recent stock price, and the premium represented by the Tender Offer Price can be judged to be comparable with the median premium over the simple average closing price in each of the abovementioned similar transactions over the preceding six-month period.

- (d) The Company and the Special Committee conducted multiple rounds of negotiations with the Tender Offeror regarding the Tender Offer Price, as a result of which the proposed Tender Offer Price was increased by 360 yen per share (22.5% of the First Proposed Price) from the First Proposed Price of 1,600 yen per share, following the implementation of measures to ensure fairness and avoid conflicts of interest as described in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

Therefore, at the board of directors meeting held on September 10, 2025, the Company resolved to express an opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares therein if it is commenced, as its opinion as of that day.

At the abovementioned board of directors meeting, the Company resolved (i) to commission the Special Committee, upon the commencement of the Tender Offer, (a) to consider whether there has been any change in its opinion stated in the Report, and (b) to inform the board of directors either that there has been no change in its opinion or of its new opinion if there has been a change; and (ii) based on such opinion, to restate its opinion regarding the Tender Offer as of the time the Tender Offer is commenced. For the details of the resolutions at such board of directors meeting of the Company, please see “(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

- (D) Details of examinations from the Company’s Board of Directors meeting held on September 10, 2025 to the Company’s Board of Directors meeting held today, and the determination made at that meeting

On and after September 10, 2025, from time to time the Company made inquiries with the Tender Offeror on the status of the procedures for the Clearance and confirmed the progress thereof, and also continued to make intermittent reviews based on the status of subsequent market prices and shareholder inquiries. In addition, the Special Committee was kept informed of the state of these matters from time to time, and it reviewed whether there were any circumstances that would necessitate changes to the content of the Report and instructed the Company on the policy for discussions, negotiations, and the like with the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura. (For details on processes including the discussions, negotiations, and the like with the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura during this time and the state of considerations of the Transactions by the Special Committee, please refer to “(iii) Establishment of an

independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer” below.)

Following this, the Company was informed by the Tender Offeror on September 24, 2025 that, because the acquisition of the Clearance was reasonably expected to be completed, the Tender Offeror intended to commence the Tender Offer on September 26, 2025, subject to the satisfaction of the Conditions Precedent, and the Company shared this information with the Special Committee. In response to this, as stated in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer” below, the Special Committee conducted further thorough examinations, confirmed that even in light of the circumstances that occurred on and after September 9, 2025 until September 24, 2025, it could find no circumstances that necessitated amending the contents of the Report, and on September 24, 2025, submitted to the board of directors of the Company the Additional Report the effect that there has been no change to the content of the report contained in the Report. Further, the Special Committee stated a supplementary opinion to the board of directors of the Company that, in light of the fact that the market price of the Company Shares had exceeded the Tender Offer Price even at the time of submission of the Additional Report, the Company’s board of directors should provide appropriate cautionary statements to the Company’s shareholders when it resolves to recommend that the Company’s shareholders tender their shares in the Tender Offer and publicly announces that resolution. For details on the content of the Additional Report and other opinions of the Special Committee, please refer to “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer” below.

Consequently, as a result of careful re-examinations of the terms of the Tender Offer based on the business conditions of the Company and the environment surrounding the Transactions, and while giving the utmost consideration to the contents of the Report and the Additional Report received from the Special Committee, in addition to the contents stated in (a) through (d) in “(C) Determination at the Company’s board of directors meeting held on September 10, 2025” above, in light of the facts including (e) that on or after September 10, 2025, which is the announcement date of the Tender Offer, (a) no events have occurred that would have a particular impact on the intrinsic value of the Company Shares, and the Tender Offer Price is at a reasonable level based on the respective share valuations by Daiwa Securities and Plutus Consulting; (b) no competing acquisition proposals have been made that are comparable to the Tender Offeror’s proposal of the Transactions in terms of the price for purchase, etc. and other transaction terms and the feasibility of the transaction; and (c) although the market price of the Company Shares has been trending above the Tender Offer Price, such market share price is subject to fluctuation due to various factors, and there is no guarantee that the Company’s general shareholders can sell all of their shares on the market at a price exceeding the Tender Offer Price, so such opportunity of sales on the market does not provide the Company’s general shareholders with an alternative sale opportunity to the Transactions, the Company has further determined that the Tender Offer Price and the other terms of the Transactions, including

the Tender Offer, are reasonable from the perspective of the shareholders of the Company and that the Tender Offer provides the shareholders of the Company with a reasonable opportunity to sell their Company Shares. In addition, given, among other factors, that the Company has further found that the Transactions, including the Tender Offer, will contribute to enhancing the corporate value of the Company, the Company has determined that as of today, there is no reason to amend the opinion it expressed on September 10, 2025 concerning the Tender Offer.

Accordingly, at the board of directors meeting of the Company held today, the Company resolved to restate the expression of its opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares in the Tender Offer. Furthermore, at the board of directors meeting of the Company, the Company also resolved to include a statement in this press release to make the Company's shareholders aware that no restrictions have been placed on selling their Company Shares on the market as a result of the commencement of the Tender Offer or the opinion by the board of directors of the Company recommending the shareholders to tender their Company Shares therein.

For details on the aforementioned board of directors meeting of the Company, please refer to "Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest and other measures to ensure fairness of the Tender Offer" below.

(3) Matters relating to calculation

(i) Obtainment by the Company of a share valuation report from an independent third-party appraiser

(A) Name of appraiser and its relationships with the Company and the Tender Offeror

In expressing its opinion on the Tender Offer, in order to ensure fairness in the process of decision-making regarding the Tender Offer Price proposed by the Tender Offerors, the Company requested Daiwa Securities, its own financial advisor and third-party appraiser independent of the Company and the Tender Offerors, to conduct a valuation of the Company Shares and obtained the Share Valuation Report (Daiwa Securities) on September 9, 2025. As stated in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer" below, given the fact that the Company and the Tender Offerors have taken measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and that the Company has received from the Special Committee the Fairness Opinion prepared by Plutus Consulting, acted as the Special Committee's financial advisor and third party appraiser, the Company has not obtained an opinion on the fairness of the Tender Offer Price (a fairness opinion) from Daiwa Securities. In addition, Daiwa Securities is not a related party of the Company or the Tender Offerors, and does not have any material interests that should be noted in relation to the Transactions, including the Tender Offer.

Compensation for Daiwa Securities in relation to the Transactions includes contingent fees, which are payable upon the satisfaction of certain conditions, such as the consummation of the Transactions. In light of common practice in similar transactions, the Company has determined that the inclusion of such contingent fees in the compensation for Daiwa Securities would not negate the independence of Daiwa Securities, and on that basis, the Company has appointed Daiwa Securities as its financial advisor and third-party appraiser

based on the above compensation structure.

(B) Overview of calculation

Daiwa Securities considered multiple share valuation methods to be adopted for the valuation of the Company Shares, and based on the assumption that the Company is a going concern and that a multifaceted valuation of the Company Shares would be appropriate, analyzed the value per Company Share using the following: (i) the market price analysis, because the Company Shares are listed on the TSE Prime Market and market prices are available, and (ii) the DCF method, to ensure that the actual figures and projections of the Company's business performance or the like would be reflected in the valuation. The Company received the Share Valuation Report (Daiwa Securities) from Daiwa Securities on September 9, 2025.

The ranges of share values per Company Share that were calculated by Daiwa Securities based on the above methods are as follows.

Market price analysis:	1,378 yen to 1,503 yen
DCF method:	1,649 yen to 2,454 yen

In the market price analysis, September 9, 2025 was used as the calculation reference date, and calculations were performed on the basis of the closing price of the Company Shares of 1,503 yen on the reference date, the simple average closing price of 1,436 yen for the one-month period immediately preceding the reference date, the simple average closing price of 1,422 yen for the three-month period immediately preceding the reference date, and the simple average closing price of 1,378 yen for the six-month period immediately preceding the reference date (all such prices as listed on the TSE Prime Market). As a result, the value per Company Share was calculated to be in the range of 1,378 yen to 1,503 yen.

In the DCF method, because the business environment differs in each region, Daiwa Securities divided the Company Group's businesses into the following four segments in order to appropriately reflect the features of each region in the calculation: the Japanese business; the Indonesian business; the Malaysian business; and other businesses. Based on these segments, the corporate value and share value of the Company was calculated by discounting to the present value at a given discount rate for the free cash flow of each business that the Company is expected to generate with respect to the relevant business during and after the second quarter of the fiscal year ending March 2026, which was calculated by Daiwa Securities taking into account the status of each business, including its business performance and assets and liabilities, using as a basis the estimated revenues and investment plans under the Company's business plan for the period from the fiscal year ending March 2026 to the fiscal year ending March 2028 (the "Business Plan"), prepared by the Company for the period for which estimation was reasonable at the time of the preparation thereof, and this resulted in a value per Company Share in the range of 1,649 yen to 2,454 yen. The weighted average cost of capital (WACC) was used for the discount rates in the following ranges: 7.18% to 9.18% for the Japanese business; 14.21% to 17.21% for the Indonesian business; 8.89% to 11.89% for the Malaysian business; and 9.39% to 12.39% for other businesses. The discount rate for each business also took into account size risk premiums based on the size of the Company. The constant growth model was used for the calculation of the going concern value, while also comprehensively taking into consideration risk-free rates, inflation rates, GDP rates, and other factors in each region,

based on a perpetual growth rates in the following ranges: 0.5% to 1.5% for the Japanese business; 5.0 % to 6.0% for the Indonesian business; 2.0 % to 3.0% for the Malaysian business; and 0.5% to 1.5% for other businesses. As a result, a going concern value was calculated to be in the range of 59,833 million yen to 95,918 million yen. In addition, the amount of cash and deposits surplus (which was calculated by deducting (i) operational cash and deposits estimated by comprehensively taking into account actual past cash-flow management in the relevant business, etc. from (ii) the Company's cash and deposits) was added in the calculation of the share value as non-operational assets.

The financial projections based on the Business Plan that were used as a basis for the calculation by Daiwa Securities using the DCF method are as follows. It should be noted that the financial projections based on the Business Plan used as a basis for such calculation includes fiscal years in which significant year-on-year increases or decreases in profit are expected. Specifically, for the fiscal year ending March 2027, due to improved business performance and the effects of improved profitability, significant increases in profit are expected. In addition, for the fiscal year ending March 2027 and the fiscal year ending March 2028, due to improved business performance and decreased capital expenditures, a significant increase in free cash flow is also expected.

(Unit: million yen)

	Fiscal Year ending March 2026 (nine months)	Fiscal Year ending March 2027	Fiscal Year ending March 2028
Net sales	63,096	93,016	100,594
Operating profit	2,491	7,442	9,191
EBITDA	5,293	11,248	13,017
Free cash flow	(4,715)	2,332	4,583

Although the Business Plan was prepared after setting reasonable assumptions for each item based on past performance, current earnings status, and external environmental trends, and other factors in order to examine the appropriateness of the terms of the Transactions by taking into account the future growth of the Company, the content of the Business Plan is the same as the business plan that was used as a basis for the Middle-Range Planning of the Company that started in April 2024. However, the forecasts for consolidated business results that were disclosed by the Company on May 13, 2025 were used as the figures of the business plan for the fiscal year ending March 2026. The Middle-Range Planning was prepared by the Company's management team, including Mr. Motonobu Nishimura and Mr. Ken Nishimura, during the period from February 2023 and March 2024, which is before the time when Mr. Motonobu Nishimura and Mr. Ken Nishimura started considering taking the Company Shares private, as the final mid-range plan under the Company's medium-and long-term vision "VISON 2027," targeting the period from 2017 to 2027 and formulated in 2017, as well as a phase to build a foundation for the Company's growth for the next 100 years following the Company's 100th anniversary in 2027. Additionally, the figures in the business plan for the fiscal year ending March 2026 were prepared by the Company's management team excluding Mr. Motonobu Nishimura and Mr. Ken Nishimura. It should be noted that the synergy effects expected to be realized through the execution of the Transactions are not factored into the financial projections because it was difficult to

specifically estimate at the time of the preparation of the Business Plan what impact they may have on the Company's revenues. When calculating the share value of the Company Shares, Daiwa Securities, as a rule, utilized the information provided by the Company, publicly-available information, and other such information on an as-is basis, assuming that such materials, information, etc. were accurate and complete in all respects. Therefore, Daiwa Securities did not independently evaluate or assess the accuracy or completeness of such information. No independent valuations or assessments were made, and no expert appraisals or assessments from third-party organizations were sought, in regard to the assets and liabilities of the Company (including unlisted assets and liabilities and other contingent liabilities). In addition, it was assumed that the information with respect to the Company's financial projections had been reasonably prepared on the Company's best predictions and judgments as of September 9, 2025. However, Daiwa Securities held multiple Q&A sessions with the Company regarding the Business Plan that was used as a basis for its calculations and ascertained the process of preparation of the Business Plan and the current status of the Company. On that basis, Daiwa Securities confirmed the reasonableness of the Business Plan of the Company from the perspective of whether the Business Plan contained any unreasonable points. The calculation by Daiwa Securities reflects the above information up to September 9, 2025.

- (ii) Obtainment by the Special Committee of a share valuation report and a fairness opinion from an independent third-party appraiser

- (A) Name of appraiser and its relationships with the Company and the Tender Offeror  
In examining the Commissioned Matters (as defined in "(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer" below), in order to ensure the fairness of the transaction terms, including the Tender Offer Price, the Special Committee has requested Plutus Consulting, its own financial advisor and third-party appraiser independent of the Company and the Tender Offerors, to conduct a valuation of the Company Shares and to state its opinion from a financial perspective on the fairness of the Tender Offer Price and obtained the Share Valuation Report (Plutus Consulting) on the results of the valuation of the Company Shares and the Fairness Opinion on September 9, 2025.

When the Company's board of directors received the Report from the Special Committee on September 9, 2025, it also received the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, and the Company's board of directors has adopted the resolution as stated in "(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer" below, while comprehensively taking into account the details of the Share Valuation Report (Plutus Consulting) and the details of the Fairness Opinion (including the range in each share valuation report).

Plutus Consulting is not a related party of the Company or the Tender Offerors, and does not have any material interests that should be noted in relation to the Transactions, including the Tender Offer. Compensation for Plutus Consulting in relation to the Transactions is comprised of fixed fees that are payable regardless of whether the Transactions are consummated and fees calculated by multiplying the number of hours worked by an hourly rate, and does not include any contingent fees that are payable upon the satisfaction of certain conditions, such as the

consummation of the Transactions, including the Tender Offer.

(B) Overview of calculation

Plutus Consulting considered multiple share valuation methods to be adopted for the valuation of the Company Shares, and based on the assumption that the Company is a going concern and that a multifaceted valuation of the Company Shares would be appropriate, calculated the value per Company Share using the following: (i) the market price analysis, because the Company Shares are listed on the TSE Prime Market and market prices are available, and (ii) the DCF method, to ensure that the actual figures and projections of the Company's business performance or the like would be reflected in the valuation. The Special Committee received the Share Valuation Report (Plutus Consulting) from Plutus Consulting on September 2025.

The ranges of share values per Company Share that were calculated by Plutus Consulting based on the above methods are as follows.

Market price analysis:	1,378 yen to 1,503 yen
DCF method:	1,778 yen to 2,902 yen

In the market price analysis, September 9, 2025 was used as the calculation reference date, and calculations were performed on the basis of the closing price of the Company Shares of 1,503 yen on the reference date, the simple average closing price of 1,436 yen for the one-month period immediately preceding the reference date, the simple average closing price of 1,422 yen for the three-month period immediately preceding the reference date, and the simple average closing price of 1,378 yen for the six-month period immediately preceding the reference date (all such prices as listed on the TSE Prime Market). As a result, the value per Company Share was calculated to be in the range of 1,378 yen to 1,503 yen.

In the DCF method, the corporate value and share value of the Company was calculated by discounting to the present value at a given discount rate the free cash flow that the Company Group is expected to generate during and after the second quarter of the fiscal year ending March 2026, using as a basis the estimated revenues and investment plans under the Business Plan for the period from the fiscal year ending March 2026 to the fiscal year ending March 2028, prepared by the Company for the period for which estimation was reasonable at the time of the preparation thereof, and this resulted in a value per Company Share in the range of 1,778 yen to 2,902 yen. The weighted average cost of capital (WACC) was used for the discount rates in the range of 7.85% to 9.75%. The perpetual growth model and the multiple method were used for the calculation of the going concern value. Under the perpetual growth model, the perpetual growth rate was set at 0% based on the theoretically expected long-term business environment and other factors, and the calculation resulted in a going concern value in the range of 67,890 million yen to 84,367 million yen. Under the multiple method, an EV/EBITDA multiple was used, with the EBITDA multiple for the enterprise value being in the range of 7.1 to 9.2 based on the level of the companies in the same industry, etc., and the calculation resulted in a going concern value in the range of 96,512 million yen to 123,682 million yen. In addition, the amount of cash and deposits surplus (which was calculated by deducting (i) operational cash and deposits estimated by comprehensively taking into account actual past cash-flow management, etc. from (ii) the Company's cash and deposits), and listed company shares among the investment securities held by the Company, taking into account expected tax effects that may be caused by selling



at their market values, was added in the calculation of the share value as non-operational assets.

The financial projections based on the Business Plan that were used as a basis for the calculation by Plutus Consulting using the DCF method are as follows. It should be noted that the financial projections based on the Business Plan used as a basis for such calculation includes fiscal years in which significant year-on-year increases or decreases in profit are expected. Specifically, due to improved business performance and the effects of improved profitability, significant increases in profit – namely, a 112.32% on-year increase in operating profit (7,442 million yen) for the fiscal year ending March 2027 and a 50.40% on-year increase in EBITDA (11,694 million yen) for the fiscal year ending March 2027 – are expected. In addition, due to improved business performance and decreased capital expenditures, a significant increase in free cash flow is also expected in the fiscal year ending March 2028 (5,457 million yen; a 69.16 % increase year-on-year).

(Unit: million yen)

	Fiscal Year ending March 2026 (nine months)	Fiscal Year ending March 2027	Fiscal Year ending March 2028
Net sales	63,096	93,016	100,594
Operating profit	2,488	7,442	9,191
EBITDA	5,714	11,694	13,517
Free cash flow	1,275	3,226	5,457

Although the Business Plan was prepared after setting reasonable assumptions for each item based on past performance, current earnings status, and external environmental trends, and other factors in order to examine the appropriateness of the terms of the Transactions by taking into account the future growth of the Company, the content of the Business Plan is the same as the business plan that was used as a basis for the Middle-Range Planning of the Company that started in April 2024. However, the forecasts for consolidated business results that were disclosed by the Company on May 13, 2025 were used as the figures of the business plan for the fiscal year ending March 2026. The Middle-Range Planning was prepared by the Company's management team, including Mr. Motonobu Nishimura and Mr. Ken Nishimura, during the period from February 2023 and March 2024, which is before the time when Mr. Motonobu Nishimura and Mr. Ken Nishimura started considering taking the Company Shares private, as the final mid-range plan under the Company's medium-and long-term vision "VISON 2027," targeting the period from 2017 to 2027 and formulated in 2017, as well as a phase to build a foundation for the Company's growth for the next 100 years following the Company's 100th anniversary in 2027. It should be noted that the synergy effects expected to be realized through the execution of the Transactions are not factored into the financial projections because it was difficult to specifically estimate at the time of the preparation of the Business Plan what impact they may have on the Company's revenues. When calculating the share value of the Company Shares, Plutus Consulting, as a rule, utilized the information provided by the Company, publicly-available information, and other such information on an as-is basis, assuming that such materials, information, etc. were accurate and complete in all respects. Therefore, Plutus Consulting did not independently evaluate or assess the accuracy or completeness of such information. No

independent valuations or assessments were made, and no expert appraisals or assessments from third-party organizations were sought, in regard to the assets and liabilities of the Company (including unlisted assets and liabilities and other contingent liabilities). In addition, it was assumed that the information with respect to the Company's financial projections had been reasonably prepared on the Company's best predictions and judgments as of September 9, 2025. However, Plutus Consulting held multiple Q&A sessions with the Company regarding the Business Plan that was used as a basis for its calculations and ascertained that the Business Plan was reasonably prepared on the best predictions and judgments of the Company's management team that could be made at the time of the preparation of the Business Plan and the current status of the Company. On that basis, Plutus Consulting confirmed the reasonableness of the Business Plan of the Company from the perspective of whether the Business Plan contained any unreasonable points. In addition, the Special Committee has confirmed the content of the Business Plan, material conditions precedent thereto, the process of preparation thereof, and the like. The calculation by Plutus Consulting reflects the above information up to September 9, 2025.

(C) Overview of the Fairness Opinion

On September 9, 2025, the Special Committee obtained the Fairness Opinion from Plutus Consulting which stated to the effect that 1,960 yen per share as the Tender Offer Price is fair to the general shareholders of the Company from a financial point of view. The Fairness Opinion expressed the opinion that the Tender Offer Price of 1,960 yen per share is fair to the general shareholders of the Company from a financial point of view in light of factors such as the calculated share value based on the Business Plan prepared by the Company. The Fairness Opinion was issued by Plutus Consulting based on the result of the Company's share valuation calculated after receiving disclosures of information such as the current state of the Company's business and the Business Plan from the Company and receiving explanations thereof, as well as Q&A sessions with the Company concerning the outline, background, and purpose of the Tender Offer, considerations of factors such as the Company's business environment, the economy, markets, and financial landscape conducted to the extent deemed necessary by Plutus Consulting, and the review procedures carried out by an examination committee independent of Plutus Consulting's engagement team (Note 1).

Note 1: Plutus Consulting assumes that the base materials provided by the Company for preparing the Fairness Opinion and the publicly available materials and information obtained by the Company are accurate and complete. In addition, Plutus Consulting has not conducted any independent investigation or examination of the accuracy or completeness of said materials or information, and it does not owe any obligation to do so. Accordingly, Plutus Consulting will not bear any liability arising out of any incompleteness of such materials or the non-disclosure of any material facts.

Plutus Consulting assumes that the Business Plan and other materials used as base materials for the Fairness Opinion have been reasonably prepared based on the best forecasts and judgements obtained at the time of preparation of such materials. Plutus Consulting does not guarantee the feasibility thereof and does not express any view regarding any analysis or forecast that is the basis of the preparation of those materials or any premises that serve as grounds for those materials.

Plutus Consulting is not an expert on legal, accounting, or taxation matters. Accordingly, Plutus Consulting does not state an opinion on any legal, accounting, or taxation issues related to the Tender Offer and is not obligated to state such an

opinion.

Plutus Consulting has not conducted an independent evaluation or appraisal of the assets or liabilities (including off-balance-sheet assets and liabilities and other contingent liabilities) of the Company or any of its affiliates, including assessments and evaluations of individual assets and liabilities, and it has not received any submitted written evaluation or appraisal of any such assets or liabilities. Accordingly, Plutus Consulting has not evaluated the ability of the Company or its affiliates to make payments.

The Fairness Opinion states an opinion on the fairness of the Tender Offer Price from a financial perspective, which is to be used when the Special Committee conducts examinations to make its report on the matters commissioned by the Company. Accordingly, the Fairness Opinion does not state any opinion on relative merits or demerits compared with transactions that could serve as alternatives to the Tender Offer, the benefits that could be brought by executing the Tender Offer, or whether the Tender Offer should be accepted.

The Fairness Opinion does not state any opinion to holders of securities issued by the Company, creditors, or other persons related to the Company. Accordingly, Plutus Consulting does not owe an obligation to any shareholders or third parties that have relied on the Fairness Opinion.

Plutus Consulting is not soliciting investments in the Company and is not authorized to make any such solicitation. Accordingly, the Fairness Opinion does not make any recommendation to the shareholders of the Company with regards to tendering their shares in the Tender Offer or on any other activities relating to the Tender Offer.

The Fairness Opinion states an opinion as of the submission date thereof on whether the Tender Offer Price is fair to the general shareholders of the Company from a financial perspective based on financial and capital markets, economic conditions, and other circumstances as of the submission date of the Fairness Opinion and based on information provided to or obtained by Plutus Consulting up to that submission date. Plutus Consulting does not owe an obligation to revise, amend, or supplement its opinion, even if those assumptions on which such opinion is based change due to a subsequent change in conditions.

The Fairness Opinion does not make any deduction or suggestion of any opinion regarding any matters that are not explicitly stated in the Fairness Opinion or any matters on or after the submission date of the Fairness Opinion.

(4) Possibility of delisting and reasons therefor

As of today, the Company Shares are listed on the TSE Prime Market. However, since the Tender Offeror has not set the maximum number of shares to be purchased in the Tender Offer, depending on the result of the Tender Offer, the Company Shares may be delisted pursuant to the prescribed procedures in accordance with the criteria for delisting prescribed by the TSE. In addition, even in the case where the Company Shares do not meet such criteria at the time of the successful completion of the Tender Offer, because the Tender Offeror plans to implement the Squeeze-out Procedures described in “(5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)” below after the successful completion of the Tender Offer, in such case, the Company Shares will meet the criteria for delisting prescribed by the TSE and accordingly, the Company Shares will be delisted pursuant to the prescribed procedures.

The Company Shares will no longer be traded on the TSE Prime Market after the delisting.

- (5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)

As stated in “(2) Grounds and reasons for opinions on the Tender Offer” in “1. Overview of the Tender Offer” above, if the Tender Offeror is unable to acquire all of the Company Shares, the Tender Offeror intends to implement the Squeeze-Out Procedures in the following manner after successful completion of the Tender Offer.

Specifically, promptly after completion of the Tender Offer, the Tender Offeror plans to request the Company to hold an extraordinary shareholders’ meeting (the “Extraordinary Shareholders’ Meeting”) that will include: (a) a proposal regarding consolidation of the Company Shares (the “Share Consolidation”) pursuant to Article 180 of the Companies Act and (b) a proposal regarding a partial amendment to the articles of incorporation subject to the Share Consolidation becoming effective for the purpose of abolishing the provision regarding the number of shares constituting one (1) unit of stock. Although the timing of the Extraordinary Shareholders’ Meeting will depend on the timing of completion of the Tender Offer, it is currently planned to be held in or around mid-January 2026. If the Company receives such a request from the Tender Offeror, the Company plans to comply with the request. The Tender Offeror and Shareholders Who Agreed Not to Tender Their Shares plan to vote in favor of each of the above-mentioned proposals at the Extraordinary Shareholders’ Meeting.

If the proposal regarding the Share Consolidation is approved at the Extraordinary Shareholders’ Meeting, as of the effective date of the Share Consolidation, the shareholders of the Company will own the number of the Company Shares in proportion to the ratio of the Share Consolidation approved at the Extraordinary Shareholders’ Meeting. In case fraction less than one (1) share arises as a result of the Share Consolidation, the amount of cash obtained by selling the Company Shares equivalent to the aggregate of such fractional shares (any fractional shares less than one (1) share in the aggregate will be rounded off; the same applies hereinafter) to the Company or the Tender Offeror will be delivered to the shareholders of the Company who hold fractional shares pursuant to Article 235 of the Companies Act and other relevant laws and regulations. With respect to the sale price of the Company Shares equivalent to the aggregate of such fractional shares, the Tender Offeror plans to request the Company to calculate such price so that the amount of money to be delivered to each of the shareholders of the Company (excluding the Tender Offeror, the Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer as a result of such sale will be equal to the amount obtained by multiplying (a) the Tender Offer Price by (b) the number of the Company Shares held by such shareholders, and file a petition with a court for permission for voluntary sale. Although the ratio for the consolidation of the Company Shares has not yet been determined as of today, the Tender Offeror plans to request the Company to determine the ratio in a manner such that the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares will hold all the Company Shares, but excluding treasury shares held by the Company, and the number of the Company Shares held by the shareholders of the Company (excluding the Tender Offeror, the Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer will be a fraction less than one (1) share (Note 1). The Company plans to comply with these requests from the Tender Offeror if the Tender Offer is completed.

Note 1: In the event that the Major Shareholder exists after the Share Consolidation, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares plan to implement the Share Lending as part of the Squeeze-Out Procedures after the Company receives an exemption from its obligation to file annual securities reports, following which the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares also plan to implement the procedures to make the Company's shareholders solely the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares, including the Second Share Consolidation. In the Second Share Consolidation, the amount of cash to be delivered to Major Shareholders is expected to be calculated such that it equals the price multiplying the Tender Offer Price by the number of Company Shares held by such Major Shareholder (subject to a formal adjustment based on the consolidation ratio of Company Shares in the Share Consolidation; fractional amounts resulting from the Share Consolidation will be excluded).

The Companies Act provides that, in order to protect the rights of minority shareholders in connection with the Share Consolidation, in case a fraction less than one (1) share arises because of the Share Consolidation, the shareholders of the Company (excluding the Tender Offeror, the Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer may request the Company to purchase at a fair price all of their fractional shares less than one (1) share and file a petition with a court for a determination of the price of the Company Shares pursuant to the provisions of Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations. In the event such petition is filed, the purchase price will be ultimately determined by the court. As stated above, since it is planned that the number of Company Shares held by the shareholders of the Company (excluding the Tender Offeror, the Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer will become a fraction less than one (1) share, the shareholders of the Company who oppose the Share Consolidation will be able to file the petition stated above.

The procedure described above may take longer than anticipated or may be changed due to the amendment or implementation of the relevant laws and regulations or the interpretation by the authorities of the relevant laws and regulations. However, even in such cases, if the Tender Offer is completed, the Tender Offeror intends to adopt any measures to eventually pay cash to the shareholders of the Company (excluding the Tender Offeror, the Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer and calculate the amount of cash to be paid to each of the shareholders equal to the amount obtained by multiplying the Tender Offer Price by the number of the Company Shares held by such shareholders.

With respect to the Restricted Shares, the allotment agreement of the Restricted Shares provides that (a) if, during the transfer restriction period, a share consolidation prescribed in Article 180 of the Companies Act (limited to the cases where the shares held by the grantees as a result of such share consolidation are fractions of less than one share) is approved at a shareholders' meeting of the Company (and if the effective date of the share consolidation set forth in Article 180, Paragraph 2, Item 2 of the Companies Act (the "Squeeze-Out Effective Date") arrives before the time of the expiration of the transfer restriction period), the transfer restriction on the number of Restricted Shares determined individually for each recipient based on the period from the allotment date to the date of such approval as resolved by the board of directors of the Company

immediately before the business day prior to the Squeeze-Out Effective Date shall be lifted and (b) in the case provided in (a) above, the Company shall, by a resolution of the board of directors of the Company, automatically acquire, without consideration, all of the Restricted Shares for which the transfer restriction has not been lifted as of the business day immediately before the Squeeze-Out Effective Date on the same date. Therefore, in the Squeeze-Out Procedures, the Tender Offeror plans to subject such Restricted Shares for which the transfer restriction has been lifted as of the time immediately before the business day prior to the Squeeze-Out Effective Date to the Share Consolidation in accordance with the provision (a) above of the allotment agreement, and to acquire the Restricted Shares for which the transfer restriction have not been lifted as of the time immediately before the business day prior to the Squeeze-Out Effective Date without consideration in accordance with the provision (b) above of the allotment agreement.

The Company will promptly announce the specific procedures to be taken, the timing of the implementation thereof, and other related information, if the above situation applies, once these matters are decided upon consultation with the Tender Offerors.

The Tender Offer is in no way intended to solicit support from the Company's shareholders at the Extraordinary Shareholders' Meeting. Additionally, the Company's shareholders should consult their tax advisors at their own responsibility with respect to the tax treatment applicable to the tendering in the Tender Offer or to the above procedures.

- (6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer

Considering that the Tender Offer will be implemented as part of the so-called management buyout (MBO), the existence of structural conflicts of interest and information asymmetry, and other matters, each of the Tender Offeror and the Company has taken the following measures to ensure the fairness of the Transactions, including the Tender Offer, in order to ensure fairness of the Tender Offer Price, eliminate arbitrariness from the decision-making process of the Tender Offer, and avoid conflicts of interest.

Of the following descriptions, those concerning the measures implemented by the Tender Offeror are based on the explanations provided by the Tender Offeror.

- (i) Obtainment by the Company of a share valuation report from an independent third-party appraiser

In expressing its opinion on the Tender Offer, in order to ensure fairness in the process of decision-making regarding the Tender Offer Price proposed by the Tender Offerors, the Company requested Daiwa Securities, its own financial advisor and third-party appraiser independent of the Company and the Tender Offerors, to conduct a valuation of the Company Shares and obtained the Share Valuation Report (Daiwa Securities) on September 9, 2025. Given the fact that the Company and the Tender Offerors have taken measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and that Company has received from the Special Committee the Fairness Opinion prepared by Plutus Consulting, acted as the Special Committee's financial advisor and third party appraiser, the Company has not obtained an opinion on the fairness of the Tender Offer Price (a fairness opinion) from Daiwa Securities. In addition, Daiwa Securities is not a related party of the Company or the Tender Offerors, and does not have any material interests that should be noted in relation to the Transactions, including the Tender Offer.

Compensation for Daiwa Securities in relation to the Transactions includes contingent fees, which are payable upon the satisfaction of certain conditions, such as the consummation of

the Transactions. In light of common practice in similar transactions, the Company has determined that the inclusion of such contingent fees in the compensation for Daiwa Securities would not negate the independence of Daiwa Securities, and on that basis, the Company has appointed Daiwa Securities as its financial advisor and third-party appraiser based on the above compensation structure. Furthermore, the Special Committee confirmed that there were no problems with the independence or eligibility of Daiwa Securities and has approved its appointment as the Company's financial advisor and third-party appraiser.

Please refer to "(i) Obtainment by the Company of a share valuation report from an independent third-party appraiser" in "(3) Matters relating to calculation" above for an outline of the Share Valuation Report (Daiwa Securities).

(ii) Advice received by the Company from an independent law firm

In order to ensure fairness and appropriateness in the process of decision-making by the Company's board of directors regarding the Transactions, including the Tender Offer, the Company has appointed Mori Hamada as its legal advisor independent of the Company and the Tender Offerors, and has received necessary legal advice from Mori Hamada concerning the method and process of decision-making by the Company's board of directors including the procedures for the Transactions and other matters to be noted. Mori Hamada is not a related party of either the Company or the Tender Offerors, and does not have any material interests that should be noted in relation to the Transactions, including the Tender Offer. Compensation for Mori Hamada will be calculated by multiplying the number of hours worked by an hourly rate regardless of whether the Transactions are consummated, and does not include any contingent fees that are payable upon the satisfaction of certain conditions, such as the consummation of the Transactions. Furthermore, the Special Committee confirmed that there were no problems with the independence or eligibility of Mori Hamada and has approved its appointment as the Company's legal advisor.

(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom

(A) Process of establishment, etc.

Considering that the Tender Offer will be implemented as part of the so-called management buyout (MBO), the existence of structural conflicts of interest and information asymmetry, and other matters, and to ensure the fairness of the Transactions, including the Tender Offer, in order to ensure fairness of the Tender Offer Price, eliminate arbitrariness from the decision-making process of the Tender Offer, and avoid conflicts of interest, the Company resolved, at a meeting of the board of directors held on March 6, 2025, to establish a special committee comprising three outside directors and independent officers (Mr. Hitoshi Tanii, Ms. Mami Ito, and Mr. Tetsuro Harada) and two outside auditors and independent officers (Mr. Mikiharu Mori and Mr. Motohiro Tanaka) of the Company (a total of five members), who are independent of the Tender Offerors and the Company (the "Special Committee"). Those five members are the original members of the Special Committee appointed by the Company, and the membership of the Special Committee has not changed. The Special Committee selected Mr. Mikiharu Mori as the chairman of the Special Committee by mutual vote. The compensation paid to the Special Committee for their duties is a fixed amount during the period that the Special Committee is active, irrespective of the content of the Report. The Company selected the members of the Special Committee after confirming the independence and eligibility of the outside directors and outside auditors of the Company who were candidates for membership of

the Special Committee with advice from Mori Hamada, and after confirming that they are independent from both the Tender Offerors and the Company and do not have any material interests different from those of the general shareholders with respect to the success or failure of the Transactions.

Based on the above board of directors resolution, the Company commissioned the Special Committee to: (a) examine and report to the board of directors on whether to implement the Transactions (whether the board of directors should support the Tender Offer, and whether the board of directors should recommend the shareholders of the Company to tender their shares in the Tender Offer), and (b) consider and express its opinion to the board of directors on whether the Transactions are fair to the general shareholders of the Company ((a) and (b) collectively, the “Commissioned Matters”). With respect to (a), the Special Committee was to consider and determine whether to implement the Transactions from the standpoint of whether they will contribute to the corporate value of the Company and whether the transaction terms are fair and the procedures are fair from the standpoint of promoting the interests of the general shareholders of the Company. Additionally, with respect to (b), the above board of directors resolution stated that “the Special Committee shall consider whether the decision on the Transactions by the board of directors will not undermine the interests of the minority shareholders of the Company and shall express its opinion to the board of directors,” provided that if the relevant provisions of the TSE’s Code of Corporate Conduct are revised, the board of directors shall revise the Commissioned Matters as necessary, and on July 22, 2025, following the TSE’s amendment of the Securities Listing Regulations and other rules relevant to the Code of Corporate Conduct by the TSE, the Company revised the Commissioned Matter (b) at the meeting of the board of directors held on August 21, 2025.

The board of directors of the Company resolved that, in commissioning the Special Committee, it shall make decisions regarding the Transactions with maximum respect for the decisions of the Special Committee, and that if the Special Committee determines that the implementation or the terms of the Transactions are not appropriate, the board of directors shall not approve the Transactions. At the same time, the board of directors resolved to grant the Special Committee the following authority: (a) to negotiate with the counterparty to the Transactions or to the proposer of any alternative transaction to the Transactions (including indirect negotiations through the Company’s officers, employees and Advisors (as defined below)) regarding the terms of the Transactions and similar matters; (b) to appoint or nominate its own financial advisors, third-party appraisers and legal advisors (collectively, “Advisors”), as necessary, in considering the Commissioned Matters (in such cases, the costs thereof shall be borne by the Company) and nominate or approve (including approval after the fact) the Advisors of the Company (in addition, if the Special Committee determines that it can rely on and seek professional advice from the Company’s Advisors, the Special Committee may do so); (c) to request persons deemed necessary by the Special Committee to attend Special Committee meetings, and request explanations of necessary information; (d) to receive from the officers and employees of the Company Group the information reasonably necessary to deliberate and make decisions regarding the Transactions and alternative options; and (e) other matters deemed necessary by the Special Committee in deliberating and making decisions regarding the Transactions and alternative options.

- (B) Process of examination up to the submission of the Report and the details of determination  
The Special Committee met 24 times in total between March 6, 2025 and September 9, 2025, and carefully examined and discussed the Commissioned Matters. Specifically, the Special



Committee received an explanation from the Company regarding the background to the Transactions being proposed, the purpose of the Transactions, the business environment, the business plan, management challenges, and similar matters, and conducted a question and answer session. The Special Committee also received an explanation from Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC regarding the background and reasons for proposing the Transactions, the business environment and management challenges faced by the Company, the advantages and disadvantages of the Transactions, the management system and management policy after the Transactions, the conditions of the Transactions, and similar matters, and conducted a question and answer session. In addition, while Daiwa Securities, as the Company's financial advisor, would act as the contact point for the Company in direct negotiations with the Tender Offeror, the Special Committee confirmed its policy for involvement in the negotiation process allowing it to substantially participate in the negotiation process regarding the transaction terms, including receiving timely progress reports from the negotiators and offering opinions, instructions and requests at key junctures. The Special Committee also received explanations from the Company's financial advisor, Daiwa Securities, and from the Special Committee's own financial advisor, Plutus Consulting, regarding the method and results of the valuation of the Company Shares.

The Special Committee received timely reports from the Company regarding the progress and details of the discussions and negotiations between the Tender Offeror and the Company concerning the Transactions, and after deliberating within the Special Committee, participated in the process of negotiations with the Tender Offeror by advising the Company to request increases in the Tender Offer Price until the final offer of 1,960 yen was received, as described in "(ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer" in "(2) Grounds and reasons for opinions on the Tender Offer" above. The Special Committee received explanations from Mori Hamada on the Transactions and the measures taken to ensure fairness in the Transactions, and held a question and answer sessions with the firm, and received explanations from the Company on the process of negotiation and determination of the terms of the Transactions and held a question and answer session with the Company.

The Special Committee approved Daiwa Securities as the financial advisor and third-party appraiser and Mori Hamada as the legal advisor appointed by the Company, having confirmed that there are no problems with the independence or eligibility of either firm. On March 19, 2025, the Special Committee appointed Plutus Consulting as its own financial advisor and third-party appraiser after confirming that there are no problems with that firm's independence or eligibility. Based on the above, the Special Committee held discussions with Daiwa Securities, Plutus Consulting and Mori Hamada, and discussed and deliberated the Commissioned Matters. The Special Committee carefully discussed and examined the Commissioned Matters, and on September 9, 2025, submitted to the board of directors of the Company its Report attached as Attachment 1, which represents the unanimous opinion of the Special Committee. Please refer to the Report for the details of the Report and reasons for the Special Committee's determination.

- (C) Process of examination after the submission of the Report and the details of determination
- At the board of directors meeting of the Company held on September 10, 2025, the Company resolved (i) to commission the Special Committee, upon the commencement of the Tender Offer, (a) to consider whether there has been any change in its opinion stated in the Report, and (b) to inform the board of directors either that there has been no change in its opinion or of its new opinion if there has been a change; and (ii) based on such opinion, to restate

its opinion regarding the Tender Offer as of the time the Tender Offer is commenced.

In response to the abovementioned board of directors' resolution, from September 10, 2025 onwards, the Special Committee continued to receive reports from and shared information with the Company by exchanging emails and oral communications regarding the status of acquiring of the Clearance and the progress thereof, movements of market share prices, and the state of shareholder inquiries, and acted accordingly, including confirming how to handle the situation. In addition, the Special Committee held three meetings in total on and after September 10, 2025, where the above matters were shared by the Company, and repeatedly examined the details of the Report in good faith in order to identify whether there were any circumstances that would require the details stated in the Report to be changed.

Specifically, the Special Committee conducted actions such as the confirmation of facts based on which it would determine whether there have been any material changes to related circumstances since September 9, 2025 that would impact the Transactions and carefully examined other factors, including the fact that the market price of the Company Shares has remained above the Tender Offer Price since the announcement of the Transactions on September 10, 2025. In addition, based on the situation where the market price of the Company Shares has remained above the Tender Offer Price since the announcement of the Transactions, in a written communication dated September 19, 2025, the Company and the Special Committee requested the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura to consider raising the Tender Offer Price, with the aim of improving the likelihood of the Tender Offer's success. In response to this, the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura replied to the Company in a written communication dated September 21, 2025 to the effect that they continue to believe that the Tender Offer Price gives the greatest possible consideration to the interests of the Company's general shareholders and contributes to the common interests of the Company's shareholders, and therefore cannot increase the Tender Offer Price.

Subsequently, because the Special Committee received a report from the Company that the Company was informed by the Tender Offeror on September 24, 2025 that the completion of the acquisition of the Clearance was reasonably expected and thus the Tender Offeror was planning to commence the Tender Offer on September 26, 2025 on the condition that the Conditions Precedent would be satisfied, the Special Committee carefully examined the above matters even further. As such, the Special Committee determined that the fairness of the terms of the Transactions, including the Tender Offer Price, remained ensured on the grounds that, among other matters, in addition to the abovementioned reasons based on which the Special Committee had determined that the fairness of the terms of the Transactions, including the Tender Offer Price, had been ensured, as stated in the Report, since the announcement date of the Tender Offer (September 10, 2025): (a) no events have occurred that would have a particular impact on the intrinsic value of the Company Shares, and the Tender Offer Price is at a reasonable level based on the respective share valuations conducted by Daiwa Securities and Plutus Consulting; (b) no competing acquisition proposals have been made that are comparable to the Tender Offeror's proposal of the Transactions in terms of the price for purchase, etc. and other transaction terms, and the feasibility of the transaction; and (c) although the market price of the Company Shares has remained above the Tender Offer Price, market price is subject to fluctuation due to various factors, and there is no guarantee that the general shareholders of the Company can sell all of their shares on the market at a price exceeding the Tender Offer Price, so such opportunity of sales on the market does not provide the general shareholders of the Company with an alternative sale opportunity to the Transactions.

Through the examination process described above, the Special Committee confirmed that it had not identified any circumstances that would require the details stated in the Report to be changed, even taking into consideration all events that have occurred from September 9, 2025 until September 24, 2025, and therefore, on September 24, 2025, the Special Committee submitted to the board of directors of the Company the Additional Report attached as Attachment 2, which concludes that its opinion stated in the Report has not changed. The Special Committee believes that, while the Tender Offer can be considered to provide the Company's shareholders with a reasonable opportunity to sell their shares, there is no guarantee that all general shareholders will be able to sell their shares at a market price exceeding the Tender Offer Price, and if the Tender Offer is not commenced or is unsuccessful, the general shareholders may lose a reasonable opportunity to sell their shares through the Transactions. For this reason, the Special Committee maintains that the board of directors of the Company should recommend that its shareholders tender their shares in the Tender Offer. However, please note that the Special Committee stated a supplementary opinion to the board of directors of the Company that, in light of the fact that the market price of the Company Shares had exceeded the Tender Offer Price even at the time of submission of the Additional Report, the Company's board of directors should provide appropriate cautionary statements to the Company's shareholders when it resolves to recommend that the Company's shareholders tender their shares in the Tender Offer and publicly announces that resolution. For the details of the Additional Report submitted by the Special Committee and the reasons therefor, please refer to the Additional Report.

- (iv) Obtainment by the Special Committee of a share valuation report and a fairness opinion from an independent third-party appraiser

As stated in "(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom" above, in examining the Commissioned Matters, in order to ensure the fairness of the transaction terms, including the Tender Offer Price, the Special Committee has requested Plutus Consulting, its own financial advisor and third-party appraiser independent of the Company and the Tender Offerors, to conduct a valuation of the Company Shares and to state its opinion on the fairness of the Tender Offer Price (a fairness opinion) and obtained the Share Valuation Report (Plutus Consulting) and the Fairness Opinion on September 9, 2025.

When the Company's board of directors received the Report from the Special Committee on September 9, 2025, it also received the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, and the Company's board of directors has adopted the resolution as stated in "(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection" below, while comprehensively taking into account, among others, the details of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion (including the range calculated in each share valuation report).

Plutus Consulting is not a related party of the Company or the Tender Offerors, and does not have any material interests that should be noted in relation to the Transactions, including the Tender Offer. Compensation for Plutus Consulting in relation to the Transactions is comprised of fixed fees that are to be paid regardless of whether the Transactions are consummated and fees calculated by multiplying the number of hours worked by an hourly rate, and does not include any contingent fees that are to be paid subject to the consummation of the Transactions, including the Tender Offer. Furthermore, the Special Committee has confirmed on March 19, 2025 that there are no problems with the independence or the eligibility of Plutus Consulting and appointed

Plutus Consulting as its own financial advisor and third-party appraiser.

For the outline of the Share Valuation Report (Plutus Consulting), please see “(ii) Obtainment by the Special Committee of a share valuation report and a fairness opinion from an independent third-party appraiser” in “(3) Matters relating to calculation” above.

- (v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection

The Company carefully discussed and deliberated from multiple perspectives including whether the Transactions including the Tender Offer would contribute to enhancing the corporate value of the Company, whether the terms of the Transactions, including the Tender Offer Price, are fair, and whether the Transactions are conducted through fair procedures that secure the benefit to be enjoyed by the general shareholders of the Company, while comprehensively taking into account the advice from a legal standpoint received from Mori Hamada, the advice from a financial standpoint received from Daiwa Securities, and the content of the “Share Valuation Report (Daiwa Securities) and the Share Valuation Report (Plutus Consulting) and the Fairness Opinion (including the range calculated in each share valuation report) obtained by the Special Committee from Plutus Consulting, while respecting, to the maximum possible extent, the judgment of the Special Committee as indicated in the Report.

As a result, as stated in “(C) Determination at the Company’s board of directors meeting held on September 10, 2025” in (iii) “Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” above, the Company determined with respect to the Tender Offer, that the Transactions, including the Tender Offer, would contribute to the enhancement of the corporate value of the Company, that the Tender Offer Price and other terms of the Transactions, including the Tender Offer, are reasonable from the perspective of the general shareholders of the Company, and that the Tender Offer provides the general shareholders with a reasonable opportunity to sell their Company Shares, and at the board of directors meeting held on September 10, 2025, the Company resolved with the unanimous agreement of the Company’s directors who were present at the deliberations and resolution (of seven directors in total, five directors excluding Mr. Motonobu Nishimura and Mr. Ken Nishimura), to express an opinion in favor of the Tender Offer and recommend the Company’s shareholders to tender their Company Shares therein if the Tender Offer is commenced. Of the three statutory auditors of the Company, two statutory auditors (Mr. Mikiharu Mori and Mr. Motohiro Tanaka) attended the abovementioned board of directors meeting, all of whom stated an opinion that he had no objection to adopting the resolution above. Mr. Yasuaki Kameda, a statutory auditor, was absent from the abovementioned board of directors meeting due to personal reasons, but prior to the board of directors meeting he stated an opinion that he had no objection to adopting the resolution above.

At the abovementioned board of directors meeting, the Company resolved (i) to commission the Special Committee, upon the commencement of the Tender Offer, (a) to consider whether there has been any change in its opinion stated in the Report, and (b) to inform the board of directors either that there has been no change in its opinion or of its new opinion if there has been a change; and (ii) based on such opinion, to restate its opinion regarding the Tender Offer as of the time the Tender Offer is commenced.

Subsequently, as a result of careful re-examinations of the terms of the Tender Offer based on the business conditions of the Company and the environment surrounding the

Transactions, and while giving the utmost consideration to the contents of the Report and the Additional Report received from the Special Committee, pursuant to the grounds and reasons stated in “(D) Details of examinations from the Company’s Board of Directors meeting held on September 10, 2025 to the Company’s Board of Directors meeting held today, and the determination made at that meeting” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons” above, the Company has further determined that the Tender Offer Price and the other terms of the Transactions, including the Tender Offer, are reasonable from the perspective of the shareholders of the Company and that the Tender Offer provides the shareholders of the Company with a reasonable opportunity to sell their Company Shares. In addition, given, among other factors, that the Company has further found that the Transactions, including the Tender Offer, will contribute to enhancing the corporate value of the Company, the Company has determined that as of today, there is no reason to amend the opinion it expressed on September 10, 2025 concerning the Tender Offer.

Accordingly, at board of directors meeting of the Company held today, the Company resolved with the unanimous agreement of the Company’s directors who were present at the deliberations and resolution (of seven directors in total, five directors excluding Mr. Motonobu Nishimura and Mr. Ken Nishimura) to restate the expression of its opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company Shares in the Tender Offer. Furthermore, at the board of directors meeting of the Company, the Company also resolved to include a statement in this press release to make the Company’s shareholders aware that no restrictions have been placed on selling their Company Shares on the market as a result of the commencement of the Tender Offer or the opinion by the board of directors of the Company recommending the shareholders to tender their Company Shares therein. All of the three statutory auditors of the Company attended the abovementioned board of directors meeting, all of whom stated an opinion that he had no objection to adopting the resolution above.

Of the directors of the Company, Mr. Motonobu Nishimura, Chairman and Representative Director of the Company, and Mr. Ken Nishimura, President and Representative Director of the Company, did not participate in any deliberations or resolution at the abovementioned board of directors meetings nor did they participate in any consultations or negotiations with the Tender Offeror in the capacity of the Company because each of Mr. Motonobu Nishimura and Mr. Ken Nishimura is in a state of structural conflict of interest with the Company on the grounds that (i) the Tender Offer will be conducted by the Tender Offeror based on the consultations between Mr. Motonobu Nishimura and Mr. Ken Nishimura and (ii) Mr. Motonobu Nishimura and Mr. Ken Nishimura will make the Reinvestment in the Tender Offeror Parent Company after the completion of the Squeeze-out Procedures and will continue to be involved in the overall management of the Company even after the successful completion of the Tender Offer.

(vi) Establishment of an independent review framework within the Company

The Company has established a framework within the Company that enables it to conduct discussions and negotiations and make decisions regarding the Transactions from a standpoint independent of the Tender Offerors, with the aim of enhancing its corporate value and securing the interests of its general shareholders. Specifically, after receiving the Initial Letter of Intent from Mr. Motonobu Nishimura and Mr. Ken Nishimura and CVC on February 20, 2025, the Company established a project team consisting of two of the Company’s directors, Mr.

Shinichiro Koshihara and Mr. Koichi Watanabe, who are deemed to be independent of the Tender Offerors, and six employees of the Company in order to review the Transactions (including the preparation of the business plan based on which the valuation of the Company Shares will be conducted) and consult and negotiate with the Tender Offerors, together with the Special Committee, and the Company has maintained such framework until today. Mr. Motonobu Nishimura and Mr. Ken Nishimura did not participate in any consultations or negotiations with the Tender Offerors in the capacity of the Company.

The Company's review framework (including such measures), specifically, the scope and duties of the officers and employees involved in the review, negotiations, and determinations regarding the Transactions (including duties requiring a high degree of independency, such as preparation of the Business Plan based on which the valuation of the Company Shares will be conducted) are based on advice from Mori Hamada, and the Company has obtained the approval of the Special Committee regarding that there are no problems from the perspective of independence and fairness.

- (vii) Setting the minimum number of shares to be purchased that exceeds the majority of minority  
The Tender Offeror has set 25,285,200 shares (shareholding ratio: 56.02%) as the minimum number of shares to be purchased in this Tender Offer, and if the total number of the Tendered Shares, Etc. is less than the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Shares, Etc.

In this Tender Offer, the minimum number of shares to be purchased in the Tender Offer (25,285,200 shares, shareholding ratio: 56.02%) exceeds the number of shares (20,656,857 shares) obtained by adding (i) a majority of the shares (19,717,067 shares, shareholding ratio: 43.68%) of total number of shares (39,434,132 shares) obtained by deducting the total number of shares owned by the Shareholders Who Agreed to Tender Their Shares (939,790 shares) and the number of Shares Agreed Not to Be Tendered (4,670,000 shares) from the Base Number of Shares (45,137,222 shares), and (ii) the Shares Agreed to Be Tendered (1,033,090 shares), which exceeds the majority of the number of shares held by the shareholders of the Company who do not have any interests in the Tender Offerors, i.e., the so-called "majority of minority". The Tender Offeror believes that the Tender Offer will not be completed unless they receive majority approval from shareholders of the Company who do not have an interest in the Tender Offeror, and thus the Tender Offer has placed importance on the will of the minority shareholders of the Company.

- (viii) Securing of objective conditions that ensure the fairness of the Tender Offer

The Company has not entered into any agreement with the Tender Offeror that restricts a competing offeror from having contact with the Company, such as an agreement that includes transaction protection provisions that would prohibit the Company from having contact with a competing offeror.

The Tender Offeror has set the Tender Offer Period at 30 business days, which is longer than 20 business days, the shortest period specified in laws and regulations. By setting the Tender Offer Period to be longer than the period specified in laws and regulations, the Tender Offeror ensures to provide the Company's shareholders with an appropriate opportunity to make a judgment regarding the tender of their Company Shares in the Tender Offer and ensures to provide the opportunities for persons other than the Tender Offeror to make a competing purchase for the Company Shares, thereby intending to ensure the appropriateness of the Tender Offer Price.

As stated in the Report, based on the fact that, (i) from perspectives including an information

management perspective, it is not easy to conduct so-called market checks (including the bidding procedures prior to the announcement of the Transactions and other such processes) to investigate the existence of potential acquirers in the market and (ii) in the Transactions, including the Tender Offer, sufficient measures have been taken to ensure fairness, and the Special Committee evaluates that appropriate consideration has been paid to the interests of the Company's shareholders through fair procedures, the Special Committee has determined that the fairness of the procedures in the Tender Offer is not impaired by the absence of an active market check.

4. Matters relating to material agreements regarding the Tender Offer

(i) The Basic Transaction Agreement

The Tender Offeror entered into the Basic Transaction Agreement between Nishimura Family Shareholders on September 10, 2025, pursuant to which: (i) the Shareholders Who Agreed to Tender Their Shares will tender the Shares Agreed to Be Tendered (total number of shares held: 939,810 shares (Note 1), shareholding ratio: 2.08%) in the Tender Offer, and (ii) the Shareholders Who Agreed Not to Tender Their Shares will not tender the Shares Agreed Not to Be Tendered (total number of shares held: 4,670,000 shares, shareholding ratio: 10.35%) in the Tender Offer, and at the Extraordinary Shareholders' Meeting, Shareholders Who Agreed Not to Tender Their Shares will vote in favor of the proposal regarding the Share Consolidation with respect to the Shares Agreed Not to Be Tendered. There are no provisions in the Basic Transaction Agreement exempting the Shareholders Who Agreed to Tender Their Shares from the obligation to participate in the Tender Offer. Furthermore, except for the Basic Transaction Agreement and the Shareholders Agreement, there is no agreement between the Tender Offeror and Nishimura Family Shareholders regarding the Transactions, and except for the payment of the Tender Offer Price, no benefits will be granted to the Shareholders Who Agreed to Tender Their Shares upon tendering their shares in the Tender Offer.

- a) The Shareholders Who Agreed to Tender Their Shares shall tender all of their Company Shares held (excluding restricted shares) in the Tender Offer and shall not withdraw their tender after tendering their shares, nor cancel the contract relating to the purchases which will take effect upon tendering their shares, and the Shareholders Who Agreed Not to Tender Their Shares shall not tender any of their Company Shares held in the Tender Offer. There are no conditions precedent stipulated for the tendering or non-tendering in the Tender Offer.
- b) Unless otherwise expressly provided in the Basic Transaction Agreement, (i) the Shareholders Who Agreed to Tender Their Shares will not transfer, pledge (excluding security interests established as of the date of execution of the Basic Transaction Agreement) or otherwise dispose of all or part of the Company Shares they hold (including, but not limited to, tendering their shares in a tender offer other than the Tender Offer), and (ii) the Shareholders Who Agreed Not to Tender Their Shares will not transfer, pledge or otherwise dispose of all or part of the Company Shares they hold (including, but not limited to, entering into tendering shares in a tender offer other than the Tender Offer). In addition, the Nishimura Family Shareholders shall not acquire the Company Shares or rights related to the Company Shares. Further, the Nishimura Family Shareholders may not, directly or indirectly, by themselves or by any other person, take any action (including, but not limited to, any agreement with, offer to enter into an agreement with, inducement of offers to, acceptance, discussion, negotiation, solicitation or provision of information to a third party) with any person

other than the Tender Offeror that conflicts or is likely to conflict with the Tender Offer or the transactions contemplated in the Basic Transaction Agreement. If the Nishimura Family Shareholders receive any solicitation, proposal, provision of information, or application for any of the aforesaid actions from any third party other than the Tender Offeror, they shall immediately provide a notice to that effect to the Tender Offeror with the details thereof, and shall consult with the Tender Offeror in good faith regarding the response to such third party.

- c) The Tender Offeror shall make commercially reasonable efforts to the extent reasonably practicable to promptly implement the acquisition of clearance under Competition Law in Vietnam after the execution of the Basic Transaction Agreement.
- d) Except for matters expressly provided in the Basic Transaction Agreement, the Nishimura Family Shareholders shall not exercise their right to request the convening of a general meeting of shareholders of the Company, their right to propose an agenda, or any other shareholder rights of the Company without the prior written consent of the Tender Offeror.
- e) Upon successful completion of the Tender Offer and settlement thereof, if a general meeting of shareholders of the Company is held on a date prior to the Settlement Commencement Date as the record date for the exercise of rights, the Shareholders Who Agreed to Tender Their Shares shall, at the option of the Tender Offeror, either (i) grant comprehensive proxy authority to the Tender Offeror or a person designated by the Tender Offeror, or (ii) exercise their voting rights in accordance with the instructions of the Tender Offeror. In the case of (i) above, the Shareholders Who Agreed to Tender Their Shares shall sign, seal and deliver to the Tender Offeror the necessary proxies or other documents granting such comprehensive proxy authority by the date reasonably specified by the Tender Offeror, and shall not revoke such proxy authority under any circumstances. In the case of (ii) above, the Shareholders Who Agreed to Tender Their Shares shall exercise all rights, including voting rights related to the Company Shares they hold, at such general meeting of shareholders in accordance with the instructions of the Tender Offeror, and shall take necessary measures to ensure that the Tender Offeror's intentions are appropriately reflected in the exercise of such rights.
- f) Except as expressly provided in the Basic Transaction Agreement, if the Nishimura Family Shareholders exercise their rights at any general meeting of shareholders of the Company that is held between the date of execution of the Basic Transaction Agreement and the effective date of the share consolidation (if no Major Shareholder exists after the effective date of the Share Consolidation, this shall refer to the Share Consolidation; and if the Major Shareholder exists after the effective date of the Share Consolidation, this shall refer to the Second Share Consolidation), and if (i) proposals regarding the distribution of surplus or other dispositions of surplus; (ii) agendas related to shareholder proposals that may impede the Tender Offer or the Squeeze-Out Procedure; or (iii) proposals that, if approved, would have or can reasonably be expected to have a material effect on the Company's financial condition, operating results, cash flows, business, assets, liabilities, or future revenue plans or outlook of the Company are submitted, they shall vote against such proposals with respect to the Company Shares they hold at such general meeting of shareholders.
- g) Subject to the successful completion of the Tender Offer, the Nishimura Family Shareholders shall cooperate with the Squeeze-Out Procedures after the Settlement



Commencement Date. Following the commencement of the settlement of the Tender Offer, the Nishimura Family Shareholders, as shareholders of the Company, shall vote in favor of the resolution regarding the Share Consolidation at the Extraordinary Shareholders' Meeting requested by the Tender Offeror, as the exercise of their voting rights attached to the Company Shares they hold.

- h) In the event that the Major Shareholder exists after the Share Consolidation, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares plan to implement the Share Lending as part of the Squeeze-Out Procedures, following which the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares shall also implement the procedures to make the Company's shareholders solely the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares, including the Second Share Consolidation. In the event of the Share Lending, the Shareholders Who Agreed Not to Tender Their Shares and the Tender Offeror shall, after the Second Share Consolidation takes effect, cause the Company to conduct a split of the Company Shares (hereinafter referred to as the "Share Split") on a record date and at a ratio separately specified by the Tender Offeror, and shall cooperate to the fullest extent possible with the procedures necessary for the Share Split. Further, Shareholders Who Agreed Not to Tender Their Shares and the Tender Offeror shall, as soon as practicable after the effective date of the Share Split, cancel the Share Lending and return to the Lender a number of Company Shares of substantially equivalent value to those lent under the Share Lending.
- i) The Nishimura Family Shareholders and the Tender Offeror shall, after the completion of the Squeeze-Out Procedures, cooperate with each other to the extent reasonably practicable to promptly implement the Merger.
- j) Nishimura Family Shareholders and the Tender Offeror shall, after the completion of the Squeeze-Out Procedures, cooperate with each other to the extent reasonably practicable to promptly implement the Share Exchange subject to the effect of the Merger.
- k) Subject to the effect of the Share Exchange, The Shareholders Who Agreed to Tender Their Shares shall, to the extent reasonably practicable to promptly, enter into the share subscription agreement with the Offeror Parent Company in the form and with the content separately specified by the Tender Offeror, invest in the Offeror Parent Company, and subscribe for the common shares of the Offeror Parent Company.

In addition, in the Basic Transaction Agreement, it is stipulated that the agreement may be terminated in the following cases: (i) in the event that there is a material breach of the representations and warranties (Note 2) set forth in the Basic Transaction Agreement by the other party (referring to the Tender Offeror from the perspective of the Nishimura Family Shareholders, and referring to the Nishimura Family Shareholders from the perspective of the Tender Offeror, hereinafter the same applies to references to the "other party" in this section), (ii) in the event there is a material breach of obligations under the Basic Transaction Agreement by the other party, or (iii) in the event that the Tender Offer is not commenced by November 15, 2025, due to causes not attributable to the party itself. Furthermore, it is stipulated that the agreement shall terminate in the following cases: (i) in the event the Tender Offeror withdraws the Tender Offer, (ii) in the event that the Tender Offer fails, or (iii) in the event that the Nishimura Family Shareholders and the Tender Offeror agree in writing to terminate the Basic Transaction Agreement.

Note 1: As stated in Note 5 in "(i) Overview of the Tender Offer" in "(2) Grounds and

reasons for opinions on the Tender Offer” in “3. Details of and grounds and reasons for opinions on the Tender Offer” above, the number of the Shares Agreed to Be Tendered has changed from the number of the Shares Agreed to Be Tendered stated in the Press Release Dated September 10, 2025.

Note 2: In the Basic Transaction Agreement, the Shareholders Who Agreed to Tender Their Shares represent and warrant to the Tender Offeror regarding the following: (i) legal capacity, etc., (ii) the execution, performance and the enforceability of the agreement, (iii) acquisition of permits and approvals, etc., (iv) no conflict with laws and regulations, (v) no insolvency proceedings, etc., (vi) no dealings with anti-social forces, etc., (vii) anti-bribery, etc., and (viii) ownership of shares, etc. (Note 3). The Shareholders Who Agreed Not to Tender Their Shares represent and warrant to the Tender Offeror regarding the following: (i) incorporation and good standing (ii) the execution and performance of the agreement, (iii) the enforceability, (iv) acquisition of permits and approvals, etc., (v) no conflict with laws and regulations, (vi) no insolvency proceedings, etc., (vii) no dealings with anti-social forces, etc., (viii) anti-bribery, etc., and (ix) ownership of shares, etc. The Tender Offeror represents and warrants to the Nishimura Family Shareholders regarding the following: (i) legal capacity, etc., (ii) the execution and performance of the agreement, (iii) the enforceability, (iv) acquisition of permits and approvals, etc., (v) no conflict with laws and regulations, (vi) no insolvency proceedings, etc., (vii) no dealings with anti-social forces, etc., (viii) anti-bribery, etc.

Note 3: The Tender Offeror and Nishimura Family Shareholders have mutually confirmed that the number of the Company Shares with respect to which Mr. Motonobu Nishimura has made representations and warranties regarding his ownership, etc. to the Tender Offeror in the Basic Transaction Agreement is to be construed to mean 933,000 shares, which is the correct number of shares that is actually owned by Mr. Motonobu Nishimura.

(ii) The Shareholders Agreement

Lumina International Holdings entered into the Shareholders Agreement with the Nishimura Family Shareholders on September 10, 2025, which includes the following details regarding the operation of the Company after the Transactions, and the handling of the shares of the Offeror Parent Company after the Re-Investment Etc.

- a) The number of directors of the Company shall be no less than 10 and no more than 15, and Lumina International Holdings shall have the right to nominate directors (subject to a maximum of 5 directors) within a range that is double the number of directors nominated by the Nishimura Family Shareholders.
- b) In the event that the Company or the Offeror Parent Company make a decision on matters stipulated in the Shareholders Agreement (including matters affecting shareholders' voting rights ratios, amendments to the articles of incorporation, organizational restructuring, and matters concerning dissolution and liquidation, etc.), the prior consent of Nishimura Family Shareholders and Lumina International Holdings must be obtained.
- c) The Nishimura Family Shareholders and Lumina International Holdings have mutually confirmed their basic policy to aim for the listing of the Offeror Parent Company within three years from the effective date of the Squeeze-Out Procedure.

- d) The shares of the Offeror Parent Company held by Nishimura Family Shareholders and Lumina International Holdings shall not be transferred to any third party without the prior consent of the other party during the period until the day three years after the effective date of the Share Consolidation; provided, however, in the event that the Company's performance fall below certain benchmarks after the fiscal year ending March 2028, Nishimura Family Shareholders and Lumina International Holdings shall be entitled to transfer the shares in the Offeror Parent Company they hold.
- e) In the event that the Nishimura Family Shareholders or Lumina International Holdings transfer all of their shares in the Offeror Parent Company, the other party has the right to offer to purchase the shares in the Offeror Parent Company subject to the transfer (hereinafter, such right shall be referred to as the "Purchase Offer Right").
- f) It is stipulated that, in the event that Lumina International Holdings is the transferor and the Nishimura Family Shareholders do not exercise their Purchase Offer Rights, the Nishimura Family Shareholders have the right to require Lumina International Holdings to sell the shares in the Offeror Parent Company that the Nishimura Family Shareholders hold to a third party on substantially the same terms and conditions (the "Tag-Along Rights") and Lumina International Holdings has the right to require the Nishimura Family Shareholders to sell their shares in the Offeror Parent Company to a third party on substantially the same terms and conditions (the "Drag-Along Rights").
- g) It is stipulated that, the Nishimura Family Shareholders and Lumina International Holdings each has the right to, in the event that certain circumstances arise for the other party (material breaches of the Shareholders Agreement, commencement of insolvency proceedings, credit concerns, or changes in control, etc.), they can require the other party to purchase the shares they hold in the Offeror Parent Company at a premium price (put option), or require the other party to sell the shares they hold in the Offeror Parent Company at a discount price (call option).

5. Granting of benefits by the Tender Offeror or other special related parties

N/A

6. Response policy on the basic policy relating to company control

N/A

7. Questions for the Tender Offeror

N/A

8. Request for extension of the tender offer period

N/A

9. Future prospects

Please see "(B) Management policy after the Tender Offer" in "(ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer" in "(2) Grounds and reasons for opinions on the Tender Offer," "(4) Possibility of delisting and reasons therefor," and "(5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)" under "3. Details of and grounds and reasons

for opinions on the Tender Offer” above.

10. Matters relating to the MBO, etc.

(1) Matters relating to the measures to ensure fairness and measures to prevent conflicts of interest

Mr. Motonobu Nishimura and Mr. Ken Nishimura are officers of the Company, and “Matters to be complied with in relation to MBO, etc.” as prescribed in Article 441 of the Securities Listing Regulations applies to the Transactions, including the Tender Offer.

As stated in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” in “3. Details of and grounds and reasons for opinions on the Tender Offer” above, the Company has taken measures to ensure fairness and measures to prevent conflicts of interest with respect to the Transactions, including the Tender Offer.

(2) Opinion of the Special Committee that the Transactions are fair to the general shareholders

As stated in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” under “3. Details of and grounds and reasons for opinions on the Tender Offer” above, the Company has received the Report and the Additional Report from the Special Committee to the effect that the Transactions are fair to the general shareholders. For the details of the Report, please see the Attachment 1, and for the details of the Additional Report, please see the Attachment 2.

11. Other matters

(1) Announcement of the Notice Regarding Revision to Dividend Forecast for the Fiscal Year Ending March 31, 2026 (No Dividend) and Abolishment of Shareholder Benefit Plan

At the board of directors meeting held on September 10, 2025, in light of the fact that the Tender Offer is planned to be commenced, the Company has resolved to revise the Dividend Forecast for the Fiscal Year Ending March 31, 2026 announced on August 7, 2025 and not to distribute any interim or year-end dividend for the fiscal year ending March 31, 2026, and, on the condition that the Tender Offer is successfully completed, to abolish the shareholder benefit plan effective from the fiscal year ending March 31, 2026. For details, please see the release titled “Notice Regarding Revision to Dividend Forecast for the Fiscal Year Ending March 31, 2026 (No Dividend) and Abolishment of Shareholder Benefit Plan” announced by the Company on September 10, 2025.

End

(Reference)

Attachment 1: Report

Attachment 2: Additional Report

Attachment 3: Notice Regarding Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917) by Kalon Holdings Co., Ltd.

**[Solicitation Regulations]**

This Press Release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares. If shareholders wish to make an offer to sell their shares, they should first read the tender offer explanation statement concerning the Tender Offer and make an offer to sell their shares at their sole discretion. This Press Release shall neither be, nor constitute a part of, an offer or solicitation to sell, or solicitation of an offer to purchase, any securities, and neither this Press Release (or any part of this Press Release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this Press Release may not be relied upon at the time of entering into any such agreement.

**[Forward-Looking Statements]**

This Press Release contains “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934 (as amended) (the “U.S. Securities Exchange Act of 1934”). It is possible that actual results may substantially differ from the projections, etc. as expressly or implicitly indicated in any “forward-looking statements” due to any known or unknown risks, uncertainties, or any other factors. Neither the Tender Offeror nor any of its affiliates gives any assurance that such projections, etc. expressly or implicitly indicated in any “forward-looking statements” will ultimately be accurate. The “forward-looking statements” included in this Press Release have been prepared based on the information available to the Tender Offeror as of this date, and unless otherwise required by applicable laws and regulations or Financial Instruments and Exchange Act, neither the Tender Offeror nor any of its affiliates is obliged for updating or modifying such statements in order to reflect any future events or circumstances.

**[U.S. Regulations]**

The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed in the Japanese law. However, these procedures and information disclosure standards are not necessarily the same as the procedures and information disclosure standards in the U.S. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 and the rules prescribed thereunder do not apply to the Tender Offer; therefore, the Tender Offer is not conducted in accordance with those procedures or standards. The financial statements contained in this Press Release and reference materials thereof have not been prepared in accordance with the U.S. accounting standards. Accordingly, such financial information may not necessarily be equivalent or comparable to those prepared in accordance with the U.S. accounting standards. Moreover, as the Tender Offeror is a company incorporated outside of the U.S. and a part of or all of its directors are non-U.S. residents, it may be difficult to enforce any rights or claims arising under the U.S. federal securities laws. It may also be impossible to commence legal actions against a non-U.S. company or its officers in a non-U.S. court on the grounds of a violation of the U.S. securities laws. Furthermore, there is no guarantee that a corporation that is based outside of the U.S. or its subsidiaries or affiliated companies may be compelled to submit themselves to the jurisdiction of a U.S. court. Unless otherwise provided, all procedures for the Tender Offer shall be conducted entirely in the Japanese language. Some or all of the documents relating to the Tender Offer are or will be prepared in the English language. However, if there is any inconsistency between the document in English and the document in Japanese, the Japanese document shall prevail.

The Tender Offeror and its affiliate (including the Company) and their respective financial advisors and the affiliates of the Tender Offer Agent may, within their ordinary course of business and to the extent permitted under the related Japanese financial instruments and exchange laws and regulations, purchase or take actions to purchase the Company Shares for their own account or for their customers' accounts other than through the Tender Offer prior to the commencement of, or during the Tender Offer Period in accordance with the requirements of Rule 14c-5(b) under the U.S. Securities Exchange Act of 1934. If any information concerning such purchase, etc. is disclosed in Japan, disclosure of such information in English will be made by the person conducting such purchase, etc. on the website of such person.

**[Other Countries]**

The announcement, issuance, or distribution of this Press Release may be legally restricted in some countries or territories. In such case, shareholders should be aware of and comply with such restriction. The announcement, issuance, or distribution of this Press Release shall not be interpreted as an offer to purchase or solicitation of an offer to sell share certificates concerning the Tender Offer, but shall be interpreted simply as a distribution of information.

September 9, 2025

To: The Board of Directors of Mandom Corporation

## Written Report

Mandom Corporation Special Committee

Mikiharu Mori, Committee Chairperson

Hitoshi Tanii, Committee Member

Mami Ito, Committee Member

Tetsuro Harada, Committee Member

Motohiro Tanaka, Committee Member

The Mandom Corporation Special Committee (the “**Special Committee**”) offers the following report (the “**Report**”; the present document is hereinafter referred to as this “**Written Report**”) described in II. below with respect to the commissioned matters as set out in I. below that were referred to the Special Committee by the board of directors of Mandom Corporation (the “**Company**”) by a resolution of the meeting of the Company’s board of directors held on March 6, 2025.

## **I. Commissioned Matters**

The Special Committee was commissioned by the Company's board of directors regarding the following matters<sup>1</sup> (the "**Commissioned Matters**") by a resolution of the meeting of the Company's board of directors held on March 6, 2025 with respect to the tender offer (the "**Tender Offer**") for the shares of common stock of the Company (the "**Company Shares**") by Kalon Holdings, Co., Ltd. (the "**Tender Offeror**") for the purpose of taking the Company Shares private and subsequent squeeze-out transactions (the "**Transactions**").

- (1) To examine and report to the board of directors on whether to implement the Transactions (whether the board of directors should support the Tender Offer, and whether the board of directors should recommend the shareholders of the Company to tender their shares in the Tender Offer). With respect to this item, to consider and determine whether to implement the Transactions from the standpoint of whether they will contribute to the corporate value of the Company and whether the transaction terms are fair and the procedures are fair from the standpoint of promoting the interests of the general shareholders of the Company.
- (2) To consider and express its opinion to the board of directors on whether the Transactions are fair to the general shareholders of the Company

## **II. Details of the Report by the Special Committee**

The Special Committee offers the following report on the Commissioned Matters with the unanimous approval of all members of the Special Committee as of the date of this Written Report.

- (1) The Special Committee believes that the Company's board of directors should support the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer.
- (2) The Special Committee believes that the Transactions are fair to the Company's general shareholders.

## **III. Procedures Leading to Report**

### **1. Status of Holding Meetings of the Special Committee**

The Special Committee met and deliberated on the Commissioned Matters a total of 24 times (for a total of approximately 36 hours) between March 6, 2025 and September 9, 2025, and carried out

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<sup>1</sup> As of May 6, 2025, when the resolution to establish the Special Committee was passed, Commissioned Matter (2) was "to consider whether the decision on the Transactions by the board of directors will not undermine the interests of the minority shareholders of the Company and to express its opinion to the board of directors (however, if the relevant regulations relating to the Code of Corporate Conduct established by the Tokyo Stock Exchange are revised, to be reviewed as necessary)". However, as the securities listing regulations and other rules relating to the Code of Corporate Conduct established by the Tokyo Stock Exchange were revised on July 22, 2025, Commissioned Matter (2) was changed as described in the main text based on the resolution of the meeting of the Company's board of directors held on August 21, 2025.

careful discussions and examinations with respected to the Commissioned Matters by, among other actions, reporting to and sharing information with other members as well as by deliberating and making decisions on the relevant matters through e-mail and the like between those meetings.

## **2. Process of Examination by the Special Committee and Negotiation with the Tender Offerors**

### **(1) Proposal of the Transactions and appointment of external advisors**

The Company started specific examination of the Transactions on February 20, 2025, after receiving from Mr. Motonobu Nishimura, Representative Director and Chairman of the Company, and Mr. Ken Nishimura, President and Representative Director of the Company, and CVC Capital Partners plc and its subsidiaries (collectively, “CVC,” and Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC are hereinafter collectively referred to as the “**Parties Related to the Tender Offeror**”) a non-legally binding letter of intent (the “**Initial Letter of Intent**”) proposing to take the Company Shares private through the Tender Offer.

Considering that the Tender Offer will be implemented as part of the so-called management buyout (MBO), the existence of structural conflicts of interest and information asymmetry, and other matters, to ensure the fairness of the Transactions, including the Tender Offer, and in order to ensure the fairness of the price for purchase, etc. in the Tender Offer (the “**Tender Offer Price**”), eliminate arbitrariness from the decision-making process of the Tender Offer, and avoid conflicts of interest, taking into account the independence, expertise, and track record of each of the firms below, on March 6, 2025, the Company appointed Mori Hamada & Matsumoto (“**Mori Hamada**”) as its legal advisor independent of CVC, investment funds advised by CVC (“**CVC Funds**”), Kalon J Group Holdings Co., Ltd. (the “**Offeror Parent Company**”), all of whose outstanding shares are indirectly held by CVC Funds or its General Partners and which is a wholly-owning parent company of the Tender Offeror, Lumina International Holdings Limited (“**Lumina International Holdings**”), which owns all of the voting rights of the Offeror Parent Company at present, Mr. Motonobu Nishimura, who is Representative Director and Chairman of the Company, Mr. Ken Nishimura, who is President and Representative Director of the Company, Nishimura International Scholarship Foundation (“**Nishimura International Scholarship Foundation**”), and M•N Holdings Co., Ltd. (“**M•N Holdings**,” and Mr. Motonobu Nishimura, Mr. Ken Nishimura, Nishimura International Scholarship Foundation and M•N Holdings are hereinafter collectively referred to as “**Nishimura Family Shareholders**,” and CVC, CVC Funds, the Tender Offeror, the Tender Parent Company, Lumina International Holdings and Nishimura Family Shareholders are hereinafter collectively referred to as the “**Tender Offerors**”) and the Company, subject to the approval of the Special Committee, and on March 27, 2025, the Company appointed Daiwa Securities Co., Ltd. (“**Daiwa Securities**”) as its independent financial advisor and third-party appraiser independent of the Tender Offerors and the Company, with the



approval of the Special Committee.

In addition, the Company established a project team consisting of two of the Company's directors, Mr. Shinichiro Koshiba and Mr. Koichi Watanabe, who are deemed to be independent of the Tender Offerors, and six employees of the Company in order to conduct discussions and negotiations and make decisions regarding the Transactions from a standpoint independent of the Tender Offerors, with the aim of enhancing its corporate value and securing the interests of its general shareholders.

## **(2) Establishment of the Special Committee**

Considering that the Tender Offer will be implemented as part of the so-called management buyout (MBO), the existence of structural conflicts of interest and information asymmetry, and other matters, and to ensure the fairness of the Transactions, including the Tender Offer, in order to ensure fairness of the Tender Offer Price, eliminate arbitrariness from the decision-making process of the Tender Offer, and avoid conflicts of interest, the Company resolved, at a meeting of the board of directors held on March 6, 2025, to establish the Special Committee comprising three outside directors and independent officers (Mr. Hitoshi Tanii, Ms. Mami Ito, and Mr. Tetsuro Harada) and two outside auditors and independent officers (Mr. Mikiharu Mori and Mr. Motohiro Tanaka) of the Company (a total of five members), who are independent of the Tender Offerors and the Company. Those five members are the original members of the Special Committee appointed by the Company, and the membership of the Special Committee has not changed. The Special Committee selected Mr. Mikiharu Mori as the chairman of the Special Committee by mutual vote. The compensation paid to the Special Committee for their duties is a fixed amount during the period that the Special Committee is active, irrespective of the content of the Report. The Company selected the members of the Special Committee after confirming the independence and eligibility of the outside directors and outside auditors of the Company who were candidates for membership of the Special Committee with advice from Mori Hamada, and after confirming that they are independent from both the Tender Offerors and the Company and do not have any material interests different from those of the general shareholders with respect to the success or failure of the Transactions.

Based on the above board of directors resolution, the Company referred the Commissioned Matters to the Special Committee.

## **(3) Approval of external advisors and establishment of the independent review framework by the Special Committee**

The Special Committee approved the appointment of Mori Hamada as the legal advisor of the Company at the first meeting of the Special Committee held on March 6, 2025, having confirmed

that there are no problems with that firm's independence or eligibility. On March 19, 2025, the Special Committee also approved the appointment of Daiwa Securities as the financial advisor and third-party appraiser of the Company at the third meeting of the Special Committee held on March 19, 2025, having confirmed that there are no problems with that firm's independence or eligibility.

Further, the Special Committee approved the Company's internal review framework at the first meeting of the Special Committee held on March 6, 2025 after confirming that there were no problems from the perspective of the independence of the Tender Offerors and fairness based on advice from Mori Hamada.

#### **(4) Appointment of external advisors by the Special Committee**

On March 19, 2025, the Special Committee appointed Plutus Consulting Co., Ltd. ("**Plutus Consulting**") as its own financial advisor and third-party appraiser at the third meeting of the Special Committee held on March 19, 2025 after confirming that there are no problems with that firm's independence or eligibility. The Special Committee determined that it would receive professional advice from the Company's legal advisor as necessary, and it would not appoint its own legal advisor.

#### **(5) Response to due diligence, etc. conducted by CVC**

From late May 2025 to late July 2025, the Company group underwent due diligence by CVC. The Special Committee received reports on, and confirmed, the process and progress thereof.

CVC proposed its intention to engage, as an external professional organization to conduct business due diligence for the Transactions, a consulting company retained by the Company for the purpose of profit improvement measures (however, the Company has not retained that consulting company in the process of the Transactions). However, the Special Committee requested CVC not to retain that consulting company as an external professional organization so as not to create any doubt regarding the fairness of the Transactions. As a result of consultations, CVC notified the Company that it had decided to comply with the request not to retain the consulting company as an external professional organization.

#### **(6) Approval of the draft business plan by the Special Committee**

At the seventh meeting of the Special Committee held on April 18, 2025, the Special Committee received explanations regarding the content of the Company's business plan (the "**Business Plan**") for the period from the fiscal year ending March 2026 to the fiscal year ending March 2028, on which the calculation of the valuation of the Company Shares and the negotiations on the Tender Offer Price with the Tender Offerors are based, material conditions

precedent thereto, the process of preparation thereof, and other related matters as well as the changes from the business plan that was used by the Company as the basis of the mid-range plan for the period from the fiscal year ending March 2025 to the fiscal year ending March 2028 (the “**Middle-Range Planning**”) which commenced on April 1, 2024 (however, such changes are limited to the figures for the business plan for the fiscal year ending March 2026), and other related matters, and held question-and-answer sessions.

Based on the above, at the seventh meeting of the Special Committee held on April 18, 2025 as described above, the Special Committee approved the Business Plan having determined that it is reasonable to use the Business Plan as a basis for the calculation of the valuation of the Company Shares and the negotiations on the Tender Offer Price with the Tender Offerors given that the Business Plan is based on the Middle-Range Planning that has been published. In addition, the Company submitted the Business Plan that had been approved by the Special Committee to the Parties Related to the Tender Offeror.

After approving the Business Plan at the seventh meeting of the Special Committee, the Special Committee received a proposal from the Company to revise the consolidated results forecast for the fiscal year ending March 2027 and the fiscal year ending March 2028 stated in the Business Plan downward in light of the discrepancies between the target figures stated in the Middle-Range Planning and the actual figures to date. The Special Committee deliberated and discussed with the Company at the thirteenth meeting of the Special Committee held on July 7, 2025, the fourteenth meeting of the Special Committee held on July 17, 2025, and the fifteenth meeting of the Special Committee held on July 25, 2025. However, as a result of comprehensively taking into account the fact that the Middle-Range Planning on which the Business Plan is based has been published and that the Company is taking actions with the aim of achieving the Middle-Range Planning, because such proposal was withdrawn, the Special Committee confirmed once again at the sixteenth meeting of the Special Committee held on April 6, 2025 that it would use the Business Plan that had been approved at the seventh meeting of the Special Committee for the Transactions.

**(7) Written questions sent to, and interviews conducted with, Mr. Motonobu Nishimura, Mr. Ken Nishimura, and CVC**

On March 24, 2025, the Special Committee sent questions to the Parties Related to the Tender Offeror regarding matters including the background and reasons for proposing the Transactions, the business environment and management challenges of the Company, the advantages and disadvantages of the Transactions, the management structure and management policies after the Transactions, and the terms of the Transactions. Then, based on the written responses to those questions received on April 4, 2025, the Company sent the follow-up questions on April 11, 2025

and received the written responses to the follow-up questions on April 21, 2025. Based on those written responses, the Special Committee conducted interviews with the Parties Related to the Tender Offeror at the eighth meeting of the Special Committee held on April 25, 2025 in which it asked questions regarding the above and other matters.

**(8) Interview with the Statutory Auditors and the CxO of the Company**

The Special Committee conducted interviews with the CxOs of the Company at the ninth meeting of the Special Committee held on May 1, 2025, and with the statutory auditors of the Company (excluding those outside auditors who are members of the Special Committee) at the tenth meeting of the Special Committee held on May 9, 2025, and exchanged opinions on the significance of the Transactions and related matters.

**(9) Calculation of the valuation of shares by the financial advisor**

**a. Calculation of the valuation of shares by the financial advisor and third-party appraiser of the Special Committee and fairness opinion**

The Special Committee received explanations from Plutus Consulting, as its financial advisor and third-party appraiser, regarding the method of the valuation of the Company's shares, reasons for selecting such valuation method, details of such valuation method, material conditions precedent thereto, and other related matters, and held question-and-answer sessions. Then, the Special Committee confirmed the appropriateness and reasonableness thereof.

The Special Committee received from Plutus Consulting a share valuation report regarding the Company Shares (the "**Share Valuation Report (Plutus Consulting)**") on September 9, 2025 as the final results of the valuation.

In addition, the Special Committee obtained from Plutus Consulting an opinion stating that the Tender Offer Price of 1,960 yen per share of the Company Shares is fair to the general shareholders of the Company from a financial perspective (the "**Fairness Opinion**"), received explanations regarding the procedures for issuing and other related matters, and held question-and-answer sessions.

**b. Calculation of the valuation of shares by the financial advisor and third-party appraiser of the Company**

The Special Committee received an explanation from Daiwa Securities, as the Company's financial advisor and third-party appraiser, regarding the method of the valuation of the Company's shares, reasons for selecting such valuation method, details of such valuation method, material conditions precedent thereto, and other related matters, and held question-

and-answer sessions. Then, the Special Committee confirmed the appropriateness and reasonableness thereof.

The Company received from Daiwa Securities a share valuation report regarding the Company Shares (the “**Share Valuation Report (Daiwa Securities)**”) on September 9, 2025 as the final results of the valuation.

**(10) Discussions and negotiations regarding the terms of the Transactions, including the purchase price in the Tender Offer**

The Special Committee discussed and examined the proposals on the terms of the Transactions from the Tender Offerors from time to time based on the reports and advice from Plutus Consulting and Daiwa Securities from a financial perspective and the legal advice from Mori Hamada and other information, and continued to conduct examinations and make requests to the Company concerning the policies for negotiations with the Tender Offerors regarding the terms and conditions of the Transactions, including the Tender Offer Price. In addition, when discussing and negotiating the Transactions with the Tender Offerors, the Company immediately reported to the Special Committee the proposed terms and conditions of the Transactions received from the Tender Offerors, and after receiving opinions, instructions, requests, etc. from the Special Committee, the Company acted in accordance with such opinions, instructions, requests, etc. Through the discussions and negotiations between the Company and the Tender Offerors in which the Special Committee was substantially involved as described above, the Special Committee approved the Tender Offer Price of 1,960 yen per share of the Company’s shares on September 7, 2025. As a result, the Company agreed with the Tender Offerors on the Tender Offer Price on September 7, 2025.

The overview of the major development of negotiations regarding the terms and conditions of the Transactions and other related matters are as described below.

**a. First Proposal**

The Company received an initial written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura on July 31, 2025 for a Tender Offer Price of 1,600 yen (the “**First Proposed Price**”). On August 12, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the First Proposed Price be increased to a level that could be presented to the shareholders of the Company as a reasonable price, stating that the First Proposed Price represented a premium to the Company’s most recent share price (the closing price of 1,439 yen as of July 30, 2025) and the simple average share price over the preceding one-month period (1,433 yen), three-month period (1,382 yen) and six-month period (1,340 yen) that was significantly lower than the premium in past MBO transactions, and therefore insufficient.

**b. Second Proposal**

On August 21, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,650 yen (the “**Second Proposed Price**”). On August 22, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Second Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Second Proposed Price represented a premium to the Company’s most recent share price (the closing price of 1,439 yen as of August 20, 2025) and the simple average share price over the preceding one-month period (1,430 yen), three-month period (1,398 yen) and six-month period (1,362 yen) that was significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company’s share value and profitability.

**c. Third proposal**

On August 25, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,700 yen (the “**Third Proposed Price**”). On August 25, 2025, Based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Third Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Third Proposed Price represented a premium to the Company’s most recent share price (the closing price of 1,451 yen as of August 22, 2025) and the simple average share price over the preceding one-month period (1,432 yen), three-month period (1,403 yen) and six-month period (1,364 yen) that remained significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company’s share value and profitability.

**d. Fourth proposal**

On August 28, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,750 yen (the “**Fourth Proposed Price**”). On August 29, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Fourth Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Fourth Proposed Price represented a premium to the Company’s most recent share price (the closing price of 1,428 yen as of August 28, 2025) and the simple average share price over the preceding one-month period (1,432 yen), three-month period

(1,408 yen) and six-month period (1,370 yen) that remained significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company's share value and profitability.

**e. Fifth proposal**

On September 1, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,800 yen (the **"Fifth Proposed Price"**). On September 1, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Fifth Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Fifth Proposed Price represented a premium to the Company's most recent share price (the closing price of 1,420 yen as of August 29, 2025) and the simple average share price over the preceding one-month period (1,431 yen), three-month period (1,409 yen) and six-month period (1,370 yen) that remained significantly lower than the premium in past MBO transactions, and departed significantly from the intrinsic value in light of the Company's share value and profitability.

**f. Sixth proposal**

On September 4, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,920 yen (the **"Sixth Proposed Price"**). On September 4, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee requested that the Sixth Proposed Price be increased to a level that represents fair consideration for the Transactions, stating that the Sixth Proposed Price represented a premium to the Company's most recent share price (the closing price of 1,455 yen as of September 3, 2025) and the simple average share price over the preceding one-month period (1,430 yen), three-month period (1,414 yen) and six-month period (1,372 yen) that remained lower than the premium in past MBO transactions, and was still insufficient compared to the intrinsic value in light of the Company's share value and profitability.

**g. Seventh proposal**

On September 5, 2025, the Company received a written proposal from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura for a Tender Offer Price of 1,950 yen (the **"Seventh Proposed Price"**), stating that it represented as the best and final offer. On September 5, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, and in order to strive to negotiate for the maximum amount after confirming that

the proposal is based on the level of premiums in past MBO transactions and close to the reasonable level in light of the intrinsic value based on the Company's share value and profitability, the Company and the Special Committee requested that the Seventh Proposed Price be increased, stating that the Seventh Proposed Price, in reference to a premium to the Company's most recent share price (the closing price of 1,474 yen as of September 4, 2025) and the simple average share price over the preceding one-month period (1,430 yen), three-month period (1,416 yen) and six-month period (1,374 yen), was still insufficient, and proposed a Tender Offer Price of 2,100 yen per share (the "**Company Proposal**").

**h. Approval of tender offer price**

Subsequently, on September 6, 2025, the Company received a response from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura to the effect that, while the Seventh Proposed Price was the best price that the Tender Offeror could offer at the time and any further price increase would present a difficult investment decision for the Tender Offeror, the Tender Offeror had decided, after serious internal deliberation, to agree to the Company's request to raise the Tender Offer Price again in order to maximize the interests of the Company's general shareholders, and a written proposal for a Tender Offer Price of 1,960 yen (the "**Eighth Proposed Price**"). In response, on September 7, 2025, based on advice from Mori Hamada, Daiwa Securities, and Plutus Consulting, the Company and the Special Committee responded to the effect that they accepted the Tender Offer Price of 1,960 yen per share subject to a formal decision regarding the Company's opinion to be made by a resolution of the Board of Directors at its meeting to be held on September 10, 2025.

**(11) Confirmation of details of disclosure documents regarding the Transactions**

The Special Committee received explanations on multiple occasions from Mori Hamada, as the Company's legal advisor, and Daiwa Securities, as the Company's financial advisor, concerning the details of the draft of the press release regarding expression of opinion on the scheduled commencement of the tender offer (the "**Opinion Expression Press Release**") to be announced or submitted by the Company, and held question-and-answer sessions. Then, the Special Committee confirmed that sufficient information disclosure is scheduled to be made.

**(12) Confirmation and examination of related agreements**

The Special Committee confirmed the details of the explanations received from CVC regarding (i) a basic transaction agreement (the "**Basic Transaction Agreement**") to be executed between the Tender Offeror and Nishimura Family Shareholders on September 10, 2025 regarding the Tender Offer, and (ii) a shareholders agreement (the "**Shareholders Agreement**")



to be executed between Lumina International Holdings and Nishimura Family Shareholders on September 10, 2025 regarding the Tender Offer with the advice from Mori Hamada, as the Company's legal advisor.

#### IV. Reasons for Giving the Opinions on the Commissioned Matters

##### 1. Overview of the Transactions, Etc.

###### (1) Overview of the Transactions

According to the draft Opinion Expression Press Release, the overview of the Transactions are as described below.

The Tender Offeror will implement the Tender Offer for the purpose of taking the Company Shares private by acquiring all of the Company Shares (including the Company's restricted shares granted to the directors of the Company (excluding outside directors) and executive officers of the Company who do not concurrently serve as the Company's directors (including CxOs who do not concurrently serve as the Company's directors) as restricted stock compensation (the "**Restricted Shares**"), but excluding the treasury shares held by the Company and the Shares Agreed Not to Be Tendered (defined in Paragraph (4)(i) below); the same applies hereinafter).

If the Tender Offeror fails to acquire all of the Company Shares through the Tender Offer, the Tender Offeror plans to implement a series of procedures to take the Company Shares private (the "**Squeeze-Out Procedures**") after the successful completion of the Tender Offer.

Furthermore, in the Basic Transaction Agreement, the Tender Offeror has confirmed, with Nishimura Family Shareholders, that (i) Mr. Motonobu Nishimura and Mr. Ken Nishimura will invest in the Offeror Parent Company (the "**Re-Investment**") and (ii) for the purpose of converting the Company Shares held by Nishimura International Scholarship Foundation and M•N Holdings (Nishimura International Scholarship Foundation and M•N Holdings are hereinafter collectively referred to as the "**Shareholders Who Agreed Not to Tender Their Shares**") into the shares of the Offeror Parent Company and for other purposes, the Tender Offeror implement an absorption-type merger where the Tender Offeror shall be the surviving company and the Company shall be the absorbed company (the "**Merger**") and a share exchange where the Offeror Parent Company shall be the wholly owning parent company and the Tender Offeror after the Merger shall be the wholly owned subsidiary company resulting from the share exchange (the "**Share Exchange**"; collectively with the Merger and the Re-Investment referred to as the "**Re-Investment Etc.**"). The Re-Investment Etc. is intended to be carried out after the completion of the Squeeze-Out Procedures, and it is anticipated that the aggregate percentage of voting rights of the Offeror Parent Company to be held by Nishimura Family Shareholders will be 34 % of the total voting rights.

## (2) Overview of the Tender Offer

The overview of the Transactions are as stated in “2. Price for purchase, etc.” and “(i) Overview of the Tender Offer” in “(2) Grounds and reasons” under “3. Details of and grounds and reasons for opinions on the Tender Offer” in the draft Opinion Expression Press Release, and the Tender Offer is scheduled to be implemented on the following terms and conditions.

- |       |  |  |
|-------|--|--|
| (i)   | Tender Offeror:                          | Kalon Holdings, Co., Ltd.  |
| (ii)  | Shares subject to purchase:              | All of shares of common stock of the Company (including the Restricted Shares, but excluding the treasury shares held by the Company and the Shares Agreed Not to Be Tendered)   |
| (iii) | Period for purchase, etc.:               | 30 business days   |
| (iv)  | Tender offer price:                      | 1,960 yen per share of common stock of the Company   |
| (v)   | Minimum number of shares to be purchased | 25,285,200 shares <sup>2</sup> (shareholding ratio: 56.02%)  |
| (vi)  | Maximum number of shares to be purchased | Not set  |
| (vii) | Terms of purchase                        | If the total number of shares, etc. tendered in the Tender Offer (the “ <b>Tendered Share Certificates, Etc.</b> ”) is less than the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. On the other hand, the Tender Offeror has not set a maximum number of shares to be purchased, and if the total number of the Tendered Share Certificates, Etc. is equal to or exceeds the minimum number of shares to be purchased, the Tender Offeror will purchase all of the Tendered Share Certificates, Etc. |

Additionally, the Tender Offeror intends to promptly commence the Tender Offer upon the satisfaction of the following conditions or upon their waiver by the Tender Offeror.

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<sup>2</sup> The minimum number of shares to be purchased is a provisional figure based on information available as of today and may differ from the actual figure in the Tender Offer due to changes in the number of treasury shares held by the Company after the date of this announcement. Prior to the commencement of the Tender Offer, the Tender Offeror plans to determine the final minimum number of shares to be purchased based on the information available at the time of the commencement of the Tender Offer.

- (i) The acquisition of permits and approvals, etc. under competition laws in Japan and Vietnam (the “Clearance”) has been completed or is reasonably expected to be completed.
- (ii) The Company’s board of directors has resolved to express its opinion in support of the Tender Offer and to recommend that the shareholders of the Company tender their shares in the Tender Offer, and such resolution remains in effect without any changes, additions, or amendments as of the commencement of the Tender Offer.
- (iii) The Special Committee, which reviewed the Transactions, has submitted a favorable report to the Company’s board of directors regarding the Company’s support for the Tender Offer, recommending to the shareholders of the Company to tender their shares in the Tender Offer, and its implementation of the Transactions, and the content of the report remains in effect without any changes, additions, or amendments as of the commencement of the Tender Offer.
- (iv) The Basic Transaction Agreement and the Shareholders Agreement are validly existing, and none of the termination events specified in the Basic Transaction Agreement and the Shareholders Agreement have occurred.
- (v) None of the Transactions is in violation of any applicable laws and regulations, and there are no pending claims, lawsuits, or proceedings before any judicial or administrative authority, etc. seeking to restrict or prohibit any of the Transactions; nor are there any judgments, etc. by any judicial or administrative authority, etc. restricting or prohibiting any of the Transactions, and there is no specific risk that any such claims, lawsuits, proceedings, or judgments, etc. may arise.
- (vi) There is no material fact relating to business operations, etc. of the Company (as specified in Article 166, Paragraph 2 of the Financial Instruments and Exchange Act) that has not been publicized (having the meaning specified in Article 166, Paragraph 4 of the Financial Instruments and Exchange Act) by the Company; nor is there any fact that a tender offer, etc. for the share certificates, etc. of the Company will be launched or suspended (having the meaning specified in Article 167, Paragraph 2 of the Financial Instruments and Exchange Act) that has not been publicized (having the meaning specified in Article 167, Paragraph 4 of the Financial Instruments and Exchange Act)
- (vii) There are no material changes in the business or assets of the Company or of its subsidiaries nor any other circumstances that would significantly compromise its ability to achieve the purpose of the Tender Offer, as specified in the proviso to Article 27-11, Paragraph 1 of the Financial Instruments and Exchange Act.
- (viii) There are no material adverse effects on the business, assets, liabilities, financial conditions, operating conditions, or cash flows of the Company or of its subsidiaries, or on the execution of the Transactions, nor any circumstances or events that could give rise to

such adverse effects; there is no material change in domestic or foreign stock market conditions or other market environment, financial environment, or economic environment; and there are no other circumstances that are reasonably deemed to have a material effect on the decision of the Tender Offeror to commence the Tender Offer.

(ix) The Tender Offeror has received a commitment letter from MUFG Bank, Ltd. (“MUFG Bank”) for the procurement of funds necessary for the execution of the Transactions, and there has been no withdrawal of such commitment letter on or before the commencement date of the Tender Offer. Furthermore, in the event that the Tender Offer is successfully completed, it is reasonably expected that all of the subscription conditions specified in the said commitment letter will be satisfied and that the procurement of funds will be executed.

### **(3) Overview of the Squeeze-out Procedures**

If the Tender Offeror fails to acquire all of the Company Shares through the Tender Offer, the Tender Offeror intends to make the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares the sole shareholders of the Company by means of a share consolidation (the “**Share Consolidation**”) as stated in “(i) Overview of the Tender Offer” in “(2) Grounds and reasons” and “(5) Policies on the organization restructuring, etc., after the Tender Offer (matters concerning the so-called two-step acquisition)” in “3. Details of and grounds and reasons for opinions on the Tender Offer” in the draft Opinion Expression Press Release. In the event that shareholders other than the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares (the “**Major Shareholders**”) exist after the Share Consolidation, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares plan to implement a share lending transaction for the Company Shares (the “**Share Lending**”) as part of the Squeeze-Out Procedures after the Company receives an exemption from its obligation to file annual securities reports, following which the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares also plan to implement the procedures to make the Company’s shareholders solely the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares, including another consolidation of the Company Shares (the “**Second Share Consolidation**”).

### **(4) Overview of the Related Agreements**

In addition, the Tender Offeror will enter into the following agreements in connection with the Tender Offer.

#### **(i) Basic Transaction Agreement**

The Tender Offeror will enter into the Basic Transaction Agreement between Nishimura Family Shareholders on September 10, 2025, pursuant to which: it is agreed that (1)(i) Mr.

Motonobu Nishimura will tender all of his Company Shares (number of shares held: 933,020 shares, shareholding ratio: 2.07%) (excluding the Restricted Shares (45,500 shares)) and (ii) Mr. Ken Nishimura will tender all of his Company Shares (number of shares held: 100,090 shares; shareholding ratio: 0.22%) (excluding the Restricted Shares (47,800 shares)) (total number of shares held: 1,033,110 shares, total shareholding ratio: 2.29%; the **“Shares Agreed to be Tendered”**) in the Tender Offer, (2)(i) Nishimura International Scholarship Foundation will not tender all of its Company Shares (number of shares held: 3,600,000 shares, shareholding ratio: 7.98%) and (ii) M•N Holdings will not tender all of its Company Shares (number of shares held: 1,070,000 shares, shareholding ratio: 2.37%) in the Tender Offer (total number of shares held: 4,670,000 shares; total shareholding ratio: 10.35%; the **“Shares Agreed Not to Be Tendered”**) in the Tender Offer, (3) at the Company’s extraordinary shareholders meeting at which the proposals such as the implementation of the Share Consolidation will be submitted, the Shareholders Who Agreed Not to Tender Their Shares will vote in favor of the proposal regarding the Share Consolidation with respect to the Shares Agreed Not to Be Tendered, (4) in the event that the Major Shareholder exists after the Share Consolidation, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares will implement the Share Lending as part of the Squeeze-Out Procedures, following which the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares will also implement the procedures to make the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares the sole shareholders of the Company, including the Second Share Consolidation, (5) Nishimura Family Shareholders and the Tender Offeror will, after the completion of the Squeeze-Out Procedures, cooperate with each other to the extent reasonably practicable to promptly implement the Merger, (6) Nishimura Family Shareholders and the Tender Offeror will, after the completion of the Squeeze-Out Procedures, cooperate with each other to the extent reasonably practicable to promptly implement the Share Exchange subject to the effect of the Merger, and (7) subject to the effect of the Share Exchange, Mr. Motonobu Nishimura and Mr. Ken Nishimura will individually enter into the share subscription agreement with the Offeror Parent Company in the form and with the content separately specified by the Tender Offeror, invest in the Offeror Parent Company, and subscribe for the common shares of the Offeror Parent Company.

(ii) Shareholders Agreement

Lumina International Holdings entered into the Shareholders Agreement with Nishimura Family Shareholders on September 10, 2025, which includes the following details regarding the operation of the Company after the Transactions, and the handling of the shares of the

Offeror Parent Company after the Re-Investment Etc.

- The number of directors of the Company shall be no less than 10 and no more than 15, and Lumina International Holdings shall have the right to nominate directors (subject to a maximum of five directors) within a range that is double the number of directors nominated by Nishimura Family Shareholders.
- In the event that the Company or the Offeror Parent Company make a decision on matters stipulated in the Shareholders Agreement (including matters affecting shareholders' voting rights ratios, amendments to the articles of incorporation, organizational restructuring, and matters concerning dissolution and liquidation, etc.), the prior consent of Nishimura Family Shareholders and Lumina International Holdings must be obtained.
- Nishimura Family Shareholders and Lumina International Holdings have mutually confirmed their basic policy to aim for the listing of the Offeror Parent Company within three (3) years from the effective date of the Squeeze-Out Procedure.
- The shares of the Offeror Parent Company held by Nishimura Family Shareholders and Lumina International Holdings shall not be transferred to any third party without the prior consent of the other party during the period until the day three (3) years after the effective date of the Share Consolidation; provided, however, in the event that the Company's performance fall below certain benchmarks after the fiscal year ending March 2028, Nishimura Family Shareholders and Lumina International Holdings shall be entitled to transfer the shares in the Offeror Parent Company they hold.
- In the event that Nishimura Family Shareholders or Lumina International Holdings transfer all of their shares in the Offeror Parent Company, the other party has the right to offer to purchase the shares in the Offeror Parent Company subject to the transfer (hereinafter, such right shall be referred to as the "**Purchase Offer Right**").
- It is stipulated that, in the event that Lumina International Holdings is the transferor and Nishimura Family Shareholders do not exercise their Purchase Offer Rights, Nishimura Family Shareholders have the right to require Lumina International Holdings to sell the shares in the Offeror Parent Company that Nishimura Family Shareholders hold to a third party on substantially the same terms and conditions (the "**Tag-Along Rights**") and Lumina International Holdings has the right to require Nishimura Family Shareholders to sell their shares in the Offeror Parent Company to a third party on substantially the same terms and conditions (the "**Drag-Along Rights**").
- Nishimura Family Shareholders and Lumina International Holdings each has the

right to, in the event that certain circumstances arise for the other party (material breaches of the Shareholders Agreement, commencement of insolvency proceedings, credit concerns, or changes in control, etc.), they can require the other party to purchase the shares they hold in the Offeror Parent Company at a premium price (put option), or require the other party to sell the shares they hold in the Offeror Parent Company at a discount price (call option).

## **2. Commissioned Matters (1)**

### **(1) Whether the Transactions will contribute to the corporate value of the Company**

The results of the examination by the Special Committee of the purpose of the Transactions, based on the draft of the Opinion Expression Press Release, the contents of the written responses to the questions prepared by the Special Committee to the Parties Related to the Tender Offeror and the results of the Special Committee's interviews therewith, the results of the Special Committee's interviews with its CXOs and Audit & Supervisory Board Members, and public information and the like, are as follows.

#### **a. Business environment and management issues of the Company Group**

##### **(a) Understanding of the Company**

The Company's understanding of the business environment and management issues surrounding the Company Group is as follows.

- The environment surrounding the Company varies greatly between Japan and overseas. In the Japanese market, due to the progression of population decline and an aging society, the demographic composition of the young people who have been the main target of the Company's "Gatsby" brand has been shrinking, and this trend is expected to accelerate in the future. On the other hand, in the ASEAN region, including Indonesia, the Company believes that there is significant room for future market expansion due to growing populations and economies, and the Company believes that this will serve as an important region in which opportunities for it to grow are expanding.
- Under this business environment and based on the results of the 13th Middle-Range Planning "MP-13," which began in fiscal year 2021, the Company is aware of decreases in profitability in its Japan Business and Indonesia Business, as well as the underperformance of its Indonesia Business, as management issues. In particular,

amidst cost increases caused by reduced consumption and production volumes due to reduced opportunities for consumers to go out in addition to rising raw material prices, price increases to offset rising costs have not been fully passed on to consumers in the low- and mid-priced cosmetics and daily necessities market, the Company's primary business market, which has resulted in a business structure with low profitability. In addition, the Indonesian market has significant room for growth, but although proactive marketing investment in that market had originally been necessary, the Company's marketing investments were insufficient. This resulted in a delay in responding to changes in the market environment and the Company's inability to improve product competitiveness and profitability in the Indonesian market.

- As stated above, consumer values and trends have been rapidly diversifying with the progression of globalization, and the Company believes that more aggressive and innovative business operations will be required in order to quickly and flexibly respond to these changes.
- Based on this understanding of its business environment, since April 2024 the Company Group has been advancing its 14th Middle-Range Planning "MP-14" (the "Middle-Range Planning"), with an initial fiscal year of 2024. The Middle-Range Planning is positioned as the plan to address issues identified early on in the "MP-13" and build a foundation for sustainable growth for "VISION2027," the medium- to long-term plan spanning from 2017 to 2027 to realize the Company's desired state for its 100th anniversary in 2027 and the next 100 years. According to the Middle-Range Planning, the Company is aiming to become a truly global company and to enhance its corporate value by increasing both its economic and social value, specifically by promoting the following initiatives.

i. Improving profitability of the Japan Business and searching for new growth engines

The Company Group considers the recovery of business performance in its Japan Business, which form the core of its consolidated results, to be its top-priority challenge. Since the start of the Middle-Range Planning, the Company Group has been reviewing each element of its value chain, including strengthening collaborations with suppliers and strategic procurement. In Japan, sales for the fiscal year ending March 2025 increased by 6.2% compared to the fiscal year ending March 2024, and segment profit for the fiscal year ending March 2025 increased by 17.2% compared to the fiscal year ending March 2024, demonstrating that such review has resulted in a certain degree of improvement in profitability will continue to advance its review of each element of the value chain in parallel with business development which prioritizes contributing to consumers through Company



Group products in order to realize sustainable growth for the Company Group.

On the contrary, as the Company believes that competition in the current market environment with existing competitors and imported products from overseas can be expected to further intensify due to anticipated population decline and a future slowdown in real GDP growth, in order to realize stable growth, the Company Group has decided to continue to proactively take on new challenges aimed at acquiring growth engines which will sustain the Japan Business in the future by utilizing the funds obtained through the improved profitability acquired by reviewing each element of the value chain.

ii. Improving profitability of the Indonesia Business

In May 2024, the Company Group revamped its management team in the Indonesia Business and has been working on improving profitability. Specifically, for its digital strategy, the Company Group believes that these efforts have been producing certain effects, including sales growth through active marketing investments such as strengthening its e-commerce channels and using influencer advertising, cost control of raw materials and packaging through strengthened collaboration with the Japan Business, and improved production efficiency through production management utilizing IoT, and will continue to advance its profitability improvement.

iii. Business promotions in the ASEAN area (other than Indonesia) in Other Overseas Business

With respect to the Other Overseas Business segment, which previously handled both business activities in countries in which the Company Group had already established a presence (other than Indonesia) and business development in new countries, the Company Group has separated business development in new countries and renamed the segment to the Northeast Asia, Southeast Asia, and India business segment. This change aims to increase focus on business activities in countries in which the Company Group had already established a presence and pursue business expansion and growth in such countries.

The Company believes that among its existing markets, populations and market sizes in the ASEAN area are continuing to grow, and that such area will come to have economic growth rates higher than those in Japan. Taking into account this external environment, the Company Group has positioned its businesses in the ASEAN area (excluding Indonesia) as growth drivers for the future and will continue to work on further achieving quantitative growth therein.

**(b) Opinion of the Special Committee**

The Special Committee has the same understanding as the understanding of the Company as stated above with regards to the business environment and management issues surrounding the Company Group and finds no unreasonable points therein.

**b. Significance (advantages) of the Transactions**

The understanding of Mr. Motonobu Nishimura and Mr. Ken Nishimura concerning the business environment and management issues surrounding the Company Group, the details of the support that CVC expects to provide to the Company through the implementation of the Transactions, and the understanding of the Company as well as the opinion of the Special Committee concerning the significance of the Transactions based on these matters are as follows.

**(a) Understanding of Mr. Motonobu Nishimura and Mr. Ken Nishimura**

Mr. Motonobu Nishimura and Mr. Ken Nishimura believe the following regarding the business environment and management issues of the Company Group, and from around early September 2024, Mr. Motonobu Nishimura and Mr. Ken Nishimura held several meetings with two private equity funds (including CVC)) via Citigroup Global Markets Japan Inc. (“Citigroup”), which had previously been providing proposals and information to Mr. Motonobu Nishimura and Mr. Ken Nishimura regarding the Company’s capital policy and medium- to long-term corporate value enhancement measures. They exchanged a wide range of opinions on the Company’s management issues and business strategies, the potential for collaboration with the Company, and measures to enhance the Company’s corporate value.

- Due to recent changes in consumer behavior, such as growing demand for high-end products, acceleration of digital shifts, rising manufacturing costs due to increases in raw material prices and labor costs, intensifying competition in the Southeast Asian market, and other factors due to the emergence of new brands from Asia, Mr. Motonobu Nishimura and Mr. Ken Nishimura have come to believe that simply maintaining the traditional business model will make it difficult for the Company Group to secure a competitive advantage. In particular, considering the slowing growth pace of the Japanese market and the high growth potential of the Southeast Asian market, they believed that it was necessary to accelerate strategic initiatives, such as fundamental improvements in profitability and marketing investments to enhance brand value in each country, and that it was essential to establish a management environment that would enable the Company to focus on long-term growth strategies without being affected by short-term

performance fluctuations. In light of these environmental changes, Mr. Motonobu Nishimura and Mr. Ken Nishimura concluded that a fundamental management reform of the Company was unavoidable, and that the establishment and execution of a new growth strategy that goes beyond the mere extension of existing approaches was necessary to achieve the Company's sustainable growth.

Mr. Motonobu Nishimura and Mr. Ken Nishimura believe that in order to execute long-term strategies, such as maintaining and strengthening the competitiveness of the Company's core business, transforming its business model, and accelerating its global expansion, it is necessary to make concentrated and flexible investments and conduct M&A transactions at an early stage in a rapidly changing market environment. At the same time, they are also concerned that short-term earnings may deteriorate due to the necessity for incurring temporary expenses and making upfront investments. Therefore, in order for the Company to flexibly address management issues without being affected by short-term performance fluctuations and to achieve sustainable enhancement of corporate value in the medium to long term under a stable management structure, they have concluded that the Transactions, including the privatization of the Company Shares, are the best option, as it would enable Mr. Motonobu Nishimura and Mr. Ken Nishimura to continue their involvement in the management of the Company while maintaining the Company's management philosophy and corporate culture, as well as maintaining and building relationships with its business partners, under conditions where the Company Shares are taken private and demands from general shareholders for short-term profit increases are eliminated.

As a result, based on the explanations and the like from CVC regarding the support to be provided by CVC as set out in (b) below, Mr. Motonobu Nishimura and Mr. Ken Nishimura determined that CVC is the most suitable partner for maximizing the medium- to long-term corporate value of the Company from the following perspectives.

Mr. Motonobu Nishimura and Mr. Ken Nishimura concluded that CVC is a reliable and the most suitable partner, since it has an accurate understanding of the management issues of the Company in order to enhance its corporate value (e.g., maintaining and strengthening the competitiveness of core brands, restructuring the product portfolio, revitalizing overseas business growth accompanied by improved profitability, and promoting DX), taking into

account the changes in the external environment that the Company is facing (e.g., changes in consumer behavior, diversification of sales channels, and globalization of competition), based on ongoing discussions with CVC and industry and competitor analysis conducted through CVC's global network as well as the fact that and CVC shared the same opinion on the strategic direction that the Company should take.

- CVC has multiple local bases in Southeast Asian countries, including Indonesia, and a professional network that is well versed in the business environment of each country. In addition, the Company can utilize the partnerships with CVC Funds' existing portfolio companies. Therefore, CVC is an extremely effective support partner in assisting the Company in executing its key strategies of "regrowing its Indonesian business" and "expanding its presence in Asian countries." The Company will also be able to strengthen its local sales channels, establish a product development system tailored to local needs, and enhance its distribution and supply chains.
- CVC and CVC Funds have invested in numerous consumer-related companies in Asia and supported their growth. The knowledge regarding the consumer industry and companies in Asia gained from the experience of these investments can be shared with the Company through consultation and can be utilized not only to enhance the Company's marketing strategy, review its procurement structure, and optimize its logistics, but also to create effective synergies in terms of sales and costs in areas such as sales channels and sales promotion measures through collaboration between the Company and CVC Funds' existing portfolio companies.
- Mr. Motonobu Nishimura and Mr. Ken Nishimura believe that, in Southeast Asia, data-driven marketing through SNS and EC platforms is rapidly becoming mainstream. Accordingly, strengthening the digital domain is an essential theme for the Company to maintain and expand its competitive advantage in the future. Under these circumstances, by utilizing CVC's dedicated support platforms, including the CVC Digital Hub and its collaboration systems with over 700 solution vendors, as well as its cybersecurity systems and AI application examples, and through the establishment of a specialized team system that includes the Company's internal departments and external advisors, CVC will be able to make concrete contributions to improving Company's corporate value by

promoting DX in the areas of marketing, business processes, and business management in an integrated manner.

**(b) Details of the support by CVC**

CVC believes that it can support the Company following the successful completion of the Tender Offer in the following ways, taking into account the Company's policy that focuses on strengthening its business foundation, enhancing brand value, and further growth in overseas markets in order to achieve sustainable growth. CVC will build close partnerships with the Company's management team and provide support for maximizing its medium- to long-term corporate value in order to support the realization of the Company's long-term growth strategy, by utilizing the financial support capabilities of CVC Funds, their existing portfolio companies, industry networks, and expertise of CVC in the global and Asian regions.

**(i) Further expansion and improvement of the Company's existing businesses**

For the Company's main brands, CVC will support the Company in revitalizing and adding higher value to its brands by leveraging existing brand assets, implementing highly successful marketing measures by carrying out PDCA cycles through data collection, analysis and verification in marketing based on objective data, further differentiating within their categories, and establishing a PDCA-based management system with KPI for each brand. Additionally, in core markets mainly in Japan and the Asia-Pacific region, CVC will support business restructuring tailored to each region's characteristics. Specifically, in the Indonesian market, CVC will work to revitalize the business through supply chain enhancement, while also supporting operational optimization and profitability improvements by strengthening the utilization of EC channels and D2C models.

**(ii) Support in the fundamental improvement of the management system and organization**

CVC will support the introduction of a KPI monitoring system to formulate medium- to long-term growth strategies and manage their progress. CVC will emphasize data-based, visualized business management, and establish a management system based on monthly budget management and business KPI monitoring. In addition, CVC will support the establishment of a project management office and the formation of internal and external task forces to execute key management policies, thereby establishing a system for more efficiently and effectively identifying company-wide issues and implementing PDCA cycles for policy execution. In

areas where additional human resources are required at the management level and in core departments, CVC will provide human resources support, including scouting and introduction of management and functional personnel from its network. Particularly, in key areas such as management control, DX promotion, and global strategy, CVC will support the Company in strengthening its organizational capabilities by engaging external experts.

**(iii) Support in exploring and executing discontinuous growth opportunities through M&A, business alliances, etc.**

CVC will support the Company in strengthening its domestic business and accelerating its expansion into the Southeast Asian market through proactive M&A and establishment of strategic partnerships by utilizing CVC's network and insights into post merger integration (PMI).

**(iv) Support in business development and value chain reinforcement in the global market**

Taking into account the Company's growth potential in the Asian region, CVC will support the Company in strengthening its regional expansion strategy to enhance its presence in the global market. CVC will support the Company in expanding its sales and distribution infrastructure in Southeast Asian countries with significant growth potential (e.g., Malaysia, Thailand, Taiwan, etc.), utilizing CVC's multiple local bases and CVC Funds' network with their existing portfolio companies to the fullest extent possible, and strengthening collaboration with local retailers and channel partners to expand distribution channels and create new business opportunities.

**(c) Understanding of the Company**

The Company's understanding of the significance of the Transactions, based on the understanding of Mr. Motonobu Nishimura and Mr. Ken Nishimura described in (a) above and the details of the support by CVC described in (b) above, is as follows.

- In order to realize medium- to long-term corporate value enhancement going forward, it will be necessary to continue to improve profitability and explore new growth engines in the Japanese business and formulate digital strategies tailored to local channel structures and consumer behavior toward improving profitability and expanding growth in Indonesia and other ASEAN areas while focusing business efforts on established markets. The Company recognizes that the specific

measures, including those described in (b)(i) through (iv) above, that CVC has communicated to the Company should be actively pursued in order to further enhance the Company's medium- to long-term corporate value, and that the implementation of those measures requires the establishment of a flexible and agile management structure.

- However, considering that the above measures involve major changes in business structure and new initiatives, and that significant time and various upfront investments (including strategic investments) will be required before the measures contribute to the Company Group's performance, there is a risk that the Company Group's financial condition and performance will deteriorate in the short term. Therefore, the Company believes that to implement these measures while maintaining its listing could have significant negative impacts on its shareholders, such as a decline in stock price or decreased dividends.
- As such, the Company believes that in order to enhance its corporate value from a long-term perspective while avoiding the above negative impacts on its shareholders, it is necessary to take the Company Shares private by means of a management buyout (MBO) to unify ownership and management, and to establish a management structure in which the Tender Offerors, the Company, and its employees can implement measures promptly, boldly, and in unison, without regard for the short-term assessments of the share market. In addition, Mr. Motonobu Nishimura, as Representative Director and Chairman of the Company, and Mr. Ken Nishimura, as President and Representative Director of the Company, have a thorough knowledge of the Company's business, based on which fact it is sufficiently reasonable for the Tender Offerors, including Mr. Motonobu Nishimura and Mr. Ken Nishimura, to play a central role in both the management and control of the Company through a management buyout (MBO).
- For the above reasons, the Transactions including the Tender Offer will contribute to the corporate value of the Company.

#### **(d) Opinion of the Special Committee**

As described above, the Parties Related to the Tender Offeror and the Company generally share the same understanding regarding the measures expected to contribute to the corporate value of the Company after the Transactions.

Amid a declining youth population due to demographic aging and low birth rates, the potential for market expansion in the ASEAN region, and the rapid diversification of consumer values and trends, the Company believes that it should swiftly implement

fundamental and effective measures to contribute to the corporate value of the Company over the medium to long term. The specific measures contemplated by the Parties Related to the Tender Offeror, including those described in (b)(i) through (iv) above, are important for resolving the management issues faced by the Company, and the explanation that these measures should be actively pursued to further contribute to the corporate value over the medium to long term is reasonable. In particular, the Company has explained that it expects the profitability of the Indonesian market, which is one of the Company's key management issues, to improve through the utilization of CVC's robust network and extensive experience to strengthen local sales channels, establish product development systems tailored to local needs, and enhance distribution and supply chain capabilities, which is sufficiently persuasive.

While it would be possible for the Company to implement medium- to long-term measures to contribute to the corporate value of the Company while maintaining its listing, doing so would impose certain constraints on agile and flexible decision-making and the implementation of bold measures, including the need to consider the interests of all stakeholders, including minority shareholders. On this basis, it is reasonable for the Company to determine that the delisting by the Tender Offeror will contribute to the sustainable improvement of the Company's corporate value over the medium to long term.

**c. Disadvantages of the Transactions**

The understanding of the Company and the opinion of the Special Committee regarding the disadvantages of the Transactions is as follows.

**(a) Understanding of the Company**

The Tender Offeror has stated that it plans to obtain a loan up to 53 billion yen (the "Bank Loan") from MUFG Bank by the business day immediately preceding the commencement date of settlement for the Tender Offer to fund the settlement of the Tender Offer should it succeed. The Tender Offeror expects that the terms and conditions of the Bank Loan and financial covenants will be established in consultation with financial institutions, taking into account the Company's cash flow and financial position, so as not to impede the Company's business operations or the execution of its growth strategy. The Company has determined, based on the above explanation from the Tender Offeror, that the terms and conditions of the Bank Loan and financial covenants will not affect the Company's operations, even in light of the Business Plan.

If the Transactions were to be completed, the Company would no longer be able to raise funds through equity financing from capital markets, and such delisting may also affect the



Company's ability to secure talented personnel, expand businesses with new partners, and maintain relationships with existing partners, which have been enhanced by the social credibility and name recognition that the Company has enjoyed as a listed company. However, in light of its current financial situation, the Company considers that there is no pressing need for equity financing for the time being, and given that it will be able to take advantage of CVC's relationships with financial institutions and other means of financing, the Company expects to be able to secure the necessary funds for its business. Likewise, the privatization of the Company Shares will not have a significant impact on the Company's recruiting, expansion of business partnerships, or relationships with existing partners due to the brand power and name recognition that the Company has built up to date. The Company therefore believes that the disadvantages of going private will be limited.

Furthermore, the Company believes that it can enhance its corporate value from a long-term perspective due to the possibility of allocating to the resolution of management challenges the management resources that have been used for listing maintenance costs, which have been increasing due to compliance with the Corporate Governance Code and other regulations, resources and expenses related to disclosure and auditing under the Financial Instruments and Exchange Act, and shareholder relations, including IR-related expenses. In addition, the Company does not expect any particular disadvantage to arise from the Company becoming a subsidiary of the CVC Fund.

Therefore, the Company believes that the advantages of the Transactions outweigh the disadvantages.

#### **(b) Opinion of the Special Committee**

This Special Committee concurs that the Company's understanding of the disadvantages of proceeding with the Transactions is reasonable.

Regarding the Bank Loan, the Company's determination based on the explanations provided by the Tender Offeror is not unreasonable in any respect.

Common disadvantages associated with delisting include limited financing options and negative effects on recruiting and business relationships with partners due to diminished credibility and brand recognition. However, with respect to financing, in light of the recent financial environment, it is often considered more reasonable to raise capital through indirect financing rather than relying on equity financing, and considering the possibility of leveraging the relationships CVC maintains with financial institutions and its financing methods, the risk of significant disruption to the Company's operations is considered low. With respect to diminished credibility and brand recognition, the Company has already established relationships of trust with its business partners to a certain degree, and it is

considered unlikely that existing business relationships will significantly deteriorate solely due to delisting, nor will the trust of the customers and the brand reputation that the Company has accumulated through its business operations to date be immediately lost due to the delisting. With respect to recruiting, the Company's established brand power and recognition will not be immediately lost due to delisting, and by carefully explaining how the Transactions will enable the Company to achieve greater growth and success than ever before, a positive impact on recruitment can well be expected, with no particular adverse effects. Therefore, the disadvantages of the Transactions are limited, and are outweighed by the advantages of the Transactions set out in b. above.

**d. Summary**

Based on the above, the Special Committee considers the Company's understanding of the purpose of the Transactions to be reasonable and recognizes that the Company's judgment that the Transactions will contribute to the improvement of its corporate value is reasonable.

**(2) Fairness of the terms of the Transactions**

**a. Process of discussions and negotiations with the Tender Offerors regarding the transaction terms**

As stated in III.2.(10) above, after the Company received the first proposal from the Tender Offerors on July 31, 2025 for a Tender Offer Price of 1,600 yen, based on the structure and authority described in (3)a below, the Special Committee continuously examined and made requests to the Company concerning the negotiation policies with the Tender Offerors regarding the terms and conditions of the Transactions, including the Tender Offer Price, based on the advice from a financial perspective received from Plutus Consulting, the financial advisor and third-party appraiser of the Special Committee, and from Daiwa Securities, the financial advisor and third-party appraiser of the Company, regarding matters including the results of the valuation of the Company Shares and the negotiation policies with the Tender Offerors, as well as the legal advice received from Mori Hamada, the Company's legal advisor. In addition, when discussing and negotiating the Transactions with the Tender Offerors, the Company immediately reported to the Special Committee the proposed terms and conditions of the Transactions received from the Tender Offerors, and after receiving opinions, instructions, requests, etc. from the Special Committee, the Company acted in accordance with them.

As a result, the tender offer price was raised a total of seven times, ultimately achieving an increase of 22.5% (rounded to two decimal places) from the tender offer price in the first

proposal (1,600 yen). As stated in III.2.(10) above, on September 5, 2025, the Company received a proposal for the Seventh Proposed Price of 1,950 yen per share from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura, presented as their best and final offer. In response, on September 5, 2025, the Company and the Special Committee made the Company Proposal of 2,100 yen per share in order to strive to negotiate for the maximum amount after confirming that the proposal is based on the level of premiums in past MBO transactions and close to the reasonable level in light of the intrinsic value in light of the Company's share value and profitability. Consequently, on September 6, 2025, the Company received the Eighth Proposed Price of 1,960 yen per share from the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura. In response, the Company and the Special Committee decided to accept the Eighth Proposed Price given that, as stated in e. below, the Eighth Proposed Price had already reached a level that could be considered fair and it was expected that there would be little room for a further increase even if further negotiations were continued.

Based on the above, it can be found that the Special Committee has been substantially involved in the process of discussions and negotiations regarding the Transactions between the Company and the Tender Offerors.

**b. Reasonableness of the content of the share valuation by an independent third-party appraiser and of the financial projections and assumptions used as its basis**

**(a) Results of the share valuation by Plutus Consulting and the reasonableness of its content**

**(i) Reasonableness of the content of the share valuation**

When determining the appropriateness of the terms of the Transactions, in order to ascertain the value of the Company Shares, the Special Committee requested Plutus Consulting, its own financial advisor and third-party appraiser independent of the Tender Offerors, to conduct a valuation of the Company Shares and obtained the Share Valuation Report (Plutus Consulting) on September 9, 2025.

Plutus Consulting considered multiple share valuation methods to be adopted for the valuation of the Company Shares, and based on the assumption that the Company is a going concern and that a multifaceted valuation of the Company Shares would be appropriate, calculated the value per Company Share using the following: (i) the market price analysis, because the Company Shares are listed on the TSE Prime Market and market prices are available, and (ii) the discounted cash flow method (the "DCF method"), to ensure that the actual figures and projections of the Company's business performance or the like would be reflected in the valuation. The ranges of

share values per Company Share that were calculated by Plutus Consulting based on the above methods are as follows.

Market price analysis: 1,378 yen to 1,503 yen

DCF method: 1,778 yen to 2,902 yen

In the market price analysis, September 9, 2025 was used as the calculation reference date, and calculations were performed on the basis of the closing price of the Company Shares of 1,503 yen on the reference date, the simple average closing price of 1,436 yen for the one-month period immediately preceding the reference date, the simple average closing price of 1,422 yen for the three-month period immediately preceding the reference date, and the simple average closing price of 1,378 yen for the six-month period immediately preceding the reference date (all such prices as listed on the TSE Prime Market). As a result, the value per Company Share was calculated to be in the range of 1,378 yen to 1,503 yen.

In the DCF method, the corporate value and share value of the Company was calculated by discounting to the present value at a given discount rate the free cash flow that the Company is expected to generate during and after the second quarter of the fiscal year ending March 2026, using as a basis the estimated revenues and investment plans under the Business Plan, and this resulted in a value per Company Share in the range of 1,778 yen to 2,902 yen. The weighted average cost of capital (WACC) was used for the discount rates in the range of 7.85% to 9.75%. The perpetual growth model and the multiple method were used for the calculation of the going concern value. Under the perpetual growth model, the perpetual growth rate was set at 0% based on the theoretically expected long-term business environment and other factors, and the calculation resulted in a going concern value in the range of 67,890 million yen to 84,367 million yen. Under the multiple method, an EV/EBITDA multiple was used, with the EBITDA multiple for the enterprise value being in the range of 7.1 to 9.2 based on the level of the companies in the same industry, etc., and the calculation resulted in a going concern value in the range of 96,512 million yen to 123,682 million yen. In addition, the amount of cash and deposits surplus (which was calculated by deducting (i) operational cash and deposits estimated by comprehensively taking into account actual past cash-flow management, etc. from (ii) the Company's cash and deposits) as well as the listed company stocks held as investment securities by the Company, after taking into account the tax consequences that are expected in the event of their sale at market value, were added in the calculation as non-operational assets.

In addition, as stated in III.2.(9)a. above, with respect to the content of the valuation of the Company Shares conducted by Plutus Consulting based on the Business Plan, the Special Committee received explanations on the preliminary valuation results, the valuation method, the reasons for selecting such method, and the material conditions precedent to the valuation. After conducting question-and-answer sessions regarding the content of and the material conditions precedent to the valuation, the Special Committee confirmed the reasonableness thereof, including the following points.

First, in the market price analysis, the Company's share value is calculated by analyzing the Company's market share price based on the most recent closing price and the average closing price over a certain period. This calculation method is commonly used in transactions similar to the Transactions, and the calculation period adopted is also commonly used. The Special Committee identified no significant events during this period that would require adjustment of the market share price. Therefore, there are no unreasonable points in the calculation based on market price analysis.

In the analysis by the DCF method, based on the Business Plan prepared by the Company, the corporate value of the Company was calculated by discounting to the present value at a given discount rate the free cash flow that the Company is expected to generate with respect to the relevant business during and after the second quarter of the fiscal year ending March 2026 using as a basis the estimated revenues and investment plans under the Business Plan. The share value was calculated by adding or subtracting non-operating assets, interest-bearing liabilities, and the like to this figure. The analytical methods used in the DCF method, the discount rate applied in the analysis, the perpetual growth rate and the multiple method for calculating the terminal value, the treatment of excess cash and deposits and investment securities, and similar matters were established and reviewed by Plutus Consulting from its professional perspective as a third-party appraiser. The Special Committee did not find any unreasonable points in Plutus Consulting's explanation to the Special Committee regarding the basis and calculation methods for these figures.

Furthermore, as described in (ii) below, the content of the Business Plan, which serves as the basis for Plutus Consulting's valuation of the shares, was also reasonable.

As such, the Special Committee believes that the valuation results presented in the Share Valuation Report (Plutus Consulting) are reasonable.

**(ii) Reasonableness of the Business Plan**

At the seventh meeting of the Special Committee held on April 18, 2025, the Special Committee received an explanation from the Company on the content, material conditions precedent, and preparation process of the Business Plan, which included the following points.

- Although the Business Plan was prepared after setting reasonable assumptions for each item based on past performance, current earnings status, and external environmental trends, and other factors in order to examine the appropriateness of the terms of the Transactions by taking into account the future growth of the Company, the content of the Business Plan (excluding the figures in the business plan for the fiscal year ending March 2026) is the same as the business plan that was used as a basis for the Middle-Range Planning of the Company, which was prepared by the Company's management team, including Mr. Motonobu Nishimura and Mr. Ken Nishimura, during the period from February 2023 to March 2024, which is before the time when Mr. Motonobu Nishimura and Mr. Ken Nishimura started considering taking the Company Shares private, as the final mid-range plan under the Company's medium-and long-term vision "VISION2027" formulated in 2017, as well as a phase to build a foundation for the Company's growth for the next 100 years following the Company's 100th anniversary in 2027, and the Business Plan is not premised on the assumption that the Transactions will be conducted.
- Although there are discrepancies between the figures in the business plan for the fiscal year ending March 2026 in the Business Plan and the figures in the business plan that was used as the basis for the Middle-Range Planning, including the consolidated operating profit for the fiscal year ending March 2026 being approximately 1 billion yen lower than that in the business plan that was used as the basis for the Middle-Range Planning, this is due to the fact that the figures for the fiscal year ending March 2026 in the Business Plan are based on the current business environment, which considers factors such as the fact that the timing of the effects of the structural reforms being implemented by the Company will be delayed.
- The review of the consolidated results forecast, including consolidated operating profit, for the fiscal year ending March 2026, is being performed by the Company's management, excluding Mr. Motonobu Nishimura and Mr. Ken Nishimura, and Mr. Motonobu Nishimura and Mr. Ken Nishimura are

not involved in the review. In addition, while the results forecast will be deliberated and resolved at the board of directors meeting to be held on May 13, 2025 and disclosed in the business results for the fiscal year ending March 2025 (the “**Business Results for the Fiscal Year Ending March 2025**”), Mr. Motonobu Nishimura and Mr. Ken Nishimura will not participate in such deliberations or resolutions.

Upon receiving this explanation, at the seventh meeting of the Special Committee, the Special Committee held a question-and-answer session regarding the formulation process of the Business Plan, the methods used to calculate the various figures stated in the Business Plan, and the appropriateness thereof, and the Special Committee determined that it is reasonable to use the Business Plan as a basis for the valuation of the Company Shares and the negotiations on the tender offer price with the Tender Offerors given that the Business Plan was based on the published Middle-Range Planning, and the Special Committee approved the Business Plan. The Special Committee finds no unreasonable points in the above explanation provided by the Company with respect to the reasons for the discrepancies between the figures for the fiscal year ending March 2026 in the Business Plan and the figures in the business plan that was used as the basis for the Middle-Range Planning, such as the consolidated operating profit for the fiscal year ending March 2026 being approximately 1 billion yen lower than the business plan that was used as the basis for the Middle-Range Planning and finds no particular circumstances that would cast doubt on the fairness of the review process.

Furthermore, as stated in III.2.(6) above, the Special Committee was approached by the Company to revise the consolidated results forecast for the fiscal year ending March 2027 and the fiscal year ending March 2028 stated in the Business Plan downward in light of the discrepancies between the target figures stated in the Middle-Range Planning and the actual figures to date, and from the 13th meeting of the Special Committee onward, this was deliberated and discussed with the Company. However, by comprehensively taking into account factors such as the fact that the Middle-Range Planning on which the Business Plan is based had already been published and that the Company is taking actions with the aim of achieving the Middle-Range Planning, the Company withdrew the proposal, and the Special Committee reconfirmed at the 16th meeting that the Business Plan approved at the 7th meeting of the Special Committee would be used for the Transactions.

Based on the above, the Special Committee finds that: (i) the risk of influence from structural conflicts of interest has been reasonably eliminated in the formulation of

the Business Plan that was used as the basis for the share valuation by Plutus Consulting using the DCF method, (ii) there are no circumstances that would cast doubt on the fairness of the preparation process of the Business Plan, and (iii) the content of the Business Plan is reasonable in light of its conditions precedent, preparation process, and the current status of the Company.

**(iii) Examination based on the results of the share valuation**

As stated above, the Special Committee does not find any particularly unreasonable points in the assumptions and content of the valuation by using the market price analysis and the DCF method in the Share Valuation Report (Plutus Consulting) prepared by Plutus Consulting.

Furthermore, in light of the valuation of the Company Shares in the Share Valuation Report (Plutus Consulting), the Tender Offer Price exceeds the upper limit of the range calculated based on the market price analysis and is within the range calculated using the DCF method. This fact can be regarded as a factor supporting the appropriateness of the Tender Offer Price.

**(b) Examination of the Fairness Opinion**

The Special Committee has obtained the Fairness Opinion from Plutus Consulting, in which Plutus Consulting expressed its opinion that it believes that the Tender Offer Price is fair to the general shareholders of the Company from a financial point of view.

The Fairness Opinion was issued by Plutus Consulting, which possesses advanced expertise in finance, from a standpoint independent of the Company and the Tender Offerors based on the result of the Company's share valuation calculated by Plutus Consulting after receiving disclosures of information such as the current state of the Company's business and the Business Plan from the Company and receiving explanations thereof, as well as Q&A sessions with the Company concerning the outline, background, and purpose of the Tender Offer, considerations of factors such as the Company's business environment, the economy, markets, and financial landscape conducted to the extent deemed necessary by Plutus Consulting, and the review procedures carried out by an examination committee independent of Plutus Consulting's engagement team, and the Special Committee found no unreasonable points in the Fairness Opinion. In addition, as stated in (a) above, no particularly unreasonable points were found in the method or content of the share valuation performed by Plutus Consulting, which served as a reference for the issuance of the Fairness Opinion.

Therefore, the Special Committee believes that no unreasonable points were found in the



issuance procedures or content of the Fairness Opinion.

**(c) Results of the share valuation by Daiwa Securities and the reasonableness of the content of the valuation**

**(i) Reasonableness of the content of the share valuation**

When determining the appropriateness of the terms of the Transactions, in order to ascertain the value of the Company Shares, the Company requested Daiwa Securities, its own financial advisor and third-party appraiser independent of the Tender Offerors, to conduct a valuation of the Company Shares and obtained the Share Valuation Report (Daiwa Securities) on September 9, 2025.

Daiwa Securities considered multiple share valuation methods to be adopted for the valuation of the Company Shares, and based on the assumption that the Company is a going concern and that a multifaceted valuation of the Company Shares would be appropriate, analyzed the value per Company Share using the following: (i) the market price analysis, because the Company Shares are listed on the TSE Prime Market and market prices are available, and (ii) the DCF method, to ensure that the actual figures and projections of the Company's business performance or the like would be reflected in the valuation. The ranges of share values per Company Share that were calculated by Daiwa Securities based on the above methods are as follows.

Market price analysis: 1,378 yen to 1,503 yen

DCF method: 1,649 yen to 2,454 yen

In the market price analysis, September 9, 2025 was used as the calculation reference date, and calculations were performed on the basis of the closing price of the Company Shares of 1,503 yen on the reference date, the simple average closing price of 1,436 yen for the one-month period immediately preceding the reference date, the simple average closing price of 1,422 yen for the three-month period immediately preceding the reference date, and the simple average closing price of 1,378 yen for the six-month period immediately preceding the reference date (all such prices as listed on the TSE Prime Market). As a result, the value per Company Share was calculated to be in the range of 1,378 yen to 1,503 yen.

In the DCF method, because the business environment differs in each region, Daiwa Securities divided the Company Group's businesses into the following four segments in order to appropriately reflect the features of each region in the calculation: the Japanese business; the Indonesian business; the Malaysian business; and other businesses. Based on these segments, the corporate value and share value of the Company was calculated by discounting to the present value at a given discount

rate for the free cash flow of each business that the Company is expected to generate with respect to the relevant business during and after the second quarter of the fiscal year ending March 2026, using as a basis the estimated revenues and investment plans under the Business Plan, and this resulted in a value per Company Share in the range of 1,649 yen to 2,454 yen. The weighted average cost of capital (WACC) was used for the discount rates in the following ranges: 7.18% to 9.18% for the Japanese business; 14.21% to 17.21% for the Indonesian business; 8.89% to 11.89% for the Malaysian business; and 9.39% to 12.39% for other businesses. The discount rate for each business also took into account size risk premiums based on the size of the Company. The constant growth model was used for the calculation of the going concern value, while also comprehensively taking into consideration risk-free rates, inflation rates, GDP rates, and other factors in each region, based on a perpetual growth rates in the following ranges: 0.5% to 1.5% for the Japanese business; 5.0% to 6.0% for the Indonesian business; 2.0% to 3.0% for the Malaysian business; and 0.5% to 1.5% for other businesses. As a result, a going concern value was calculated to be in the range of 59,833 million yen to 95,918 million yen. In addition, the amount of cash and deposits surplus (which was calculated by deducting (i) operational cash and deposits estimated by comprehensively taking into account actual past cash-flow management in the relevant business, etc. from (ii) the Company's cash and deposits) was added in the calculation of the share value as non-operational assets.

In addition, as stated in III.2.(9)b. above, with respect to the content of the valuation of the Company Shares conducted by Daiwa Securities based on the Business Plan, the Special Committee received explanations on the preliminary valuation results, the valuation method, the reasons for selecting such method, and the material conditions precedent to the valuation. After conducting question-and-answer sessions regarding the content of and the material conditions precedent to the valuation, the Special Committee confirmed the reasonableness thereof, including the following points.

First, in the market price analysis, the Company's share value is calculated by analyzing the Company's market share price based on the most recent closing price and the average closing price over a certain period. This calculation method is commonly used in transactions similar to the Transactions, and the calculation period adopted is also commonly used. The Special Committee identified no significant events during this period that would require adjustment of the market share price. Therefore, there are no unreasonable points in the calculation based on market price

analysis.

In the analysis by the DCF method, the Company Group's business was divided in to the Japanese business, the Indonesian business, Malaysian business, and other businesses based on the Business Plan prepared by the Company, and the corporate value of the Company was calculated by discounting to the present value at a given discount rate for each business the free cash flow that the Company is expected to generate with respect to the relevant business during and after the second quarter of the fiscal year ending March 2026 using as a basis the estimated revenues and investment plans under the Business Plan. The share value was calculated by adding or subtracting non-operating assets, interest-bearing liabilities, and the like to this figure. The analytical methods used in the DCF method, the discount rate applied in the analysis, the perpetual growth rate for calculating the terminal value, the treatment of excess cash and deposits, and similar matters were established and reviewed by Daiwa Securities from its professional perspective as a third-party appraiser. The Special Committee did not find any unreasonable points in Daiwa Securities' explanation to the Special Committee regarding the basis and calculation methods for these figures.

Furthermore, as described in (ii) below, the content of the Business Plan, which serves as the basis for Daiwa Securities' valuation of the shares, was also reasonable.

As such, the Special Committee believes that the valuation results presented in the Share Valuation Report (Daiwa Securities) are reasonable.

**(ii) Reasonableness of the Business Plan**

The Business Plan that served as the basis for the share valuation by Daiwa Securities using the DCF method is the same as the Business Plan that served as the basis for the share valuation by Plutus Consulting using the DCF method. As stated in (a)(ii) above, the Special Committee finds that there are no circumstances that would cast doubt on the fairness of the preparation process of the Business Plan, and the content of the Business Plan is reasonable in light of its conditions precedent, preparation process, and the current status of the Company.

**(iii) Examination based on the results of the share valuation**

As stated above, the Special Committee does not find any particularly unreasonable points in the assumptions and content of the valuation by the market price analysis and the DCF method in the Share Valuation Report (Daiwa Securities) prepared by Daiwa Securities.

Furthermore, in light of the valuation of the Company Shares in the Share Valuation Report (Daiwa Securities), the Tender Offer Price exceeds the upper limit of the range calculated based on the market price analysis and is within the range calculated using the DCF method. This fact can be regarded as a factor supporting the appropriateness of the Tender Offer Price.

**c. Reasonableness of premiums in relation to past market prices and similar transactions**

Using September 9, 2025 as a reference date, the Tender Offer Price of 1,960 yen includes a premium of 30.41% on 1,503 yen, the closing price of the Company Shares on the reference date, a premium of 36.49% on 1,436 yen, the simple average closing price for the one-month period immediately preceding the reference date, a premium of 37.83% on 1,422 yen, the simple average closing price for the three-month period immediately preceding the reference date, and a premium of 42.24% on 1,378 yen, the simple average closing price for the six-month period immediately preceding the reference date (all such prices as listed on the TSE Prime Market).

In this regard, although the premium represented by the Tender Offer Price is not necessarily high in comparison to the premiums offered in 36 other tender offers for shares of target companies that are companies listed on the TSE Prime Market, where the Company is listed, intended to take the target company private through a management buyout (MBO) (excluding transactions where the initially announced tender offer failed, and the transaction was completed through the implementation of a subsequent tender offer) announced after June 28, 2019, when the Ministry of Economy, Trade and Industry published its “Guidelines on Fair M&A Practices,” and which were completed on or before September 9, 2025 (for which the mean premium was 43.17% as of the last business day preceding the announcement, 45.63% over the preceding one-month period, 46.77% over the preceding three-month period, and 47.17% over the preceding six-month period, and the median premium was 40.85% as of the last business day preceding the announcement, 44.92% over the preceding one-month period, 46.46% over the preceding three-month period, and 43.94% over the preceding six-month period; the “**Premiums in Similar Cases**”), considering that the Company’s share price is trending upward, the closing price of the Company Shares having risen from 1,311 yen to 1,503 yen, an increase of 14.65%, over the six-month period preceding September 9, 2025, the business day prior to the announcement date of the Tender Offer, it is not unreasonable to consider a longer-term average rather than solely the most recent stock price, and the premium represented by the Tender Offer Price can be judged to be comparable with the median premium over the simple average closing price in each of the abovementioned

similar cases over the preceding six-month period.

While the Company had announced a target figure of approximately 4.5 billion yen as its consolidated operating profit for the fiscal year ending March 2026 in the Middle-Range Planning, the forecasted figure for the consolidated operating profit for the fiscal year ending March 2026 has been announced as 3.5 billion yen in the Business Results for the Fiscal Year Ending March 2025 released on May 13, 2025. However, as stated in b.(a)(ii) above, the Special Committee finds that there are no unreasonable points in the explanation provided by the Company regarding the reasons for the discrepancy of approximately 1 billion yen and that there are no particular circumstances that would cast doubt on the fairness of the review process. Therefore, the fact that the Company announced a forecasted figure of 3.5 billion yen as the consolidated operating profit for the fiscal year ending March 2026 in the Business Results for the Fiscal Year Ending March 2025 does not affect the abovementioned judgment regarding the appropriateness of premiums.

**d. Appropriateness of the method of the Transactions**

The Tender Offerors have proposed to the Company a two-step acquisition method involving a tender offer for cash consideration and a subsequent share consolidation.

The method of conducting a tender offer as the first step and a share consolidation as the second step is a method commonly used in transactions to take a company private. The consideration to be paid in the transactions in the second step is planned to be set to be equivalent to the price obtained by multiplying the Tender Offer Price by the number of Company Shares held by the relevant general shareholder (in the event of the Second Share Consolidation, the number will be subject to a formal adjustment based on the ratio of the consolidation of the Company Shares in the Share Consolidation; furthermore, any fractional shares resulting from the Share Consolidation will be excluded therefrom), and shareholders who are dissatisfied with the amount of the consideration can file a petition with a court to determine the share price. Accordingly, the Special Committee does not find any unreasonable points in the method of the Transactions.

According to the Tender Offeror, as the purpose of the Tender Offer is for the Tender Offeror to acquire all of the Company Shares, and to take the Company Shares private, and in light of the fact that a special resolution at a general meeting of shareholders as stipulated in Article 309, Paragraph 2 of the Companies Act is required for implementing the procedures for the Share Consolidation, in order to ensure the implementation of Transactions, the minimum number of shares to be purchased (25,285,200 shares) has been set so that after the Tender Offer, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares will hold two-thirds (2/3) or more of the total number of voting rights of all

shareholders of the Company, thereby fulfilling this requirement. Therefore, the Special Committee does not find any unreasonable points in the method of setting this minimum number of shares to be purchased.

Furthermore, in connection with the Transactions, while Mr. Motonobu Nishimura and Mr. Ken Nishimura among the Nishimura Family Shareholders will tender their shares in the Tender Offer and then make the Re-Investment, the Nishimura International Scholarship Foundation and M•N Holdings will not tender their shares in the Tender Offer and remain as shareholders of the Company after the Share Consolidation (in the event of the Second Share Consolidation, then after the Second Share Consolidation). According to the Tender Offeror, the reason for establishing this distinction is based on the results of considerations regarding the complexity of procedures and capital efficiency for those who tender their shares in the Tender Offer and then make a re-investment, and the Special Committee does not find any unreasonable points in this explanation. In addition, because M•N Holdings is an asset management company owned by Mr. Ken Nishimura and the Company does not expect it to oppose the Company's management policy after the Transactions, it is not unreasonable that M•N Holdings will remain a shareholder of the Company after the Transactions. The Nishimura Scholarship Foundation is an organization that provides scholarship assistance to international students and visiting faculty from Southwest Asia, Southeast Asia, and East Asia, as well as to Japanese students who contribute to international understanding and international exchange. Its purpose is to enable them to continue their studies, education, and research to a high standard. Continuing the operation of the Nishimura Scholarship Foundation after the Transactions will contribute to the development of the entire industry in which the Company is involved and to the advancement of education and culture. Furthermore, according to the Tender Offeror, it is expected that the Nishimura Scholarship Foundation will be able to continue its business as a public interest incorporated foundation after the Transactions by securing alternative financing from Mr. Motonobu Nishimura and the CVC Fund until such time as the Company resumes paying dividends. For these reasons, the Company does not expect the foundation to oppose the Company's management policy after the Transactions; therefore, it is not unreasonable for the Foundation to remain as a shareholder of the Company after the Transactions.

Furthermore, according to the Tender Offeror, in order not to conflict with the intent of the regulation on uniformity with respect to tender offer prices (Article 27-2, Paragraph 3 of the Act), the valuation of the Company Shares, which serves as the basis for determining the consideration per share of the Offeror Parent Company's shares in the Re-Investment Etc., will be set at 1,960 yen, the same price as the Tender Offer Price (subject to a formal adjustment based on the ratio of the consolidation of the Company Shares in the Share

Consolidation to be implemented as part of the Squeeze-Out Procedures). The Special Committee did not find that the Re-Investment, Etc. provides more favorable economic benefits to the Nishimura Family Shareholders than those provided to general shareholders, and no particularly unreasonable points were found in the Re-Investment, Etc.

Furthermore, according to the explanation provided by CVC, the contents of the Shareholders Agreement are those generally stipulated in shareholders agreements executed in similar transactions, and no particularly unreasonable points were found therein.

In addition, with regard to the type of consideration for the acquisition, given that cash is highly liquid to begin with and thus an appropriate method for recovering investment, there is no reason why paying consideration in cash would disadvantage minority shareholders. Therefore, the Special Committee believes that the type of consideration for the acquisition is also reasonable.

As such, the Special Committee finds that there are no unreasonable points in the methods of the Transactions.

#### **e. Summary**

As stated above, the Special Committee believes that the fairness of the terms of the Transactions has been ensured from the perspective of pursuing the interests of the Company's general shareholders in light of the fact that: (a) the Tender Offer Price has been deemed to be fair by comprehensively taking into consideration that (i) there are no circumstances that would cast doubt on the fairness of the preparation process of the Business Plan that served as the basis for the share valuation using the DCF method in each of the share valuation reports prepared by Plutus Consulting and Daiwa Securities, both of whom are independent financial advisors and third-party appraisers, and it has been found that the content of the Business Report is reasonable in light of its conditions precedent, preparation process, and the current status of the Company; (ii) while the Special Committee does not find any particularly unreasonable points in the valuation methods and the details of valuations in the share valuation reports and the share valuation is believed to be appropriate in light of current practices, the Tender Offer Price exceeds the upper limit of the range calculated based on the market price analysis and is within the range calculated using the DCF method in the Share Valuation Report (Daiwa Securities) and the Tender Offer Price exceeds the upper limit of the range calculated based on the market price analysis and is within the range calculated using the DCF method in the Share Valuation Report (Plutus Consulting); (iii) Plutus Consulting has submitted the Fairness Opinion to the Special Committee regarding the Tender Offer Price; (iv) although the premium represented by the Tender Offer Price is not necessarily high in comparison to the Premiums in Similar Cases, considering that the Company's share price

is trending upward, the closing price of the Company Shares having risen from 1,311 yen to 1,503 yen, an increase of 14.65%, over the six-month period preceding September 9, 2025, the business day prior to the announcement date of the Tender Offer, it is not unreasonable to consider a longer-term average rather than solely the most recent stock price, and the premium represented by the Tender Offer Price can be judged to be comparable with the median premium over the simple average closing price in each of the abovementioned similar cases over the preceding six-month period; and (v) the price negotiations were conducted with the Tender Offerors, and as a result of such negotiations, the Tender Offer Price was raised significantly on multiple occasions from the initial proposal; and (b) the Special Committee does not find any unreasonable points in the method of the Transactions.

### **(3) Fairness of the procedures for the Transactions**

#### **a. Establishment of an independent special committee**

The Company determined that Tender Offer is part of the Transactions, which constitute a management buyout (MBO), and based on the existence of structural conflicts of interest and information asymmetry, among other issues, in order to ensure the fairness of the Transactions including the Tender Offer from the perspective of ensuring the fairness of the Tender Offer Price, eliminating arbitrariness in the decision-making process leading to the decision to conduct the Tender Offer, and avoiding conflicts of interest, and began preparations to establish a special committee independent of both the Tender Offerors and the Company.

The Company selected the members of the Special Committee after confirming the independence and eligibility of the outside directors and outside auditors of the Company who were candidates for membership of the Special Committee with advice from Mori Hamada, and after confirming that they are independent from both the Tender Offerors and the Company and do not have any material interests different from those of the general shareholders with respect to the success or failure of the Transactions. With advice from Mori Hamada, the Company established the Special Committee with an appropriate scale while ensuring a balanced overall mix of knowledge, experience, and capabilities, and selected as candidate members three outside directors and independent officers (Mr. Hitoshi Tanii, Ms. Mami Ito, and Mr. Tetsuro Harada) and two outside auditors and independent officers (Mr. Mikiharu Mori and Mr. Motohiro Tanaka) of the Company (a total of five members).

As stated in 3.2(2) above, the Company resolved, at a meeting of the board of directors held on March 6, 2025, to establish the Special Committee comprising Mr. Hitoshi Tanii, Ms. Mami Ito, Mr. Tetsuro Harada, Mr. Mikiharu Mori and Mr. Motohiro Tanaka (a total of five members), and referred the Commissioned Matters to the Special Committee.



The board of directors of the Company resolved that, in commissioning the Special Committee, it shall make decisions regarding the Transactions with maximum respect for the decisions of the Special Committee, and that if the Special Committee determines that the implementation or the terms of the Transactions are not appropriate, the board of directors shall not approve the Transactions. At the same time, the board of directors resolved to grant the Special Committee the following authority: (a) to negotiate with the counterparty to the Transactions or to the proposer of any alternative transaction to the Transactions (including indirect negotiations through the Company's officers, employees and Advisors (as defined below)) regarding the terms of the Transactions and similar matters; (b) to appoint or nominate its own financial advisors, third-party appraisers and legal advisors (collectively, "Advisors"), as necessary, in considering the Commissioned Matters (in such cases, the costs thereof shall be borne by the Company) and nominate or approve (including approval after the fact) the Advisors of the Company (in addition, if the Special Committee determines that it can rely on and seek professional advice from the Company's Advisors, the Special Committee may do so); (c) to request persons deemed necessary by the Special Committee to attend Special Committee meetings, and request explanations of necessary information; (d) to receive from the officers and employees of the Company Group the information reasonably necessary to deliberate and make decisions regarding the Transactions and alternative options; and (e) other matters deemed necessary by the Special Committee in deliberating and making decisions regarding the Transactions and alternative options.

In addition, as the compensation paid to the Special Committee for their duties is a fixed amount during the period that the Special Committee is active, irrespective of the content of the Report, and no success fee contingent upon the consummation of the Transactions has been adopted, the independence of each member of the Special Committee from the Tender Offerors and the Company, and from the outcome of the Transactions, is ensured.

Therefore, the Special Committee is appropriately structured to protect the interests of the general shareholders from an independent standpoint, mechanisms are in place to ensure that the Company's board of directors makes decisions with the utmost respect for the Special Committee's judgments, and the Special Committee has been granted the necessary authority to function effectively.

**b. Obtainment of independent expert advice, etc. from external experts**

**(a) Obtainment by the Company of a share valuation report from an independent third-party appraiser**

In expressing its opinion on the Tender Offer, in order to ensure fairness in the process of decision-making regarding the Tender Offer Price proposed by the Tender Offerors, the

Company requested Daiwa Securities, its own financial advisor and third-party appraiser independent of the Company and the Tender Offerors, to conduct a valuation of the Company Shares and obtained the Share Valuation Report (Daiwa Securities) on September 9, 2025. Given the fact that the Company and the Tender Offerors have taken measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and that the Company has received from the Special Committee the Fairness Opinion prepared by Plutus Consulting, acted as the Special Committee's financial advisor and third party appraiser, the Company has not obtained an opinion on the fairness of the Tender Offer Price (a fairness opinion) from Daiwa Securities. In addition, Daiwa Securities is not a related party of either the Company or the Tender Offerors, and does not have any material interests in relation to the Transactions, including the Tender Offer.

Compensation for Daiwa Securities in relation to the Transactions includes contingent fees, which are payable upon the satisfaction of certain conditions, such as the consummation of the Transactions. In light of common practice in similar transactions, the Company has determined that the inclusion of such contingent fees in the compensation for Daiwa Securities would not negate the independence of Daiwa Securities, and on that basis, the Company has appointed Daiwa Securities as its financial advisor and third-party appraiser based on the above compensation structure. Furthermore, the Special Committee confirmed that there were no problems with the independence or eligibility of Daiwa Securities and has approved its appointment as the Company's financial advisor and third-party appraiser. Regarding the point that the compensation for Daiwa Securities includes contingent fees, the Special Committee has determined that the inclusion of such contingent fees in the compensation for Daiwa Securities does not negate the independence of Daiwa Securities because, among other factors, although such compensation structure could create an incentive for the successful completion of the Tender Offer, in light of common practice in similar transactions and because the Special Committee has the view that, rather than only paying Daiwa Securities a fixed fee, incorporating such contingent fees into this compensation structure would be preferable from the perspective of the financial burden incurred by the Company given that the consummation of the Transactions is uncertain.

**(b) Advice received by the Company from an independent law firm**

In order to ensure fairness and appropriateness in the process of decision-making by the Company's board of directors regarding the Transactions, including the Tender Offer, the Company has appointed Mori Hamada as its legal advisor independent of the Company and the Tender Offerors, and has been received necessary legal advice from Mori Hamada concerning the method and process of decision-making by the Company's board of directors

including the procedures for the Transactions and other matters to be noted. Mori Hamada is not a related party of either the Company or the Tender Offerors, and does not have any material interests in relation to the Transactions, including the Tender Offer. Compensation for Mori Hamada will be calculated by multiplying the number of hours worked by an hourly rate regardless of whether the Transactions are consummated, and does not include any contingent fees that are payable upon the consummation of the Transactions. Furthermore, the Special Committee confirmed that there were no problems with the independence or eligibility of Mori Hamada and has approved its appointment as the Company's legal advisor.

**c. Establishment of an independent review framework within the Company**

As stated in 2.(1) in III above, the Company has established a framework within the Company that enables it to conduct discussions and negotiations and make decisions regarding the Transactions from a standpoint independent of the Tender Offerors, with the aim of enhancing its corporate value and securing the interests of its general shareholders. Specifically, after receiving the Initial Letter of Intent from Mr. Motonobu Nishimura and Mr. Ken Nishimura and CVC on February 20, 2025, the Company established a project team consisting of two of the Company's directors, Mr. Shinichiro Koshiba and Mr. Koichi Watanabe, who are deemed to be independent of the Tender Offerors, and six employees of the Company in order to review the Transactions (including the preparation of the business plan based on which the valuation of the Company Shares will be conducted) and consult and negotiate with the Tender Offerors, together with the Special Committee, and the Company has maintained such framework until today.

The Company's review framework (including such measures), specifically, the scope and duties of the officers and employees involved in the review, negotiations, and determinations regarding the Transactions (including duties requiring a high degree of independency, such as preparation of the Business Plan based on which the valuation of the Company Shares will be conducted) are based on advice from Mori Hamada, and the Company has obtained the approval of the Special Committee regarding that there are no problems from the perspective of independence and fairness.

**d. Exclusion of interested directors from deliberations and resolutions at board of directors meetings and the process of review and negotiations for the Transactions**

Mr. Motonobu Nishimura and Mr. Ken Nishimura did not participate in any deliberations or resolution at the board of directors meetings of the Company with respect to the Transactions and will not be involved in the deliberations or resolutions of the board of

directors at the meeting to deliberate on the expression of an opinion regarding the Tender Offer scheduled for September 10, 2025, nor have they participated in any consultations or negotiations with the Tender Offerors regarding the Transactions in the capacity of the Company.

**e. Securing of opportunities for other acquires to propose acquisition proposals (market check)**

The Company has not entered into any agreement with the Tender Offeror that restricts a competing offeror other than the Tender Offerors (a “Competing Offeror”) from having contact with the Company, such as an agreement that includes transaction protection provisions that would prohibit the Company from having contact with a Competing Offeror, thereby intending not to prevent opportunities for competing purchase.

The Tender Offeror plans to set the tender offer period for the Tender Offer at 30 business days, which is a relatively long period, while the shortest period specified in laws and regulations is 20 business days. By setting the Tender Offer Period to be relatively long in contrast to the shortest period specified in laws and regulations, the Tender Offeror has ensured that it will provide the Company’s shareholders with an appropriate opportunity to make a judgment regarding the tender of their Company Shares in the Tender Offer and has also ensured that it will provide opportunities for persons other than the Tender Offeror to make a competing purchase for the Company Shares; therefore the Special Committee finds that an indirect market check has been conducted.

On the other hand, the Company has not conducted an active market check (including the bidding procedures prior to the announcement of the Transactions and other such processes) to investigate and examine the existence of potential acquirers in the market. However, from perspectives including an information management perspective, it is not easy to conduct market checks, and in the Transactions, including the Tender Offer, sufficient measures have been taken to ensure fairness. Therefore, the Special Committee evaluates that appropriate consideration has been paid to the interests of the Company’s shareholders through fair procedures.

On this basis, the Special Committee believes that the fairness of procedures in the Tender Offer is not impaired by the absence of an active market check in the Transactions.

**f. Setting of the majority of minority conditions**

The Tender Offeror plans to set 25,285,200 shares (shareholding ratio: 56.02%) as the

minimum number of shares to be purchased in this Tender Offer.<sup>3</sup>

The minimum number of shares to be purchased has been set to exceed the number of shares (20,750,167) obtained by adding (i) the number of Shares Agreed to be Tendered to (ii) the number of shares (19,717,057 shares) equivalent to the majority of (iii) the number of shares (39,434,112 shares), which results from (iv) the total number of the Company's issued shares as of June 30, 2025 (48,269,212 shares) stated in the "Consolidated Business Results for the Three Months Ended June 30, 2025 (Under Japanese GAAP)" (the "Business Results for the Three Months Ended June 30, 2025") published by the Company on August 7, 2025 less (v) the number of treasury shares held by the Company as of June 30, 2025 (3,131,990 shares) stated in the Business Results for the Three Months Ended June 30, 2025, the number of Shares Agreed to be Tendered (1,033,110 shares), and the number of Shares Agreed Not to be Tendered (4,670,000 shares). To wit, the minimum number of shares to be purchased has been set with the emphasis on the intentions of the Company's minority shareholders as the Tender Offer will not be successfully completed unless consent is obtained from the majority of the Company Shares held by the Company's shareholders who have no interest in the Tender Offerors; accordingly, the so-called "majority of minority" conditions have been satisfied.

**g. Appropriate information disclosure**

The Special Committee received explanations from Daiwa Securities and Mori Hamada multiple times on the contents of draft documents regarding the Tender Offer to be disclosed, including drafts of the Opinion Expression Press Release, and confirmed the contents thereof.

These drafts will include sufficient disclosures of information regarding the Special Committee, including, among others: (i) the independence and eligibility of the committee members; (ii) the details of the authority granted to the Special Committee; (iii) the details of the review by the Special Committee and the status of its involvement in the negotiation process regarding the terms of the Transactions with the Tender Offerors; (iv) the details of this Written Report, including the outline of the grounds and reasons of the Special Committee's judgment regarding the implementation of Transactions, the appropriateness of the terms of the Transactions, and the fairness of the procedures, (v) the compensation structure for the committee members; (vi) the background leading to the decision to

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<sup>3</sup> The minimum number of shares to be purchased is a provisional figure based on information available as of today and may differ from the actual figure in the Tender Offer due to changes in the number of treasury shares held by the Company after the date of this announcement. Prior to the commencement of the Tender Offer, the Tender Offeror plans to determine the final minimum number of shares to be purchased based on the information available at the time of the commencement of the Tender Offer.

implement the Transactions; and (vii) specific details and the like on the consultations and negotiations between the Company and the Tender Offerors regarding the terms of the Transactions.

These drafts will also include sufficient disclosures of information regarding the methods and details (including the details of the Business Plan, based on which the valuation of the Company Shares has been conducted) of the valuations in the Share Valuation Report (Daiwa Securities) and the Share Valuation Report (Plutus Consulting) obtained by the Company and the Special Committee and information regarding the Fairness Opinion.

It can be said that such sufficient disclosures will mitigate the asymmetry of information regarding the Transactions and ensure that the general shareholders will be provided with an appropriate opportunity to make a judgement based on sufficient information. In addition, the Special Committee believes that the contents of each of the abovementioned drafts are in compliance with the Financial Instruments and Exchange Act and the standards of timely disclosure of the Tokyo Stock Exchange and also give appropriate consideration to most recent best practices. Each party plans to make appropriate disclosures after obtaining legal advice from its legal advisors.

#### **h. Ensuring the legality of the squeeze-out procedures and elimination of coercion**

The Transactions are premised on the acquisition by the Tender Offeror of all of the Company Shares. If the Tender Offeror fails to acquire all of the Company Shares in the Tender Offer, the Squeeze-Out Procedures will be implemented promptly after the completion of the settlement of the Tender Offer, and a method that does not secure the Company's shareholders' right to request the purchase of shares will not be adopted. In addition, regardless of whether the Company's general shareholders receive consideration through the Tender Offer or the Squeeze-Out Procedures to be implemented after the successful completion of the Tender Offer, it will be ensured that the Company's general shareholders will receive consideration in the amount equivalent to the price obtained by multiplying the Tender Offer Price by the number of Company Shares held by the relevant general shareholder (in the event of the Second Share Consolidation, the number will be subject to a formal adjustment based on the ratio of the consolidation of the Company Shares in the Share Consolidation; furthermore, any fractional shares resulting from the Share Consolidation will be excluded therefrom), and such fact will be disclosed in the disclosure documents regarding the Tender Offer, including the draft of the Opinion Expression Press Release. Therefore, it can be said that the legality of the Squeeze-Out Procedures has also been ensured in the Transactions, while giving consideration to prevention of any issues of coercion.

**i. Absence of other circumstances that cast doubt on fairness**

As stated in 2.(5) in III above, CVC proposed its intention to engage, as an external professional organization to conduct business due diligence for the Transactions, a consulting company retained by the Company for the purpose of profit improvement measures (however, the Company has not retained that consulting company in the process of the Transactions). However, prior to the commencement of the due diligence, the Special Committee requested CVC not to retain that consulting company as an external professional organization so as not to create any doubt regarding the fairness of the Transactions, and CVC notified the Company that it had decided to comply with the request not to retain the consulting company as an external professional organization. The Special Committee has not found any facts, including the points noted above, that imply that the Company was unduly influenced by the Tender Offerors in the course of the consultations, examinations, and negotiations regarding the Transactions.

**j. Summary**

After considering the above points, the Special Committee believes that sufficient measures to ensure fairness have been taken as procedures to ensure the fairness of the transaction terms related to the Transactions and that the procedures for the Transactions are fair from the perspective of promoting the interests of the Company's general shareholders.

**(4) Conclusion**

As stated in (1) above, the Special Committee finds that the Company's determination that the Transactions will contribute to the Company's corporate value is reasonable. As stated in (2) above, the fairness of the terms of the Transactions, including the Tender Offer Price, has been ensured, and as stated in (3) above, fair procedures have also been performed. Therefore, the Special Committee finds that sufficient consideration has been paid to the interests of the Company's general shareholders.

Accordingly, the Special Committee believes that the Company's board of directors should support the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer.

**3. Commissioned Matters (2)**

As stated in 2.(4) above, the Special Committee finds that the Company's determination that the Transactions will contribute to the enhancement of the Company's corporate value is reasonable and

that the terms of the Transactions and the procedures are fair from the perspective of seeking the interests of the Company's general shareholders.

Therefore, the Special Committee believes that the Transactions are fair to the Company's general shareholders

## **V Assumptions**

The Special Committee shall not bear any liability whatsoever to third parties (including the Tender Offerors; the same applies hereinafter) with respect to the use of this Written Report by the Company, regardless of whether the Special Committee has consented to the use hereof by third parties. The Report is based exclusively on the results of the examinations that were pursuant solely to a series of materials regarding the implementation of the Transactions and the negotiations of the Tender Offer Price between the Tender Offerors and the Company and other various materials distributed at the meetings of the Special Committee (the "Examination Documents") and the results of the interviews conducted thereby. The Special Committee did not independently collect any materials except for those expressly stated in this Written Report. In addition, the examination by the Special Committee is based on the following assumptions.

- a) The Tender Offerors themselves, their officers or employees, or their agents are not involved in the negotiation process or decision-making process of the Transactions on behalf of the Company.
- b) All of the information stated in the Examination Documents and the information obtained in the course of the interviews by the Special Committee are true and correct and free from any false statements or errors, and the information does not contain any incorrect facts or misleading information, in all material respects.
- c) Other than the information stated in the Examination Documents and the information obtained in the course of the interviews by the Special Committee, no information necessary to prevent any misunderstanding regarding the Transactions or material information that may affect the conclusion of this Written Report exists.
- d) No change will be made that may affect the conclusion of this Written Report in the final version of any of the Examination Documents submitted as drafts as of the submission date.
- e) All of the materials on which the valuation of the Tender Offer Price has been conducted are true and correct in all material respects and free from any false statements or errors.

It is expected to take a certain period of time for the necessary procedures and measures for the acquisition of the Clearance with respect to the Tender Offer. Further, it is possible that material changes will occur with respect to the Company's market share price or other



assumptions, conditions, or the like concerning the Transactions during the period before the commencement of the Tender Offer, and that separate consideration will be required. Therefore, the Report is based on the circumstances as of the time of the preparation of this Written Report.

End

September 24, 2025

To: The Board of Directors of Mandom Corporation

## **Additional Written Report**

Mandom Corporation Special Committee

Mikiharu Mori, Committee Chairperson

Hitoshi Tanii, Committee Member

Mami Ito, Committee Member

Tetsuro Harada, Committee Member

Motohiro Tanaka, Committee Member

The Mandom Corporation Special Committee (the “**Special Committee**”) submitted a written report dated September 9, 2025 (the “**Written Report of September 9, 2025**”) to the board of directors of Mandom Corporation (the “**Company**”) with respect to the tender offer (the “**Tender Offer**”) for the shares of common stock of the Company (the “**Company Shares**”) by Kalon Holdings, Co., Ltd. (the “**Tender Offeror**”) for the purpose of taking the Company Shares private and subsequent squeeze-out transactions (the “**Transactions**”). Subsequently, the Special Committee was commissioned regarding the matters set out in I below (the “**Commissioned Matters**”) by a resolution of the meeting of the Company’s board of directors held on September 10, 2025.

Based on the Company’s recent receipt of a notification from the Tender Offeror to the effect that, because the acquisition of the Clearance is reasonably expected to be completed, the Tender Offer is scheduled to commence on September 26, 2025 provided that the conditions precedent to the Tender Offer are met, the Special Committee offers the following report regarding the Commissioned Matters with respect to the Transactions (the “**Additional Report**,” and the present document is hereinafter referred to as this “**Additional Written Report**”).

Unless otherwise specified in this Additional Written Report, the terms used herein have the definitions specified in the Written Report of September 9, 2025.

### **I. Commissioned Matters**

The board of directors of the Company commissioned the Special Committee with respect to the following matters.

To consider whether there has been any change in the following opinions stated in the Written Report of September 9, 2025 and to inform the board of directors of the Company either that there has been no change in its opinion or of its new opinion if there has been a change.

- (1) The Special Committee believes that the Company's board of directors should support the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer.
- (2) The Special Committee believes that the Transactions are fair to the Company's general shareholders.

## **II. Details of the Report by the Special Committee**

The Special Committee offers the following report on the Commissioned Matters with the unanimous approval of all members of the Special Committee as of the date of this Additional Written Report.

There has been no change to the content of the Report contained in the Written Report of September 9, 2025.

The Special Committee also adds that, considering that the market price of the Company Shares remains above the Tender Offer Price even at the time of submission of this Additional Written Report, the Special Committee believes that the Company's board of directors should provide appropriate cautionary statements to the Company's shareholders when it resolves to recommend that the Company's shareholders tender their shares in the Tender Offer and publicly announces that resolution.

## **III. Procedures Leading to Report**

### **1. Outline**

The Special Committee met and deliberated on the Commissioned Matters a total of three times (for a total of approximately two hours) between September 10, 2025 and September 24, 2025, and carried out careful discussions and examinations with respect to the Commissioned Matters by, among other actions, reporting to and sharing information with other members as well as by deliberating and making decisions on the relevant matters through e-mail and the like between those meetings, with reference to share price movements, questions from shareholders, and other information. When conducting these discussions and examinations, the Special Committee received professional advice as necessary from Mori Hamada, the legal advisor of the Company, Daiwa Securities, the financial advisor and third-party appraiser of the Company, and Plutus Consulting, the financial advisor and third-party appraiser of the Special Committee.

## **2. Confirmation of Satisfaction of the Conditions Precedent**

Based on the notification indicating that the acquisition of the Clearance is reasonably expected to be completed and other information, the Special Committee confirmed the satisfaction of the Conditions Precedent, except for those relating to actions by the Company and the Special Committee.

## **3. Request to the Tender Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura**

The Company and the Special Committee, in a written communication dated September 19, 2025, requested the Tender Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura to consider raising the Tender Offer Price, with the aim of improving the likelihood of the Tender Offer's success in light of the fact that the Company Shares have been trading above the Tender Offer Price since the announcement of the Transactions. The Tender Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura replied to the Company in writing on September 21, 2025 to the effect that they continue to believe that the Tender Offer Price gives the greatest possible consideration to the interests of the Company's general shareholders and contributes to the common interests of the Company's shareholders, and therefore cannot increase the Tender Offer Price.

## **IV. Reasons for the Opinion Regarding the Commissioned Matters**

### **1. Requirement for Amendment of the Content of the Report in the Written Report of September 9, 2025 (Excluding the Opinion that the Company Should Recommend that the Shareholders Tender Their Shares in the Tender Offer)**

#### **(1) Matters Concerning the Review of Whether the Transactions will Contribute to the Enhancement of the Company's Corporate Value**

The Special Committee did not identify any circumstances requiring the amendment of its opinion expressed in the Written Report of September 9, 2025 regarding (i) the business environment and management issues of the Company Group, (ii) the significance (advantages) of the Transactions, and (iii) the disadvantages of the Transactions.

#### **(2) Matters Concerning the Review of the Fairness of the Terms of the Transactions**

##### **a. Changes to the Reasons for the Judgment in the Written Opinion of September 9, 2025**

In light of the content, key assumptions, and preparation process of the Business Plan, there are no circumstances requiring the amendment of the judgment that the Business Plan is reasonable as the basis for the share valuation by Daiwa Securities and Plutus Consulting, and no subsequent events requiring amendment of the Business Plan have occurred since September 9, 2025, the date of the share valuation reports prepared by Daiwa Securities and Plutus Consulting. According to Plutus Consulting, there have been no changes to the

underlying assumptions affecting the content of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion since their preparation on September 9, 2025, and according to Daiwa Securities, there have been no changes to the underlying assumptions affecting the content of the Share Valuation Report (Daiwa Securities) since its preparation on September 9, 2025. As such, there are no circumstances that would require amending the judgment made in the Written Report of September 9, 2025 based on the share valuation reports and the Fairness Opinion.

Furthermore, no circumstances requiring amendment of the opinion have arisen regarding the reasons for believing that the fairness of the terms of the Transactions has been secured, as stated in IV.2.(2) of the Written Report of September 9, 2025.

**b. The Point that The Company's Share Price has Been Trading Above the Tender Offer Price Since the Announcement of the Transaction on September 10, 2025**

The Company Shares have been trading above the Tender Offer Price since the announcement of the Transactions on September 10, 2025. In response to this, the Company and the Special Committee requested the Tender Offeror, Mr. Motonobu Nishimura and Mr. Ken Nishimura to consider raising the Tender Offer Price, with the aim of improving the likelihood of the Tender Offer's success, but the Tender Offeror, Mr. Motonobu Nishimura, and Mr. Ken Nishimura did not raise the Tender Offer Price. Nevertheless, considering the above circumstances and the following points, the determination stands that the fairness of the terms of the Transactions, including the Tender Offer Price, is ensured.

- No events have occurred that would have a particular impact on the intrinsic value of the Company Shares since the announcement date of the Transactions (September 10, 2025), and the Tender Offer Price is at a reasonable level based on the respective share valuations conducted by Daiwa Securities and Plutus Consulting.
- No competing acquisition proposals have been made since the announcement date of the Transactions that are comparable to the Tender Offeror's proposal of the Transactions in terms of the price for purchase, etc. and other transaction terms and the feasibility of the transaction.
- Although the Company Shares have been trading above the Tender Offer Price since the announcement of the Transactions, the market price is subject to fluctuation due to various factors, and there is no guarantee that the general shareholders of the Company can sell all of their shares on the market at a price exceeding the Tender Offer Price, so such opportunity of sales on the market does not provide the general shareholders of the Company with an alternative sale opportunity to the Transactions.

**c. Summary**

As such, there are no circumstances requiring the amendment of the opinion expressed in the Written Report of September 9, 2025 to the effect that the terms of the Transactions are fair.

**(3) Matters Concerning the Review of the Fairness of Procedures in the Transactions**

There are no circumstances requiring the amendment of the opinion expressed in the Written Report of September 9, 2025 to the effect that the procedures for the Transactions are fair.

**(4) Summary**

In light of the above, there are no circumstances requiring the amendment of the Special Committee's report to the effect that (i) the Company's board of directors should support the Tender Offer and (ii) the Transactions are fair to the Company's general shareholders.

**2. Appropriateness of the Recommendation to Tender Based on the Current Market Price and Other Factors**

In light of the fact that the Company Shares have been trading above the Tender Offer Price since the announcement of the Transactions on September 10, 2025, the Special Committee deliberated on the appropriateness of a recommendation to tender in the Tender Offer at a price below the market price.

As stated in I.(2)b. above, the determination stands that the fairness of the terms of the Transactions, including the Tender Offer Price, is ensured. Therefore, the Tender Offer can be considered to provide the Company's shareholders with a reasonable opportunity to sell their shares.

On the other hand, there is no guarantee that all general shareholders will be able to sell their shares at a market price exceeding the Tender Offer Price, and if the Tender Offer is not commenced or is unsuccessful, the general shareholders may lose a reasonable opportunity to sell their shares through the Transactions. For this reason, the Special Committee maintains that the board of directors of the Company should recommend that its shareholders tender their shares in the Tender Offer.

However, even if the board of directors of the Company resolves to recommend that the shareholders tender their shares in the Tender Offer and makes a public announcement to that effect, the general shareholders of the Company are not restricted in any way from selling their shares on the market. While it is inherently true for any tender offer that shareholders can sell shares on the market even after the tender offer commences, in the context of the Tender Offer, given that the market price exceeds the Tender Offer Price, this point should be more clearly understood. Therefore, the Special Committee believes that when the board of directors resolves to recommend that the shareholders of the Company tender their shares in the Tender Offer and makes a public announcement to that effect, it should provide appropriate cautionary statements to the shareholders.

### **3. Conclusion**

As a result of the above review, the Special Committee arrived at the conclusions set out in II.

### **V. Assumptions**

The Special Committee shall not bear any liability whatsoever to third parties (including the Tender Offerors; the same applies hereinafter) with respect to the use of this Additional Written Report by the Company, regardless of whether the Special Committee has consented to the use hereof by third parties. The Additional Report is based exclusively on the results of the examinations that were pursuant solely to a series of materials regarding the implementation of the Transactions and the negotiations of the Tender Offer Price between the Tender Offerors and the Company and other various materials distributed at the meetings of the Special Committee (the “Examination Documents”) and the results of the interviews conducted thereby. The Special Committee did not independently collect any materials except for those expressly stated in this Additional Written Report. In addition, the examination by the Special Committee is based on the following assumptions.

- a) The Tender Offerors themselves, their officers or employees, or their agents are not involved in the negotiation process or decision-making process of the Transactions on behalf of the Company.
- b) All of the information stated in the Examination Documents and the information obtained in the course of the interviews by the Special Committee are true and correct and free from any false statements or errors, and the information does not contain any incorrect facts or misleading information, in all material respects.
- c) Other than the information stated in the Examination Documents and the information obtained in the course of the interviews by the Special Committee, no information necessary to prevent any misunderstanding regarding the Transactions or material information that may affect the conclusion of this Additional Written Report exists.
- d) No change will be made that may affect the conclusion of this Additional Written Report in the final version of any of the Examination Documents submitted as drafts as of the submission date.
- e) All of the materials on which the valuation of the Tender Offer Price has been conducted are true and correct in all material respects and free from any false statements or errors.

End

September 25, 2025

To Whom It May Concern

Company Name: Mandom Corporation

Representative: Ken Nishimura,  
Representative Director and  
President Executive Officer  
(Prime Market of TSE,  
Securities Code 4917)

Contact: Masanori Sawada,  
CFO

Phone: +81-6-6767-5020

Company Name: Kalon Holdings Co., Ltd.

Representative: Yukinori Sugiyama,  
Representative Director

**Notice Regarding Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917) by Kalon Holdings Co., Ltd.**

Kalon Holdings Co., Ltd. hereby announces that, as of today, it has decided to acquire shares certificates, etc. of Mandom Corporation through a tender offer, as set forth in the attached document.

This press release is released at the request to Mandom Corporation (the target company in the tender offer) from Kalon Holdings Co., Ltd. (the tender offeror) pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act.

(Attachment)

“Notice Regarding Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917)” dated September 25, 2025



September 25, 2025

To whom it may concern

Company Name: Kalon Holdings Co., Ltd.  
Name of Representative: Yukinori Sugiyama,  
Representative Director

**Notice Regarding Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917)**

Kalon Holdings Co., Ltd. (the “Tender Offeror”) announced today that it has decided to commence the tender offer (the “Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) from September 26, 2025 as part of a series of transactions (the “Transactions”) to take the common shares of Mandom Corporation (Securities Code: 4917; the “Target Company”) (the “Target Company Shares”), a company listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the “TSE”) (the “TSE Prime Market”), private, as follows.

1. Details of the Tender Offer

(1) Name of Target Company

Mandom Corporation

(2) Class of Shares Certificates, Etc. to be Purchased, Etc.

Common shares

(3) Period of Purchase, Etc.

From September 26, 2025 (Friday) through November 10, 2025 (Monday) (30 business days)

(4) Price for Purchase, Etc.

JPY 1,960 per common share

(5) Number of Shares Certificates, Etc.to be Purchased

Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
40,467,222 shares	25,285,200 shares	- shares

(6) Commencement Date of Settlement

November 17, 2025 (Monday)

(7) Tender Offer Agent

Nomura Securities Co., Ltd. 1-13-1, Nihonbashi, Chuo-ku, Tokyo

2. Overview of the Tender Offer

As of today, the Tender Offeror is a wholly-owned subsidiary of Kalon J Group Holdings Co., Ltd. (the “Offeror Parent Company”), all of whose outstanding shares are indirectly held by investment funds advised by certain subsidiaries of CVC Capital Partners plc (CVC Capital Partners plc and its subsidiary undertakings collectively referred to as “CVC”, and funds advised by subsidiaries of CVC Capital Partners plc referred to as “CVC Funds”) or their General Partners. The Tender Offeror is a stock company (*kabushiki kaisha*) established on July 23, 2025, for the principal purpose of holding the Target Company Shares and controlling and managing the Target Company’s business activities. As of today, none of CVC, CVC Funds, the Offeror Parent Company, or the Tender Offeror owns any of the Target Company Shares.

CVC is an international private markets firm (i.e., an investment firm investing mainly in unlisted shares). Founded in 1981, CVC has 30 offices worldwide and total assets under management of approximately EUR 202 billion (approximately JPY 35 trillion) as of June 2025. As of June 2025, CVC Funds’ investments in unlisted shares currently comprise more than 140 companies globally, which together, as of June 2025, employ over 600,000 people and have a combined turnover of approximately EUR 168 billion (approximately JPY 30 trillion). CVC, as a private markets firm having a pan-regional office network in Asia, has been active in the region since 1999. CVC opened its office in Japan in 2003 and as of August 2025, CVC Funds have made 14 investments in Japan. Specifically, in Japan, CVC Funds have invested in companies including TechnoPro, Inc., ARTERIA Networks Corporation, HITOWA Holdings Co., Ltd., Riraku Co., Ltd., FineToday Holdings Co., Ltd., Trygroup Inc., SOGO MEDICAL GROUP CO., LTD., and Macromill, Inc.

As announced in the “Notice Regarding Scheduled Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917)” (the “Press Release Dated September 10, 2025”) published on September 10, 2025, subject to the satisfaction of certain conditions (Note 1) (the “Conditions Precedent”), including the completion of, or reasonable expectation of completion of, the acquisition of the permits and authorization, etc. under competition laws in Japan and Vietnam (the “Clearance”), or their waiver by the Tender Offeror, the Tender Offeror decided to commence the Tender Offer in order to acquire all of the Target Company Shares (including the Target Company’s restricted shares granted to the directors of the Target Company (excluding outside directors; the “Target Company’s Directors”) and executive officers of the Target Company

who do not concurrently serve as the Target Company's directors (including CxOs who do not concurrently serve as the Target Company's directors) as of September 10, 2025 as restricted stock compensation (the "Restricted Shares"), but excluding the treasury shares held by the Target Company and the Shares Agreed Not to Be Tendered (defined below); the same applies hereinafter) as part of a series of the Transactions, and the Tender Offeror aimed to commence the Tender Offer around late September 2025.

(Note 1) The Tender Offeror intended to promptly commence the Tender Offer upon the satisfaction of the Conditions Precedent as stated below or upon their waiver by the Tender Offeror.

(i) The acquisition of the Clearance (Note 2) has been completed or is reasonably expected to be completed.

(ii) The Target Company's board of directors has resolved to express its opinion in support of the Tender Offer and to recommend that the shareholders of the Target Company tender their shares in the Tender Offer, and such resolution remains in effect without any changes, additions, or amendments as of the commencement of the Tender Offer.

(iii) The special committee (the "Special Committee") established by the Target Company's board of directors, which reviewed the Transactions, has submitted a favorable report to the Target Company's board of directors regarding the Target Company's support for the Tender Offer, recommending to the shareholders of the Target Company to tender their shares in the Tender Offer, and its implementation of the Transactions, and the content of the report remains in effect without any changes, additions, or amendments as of the commencement of the Tender Offer.

(iv) The Basic Transaction Agreement (as defined below; the same applies hereinafter) and a shareholders agreement (the "Shareholders Agreement") providing the operation of the Target Company after the Transactions and the treatment of the shares of the Offeror Parent Company after the Re-Investment Etc. (as defined below) executed between Lumina International Holdings Limited, which holds all of the voting rights of the Offeror Parent Company as of today, and the Nishimura Family Shareholders (as defined below; the same applies hereinafter) on September 10, 2025, are validly existing, and none of the termination events (Note 3) specified in the Basic Transaction Agreement and the Shareholders Agreement have occurred.

(v) None of the Transactions is in violation of any applicable laws and regulations, and there are no pending claims, lawsuits, or proceedings before any judicial or administrative authority, etc. seeking to restrict or prohibit any of the Transactions; nor are there any judgments, etc. by any judicial or administrative authority, etc. restricting or prohibiting any of the Transactions, and there is no specific risk that any such claims, lawsuits, proceedings, or judgments, etc. may arise.

(vi) There is no material fact relating to business operations, etc. of the Target Company (as specified in Article 166, Paragraph 2 of the Act) that has not been publicized (having the

meaning specified in Article 166, Paragraph 4 of the Act) by the Target Company; nor is there any fact that a tender offer, etc. for the share certificates, etc. of the Target Company will be launched or suspended (having the meaning specified in Article 167, Paragraph 2 of the Act) that has not been publicized (having the meaning specified in Article 167, Paragraph 4 of the Act)

(vii) There are no material changes in the business or assets of the Target Company or of its subsidiaries nor any other circumstances that would significantly compromise its ability to achieve the purpose of the Tender Offer, as specified in the proviso to Article 27-11, Paragraph 1 of the Act (Note 4).

(viii) There are no material adverse effects on the business, assets, liabilities, financial conditions, operating conditions, or cash flows of the Target Company or of its subsidiaries, or on the execution of the Transactions, nor any circumstances or events that could give rise to such adverse effects; there is no material change in domestic or foreign stock market conditions or other market environment, financial environment, or economic environment; and there are no other circumstances that are reasonably deemed to have a material effect on the decision of the Tender Offeror to commence the Tender Offer.

(ix) The Tender Offeror has received a commitment letter from MUFG Bank, Ltd. (“MUFG Bank”) for the procurement of funds necessary for the execution of the Transactions, and there has been no withdrawal of such commitment letter on or before the commencement date of the Tender Offer. Furthermore, in the event that the Tender Offer is successfully completed, it is reasonably expected that all of the subscription conditions specified in the said commitment letter will be satisfied and that the procurement of funds will be executed.

(Note 2) This refers to the approval or expiration of the waiting period related to the competition law filings in Japan and Vietnam.

(Note 3) Such events are limited to (i) material breach of the representations and warranties by the Nishimura Family Shareholders, (ii) material breach of obligations by the Nishimura Family Shareholders, or (iii) failure to commence the Tender Offer on or before November 15, 2025 due to reasons not attributable to the Tender Offeror.

(Note 4) “Anything equivalent to what is set forth in *i* through *tsu*” set forth in Article 14, Paragraph 1, Item 1 *ne* of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended; the “Enforcement Order”) includes (a) an event where the corporate body responsible for making decisions on the execution of operations of the Target Company has decided to pay dividends of surplus (excluding cases where the cash and other assets to be delivered to shareholders are expected to be less than the amount equivalent to 10% of the book value of the net assets stated in the 108th Annual Securities Report submitted by the Target Company on June 23, 2025 (the

“Securities Report”) with the record date prior to the Settlement Commencement Date (as defined below; the same applies hereinafter) (including an event where the corporate body has decided to set the date prior to the Settlement Commencement Date as the record date for the dividends of surplus without indicating the specific amount of the dividends of surplus), or has decided to propose the above dividends at the shareholders’ meeting of the Target Company, and (b) an event where the corporate body responsible for making decisions on the execution of operations of the Target Company has decided to acquire its own shares (excluding cases where the cash or other assets to be delivered in exchange for the acquisition of shares are expected to be less than the amount equivalent to 10% of the book value of the net assets stated in the Securities Report). (ii) “Facts equivalent to those set forth in *i* through *ri*” set forth in Article 14, Paragraph 1, Item 3 *nu* of the Enforcement Order include (a) an event that any statutory disclosure documents previously filed by the Target Company are found to contain false information regarding any material matters or lack information related to material matters that should have been stated, provided that the Tender Offeror was unaware of such false information or lack of information, and (b) an event where any fact specified in *i* through *to* of the same Item occurs to an important subsidiary of the Target Company.

As the Tender Offeror has confirmed that the Conditions Precedent have been satisfied through the following methods, it decided today that it would commence the Tender Offer on September 26, 2025. There are no changes to the content and conditions of the Tender Offer as described in the Press Release Dated September 10, 2025.

- (i) As of today, the Tender Offeror has not completed the necessary procedures and responses under the competition law in Vietnam and the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the “Anti-Monopoly Act”). However, with respect to the necessary procedures and responses under the competition law in Vietnam, the Tender Offeror submitted a preliminary notification for the acquisition of the Target Company Shares through the Tender Offer (the “Share Acquisition”) to the National Competition Commission of Vietnam on August 13, 2025 (local time), and it was received by the National Competition Commission of Vietnam on September 8, 2025 (local time), after responding to questions from the National Competition Commission of Vietnam. Therefore, it is expected that the approval for the Share Acquisition will be obtained on around October 8, 2025 (local time), after the 30 day period required for the initial review by the National Competition Commission of Vietnam has passed, and therefore, the necessary procedures and responses under the competition law in Vietnam are expected to be completed by the day immediately preceding the

expiration date of the period for purchase, etc. in the Tender Offer (the “Tender Offer Period”). In addition, with respect to the necessary procedures and responses under the Anti-Monopoly Act, the Tender Offeror submitted the Prior Notification (Note 5) to the Japan Fair Trade Commission on September 12, 2025, and such Prior Notification was accepted on the same date. Therefore, the Period for Measures (Note 6) for which a prior notice of the Cease and Desist Order (Note 7) should be given and the Non-Acquisition Period (Note 8) are scheduled to expire, in principle, upon the passage of October 12, 2025, and therefore, the necessary procedures and responses under the Anti-Monopoly Act are expected to be completed by the day immediately preceding the expiration date of the Tender Offer Period. Accordingly, as of today, the Tender Offeror confirmed that the completion of the acquisition of the Clearance was reasonably expected and Condition Precedent (i) had been satisfied.

- (ii) The Tender Offeror received a report from the Target Company to the effect that, at the Target Company’s board of directors meeting held today, a resolution had been passed unanimously by all directors of the Target Company participating in the resolution to express the opinion in favor of the Tender Offer and recommend its shareholders to tender their Target Company Shares in the Tender Offer, and that such resolution had not been amended or withdrawn. Accordingly, on the same day, the Tender Offeror confirmed that Condition Precedent (ii) above had been satisfied.
- (iii) The Tender Offeror received a report from the Target Company to the effect that, as of today, the Special Committee had submitted a report to the Target Company’s board of directors stating that it was reasonable to express the opinion in favor of the Tender Offer and recommend its shareholders to tender their Target Company Shares in the Tender Offer, and that such report remained in effect without any changes, additions, or amendments. Accordingly, on the same day, the Tender Offeror confirmed that Condition Precedent (iii) above had been satisfied.
- (iv) The Tender Offeror received a report from the Nishimura Family Shareholders to the effect that, as of today, the Basic Transaction Agreement and the Shareholders Agreement were validly existing, and none of the termination events specified in the Basic Transaction Agreement and the Shareholders Agreement had occurred. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (iv) above was satisfied.
- (v) The Tender Offeror received a report from the Target Company to the effect that, as of today, to the best of the Target Company’s knowledge, none of the Transactions was in violation of any applicable laws and regulations, and there were no pending claims, lawsuits, or proceedings before any judicial or administrative authority, etc. seeking to restrict or prohibit any of the Transactions; nor were there any judgments, etc. by any judicial or administrative authority, etc. restricting or prohibiting any of the Transactions, and there was no specific risk that any such claims, lawsuits, proceedings, or judgments, etc. might arise. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (v) above was satisfied.

- (vi) The Tender Offeror received a report from the Target Company to the effect that, as of today, it was not aware of any material fact (as specified in Article 166, Paragraph 2 of the Act) relating to business operations, etc. of the Target Company that had not been publicized (having the meaning specified in Article 166, Paragraph 4 of the Act) by the Target Company; or any fact that a tender offer, etc. for the share certificates, etc. of the Target Company would be launched or suspended (having the meaning specified in Article 167, Paragraph 2 of the Act) that had not been publicized (having the meaning specified in Article 167, Paragraph 4 of the Act). As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (vi) above was satisfied.
- (vii) The Tender Offeror received a report from the Target Company to the effect that, as of today, to the best of the Target Company's knowledge, there were no material changes in the business or assets of the Target Company or of its subsidiaries nor any other circumstances that would significantly compromise its ability to achieve the purpose of the Tender Offer, as specified in the proviso to Article 27-11, Paragraph 1 of the Act. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (vii) above was satisfied.
- (viii) The Tender Offeror received a report from the Target Company to the effect that, as of today, to the best of the Target Company's knowledge, there were no material adverse effects on the business, assets, liabilities, financial conditions, operating conditions, or cash flows of the Target Company or of its subsidiaries, or on the execution of the Transactions, nor any circumstances or events that could give rise to such adverse effects; there was no material change in domestic or foreign stock market conditions or other market environment, financial environment, or economic environment; and there were no other circumstances that were reasonably deemed to have a material effect on the decision of the Tender Offeror to commence the Tender Offer. As the Tender Offeror is of the same understanding, it determined on the same day that Condition Precedent (viii) above was satisfied.
- (ix) As of today, the Tender Offeror has received a commitment letter from MUFG Bank for the procurement of funds necessary for the execution of the Transactions, and there has been no withdrawal of such commitment letter on or before the commencement date of the Tender Offer. Furthermore, the Tender Offeror has confirmed that, in the event that the Tender Offer is successfully completed, it is reasonably expected that all of the subscription conditions specified in the said commitment letter will be satisfied and that the procurement of funds will be executed. Accordingly, it determined on the same day that Condition Precedent (ix) above was satisfied.
- (Note 5 Prior to the Stock Acquisition, Tender Offeror is required to submit a detailed acquisition plan to the Fair Trade Commission (such filing is hereafter referred to as the "Prior Notification") under Article 10, Paragraph 2 of the Antitrust Act. Following the submission, Tender Offeror must comply with a mandatory waiting period of 30 days

from the date the Fair Trade Commission receives the Prior Notification under Paragraph 8 of the same Article (such period during which the Stock Acquisition is prohibited is hereinafter referred to as the “Non-Acquisition Period”).

(Note 6) Under Article 10, Paragraph 1 of the Antitrust Act, the acquisition of shares of another company is prohibited if it would substantially restrain competition within specific area of trade, and the Fair Trade Commission may order any necessary corrective measures to address and eliminate such anti-competitive action (Article 17-2, Paragraph 1 of the Antitrust Act; the “Cease and Desist Order”).

(Note 7) In the event that the Fair Trade Commission issues a Cease and Desist Order, it is required to conduct a hearing of opinions (Article 49 of the Antitrust Act) and must notify the concerned parties of the contents of the contemplated Cease and Desist Order (Article 50, Paragraph 1 of the Antitrust Act). A prior notice of Cease and Desist Order must be issued within a specific timeframe (in principle, 30 days from the day the Prior Notification is received, but this may be extended or shortened; the “Period for Measures”) (Article 10, Paragraph 9 of the Antitrust Act).

The Tender Offer is to be implemented by the Tender Offeror based on discussions with Mr. Motonobu Nishimura (“Mr. Motonobu Nishimura”), a member of the founding family of the Target Company and the Representative Director and Chairman of the Target Company, and Mr. Ken Nishimura (“Mr. Ken Nishimura”), a member of the founding family of the Target Company and the Representative Director and President Executive Officer of the Target Company, and it constitutes a so-called management buyout (MBO) (Note 9). Mr. Motonobu Nishimura and Mr. Ken Nishimura plan to continue managing the Target Company after the successful completion of the Transactions.

(Note 9) “Management buyout (MBO)” refers to a transaction in which an offeror makes a tender offer pursuant to a request of an officer of the target and shares common interests with such officer.

The Tender Offeror, on September 10, 2025, entered into a basic transaction agreement (the “Basic Transaction Agreement”) with Mr. Motonobu Nishimura, the Representative Director and Chairman of the Target Company and the sixth largest shareholder thereof (as of March 31, 2025; the same applies hereinafter with respect to the ranking of shareholders), Mr. Ken Nishimura, the Representative Director and President Executive Officer of the Target Company, Nishimura International Scholarship Foundation, Inc. (the “Nishimura International Scholarship Foundation”; please refer to Note 14 below for an overview of the Nishimura International Scholarship Foundation), in which Mr. Motonobu Nishimura serves as the Representative Director and which is the second largest shareholder of the Target Company, and M·N Holdings Corporation (“M·N Holdings”), which is the asset management



company of Mr. Ken Nishimura and the fifth largest shareholder of the Target Company (Mr. Motonobu Nishimura, Mr. Ken Nishimura, the Nishimura International Scholarship Foundation, and M·N Holdings are hereinafter collectively referred to as the “Nishimura Family Shareholders”). In the Basic Transaction Agreement, it is agreed, among other things, that (1) (i) 887,500 shares excluding the Restricted Shares (45,500 shares) from all of the Target Company Shares held by Mr. Motonobu Nishimura (number of shares held: 933,000 shares (Note 10) ; shareholding ratio (Note 11): 2.07 %) and (ii) 52,290 shares excluding the Restricted Shares (47,800 shares) from all of the Target Company Shares held by Mr. Ken Nishimura (number of shares held: 100,090 shares; shareholding ratio: 0.22 %) (total number of shares held: 939,790 shares; total shareholding ratio: 2.08 %, the “Shares Agreed to be Tendered” (Note 10)) (Mr. Motonobu Nishimura and Mr. Ken Nishimura are collectively referred to as the “Shareholders Who Agreed to Tender Their Shares”) shall be tendered in the Tender Offer, and (2) (i) all of the Target Company Shares held by the Nishimura International Scholarship Foundation (number of shares held: 3,600,000 shares; shareholding ratio: 7.98 %) and (ii) all of the Target Company Shares held by M·N Holdings (number of shares held: 1,070,000 shares; shareholding ratio: 2.37 %) (total number of shares held: 4,670,000 shares; total shareholding ratio: 10.35%; the “Shares Agreed Not to Be Tendered”) (the Nishimura International Scholarship Foundation and M·N Holdings are collectively referred to as the “Shareholders Who Agreed Not to Tender Their Shares”) shall not be tendered in the Tender Offer, and the procedures necessary to carry out the Squeeze-Out Procedures (as defined below; the same applies hereinafter) (including the exercise of voting rights in favor of the resolution at the Extraordinary Shareholders’ Meeting (as defined in “3. Policy Regarding Reorganization, etc., Following Completion of the Tender Offer (So-Called “Two-Step Acquisition”)” below) of the Shareholders Who Agreed Not to Tender Their Shares) shall be implemented.

(Note 10) In the Press Release Dated September 10, 2025, it was stated that Mr. Motonobu Nishimura owned 933,020 shares of the Target Company Shares and that the number of the Shares Agreed to be Tendered was 1,033,110 shares. However, we have received a report from the Target Company indicating that Mr. Motonobu Nishimura actually owns 933,000 shares of the Target Company Shares. Consequently, the total number of the Shares Agreed to be Tendered shall be 939,790 shares and the corrections have been made as above.

(Note 11) “Shareholding ratio” means the ratio to number of shares (45,137,222 shares) (the “Base Number of Shares”) obtained by deducting the number of treasury shares held by the Target Company as of June 30, 2025 as stated in the First Quarterly Consolidated Financial Results for the Fiscal Year Ending March 2026 (Japanese GAAP) (the “Target Company’s Financial Results”) published by the Target Company on August 7, 2025 (3,131,990 shares) from the total number of issued shares of the Target Company as of

June 30, 2025 as stated in the Target Company's Financial Results (48,269,212 shares) (rounded to two decimal places; the same applies hereinafter with respect to the calculation of the shareholding ratio).

The Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 25,285,200 shares (shareholding ratio: 56.02%), and if the total number of shares, etc. tendered in the Tender Offer (the "Tendered Shares, Etc.") is less than the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Shares, Etc. On the other hand, as stated above, the Tender Offeror intends to take the Target Company Shares private by acquiring all of the Target Company Shares, and therefore it has not set a maximum number of shares to be purchased. If the total number of the Tendered Shares, Etc. is equal to or exceeds the minimum number of shares to be purchased (25,285,200 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

The minimum number of shares to be purchased (25,285,200 shares) is the number of shares (25,285,200 shares) obtained by (i) multiplying the number of voting rights (451,372 rights) pertaining to the Base Number of Shares (45,137,222 shares) by two-thirds ( $\frac{2}{3}$ ) (300,915 rights (rounded up to the nearest whole number)), (ii) deducting therefrom (x) the number of voting rights (1,363 rights) pertaining to the number of shares held by the Target Company's Directors (136,300 shares) out of the Restricted Shares (281,400 shares) and (y) the number of voting rights (46,700 rights) pertaining to the number of Shares Agreed Not to Be Tendered (4,670,000 shares) (Note 12), and (iii) multiplying the result (252,852 rights) by the number of shares constituting one (1) unit (100 shares) of the Target Company Shares. As the purpose of the Tender Offer is for the Tender Offeror to acquire all of the Target Company Shares, and to take the Target Company Shares private, and in light of the fact that a special resolution at a general meeting of shareholders as stipulated in Article 309, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the "Companies Act") is required for implementing the procedures for the Share Consolidation (as defined in "3. Policy Regarding Reorganization, etc., Following Completion of the Tender Offer (So-Called "Two-Step Acquisition")" below; the same applies hereinafter), in order to ensure the implementation of Transactions, the minimum number of shares to be purchased has been set so that after the Tender Offer, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares will hold two-thirds ( $\frac{2}{3}$ ) or more of the total number of voting rights of all shareholders of the Target Company, thereby fulfilling this requirement.

(Note 12) The Restricted Shares may not be tendered in the Tender Offer because they are subject to transfer restrictions. However, at the board of directors meeting held today, the Target Company has its opinion in favor of the Tender Offer and to recommend that the shareholders of the Target Company tender their shares in the Tender Offer; and all the Target Company's Directors exercised their voting rights in favor of the resolution. Therefore, if the Tender Offer is successfully completed, the Tender Offeror believes that

all of the Target Company's Directors will likely agree to the Squeeze-Out Procedures. Therefore, in considering the minimum number of shares to be purchased, the number of voting rights pertaining to the number of Restricted Shares held by the Target Company's Directors has been deducted.

In addition, if the Tender Offeror fails to acquire all of the Target Company Shares through the Tender Offer, the Tender Offeror plans to implement a series of procedures to take the Target Company Shares private (the "Squeeze-Out Procedures") after the successful completion of the Tender Offer as stated in "3. Policy Regarding Reorganization, etc., Following Completion of the Tender Offer (So-Called "Two-Step Acquisition")" below.

If the Tender Offer is successfully completed, the Tender Offeror will receive an investment of up to JPY 27 billion from the Offeror Parent Company by one (1) business day prior to the commencement date of settlement for the Tender Offer (the "Settlement Commencement Date"), and a loan up to JPY 53 billion (the "Bank Loan") from MUFG Bank by the business day immediately preceding the Settlement Commencement Date, and the Tender Offer plans to use these funds to cover the settlement funds for the Tender Offer. The details of the loan terms for the Bank Loan will be determined in the loan agreement relating to the Bank Loan following separate discussions with MUFG Bank, but it is anticipated that the shares of the Tender Offeror held by the Offeror Parent Company and the Target Company Shares acquired by the Tender Offeror through the Tender Offer will be pledged as collateral in the loan agreement relating to the Bank Loan.

Furthermore, in the Basic Transaction Agreement, the Tender Offeror has confirmed, with the Nishimura Family Shareholders, that (i) the Shareholders Who Agreed to Tender Their Shares will invest in the Offeror Parent Company (the "Re-Investment") and (ii) for the purpose of converting the Target Company Shares held by the Shareholders Who Agreed Not to Tender Their Shares into the shares of the Offeror Parent Company and for other purposes, the Tender Offeror implement an absorption-type merger where the Tender Offeror shall be the surviving company and the Nishimura International Scholarship Foundation and M·N Holdings shall be the absorbed company (the "Merger") and a share exchange where the Offeror Parent Company shall be the wholly owning parent company and the Tender Offeror after the Merger shall be the wholly owned subsidiary company resulting from the share exchange (collectively with the Merger and the Re-Investment referred to as the "Re-Investment Etc.") (Note 13). The Re-Investment Etc. is intended to be carried out after the completion of the Squeeze-Out Procedures, and it is anticipated that the aggregate percentage of voting rights of the Offeror Parent Company to be held by the Nishimura Family Shareholders will be 34 % of the total voting rights. Please refer to Note 14 below for the reason for implementing the Re-Investment Etc. In order not to conflict with the intent of the regulation on uniformity with respect to tender offer prices (Article 27-2, Paragraph 3 of the Act), the valuation of the Target Company

Shares, which serves as the basis for determining the consideration per share of the Offeror Parent Company's shares in the Re-Investment Etc., will be set at JPY 1,960, the same price as the price for purchase, etc. in the Tender Offer (the "Tender Offer Price") (subject to a formal adjustment based on the ratio of the consolidation of the Target Company Shares in the Share Consolidation to be implemented as part of the Squeeze-Out Procedures).

(Note 13) As described in "3. Policy Regarding Reorganization, etc., Following Completion of the Tender Offer (So-Called "Two-Step Acquisition")" below, in the event that shareholders other than the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares (the "Major Shareholders") exist after the Share Consolidation, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares plan to implement a share lending transaction for the Target Company Shares (the "Share Lending") as part of the Squeeze-Out Procedures after the Target Company receives an exemption from its obligation to file annual securities reports, following which the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares also plan to implement the procedures to make the Target Company's shareholders solely the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares, including another consolidation of the Target Company Shares (the "Second Share Consolidation").

(Note 14) The reason for implementing the Re-Investment Etc. is that, in the situation where Mr. Motonobu Nishimura and Mr. Ken Nishimura intend to continue to participate in the overall management of the Target Company toward its business growth even after the successful completion of the Tender Offer, Mr. Motonobu Nishimura, Mr. Ken Nishimura, and M·N Holdings, which is the asset management company of Mr. Ken Nishimura will retain their status as shareholders even after the Transactions, so that Mr. Motonobu Nishimura and Mr. Ken Nishimura continue to participate in the management of the Target Company with a high level of commitment toward enhancing its corporate value. Additionally, the Nishimura International Scholarship Foundation, which aims to provide scholarship assistance to international students and invites faculty members from countries and regions in Southwest Asia, Southeast Asia and East Asia, as well as Japanese students who contribute to promoting international mutual understanding and international exchange, thereby enabling them to continue their studies, education and research in a more enriched manner, will continue to indirectly hold the Target Company Shares through the Re-Investment Etc. even after the Transactions, and the Tender Offeror believes that its indirect holding of the Target Company Shares through the Re-Investment Etc. is meaningful, as maintaining the operations of the Nishimura Scholarship Foundation in its current form contributes to the development of the industry in which the Target Company is involved through the development of talented individuals who can

contribute to the economic development of each of the Asian countries and regions where the Target Company operates, as well as to the development of education and culture of each country and region by promoting international mutual understanding among Asian countries and regions, including Japan, and providing opportunities to accept and deeply understand diverse values through field trips, training trips, and exchange programs for scholarship students. Thus, since the Re-Investment Etc. was considered independently of whether or not the Nishimura Family Shareholders would tender their shares in the Tender Offer, the Tender Offeror believes that it does not conflict with the regulation on uniformity with respect to tender offer prices (Article 27-2, Paragraph 3 of the Act).

3. Policy Regarding Reorganization, etc., Following Completion of the Tender Offer (So-Called “Two-Step Acquisition”)

As stated in “2. Overview of the Tender Offer” above, if the Tender Offeror is unable to acquire all of the Target Company Shares, the Tender Offeror intends to implement the Squeeze-Out Procedures in the following manner after successful completion of the Tender Offer.

Specifically, promptly after completion of the Tender Offer, the Tender Offeror plans to request the Target Company to hold an extraordinary shareholders’ meeting (the “Extraordinary Shareholders’ Meeting”) that will include: (a) a proposal regarding consolidation of the Target Company Shares (the “Share Consolidation”) pursuant to Article 180 of the Companies Act and (b) a proposal regarding a partial amendment to the articles of incorporation subject to the Share Consolidation becoming effective for the purpose of abolishing the provision regarding the number of shares constituting one (1) unit of stock. Although the timing of the Extraordinary Shareholders’ Meeting will depend on the timing of completion of the Tender Offer, it is currently planned to be held in or around mid-January 2026. According to the “Notice regarding Expression of Opinion in favor of Planned Implementation of MBO and Recommendation to Tender Shares” published by the Target Company on September 10, 2025 (the “Target Company’s Press Release Dated September 10, 2025”), if the Target Company receives such a request from the Tender Offeror, the Target Company plans to comply with the request. The Tender Offeror and Shareholders Who Agreed Not to Tender Their Shares plan to vote in favor of each of the above-mentioned proposals at the Extraordinary Shareholders’ Meeting.

If the proposal regarding the Share Consolidation is approved at the Extraordinary Shareholders’ Meeting, as of the effective date of the Share Consolidation, the shareholders of the Target Company will own the number of the Target Company Shares in proportion to the ratio of the Share Consolidation approved at the Extraordinary Shareholders’ Meeting. In case fraction less than one (1) share arises as a result of the Share Consolidation, the amount of cash obtained by selling the Target Company Shares equivalent to the aggregate of such fractional shares (any fractional shares less than one (1) share in the aggregate will be rounded off; the same applies hereinafter) to the Target

Company or the Tender Offeror will be delivered to the shareholders of the Target Company who hold fractional shares pursuant to Article 235 of the Companies Act and other relevant laws and regulations. With respect to the sale price of the Target Company Shares equivalent to the aggregate of such fractional shares, the Tender Offeror plans to request the Target Company to calculate such price so that the amount of money to be delivered to each of the shareholders of the Target Company (excluding the Tender Offeror, the Target Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer as a result of such sale will be equal to the amount obtained by multiplying (a) the Tender Offer Price by (b) the number of the Target Company Shares held by such shareholders, and file a petition with a court for permission for voluntary sale. Although the ratio for the consolidation of the Target Company Shares has not yet been determined as of today, the Tender Offeror plans to request the Target Company to determine the ratio in a manner such that the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares will hold all the Target Company Shares, but excluding treasury shares held by the Target Company, and the number of the Target Company Shares held by the shareholders of the Target Company (excluding the Tender Offeror, the Target Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer will be a fraction less than one (1) share (Note). According to the Target Company's Press Release Dated September 10, 2025, the Target Company plans to comply with these requests from the Tender Offeror if the Tender Offer is completed.

(Note) In the event that the Major Shareholder exists after the Share Consolidation, the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares plan to implement the Share Lending as part of the Squeeze-Out Procedures after the Target Company receives an exemption from its obligation to file annual securities reports, following which the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares also plan to implement the procedures to make the Target Company's shareholders solely the Tender Offeror and the Shareholders Who Agreed Not to Tender Their Shares, including the Second Share Consolidation. In the Second Share Consolidation, the amount of cash to be delivered to Major Shareholders is expected to be calculated such that it equals the price multiplying the Tender Offer Price by the number of Target Company Shares held by such Major Shareholder (subject to a formal adjustment based on the consolidation ratio of Target Company Shares in the Share Consolidation; fractional amounts resulting from the Share Consolidation will be excluded).

The Companies Act provides that, in order to protect the rights of minority shareholders in connection with the Share Consolidation, in case a fraction less than one (1) share arises because of the Share Consolidation, the shareholders of the Target Company (excluding the Tender Offeror, the Target Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their

shares in the Tender Offer may request the Target Company to purchase at a fair price all of their fractional shares less than one (1) share and file a petition with a court for a determination of the price of the Target Company Shares pursuant to the provisions of Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations. In the event such petition is filed, the purchase price will be ultimately determined by the court. As stated above, since it is planned that the number of Target Company Shares held by the shareholders of the Target Company (excluding the Tender Offeror, the Target Company and Shareholders Who Agreed to Tender Their Shares) who did not tender their shares in the Tender Offer will become a fraction less than one (1) share, the shareholders of the Target Company who oppose the Share Consolidation will be able to file the petition stated above.

The procedure described above may take longer than anticipated or may be changed due to the amendment or implementation of the relevant laws and regulations or the interpretation by the authorities of the relevant laws and regulations. However, even in such cases, if the Tender Offer is completed, the Tender Offeror intends to adopt any measures to eventually pay cash to the shareholders of the Target Company (excluding the Tender Offeror, the Target Company and the Shareholders Who Agreed Not to Tender Their Shares) who did not tender their shares in the Tender Offer and calculate the amount of cash to be paid to each of the shareholders equal to the amount obtained by multiplying the Tender Offer Price by the number of the Target Company Shares held by such shareholders.

With respect to the Restricted Shares, the allotment agreement of the Restricted Shares provides that (a) if, during the transfer restriction period, a share consolidation prescribed in Article 180 of the Companies Act (limited to the cases where the shares held by the grantees as a result of such share consolidation are fractions of less than one share) is approved at a shareholders' meeting of the Target Company (and if the effective date of the share consolidation set forth in Article 180, Paragraph 2, Item 2 of the Companies Act (the "Squeeze-Out Effective Date") arrives before the time of the expiration of the transfer restriction period), the transfer restriction on the number of Restricted Shares determined individually for each recipient based on the period from the allotment date to the date of such approval as resolved by the board of directors of the Target Company immediately before the business day prior to the Squeeze-Out Effective Date shall be lifted and (b) in the case provided in (a) above, the Target Company shall, by a resolution of the board of directors of the Target Company, automatically acquire, without consideration, all of the Restricted Shares for which the transfer restriction has not been lifted as of the business day immediately before the Squeeze-Out Effective Date on the same date. Therefore, in the Squeeze-Out Procedures, the Tender Offeror plans to subject such Restricted Shares for which the transfer restriction has been lifted as of the time immediately before the business day prior to the Squeeze-Out Effective Date to the Share Consolidation in accordance with the provision (a) above of the allotment agreement, and to acquire the Restricted

Shares for which the transfer restriction have not been lifted as of the time immediately before the business day prior to the Squeeze-Out Effective Date without consideration in accordance with the provision (b) above of the allotment agreement.

Specific procedures and the schedule thereof in each case above will be announced promptly by the Target Company once they are determined through mutual discussions between the Tender Offeror and the Target Company.

The Tender Offer is not intended to solicit an affirmative vote by the shareholders of the Target Company at the Extraordinary Shareholders' Meeting. The shareholders of the Target Company should consult with tax accountants or other professionals at their own responsibility regarding the tax implications of tendering their shares in the Tender Offer or any of the procedures above.

#### 4. Possibility of Delisting and Reasons Therefor

As of today, the shares of the Target Company are listed on the TSE Prime Market. However, since the Tender Offeror has not set the maximum number of shares to be purchased in the Tender Offer, depending on the result of the Tender Offer, the shares of the Target Company may be delisted pursuant to the procedures prescribed by the TSE in accordance with the TSE's delisting criteria. In addition, even if the shares of the Target Company do not meet the delisting criteria at the time of completion of the Tender Offer, if the Tender Offeror implements the Squeeze-Out Procedures described in "3. Policy Regarding Reorganization, etc., Following Completion of the Tender Offer (so-called "Two-Step Acquisition"))" after completion of the Tender Offer, the shares of the Target Company may be delisted pursuant to the procedures prescribed by the TSE in accordance with the TSE's delisting criteria. After the delisting, the shares of the Target Company will no longer be traded on the TSE Prime Market.

For specific details of the Tender Offer, please refer to the Tender Offer Registration Statement to be filed by the Tender Offeror on September 26, 2025.



**Solicitation Regulations**

This Press Release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares. If shareholders wish to make an offer to sell their shares, they should first read the tender offer explanation statement concerning the Tender Offer and make an offer to sell their shares at their sole discretion. This Press Release shall neither be, nor constitute a part of, an offer or solicitation to sell, or solicitation of an offer to purchase, any securities, and neither this Press Release (or any part of this Press Release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this Press Release may not be relied upon at the time of entering into any such agreement.

**Forward-Looking Statements**

This Press Release contains “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934 (as amended) (the “U.S. Securities Exchange Act of 1934”). It is possible that actual results may substantially differ from the projections, etc. as expressly or implicitly indicated in any “forward-looking statements” due to any known or unknown risks, uncertainties, or any other factors. Neither the Tender Offeror nor any of its affiliates gives any assurance that such projections, etc. expressly or implicitly indicated in any “forward-looking statements” will ultimately be accurate. The “forward-looking statements” included in this Press Release have been prepared based on the information available to the Tender Offeror as of this date, and unless otherwise required by applicable laws and regulations or Financial Instruments and Exchange Act, neither the Tender Offeror nor any of its affiliates is obliged for updating or modifying such statements in order to reflect any future events or circumstances.

**U.S. Regulations**

The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed in the Japanese law. However, these procedures and information disclosure standards are not necessarily the same as the procedures and information disclosure standards in the U.S. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 and the rules prescribed thereunder do not apply to the Tender Offer; therefore, the Tender Offer is not conducted in accordance with those procedures or standards. The financial statements contained in this Press Release and reference materials thereof have not been prepared in accordance with the U.S. accounting standards. Accordingly, such financial information may not necessarily be equivalent or comparable to those prepared in accordance with the U.S. accounting standards. Moreover, as the Tender Offeror is a company incorporated outside of the U.S. and a part of or all of its directors are non-U.S. residents, it may be difficult to enforce any rights or claims arising under the U.S. federal securities laws. It may also be impossible to commence legal actions against a non-U.S. company or its officers in a non-U.S. court on the grounds of a violation of the U.S. securities laws. Furthermore, there is no guarantee that a corporation that is based outside of the U.S. or its subsidiaries or affiliated companies may be compelled to submit themselves to the jurisdiction of a U.S. court.

Unless otherwise provided, all procedures for the Tender Offer shall be conducted entirely in the Japanese language. Some or all of the documents relating to the Tender Offer are or will be prepared in the English language. However, if there is any inconsistency between the document in English and the document in Japanese, the Japanese document shall prevail.

The Tender Offeror and its affiliate (including the Target Company) and their respective financial advisors and the affiliates of the Tender Offer Agent may, within their ordinary course of business and to the extent permitted under the related Japanese financial instruments and exchange laws and regulations, purchase or take actions to purchase the Target Company Shares for their own account or for their customers’ accounts other than through the Tender Offer prior to the commencement of, or during the Tender Offer Period in accordance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934. If any information concerning such purchase, etc. is disclosed in Japan, disclosure of such information in English will be made by the person conducting such purchase, etc. on the website of such person.

**Other Countries**

The announcement, issuance, or distribution of this Press Release may be legally restricted in some countries or territories. In such case, shareholders should be aware of and comply with such restriction. The announcement, issuance, or distribution of this Press Release shall not be interpreted as an offer to purchase or solicitation of an offer to sell share certificates concerning the Tender Offer, but shall be interpreted simply as a distribution of information.