November 4, 2025

To Whom It May Concern

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Notice Regarding Introduction of Response Policy concerning Large-Scale Acquisition of the Company's Share Certificates, Etc., in Response to Large-Scale Acquisition of the Company Shares by City Index Eleventh Co., Ltd., Etc.

Since the filing of the Statement of Large-Volume Holdings dated September 24, 2025, which disclosed that City Index Eleventh Co., Ltd. ("**CI11**") and Ms. Aya Nomura hold the Company's shares equivalent to 6.67% shareholding ratio (representing 7.14% voting rights ratio (Note 1)) as of September 16, 2025, CI11, Ms. Aya Nomura, and City Index First Co., Ltd. ("**CI1**"; CI11, Ms. Aya Nomura, and CI1 collectively, "**CI11, Etc.**") have been conducting a rapid and large-scale buy up of the Company's shares (the rapid and large-scale buy up of the Company's shares on and off the market by CI11, Etc., the "**Share Buy Up**"), and according to Statement of Changes No. 7 dated October 15, 2025, CI11, Etc. has come to hold the Company's shares equivalent to 17.63% shareholding ratio (representing 18.87% voting rights ratio) as of October 7, 2025. Based on that fact and other circumstances, at the meeting of the board of directors held on November 4, 2025, the Company resolved, for the purpose of ensuring and enhancing the corporate value of the Company and the common interests of its shareholders, to adopt a basic policy regarding the persons who control decisions on the Company's financial and business policies (as prescribed in Article 118, Item 3 of the Enforcement Regulations of the Companies Act; the "**Basic Policy**") and to introduce a response policy concerning large-scale acquisitions of its share certificates, etc. (the "**Response Policy**") as a measure to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate under the Basic Policy (as specified in Article 118, Item 3(b)(2) of the Enforcement Regulations of the Companies Act). Details are provided below.

Note 1: "Voting rights ratio" represents the ratio of the voting rights to the total number of voting rights of all of the shareholders of the Company as of September 30,

2025 (451,038) (rounded to the second decimal place). The same shall apply hereinafter.

According to the Statement of Large-Volume Holdings and Statement of Changes submitted by CI11, Etc., CI11, Etc. has acquired a substantial amount of share certificates, etc. of the Company, which represents 17.63% shareholding ratio (voting rights ratio of 18.87%), within just 17 business days. In addition, according to the information obtained by the Company through its request for information made to Japan Securities Depository Center, Inc., as well as other sources, CI11, Etc. has continued to acquire the Company's shares even after October 7, 2025, and the Company considers it possible that the Share Buy Up by CI11, Etc. will continue.

The Company is concerned that, although the Share Buy Up by CI11, Etc., along with other acquisitions of the Company's share certificates, etc., may have a material impact on the management of the Company if it constitutes or comes to constitute a Large-Scale Acquisition (as defined in Section III.3.(1) below; the same shall apply hereinafter), sufficient information and adequate time for consideration have not been provided to the Company or the Company's general shareholders at this time. Furthermore, the Company believes that the Share Buy Up by CI11, Etc. has "coercion", as it may effectively pressure general shareholders, particularly those concerned about the surrounding circumstances, into selling their Company's shares. The Company also believes that such Large-Scale Acquisitions may violate the spirit of Principle 3 (the Principle of Transparency) outlined in the "Guidelines for Corporate Takeovers" issued by the Ministry of Economy, Trade and Industry on August 31, 2023. This principle stipulates that acquirers should appropriately and proactively provide information that is useful for shareholders' decision-making. (See Section 2.1 of the Guidelines).

As the Company announced in its press release dated September 10, 2025 and titled "Notice regarding Expression of Opinion in favor of Planned Implementation of MBO and Recommendation to Tender Shares" (the "**Press Release Dated September 10, 2025**"), with regards to the tender offer under the Financial Instruments and Exchange Act and other related laws and regulations (the "**Tender Offer**") for the Company's shares by Kalon Holdings, Co., Ltd. ("**Kalon Holdings**"; Note 3) to be carried out as part of a management buyout (MBO) (Note 2) as part of a series of transactions to take the Company's shares private (the "**Transactions**"), the Company resolved to express an opinion in favor of the Tender Offer and also to recommend its shareholders to tender their Company's shares in the Tender Offer if it is commenced, as its opinion as of that time. As the Company announced in its press release dated September 25, 2025 and titled "Notice regarding Expression of Opinion in favor of Implementation of MBO and Recommendation to Tender Shares" (the "**Press Release Dated September 25, 2025**"), at the board of directors meeting of the Company held on September 25, 2025, 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's shares in the Tender Offer (Note 4).

Note 2: 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.

Note 3: According to Kalon Holdings, as of today Kalon Holdings is a wholly-owned subsidiary of Kalon J Group Holdings Co., Ltd., 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**") 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's shares and controlling and managing the Company's business activities.

Note 4: At the board of directors meeting of the Company held on September 25, 2025, the Company resolved to include a statement in the Press Release Dated September 25, 2025 to make the Company's shareholders aware that no restrictions have been placed on selling their Company's 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's shares therein.

However, as announced in the press release dated November 4, 2025 and titled "(Amendment) Notice regarding partial amendment to the "Notice regarding Expression of Opinion in favor of Implementation of MBO and Recommendation to Tender Shares" (the "**Press Release Dated November 4, 2025**"), in light of, among others, the Share Buy Up by CI11, Etc. and the fact that since the announcement of the Press Release Dated September 10, 2025, trading of the Company's shares has been occurring at a large-scale at a market price greatly exceeding the price for purchase, etc. in the Tender Offer (the "**Tender Offer Price**"), and this has continued even after the announcement of the Press Release Dated September 25, 2025, the Company considers that the likelihood of the successful completion of the Tender Offer has considerably decreased. As such, the Company carefully examined the necessity of securing the time to ensure a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders (including, but not limited to, any revised proposal should Kalon Holdings (including CVC and its related parties; the same shall apply hereinafter) alter the terms of the Tender Offer, and proposals from third parties other than Kalon Holdings; the same shall apply hereinafter) would be made as well as to ensure that the shareholders are provided with the necessary information and time to make appropriate decisions on the appropriateness of the Share Buy Up, and, as a part of these examinations, considered the introduction of the Response Policy. In addition, the Company carefully examined whether it could maintain its opinion in favor of the Tender Offer and its opinion recommending that the Company's shareholders tender their shares in the Tender Offer.

As a result, the Company's board of directors has reached the conclusion that introducing the Response Policy, with a view to (i) securing time reasonably necessary for the Company to carry out procedures to ensure that a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders will be made as well as (ii) ensuring that the shareholders are provided with the necessary information and time to make appropriate decisions regarding the appropriateness of the Large-Scale Acquisition by CI11, Etc., will contribute to maximizing the corporate value of the Company and the common interests of its shareholders and, at the board of directors meeting held on November 4, 2025, the Company resolved to adopt its Basic Policy and to introduce the Response Policy (Note 5). All of the Company's directors who participated in the deliberations and resolution with respect to the introduction of the Response Policy (five out of a total of seven directors, excluding Mr. Motonobu Nishimura, Chairman and Representative Director of the Company, and Mr. Ken Nishimura, Representative Director and President Executive Officer of the Company) voted in favor of the resolution, and all of the statutory auditors who attended the meeting (three out of three statutory auditors) expressed no objection to the resolution. In addition, Mr. Motonobu Nishimura and Mr. Ken Nishimura did not participate in any deliberations or resolutions at the above board of directors meeting, nor did they participate in any deliberations regarding the introduction of the Response Policy in the capacity of the Company, because they have a structural conflict of interest with the Company with respect to the Transactions and the Response Policy, as the Tender Offer is conducted by Kalon Holdings based on discussions with them.

Note 5: At the meeting of the board of directors held on November 4, 2025, the board of directors resolved, with regard to the Tender Offer, to maintain its opinion in favor of the Tender Offer, but to withdraw its recommendation that the Company's shareholders tender their shares in the Tender Offer, as well as to take a neutral position on whether to recommend the shareholders of the Company to tender their Company's shares in the Tender Offer and leave the decision on whether to tender shares in the Tender Offer to the discretion of each shareholder.

The Response Policy will be introduced, with a view to (i) securing time reasonably necessary for the Company to carry out procedures to ensure that a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders will be made as well as (ii) ensuring that the shareholders are provided with the necessary information and time to make appropriate decisions regarding the appropriateness of the Large-Scale Acquisition by CI11, Etc., and therefore the Response Policy differ from the so-called advance warning-type takeover defense measures introduced during the normal phase (Note 6).

In light of the above circumstances, the Company intends to promptly carry out procedures involving third parties other than Kalon Holdings as potential acquirers, for the purpose of

obtaining a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders.

Note 6: As stated above, although the introduction of the Response Policy is based on the Share Buy Up by CI11, Etc., and other circumstances, in view of the possibility that, during the effective period of the Response Policy, in the event that a Large-Scale Acquisition is conducted or is attempted to be conducted by any party other than CI11, Etc., the Company may be unable to secure time reasonably necessary to carry out procedures to ensure that a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders will be made, such Large-Scale Acquisition will also be subject to the Response Policy. In addition, in light of the fact that the board of directors resolved to maintain its opinion in favor of the Tender Offer and that Kalon Holdings, taking such resolution into consideration, had already commenced the Tender Offer before the introduction of the Response Policy, the Company does not intend to apply the procedures, etc. set forth in the Response Policy to the Tender Offer.

The Response Policy has been introduced by resolution of the Company's board of directors and takes effect as of today. As the purpose of the Response Policy is (i) to secure time reasonably necessary for the Company to carry out procedures to ensure that a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders will be made as well as (ii) to ensure that the shareholders are provided with the necessary information and time to make appropriate decisions regarding the appropriateness of the Large-Scale Acquisition by CI11, Etc., the Response Policy will remain in effect until February 28, 2026. However, if, prior to the expiration of the effective period, a Large-Scale Purchaser, without complying with the rules set forth in the Response Policy, attempts to proceed with or continue a Large-Scale Acquisition, the Response Policy shall remain effective to the extent necessary to respond to such Large-Scale Acquisition.

The dilution of voting rights in the Company through the countermeasures under the Response Policy (Note 7) will be implemented only if they are approved at the Shareholders' Intent Confirmation Meeting (Note 8) and the Large-Scale Purchaser does not withdraw the Large-Scale Acquisitions, respecting the recommendation of the Special Committee (as defined below; the same shall apply hereinafter) to the maximum extent.

If a Large-Scale Purchaser attempts to proceed with or continue a Large-Scale Acquisition without following the rules set forth in the Response Policy and before the Shareholders' Intent Confirmation Meeting is convened, the Company may implement a gratis allotment of stock acquisition rights in advance, based on a resolution of the Company's board of directors and respecting the recommendation of the Special Committee to the maximum extent. However, the compulsory acquisition of these stock acquisition rights in exchange for the Company's shares, resulting in dilution of the voting rights held by Non-Qualified Parties (as defined in III.4.(1)(v)(a)

below; the same shall apply hereinafter), will be carried out only if approved at the Shareholders' Intent Confirmation Meeting. If not approved, the Company intends to compulsorily acquire all such stock acquisition rights without consideration, in which case no dilution will occur. For further details, please refer to III.3.(2)(v) below.

Note 7: Specifically, the countermeasures under the Response Policy include (a) a gratis allotment of stock acquisition rights with discriminatory exercise conditions and acquisition provisions, and (b) the subsequent compulsory acquisition of all such rights held by parties other than Non-Qualified Parties, in exchange for the Company's shares, thereby diluting the voting rights held by Non-Qualified Parties.

Note 8: "Shareholders' Intent Confirmation Meeting" refers not only to shareholders meetings convened under the Companies Act to resolve matters stipulated in Article 295 of the said Act, but also to meetings of shareholders held pursuant to equivalent procedures prescribed for shareholders meetings under the Companies Act, which adopt recommendation resolutions on matters not stipulated in Article 295. The same shall apply hereinafter.

In conjunction with the above resolution, the Company's board of directors has commissioned the Special Committee established for the Transactions (the "**Special Committee**") to make decisions regarding, among other matters, the appropriateness of invoking the countermeasures under the Response Policy, to recommend the matters decided to the Company's board of directors, and to perform other necessary actions, aiming to prevent arbitrary decisions by the Company's board of directors and further enhance the fairness and objectivity of the Response Policy's operation. For further details, please refer to Appendix 1 "Outline of the Special Committee Rules" and Appendix 2 "Career Summary of the Special Committee Members."

In the event that the Companies Act, the Financial Instruments and Exchange Act, or any other relevant laws and regulations, including rules, cabinet orders, cabinet office ordinances, and ministerial ordinances thereunder, as well as the rules of the financial instruments exchange on which the Company's shares are listed (collectively, the "**Laws and Regulations**") are amended (including any changes in their names or the enactment of successor laws and regulations; the same shall apply hereinafter) and such amendments come into effect, the provisions of the Laws and Regulations referenced in the Response Policy shall, unless otherwise determined by the Company's board of directors, be deemed replaced with the provisions of the amended Laws and Regulations that substantially succeed the former provisions.

I. Basic Policy on Persons Who Control Decisions on the Company's Financial and Business Policies

The Company believes that those who control decisions on its financial and business policies should have a sufficient understanding of the Company Group's finances, operations, and sources of corporate value, and be capable of securing and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders in a continuous and sustainable manner.

The Company does not categorically oppose Large-Scale Acquisitions of its share certificates, etc. by specific parties, provided such purchases contribute to securing and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders. The Company believes that whether to accept such a purchase should ultimately be determined based on shareholders' intent.

However, there are some cases in which Large-Scale Acquisitions of share certificates, etc. do not contribute to the corporate value of the target company or, in turn, the common interests of its shareholders. These are anticipated to include purchases that, based on their objectives, are considered to cause clear harm to corporate value and, in turn, the common interests of the shareholders; those that may effectively coerce shareholders into selling their share certificates, etc.; and those that fail to provide the target company's board of directors and shareholders with sufficient time or information to evaluate the Large-Scale Acquisition, and for the board to develop alternative proposals.

Under 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," the Company, whose principal business is the manufacture and sale of cosmetics, 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 source of its corporate value is believed to lie in its proven technical capabilities and human assets, which support a manufacturing culture that enables the creation and revitalization of markets, as well as in its brand and global network, built through long-standing relationships of trust with customers. The corporate value of the Company and, in turn, the common interests of its shareholders may be undermined if a largescale purchaser of the Company's share certificates, etc. lacks a sufficient understanding of these sources of corporate value or the ability to maintain and enhance them over the medium to long term. Accordingly, the Company believes that any party engaging in a Large-Scale Acquisition that does not contribute to the corporate value of the Company or, in turn, the common interests of its shareholders should not be in a position to control decisions on its financial and business policies.

Therefore, the Company requests any person making a large-scale acquisition of the Company's shares to provide necessary and sufficient information for shareholders to make appropriate decisions regarding the appropriateness of that large-scale acquisition, disclose the opinion of the board of directors and other information, and take appropriate measures to secure the necessary and sufficient time for the shareholders to make that decisions.

II. Sources of the Company's Corporate Value and Special Initiatives to Support the Basic Policy

1. Sources of the Company's corporate value

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 TANCHO 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. TANCHO INDONESIA (currently PT MANDOM INDONESIA Tbk) on the Jakarta Stock Exchange (currently the Indonesia Stock Exchange). In addition, the Company's 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's 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 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 source of its corporate value is believed to lie in its proven technical capabilities and human assets, which support a manufacturing culture that enables the creation and revitalization of markets, as well as in its brand and global network, built through long-standing relationships of trust with customers.
In order to sustain and enhance the corporate value of the Company amid today's rapidly changing society, it is essential to continuously refine the sources of corporate value, and accurately capture consumer wants and provide products that reflect those wants.

2. Initiatives to enhance corporate value

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 13th Middle-Range Planning "MP-13," which began in fiscal year 2021, 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 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 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.

As stated in the Press Release Dated September 10, 2025 and the Press Release Dated September 25, 2025, the Company recognizes that the specific measures that CVC has communicated to the Company in the consultation and negotiation process that it intends to implement, 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, 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. 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's shares private by means of a management buyout (MBO) to unify ownership and management, and to establish a management structure in which CVC and its related parties, Mr. Motonobu Nishimura, Mr. Ken Nishimura, the Company, and its employees can implement measures promptly, boldly, and in unison, without regard for the short-term assessments of the share market. For these and other reasons, the Company has determined that the Transactions, including the Tender Offer, will contribute to enhancing the corporate value of the Company and has expressed an opinion in support of the Tender Offer (for details of the Company's opinion regarding the Tender Offer, please refer to the Press Release Dated September 10, 2025 and the Press Release Dated September 25, 2025).

As announced in the Press Release Dated November 4, 2025, at a meeting of the board of directors held on November 4, 2025, the board of directors resolved to maintain its opinion in favor of the Tender Offer, based on its continued belief that the Transactions, including the Tender Offer, will contribute to the enhancement of the corporate value of the Company (Note 1).

Note 1: As announced in the Press Release Dated November 4, 2025, the Company resolved at its board of directors meeting held on November 4, 2025, to, with regard to its opinion on the Tender Offer, withdraw its recommendation that the Company's shareholders tender their shares in the Tender Offer, as well as to take a neutral position on whether to recommend the shareholders of the Company to tender their shares in the Tender Offer and leave the decision on whether to tender their shares in the Tender Offer to the discretion of each shareholder.

3. Corporate governance initiatives

The Company's basic policy on corporate governance is as follows.

(i) Corporate governance policy

The mission of the Mandom Group, which coexists and co-creates with global society, is to achieve sustainable and healthy development together with our stakeholders, including consumers and society, by generating high-quality profits through “pursuit of efficiency” based on “soundness and transparency” in order to realize our corporate philosophy.

(ii) Corporate governance system

The Company is a company with an audit & supervisory board, a structure which establishes strict auditing of legal compliance by audit & supervisory board members as the foundation of compliance management, and also strengthens the monitoring and advisory functions of the board of directors by appointing several outside directors to the board of directors. In addition, by adopting an executive officer system, the Company clarifies responsibilities and delegates authority to build a system that enables proactive and flexible business execution, and by introducing a CxO system, has strengthened the group management execution system to optimize the allocation of management resources and accelerate decision-making, aiming to accelerate innovation and improve growth.

In addition to the above, the Company is working to strengthen its corporate governance in accordance with the latest corporate governance code. For details on the Company’s corporate governance structure, please refer to its Corporate Governance Report.

III. Purpose and Details of the Response Policy

1. Purpose of the Response Policy

The Response Policy is introduced in line with the Basic Policy set out in I. above for the purpose of ensuring and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders.

The Company’s board of directors believes that its shareholders should make a final decision on whether to accept a Large-Scale Acquisition from the perspective of ensuring and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders. It also believes, as a prerequisite for shareholders to make an appropriate decision on whether to accept the Large-Scale Acquisition after sufficient consideration, it is necessary to secure necessary and sufficient information from a Large-Scale Purchaser and enough time to enable its shareholders for consideration. In addition, the Company believes that it is necessary to secure time reasonably necessary for the Company to carry out procedures to ensure that a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders will be made given that, among other factors, the likelihood of the successful completion of the

Tender Offer has considerably decreased in light of, among others, the Share Buy Up by CI11, Etc. and the fact that since the announcement of the Press Release Dated September 10, 2025, trading of the Company's shares has been occurring at a large-scale at a market price greatly exceeding the Tender Offer Price, and this has continued even after the announcement of the Press Release Dated September 25, 2025. Therefore, the Company has set out the Response Policy as a framework to, in the event that a Large-Scale Acquisition is attempted, (i) request the Large-Scale Purchaser to provide the necessary information, (ii) ensure that such information provision is effective, and (iii) secure sufficient time for the shareholders to consider, based on such information, the appropriateness of the implementation of the Large-Scale Acquisition, and also to obtain the time necessary to secure a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders, as set forth below.

The Company's board of directors requests a Large-Scale Purchaser to comply with the Response Policy as above. If a Large-Scale Purchaser does not comply with the Response Policy, the Company will take certain countermeasures, respecting the Special Committee's opinions to the maximum extent, to ensure an opportunity to obtain decisions of shareholders in accordance with the Response Policy.

2. Outline of the Response Policy

(1) Outline of the Procedures for the Response Policy

As described above, the Company believes that its shareholders should make a final decision on whether to accept a Large-Scale Acquisition. Therefore, if the invocation of countermeasures is approved at a Shareholders' Intent Confirmation Meeting and the Large-Scale Acquisition is not withdrawn, the Company will invoke the prescribed countermeasures to ensure and enhance the corporate value of the Company and, in turn, the common interests of its shareholders, respecting the Special Committee's opinions to the maximum extent.

In addition, the purposes of the Response Policy are to secure time reasonably necessary for the Company to carry out procedures to ensure that a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders will be made, and to request a Large-Scale Purchaser to provide required information as a prerequisite of the Company's shareholders' decisions and to secure sufficient time for the shareholders to consider, based on such information, the appropriateness of the implementation of the Large-Scale Acquisition. If such purposes are not achieved, that is, if a Large-Scale Purchaser does not comply with the procedures described in 3.(2) below and intends to carry out or continue a Large-Scale Acquisition, the

Company's board of directors will invoke the prescribed countermeasures, respecting the Special Committee's opinions to the maximum extent.

(2) Establishment of the Special Committee

For the operation of the Response Policy, the Company commissioned the Special Committee to make decisions regarding, among other matters, the appropriateness of invoking the countermeasures under the Response Policy, to recommend the matters decided to the Company's board of directors, and to perform other necessary actions, and has established the Special Committee Rules (for an outline, please refer to Appendix 1) to properly operate the Response Policy, to prevent arbitrary judgements by the Company's board of directors, and to secure the objectivity and reasonableness of such decisions. The Company's board of directors shall determine, among other matters, the appropriateness of invoking countermeasures, respecting the recommendations of the Special Committee to the maximum extent.

The Special Committee may obtain advice from outside experts who are independent from the Company's board of the directors and the Special Committee, including financial advisers, attorneys, certified public accountants, tax accountants and other advisors, as necessary. The Company shall bear all costs incurred in obtaining such advice to a reasonable extent.

In principle, resolutions at meetings of the Special Committee shall be made with the attendance of all incumbent members of the Special Committee and adopted by a majority of the votes of the members present. However, in the event of an accident involving a member of the Special Committee or other unavoidable circumstances, a resolution may be made provided that a majority of the members of the Special Committee are present and approved by the votes of the members present.

(3) Use of gratis allotment of stock acquisition rights as a countermeasure

When invoking the countermeasure as described in (1) above, the Company will allot to all shareholders of the Company stock acquisition rights (the "**Stock Acquisition Rights**") with (i) discriminatory exercise conditions that Non-Qualified Parties are not allowed to exercise the stock acquisition rights, and (ii) acquisition provisions to the effect that the Company may acquire the stock acquisition rights held by shareholders other than Non-Qualified Parties in exchange for common shares of the Company and that the Company may acquire the stock acquisition rights held by Non-Qualified Parties in exchange for different stock acquisition rights with certain exercise conditions or acquisition provisions, by means of a gratis allotment of stock acquisition rights (Article 277 through Article 279 of the Companies Act) (for details, please refer to 4. below).

(4) Acquisition of the Stock Acquisition Rights by the Company

If a gratis allotment of the Stock Acquisition Rights takes place in accordance with the Response Policy and all shareholders other than Non-Qualified Parties receive the Company's shares in exchange for the Company's acquiring the Stock Acquisition Rights, the voting rights ratio pertaining to the Company's shares held by the Non-Qualified Parties will be diluted to a certain degree.

3. Details of the Response Policy

(1) Large-Scale Acquisitions subject to the Response Policy

The term "**Large-Scale Acquisition**" as used in the Response Policy refers to any act that is reasonably determined to constitute any of the following (Note 1), excluding the Transactions, including the Tender Offer, and any other acts as the Company's board of directors agrees in advance not to be subject to the Response Policy:

(i) Purchases or other acquisitions of the Company's share certificates, etc. (Note 2) with the aim of increasing the voting rights ratio (Note 3) of a Specific Shareholder Group (Note 4) to 20% or more (including purchases and other acquisitions by such Specific Shareholder Group in case the voting rights ratio of such Specific Shareholder Group has reached 20% or more prior to such acts; irrespective of the specific method of purchase, including market transactions and tender offers, and also including, but not limited to, the commencement of a tender offer; the same shall apply hereinafter);

(ii) Purchases or other acquisitions of the Company's share certificates, etc. that would result in the voting rights ratio of a Specific Shareholder Group reaching 20% or more; or

(iii) Regardless of whether any of the acts stipulated in items (i) and (ii) above is conducted, an act that is conducted between a Specific Shareholder Group and one or more other shareholders of the Company and that constitutes an agreement or other act as a result of which the other shareholder(s) become(s) a joint holder of the Specific Shareholder Group, or any act that establishes a relationship whereby the Specific Shareholder Group or the other shareholder(s) substantially control(s) the other or they act jointly or in concert with each other (Note 5), provided that it would result in the total voting rights ratio of that Specific Shareholder Group and the other shareholder(s) accounting for 20% or more.

In addition, the term "**Large-Scale Purchaser**" refers to a party who conducts or is attempting to conduct a Large-Scale Acquisition alone or jointly or in concert with other parties, as above.

Note 1: Whether or not an act specified in items (i) through (iii) of the main text has been conducted will be reasonably determined by the Company's board of directors, which will respect the recommendations of the Special Committee to the maximum extent. Please note that the Company's board of directors may request the Company's shareholders to provide necessary information to the extent that is required for making a judgment regarding whether the relevant act satisfies the requirements as defined in (iii) of the main text.

Note 2: The term "share certificates, etc." refers to the share certificates, etc. as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act.

Note 3: The term "voting rights ratio" refers to the following, depending on a specific acquisition method of a Specific Shareholder Group:

(i) if the Specific Shareholder Group is a holder (referring to the holder as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, including those included in the holders based on Paragraph 3 of the same Article) and its joint holder (referring to the joint holders as defined in Article 27-23, Paragraph 5 of the same Act, including those who are deemed to be joint holders based on Paragraph 6 of the same Article; the same shall apply hereinafter) of the Company's share certificates, etc. (referring to the share certificates, etc. as defined in Article 27-23, Paragraph 1 of the same Act), the ownership ratio of share certificates, etc. (referring to the ownership ratio of share certificates, etc. as defined in Article 27-23, Paragraph 4 of the same Act) of such holder. In this case, the number of share certificates, etc. (referring to the number of share certificates, etc. held as defined in the same paragraph) held by the joint holders of the relevant holder is also taken into account in the calculation, provided that the "total number of share certificates, etc. issued by that issuer" (the divisor in the calculation of the ownership ratio of share certificates, etc.) as defined in the same paragraph will be read as the "total number of the share certificates, etc. issued by that issuer (excluding the shares held as treasury shares by that issuer)"); or

(ii) if the Specific Shareholder Group is a party who performs purchases and other acts of the Company's share certificates, etc. (referring to the share certificates, etc. as defined in Article 27-2, Paragraph 1 of the same Act) and its specially related party (referring to a specially related party defined in Article 27-2, Paragraph 7 of the same Act; the

same shall apply hereinafter), the shareholding ratio of share certificates, etc. (referring to the shareholding ratio of share certificates, etc. as defined in Article 27-2, Paragraph 8 of the same Act) of the party who performs purchases and other acts and its specially related party.

In calculating the ownership ratio of share certificates, etc., (a) a specially related party as defined in Article 27-2, Paragraph 8 of the same Act; (b) investment banks, securities firms and other financial institutions that have concluded financial advisory agreements with the holder or its joint holder, tender offer agents, underwriting securities companies, attorneys, accountants, tax accountants and other advisors of these parties; and (c) a party, who has acquired or succeeded the Company's share certificates, etc. from a party falling under (a) or (b) above through an off-market negotiated transactions or Tokyo Stock Exchange's on-market off-floor trading system (ToSTNet-1) are deemed joint holders of such holders under the Response Policy unless the Company's board of directors certifies that such party does not pose any problem from the perspective of ensuring and enhancing the corporate value of the Company and the common interests of its shareholders. Also, in calculating the shareholding ratio of share certificates, etc., joint holders (including those who are deemed joint holders in the Response Policy) are, under the Response Policy, deemed specially related parties of the party who performs the purchase and other acts. Please note that, in calculating the ownership ratio of share certificates, etc., and the shareholding ratio of share certificates, etc., the total number of issued shares (referring to those defined in Article 27-23, Paragraph 4 of the same Act), the number of treasury shares held by the issuer, and the total number of voting rights (referring to those defined in Article 27-2, Paragraph 8 of the same Act) may be referred to in the most recently submitted securities report, semiannual securities report and share certificate purchase status report.

Note 4: The term "Specific Shareholder Group" refers to the following:

(i) Holders of the Company's share certificates, etc. and their joint holders;

(ii) Parties who perform purchase, etc. (referring to the purchase, etc. as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act, including those performed in the commodity market) of the Company's share certificates, etc. (referring to the share

certificates, etc. as defined in Article 27-2, Paragraph 1 of the same Act) and their specially related party; and

(iii) Parties related with the above (i) or (ii) (referring to a group consisting of such parties and investment banks, securities firms and other financial institutions that have concluded financial advisory agreements with such parties; any other parties who share a substantial common interest with such parties; tender offer agents, attorneys, accountants, tax accountants and other advisors; or those reasonably recognized by the Company's board of directors as parties substantially controlled by, or acting in concert or coordination with such parties).

Note 5: Determination as to whether a "a relationship whereby the Specific Shareholder Group or the other shareholder(s) substantially control(s) the other or they act jointly or in concert with each other" has been established between them will be made based on certain factors such as the current or past capital relationship (including a relationship of joint control), business alliance relationship, business or contractual relationship, relationship of interlocking directorate, financing relationship, credit granting relationship, purchase status of the Company's share certificates, etc., the status of execution of voting rights in relation to the Company's share certificates, etc., and a substantial interest in the Company's share certificates, etc. through derivatives, stock lending, and other transactions, as well as direct or indirect effects on the Company caused by that Specific Shareholder Group and the other shareholder(s) in accordance with the Criteria for Determination of Joint or Cooperative Activities (Appendix 4; provided, however, that the Special Committee may revise the criteria to a reasonable extent in light of revisions to the Laws and Regulations, trends in court decisions, and other factors).

Furthermore, under the Response Policy, if, at the time of announcing the introduction of the Response Policy, the voting rights ratio of a Specific Shareholder Group has already reached 20% or more or if the total voting rights ratio of a Specific Shareholder Group and the other shareholders has reached 20% or more based on the acts described in (iii) above, that Specific Shareholder Group shall be deemed a Large-Scale Purchaser. In relation to a Specific Shareholder Group, any new act of purchase listed in either (i) or (ii) above (for the avoidance of doubt, including an act of acquiring one new share of the Company's share certificates, etc.) or any new act conducted between a Specific Shareholder Group and the other shareholder(s) listed in (iii) above shall be treated as a Large-Scale Acquisition.

Therefore, if, at the time of announcing the introduction of the Response Policy, the voting rights ratio of a Specific Shareholder Group has already reached 20% or more, or if the total voting rights ratio of a Specific Shareholder Group and the other shareholders has reached 20% or more due to the act(s) described in (iii) above, that Specific Shareholder Group is required to comply with the procedures set out in the Response Policy for any new act of purchase listed in (i) and (ii) above (for the avoidance of doubt, including an act of acquiring one new share of the Company's share certificates, etc.) as well as any new act conducted between a Specific Shareholder Group and the other shareholders described in the (iii) above.

(2) Procedures for the Response Policy

The purposes of the Response Policy are to secure time reasonably necessary for the Company to carry out procedures to ensure that a viable acquisition proposal that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders will be made, and to request a Large-Scale Purchaser to provide required information as a prerequisite of the Company's shareholders' decisions and to secure sufficient time for the shareholders to consider, based on such information, the appropriateness of the implementation of the Large-Scale Acquisition.
Accordingly, the Company requests Large-Scale Purchasers to comply with the following procedures that are prescribed in the Response Policy to obtain information on the Large-Scale Acquisition from the Large-Scale Purchaser and to ensure the time required for its shareholders to consider the appropriateness of the Large-Scale Acquisition.

(i) Submission of a Large-Scale Acquisition explanation

If a Large-Scale Purchaser intends to conduct an act deemed a Large-Scale Acquisition after the introduction of the Response Policy, the Large-Scale Purchaser shall submit a Large-Scale Acquisition explanation in writing to the Company's board of directors at least 60 business days prior to such Large-Scale Acquisition. In the Large-Scale Acquisition explanation, the Large-Scale Purchaser's representative shall state, in Japanese, the details that are equivalent to those to be stated in the Tender Offer Statement as defined in Article 27-3, Paragraph 2 of the Financial Instruments and Exchange Act, depending on the content and manner of the Large-Scale Acquisition intended to be carried out, sign or affix his/her name and seal, and attach a qualification certificate of the representative who has signed or affixed his/her name and seal.

Upon receipt of a Large-Scale Acquisition explanation from a Large-Scale Purchaser, the Company's board of directors will promptly disclose that fact and, if necessary, the details thereof in a timely and appropriate manner.

(ii) Information provision

The Company shall, within five business days at the latest after the date of receipt of the Large-Scale Acquisition explanation by the Company's board of directors (the first day shall not be counted; the same shall apply hereinafter), request the Large-Scale Purchaser to submit the information (the "**Required Information**") that is deemed to be necessary for shareholders to determine whether to accept the Large-Scale Acquisition. General items of the Required Information are as described in Appendix 3. The specifics vary depending on the attributes of the Large-Scale Purchaser and the details of the Large-Scale Acquisition. In any case, it shall be limited to the extent necessary and sufficient to enable the Company's shareholders to make their decision, and the Company's board of directors to form an opinion.

If the Required Information is submitted, the Company will disclose that fact and the details of such information in a timely and appropriate manner to the extent necessary or useful for shareholders to decide whether to accept the Large-Scale Acquisition. If the Company's board of directors reasonably determines that the information received from the Large-Scale Purchaser is insufficient for shareholders to decide whether to accept such a Large-Scale Acquisition in light of the content and manner of the Large-Scale Acquisition, it may set a reply period as necessary within the Board of Directors Evaluation Period (as defined in (iii) below) and, respecting the Special Committee's opinions to the maximum extent, request the Large-Scale Purchaser to additionally provide information. In such case, the Large-Scale Purchaser should additionally provide such information to the Company's board of directors within the relevant time limit. In case that such information is provided, the Company will also disclose that fact and the details of such information in a timely and appropriate manner to the extent necessary or useful for shareholders to decide whether to accept the Large-Scale Acquisition.

(iii) Board of Directors Evaluation Period

The Company's board of directors shall set a period, not longer than 60 business days from the date of receipt of the Large-Scale Acquisition explanation from the Large-Scale Purchaser and reasonably determined by the Company's board of directors, as the period for the Company's board of directors to evaluate and consider the appropriateness of the Large-Scale Acquisition (the "**Board of Directors Evaluation Period**"). The Board of Directors Evaluation Period is based on business days, not calendar days, in consideration of the fact that the starting point for the period is the date of receipt of a Large-Scale Acquisition explanation, rather than the completion of information provision described in (ii) above.

In addition, if the Company's board of directors reasonably recognizes information and time as insufficient to conduct the above evaluation and review even after the

expiration of the initial Board of Directors Evaluation Period, the Company's board of directors may extend the Board of Directors Evaluation Period by up to 20 business days to the extent necessary, based on the recommendations of the Special Committee. If the Company's board of directors resolves to extend the Board of Directors Evaluation Period, the reason for the extension and the period of extension shall be disclosed in a timely and appropriate manner in accordance with applicable Laws and Regulations.

Any Large-Scale Acquisition shall commence only after the Board of Directors Evaluation Period (provided, however, in case a Shareholders' Intent Confirmation Meeting is decided to be held, after the rejection of the proposal for invoking countermeasures and the conclusion of the meeting).

(iv) Holding a Shareholders' Intent Confirmation Meeting

The Company believes that countermeasures should not be invoked if the Specific Shareholder Group including the Large-Scale Purchaser is deemed to be complying with the rules stipulated in the Response Policy, and will not hold a Shareholders' Intent Confirmation Meeting in that case.

However, if the Specific Shareholder Group including the Large-Scale Purchaser is deemed to be in violation of the rules stipulated in the Response Policy and the Company's board of directors believes that countermeasures should be invoked, the Company shall, within the Board of Directors Evaluation Period, decide to hold a Shareholders' Intent Confirmation Meeting and promptly prepare for and hold the meeting as promptly as practically reasonable extent after such decision is made. In deciding to hold the Shareholders' Intent Confirmation Meeting, the Special Committee's opinions shall be respected to the maximum extent. To expedite a Shareholders' Intent Confirmation Meeting, the Company's board of directors may set a preliminary record date at a stage prior to deciding to hold the Shareholders' Intent Confirmation Meeting.

At the Shareholders' Intent Confirmation Meeting, the shareholders' opinion on, among other matters, the appropriateness of invoking countermeasures will be confirmed in the form of approval or disapproval of the proposal for invoking the countermeasures proposed by the Company's board of directors. The proposal for invoking the countermeasures shall be deemed approved if the proposal is approved by a majority of the voting rights of the shareholders attending the Shareholders' Intent Confirmation Meeting. When holding a Shareholders' Intent Confirmation Meeting, the Company will announce, in a timely and appropriate manner, (i) the scope of shareholders entitled to exercise their voting rights (which scope will be appropriately determined respecting the Special Committee's opinions to the maximum extent and taking into consideration recent court decisions and the manner of the Large-Scale Acquisition; specifically, the Company may exclude

from the calculation of the quorum for passing the resolution approving the proposal the Large-Scale Purchaser and any person who is deemed by the Special Committee to be a person who has special interest in the Large-Scale Purchaser in relation to the relevant proposal, comprehensively taking into account the purpose, method, and details of the Large-Scale Acquisition, potential conflicts of interest between the Large-Scale Purchaser and general shareholders, and other circumstances), (ii) the record date for exercising voting rights; (iii) the date and time of the Shareholders' Intent Confirmation Meeting and (iv) other relevant details.

If a Shareholders' Intent Confirmation Meeting is held, a Large-Scale Purchaser shall not implement a Large-Scale Acquisition until the conclusion of the Shareholders' Intent Confirmation Meeting. If a Large-Scale Acquisition has already been implemented, the Large-Scale Purchaser shall take appropriate measures such as suspending purchases or extending the tender offer period.

(v) Countermeasures

If the Large-Scale Purchaser fails to comply with the rules stipulated in the Response Policy, a Shareholders' Intent Confirmation Meeting is held in accordance with (iv) above, and if the Large-Scale Purchaser refuses to withdraw the Large-Scale Acquisition even after the shareholders of the Company approve the proposal regarding the invocation of countermeasures the Company's board of directors proposed at the Shareholders' Intent Confirmation Meeting, the Company's board of directors will invoke the following countermeasures, described in 4. below, in accordance with the shareholders' intent, respecting the Special Committee's opinions to the maximum extent:

(a) a gratis allotment of stock acquisition rights with discriminatory exercise conditions and acquisition provisions; and
(b) subsequently, compulsory acquisition of the Stock Acquisition Rights from holders other than Non-Qualified Parties in exchange for the Company's shares, thereby diluting the voting rights held by the Non-Qualified Parties.

Conversely, if the shareholders do not approve the invocation of such countermeasures at the Shareholders' Intent Confirmation Meeting, the Company's board of directors will not invoke the countermeasures in accordance with the shareholders' intent.

However, if the Large-Scale Purchaser fails to comply with the rules stipulated in the Response Policy and attempts to carry out or continue the Large-Scale Acquisition prior to convening the Shareholders' Intent Confirmation Meeting, it would become impossible to secure an opportunity to confirm the shareholders' intent regarding the appropriateness of the Large-Scale Acquisition at the Shareholders' Intent Confirmation Meeting. Accordingly, the Company's board of directors may implement the gratis allotment of the Stock Acquisition Rights prior

to holding the Shareholders' Intent Confirmation Meeting, respecting the Special Committee's opinions to the maximum extent. Nevertheless, even in such a case, the compulsory acquisition of the Stock Acquisition Rights in exchange for the Company's shares, which would dilute the voting rights held by the Non-Qualified Parties, will be executed only when approved at the Shareholders' Intent Confirmation Meeting. If such approval is not obtained, the Company plans to compulsorily acquire all of the Stock Acquisition Rights without compensation, in which case no dilution will occur.

If the Company's board of directors resolves to invoke the countermeasures, the Company will disclose relevant information, including the board of directors' opinions and the reasons therefor and any other matters deemed appropriate, in a timely and appropriate manner in accordance with applicable Laws and Regulations.

Furthermore, even after initiating procedures for the gratis allotment of the Stock Acquisition Rights as an invocation of a countermeasure, if the Company's board of directors determines that it is no longer necessary to invoke that countermeasure, it may suspend or withhold the invocation of that countermeasure; for example, where the Large-Scale Purchaser withdraws the Large-Scale Acquisition and pledges, in writing, not to engage in any such acquisition in the future.

If the Company's board of directors resolves to suspend or withdraw a countermeasure that has already been invoked, it shall promptly disclose such decision.

In order to avoid any dilution of voting rights held by shareholders other than Non-Qualified Parties, the Company may conduct a share split before the gratis allotment of the Stock Acquisition Rights so that no fraction of less than one share will arise in the number of shares to be delivered to the persons who exercise the Stock Acquisition Rights.

4. Overview of the countermeasures (gratis allotment of Stock Acquisition Rights)

The overview of the gratis allotment of Stock Acquisition Rights to be implemented as a countermeasure under the Response Policy is as follows (further details of the Stock Acquisition Rights shall be separately determined by the Company's board of directors upon the resolution for the gratis allotment of the Stock Acquisition Rights):

(1) Details of the Stock Acquisition Rights to be allotted

(i) Type of shares to be issued upon exercise of the Stock Acquisition Rights
Company's shares

(ii) Number of shares to be issued upon exercise of the Stock Acquisition Rights
The number of shares to be issued upon exercise of one Stock Acquisition Right shall be separately determined by the Company's board of directors.

(iii) Amount to be contributed upon exercise of the Stock Acquisition Rights

Contribution upon exercise of the Stock Acquisition Rights shall be in cash, and the contribution shall be an amount equal to one yen multiplied by the number of shares to be issued upon exercise of each Stock Acquisition Right.

(iv) Exercise period of the Stock Acquisition Rights

The exercisable period of the Stock Acquisition Rights shall be a specified period determined separately by the Company's board of directors.

(v) Exercise conditions of the Stock Acquisition Rights

(a) As a general rule, Non-Qualified Parties may not exercise the Stock Acquisition Rights (including those held substantively).

"**Non-Qualified Parties**" refers to the parties that fall under any of the following (Note 6). In determining whether parties constitute Non-Qualified Parties (Note 7), the Company's board of directors shall obtain an opinion from the Special Committee, which will be reached in accordance with the Criteria for Determination of Joint or Cooperative Activities (Appendix 8), and respect the Special Committee's recommendations to the maximum extent.

(i) Large-Scale Purchasers (the Large-Scale Purchaser and its controlling shareholders, etc., as defined in Article 14-7, Paragraph 1, Item 2 of the Order for Enforcement of the Financial Instruments and Exchange Act)

(ii) Joint holders of the Large-Scale Purchaser (including persons who are deemed to be joint holders under the Response Policy)

(iii) Parties with whom joint holders of the Large-Scale Purchaser have a special capital relationship (as defined in Article 9, Paragraph 1, Item 2 of the Order for Enforcement of the Financial Instruments and Exchange Act) (including those with whom such parties have a special capital relationship; the same shall apply hereinafter)

(iv) Specially related parties of the Large-Scale Purchasers (including persons who are deemed to be specially related parties under the Response Policy)

(v) Parties with whom specially related parties of the Large-Scale Purchaser have a special capital relationship (including those with whom such parties have a special capital relationship; the same shall apply hereinafter)

(vi) Any party the Company's board of directors reasonably certifies to fall under any of the following:

(x) Any party who was transferred or succeeded the Stock Acquisition Rights without the Company's approval from the parties falling under (i) through (vi); or (y) "affiliated parties" of the parties falling under (i) through (vi) (Note 6).

Note 6: Notwithstanding the foregoing, parties that otherwise fall under the above categories shall not be deemed Non-Qualified Parties if the Company's board of directors determines that such party's acquisition or holding of the

Company's share certificates, etc. does not harm the corporate value of the Company or, in turn, the common interest of its shareholders, or if the Company's board of directors designates such parties separately at the time of the resolution regarding the gratis allotment of the Stock Acquisition Rights.

Note 7: The Company's board of directors may request that such parties provide the information necessary to determine whether they are Non-Qualified Parties.

Note 8: "Affiliated parties" refers to the following: investment banks, security firms, and other financial institution having a financial advisory agreement or tender offer agency agreement with Non-Qualified Parties, as well as those having the substantively common interests with such parties; tender offer agents, attorneys, accountants, tax accountants, other advisors, or any other parties substantively controlled by, or acting in concert or coordination with Non-Qualified Parties. In determining whether any party constitutes an affiliated party in relation to an association or other fund, consideration shall be given to the substantive identity of the fund managers and other relevant circumstances.

(b) The Stock Acquisition Rights holders may exercise the Stock Acquisition Rights only if the holders submit the following to the Company:

- a document that includes representations and warranties that they do not fall into Non-Qualified Parties set in (a) above (including, in the case of exercising the Stock Acquisition Rights on behalf of a third party, representations and warranties that such third party does not fall into Non-Qualified Parties set in (a) above), indemnification clauses, and other matters specified by the Company;
- materials showing that they satisfy the exercise conditions required by the Company to a reasonable extent; and
- any other documents required under the Laws and Regulations.

(c) Nonresidents of Japan who are required to follow certain procedures or to satisfy prescribed conditions under applicable foreign securities laws and other Laws and Regulations to exercise the Stock Acquisition Rights may exercise the Stock Acquisition Rights only if the Company acknowledges that all the procedures have been performed and all of the exercise conditions have been satisfied. Even if the performance or satisfaction by the Company of such procedures or conditions would enable nonresident holders to exercise the Stock Acquisition Rights, the Company shall not be obligated to perform or satisfy them.

(d) The confirmation of satisfaction of the conditions set forth in (c) above shall be conducted in accordance with the procedures prescribed by the Company's board of directors, which shall be similar to those set forth in (b) above.

(vi) Acquisition provisions

The Company may acquire any unexercised Stock Acquisition Rights, either for consideration at the price determined by the Company's board of directors or without consideration, on the day determined by the Company's board of directors on or after the effective date of the gratis allotment of the Stock Acquisition Rights.

(a) In the case of invoking the countermeasure (acquisition from the Stock Acquisition Rights holders other than Non-Qualified Parties)

If the Company invokes the countermeasure under the Response Policy, it may acquire, on the day determined by the Company's board of directors on or after the effective date of the gratis allotment of the Stock Acquisition Rights, the unexercised Stock Acquisition Rights that are exercisable (i.e. those held by persons other than Non-Qualified Parties) pursuant to the provisions in (v)(a) and (b) above (referred to as "**Eligible Stock Acquisition Rights**" in (vi)(b) below), in exchange for the Company's shares in a number equivalent to the number of the Stock Acquisition Rights for acquisition multiplied by the number of the Company's shares to be issued, rounded down to the nearest whole number.

(b) In the case of invoking the countermeasure (acquisition from Non-Qualified Parties)

If the Company invokes the countermeasure under the Response Policy, it may acquire, on the day determined by the Company's board of directors on or after the effective date of the gratis allotment of the Stock Acquisition Rights, the unexercised Stock Acquisition Rights except for the Eligible Stock Acquisition Rights, in exchange for stock acquisition rights (the "**Second Stock Acquisition Rights**") that are subject to certain restrictions on exercise by Non-Qualified Parties, including the exercise conditions and acquisition provisions set out below and other matters determined by the Company's board of directors, in a number equivalent to the number of the Stock Acquisition Rights to be acquired.

(i) Exercise conditions

If following conditions of (x) and (y) are satisfied, or if otherwise determined by the Company's board of directors, the holders of the Second Stock Acquisition Rights may exercise such rights only to the extent that the voting rights ratio of the Large-Scale Purchasers after exercise, which are determined by the Company's board of directors, remains less than 20% or such other percentage as may be separately determined by the Company's board of directors (if the voting rights ratio regarding the Company's share certificates, etc. held by the Large-Scale Purchaser as of today exceeds 20% or more, then

in relation to the Large-Scale Purchaser, the wording "20% or such other percentage as may be separately determined by the Company's board of directors" is to be read as "the voting rights ratio of the Large-Scale Purchaser as of today"; the same shall apply hereinafter).

(x) The Large-Scale Purchaser must suspend or withdraw its Large-Scale Acquisition and pledge in writing that it will not engage in any such activities in the future; and

(y) (a) The voting rights ratio of the Large-Scale Purchaser, which is determined by the Company's board of directors, is less than 20% or such other percentage as may be separately determined by the Company's board of directors. (However, for the purpose of such calculation, any Non-Qualified Parties other than the Large-Scale Purchaser, their joint holders, or their specially related parties shall be deemed to be joint holders or specially related parties of the Large-Scale Purchasers, and any Second Stock Acquisition Rights held by Non-Qualified Parties that do not satisfy the exercise conditions shall be excluded from the calculation.); or (b) in the event that the voting rights ratio of the Large-Scale Purchasers, which are determined by the Company, is more than 20% or such other percentage as may be separately determined by the Company's board of directors, the Large-Scale Purchasers or other Non-Qualified Parties sell the Company's shares on the market via security firms approved by the Company, and after the sale, the voting rights ratio of the Large-Scale Purchaser, which is determined by the Company's board of directors, falls below 20% or such other percentage as may be separately determined by the Company's board of directors.

(ii) Acquisition provisions

On a separately determined date set by the Company's board of directors between the 10th and 11th anniversaries of the date on which the Second Stock Acquisition Rights were delivered, the Company may acquire any unexercised Second Stock Acquisition Rights for which the exercise conditions are not satisfied, in exchange for cash consideration equivalent to their fair value at that time.

(c) The confirmation of satisfaction of the conditions for the compulsory acquisition of the Stock Acquisition Rights shall be conducted in accordance with the procedures prescribed by the Company's board of directors, which shall be similar to those set forth in (v)(b). Furthermore, if the Company's board of directors deems it appropriate for the Company to acquire the Stock Acquisition Rights, the Company may acquire all outstanding Stock Acquisition Rights without compensation on a date separately determined by the Company's board

of directors, at any time up to the day immediately preceding the commencement date of the exercise period for the Stock Acquisition Rights.

(vii) Transfer approval

Acquiring the Stock Acquisition Rights via a transfer requires the approval of the Company's board of directors.

(viii) Share capital and legal capital surplus

Matters regarding the increases in share capital and legal capital surplus resulting from the exercise or acquisition based on the acquisition provision of the Stock Acquisition Rights shall be determined in accordance with the Laws and Regulations.

(ix) Fractional shares

If the number of shares to be delivered upon exercise of the Stock Acquisition Rights includes any fractional share less than one share, such fraction shall be rounded down. However, if a holder of the Stock Acquisition Rights exercises multiple rights simultaneously, the number of shares to be delivered upon the exercise can be aggregated in calculating the fractional share.

(x) Stock Acquisition Rights certificates

Certificates shall not be issued for these Stock Acquisition Rights.

(2) Number of the Stock Acquisition Rights to be allotted to shareholders

The Stock Acquisition Rights shall be allotted at a ratio of one right per share of the Company's shares (excluding treasury shares held by the Company).

(3) Shareholders eligible for the gratis allotment of Stock Acquisition Rights

The Stock Acquisition Rights shall be allotted to all shareholders (excluding the Company) of the Company who are recorded or registered in the final shareholders' register as of the record date separately determined by the Company's board of directors.

(4) Total number of Stock Acquisition Rights

The total number of Stock Acquisition Rights shall be equal to the total number of outstanding shares (excluding treasury shares held by the Company) on the record date separately determined by the Company's board of directors.

(5) Effective date of the gratis allotment of Stock Acquisition Rights

The effective date of the gratis allotment of Stock Acquisition Rights shall be a day on or after the record date and separately determined by the Company's board of directors.

5. Impact on shareholders and investors

(1) Impact on shareholders and investors upon introduction of the Response Policy

Since the gratis allotment of the Stock Acquisition Rights does not occur at the time of introduction of the Response Policy, there is no direct specific impact on the legal rights or economic interests of shareholders and investors.

(2) Impact on shareholders and investors at the time of the gratis allotment of the Stock Acquisition Rights

Shareholders as of the record date will receive the Stock Acquisition Rights without consideration at a ratio of one right for each share held. Accordingly, on the assumption that such rights are exercised, there will be no dilution in the value of the Company's shares held by shareholders.

However, if shareholders do not exercise the Stock Acquisition Rights within the exercise period, the value of the Company's shares of such shareholders will be diluted due to the exercise of the Stock Acquisition Rights by the other shareholders. That said, in principle, the Company intends to collectively acquire all of the Stock Acquisition Rights prior to the commencement of the exercise period pursuant to the acquisition provisions attached thereto, and deliver the Company's shares to the holders of those Stock Acquisition Rights that satisfy the prescribed exercise conditions. If the Company takes such acquisition procedures, shareholders other than Non-Qualified Parties will receive the Company's shares without exercising the Stock Acquisition Rights or paying the cash amount equivalent to the exercise price. In this case, the value per share that has already been held by shareholders will be diluted, but the value of the Company's shares held as a whole, including the newly issued shares, will not be diluted.

In the event that the Company cancels the gratis allotment of the Stock Acquisition Rights or makes compulsory acquisition of the Stock Acquisition Rights allotted without consideration after the shareholders who are to receive the gratis allotment of the Stock Acquisition Rights have been determined, the dilution of the value per Company's share will not occur. Therefore, investors who have traded based on the assumption that the value per Company's share will be diluted may suffer commensurate damage depending on fluctuations in the share price.

Accordingly, investors should note that even after the Company resolved to implement the gratis allotment of the Stock Acquisition Rights, whether the value of the Company's shares is diluted or not depends on various circumstances.

As the exercise or acquisition of the Stock Acquisition Rights is accompanied by discriminatory conditions, the legal rights or economic interests of Non-Qualified Parties may be diluted upon such exercise or acquisition. Even in such cases, there will be no direct

specific impact on the legal rights or economic interests pertaining to the Company's shares of shareholders other than Non-Qualified Parties. Nonetheless, the transfer of the Stock Acquisition Rights is restricted. Therefore, if shareholders receive the Company's shares as a result of the exercise of, or the Company's acquisition of, the Stock Acquisition Rights after the allotment date, the recovery of the invested capital through the transfer of such shares may be restricted, to that extent, with respect to the portion of the value of the shares attributable to the Stock Acquisition Rights, until such shares are recorded in the shareholders' transfer accounts.

Provided that the Large-Scale Purchaser complies with the rules stipulated in the Response Policy, the gratis allotment of the Stock Acquisition Rights will not be carried out. Furthermore, even after the Company initiates the procedures for the gratis allotment of the Stock Acquisition Rights as an invocation of a countermeasure, if the Company's board of directors determines that it is no longer necessary to invoke such countermeasure (for instances where the Large-Scale Purchaser withdraws the Large-Scale Acquisition and pledges, in writing, not to engage in any such acquisition in the future), the Company may suspend or withhold the invocation of the countermeasure (in that case, the Company discloses the fact in an appropriate and timely manner per applicable Laws and Regulations). Shareholders and investors who have traded based on the assumption that the value per Company's share will be diluted may suffer commensurate damage depending on fluctuations in the share price.

(3) Procedures for shareholders at the time of the gratis allotment of the Stock Acquisition Rights

(a) Procedures at the time of the gratis allotment of the Stock Acquisition Rights

If the Company's board of directors resolves to make a gratis allotment of the Stock Acquisition Rights, the Company will set the record date of the gratis allotment of the Stock Acquisition Rights (the "**Allotment Date**") and disclose the fact in timely and appropriate manner. In this case, the Company will make a gratis allotment of Stock Acquisition Rights in a number corresponding to the number of common shares held by the shareholders recorded in the Company's final register of shareholders as of the Allotment Date. Accordingly, the shareholders recorded or registered in the final register of shareholders will automatically receive the Stock Acquisition Rights without further procedures.

(b) Procedures for exercising Stock Acquisition Rights

In principle, the Company will send an exercise request form (which shall be in a form prescribed by the Company and contain necessary matters such as the terms and number of the Stock Acquisition Rights for exercise, the exercise date for the Stock Acquisition Rights, the transfer accounts (other than special accounts) for

registry of the Company's shares, as well as representations and warranties including those to the effect that the shareholders themselves satisfy the exercise conditions of the Stock Acquisition Rights, indemnity clauses, and other covenants) and other documents necessary to be submitted for the exercise of the Stock Acquisition Rights to the shareholders who are recorded or registered in the final shareholders' register as of the record date separately determined by the Company's board of directors. After the Stock Acquisition Rights are allotted, shareholders submit those documents within the exercise period. Then, shareholders will receive the number of Company's shares determined by the Company's board of directors per Stock Acquisition Right by paying an amount equal to one yen multiplied by the number of shares to be issued, through the designated paying agent.

Pursuant to the provisions of the Act on Book-Entry Transfer of Corporate Bonds, Shares, etc., the Company's shares to be issued as a result of the exercise of the Stock Acquisition Rights cannot be recorded in special accounts. Accordingly, shareholders who wish to exercise the Stock Acquisition Rights must open a transfer account, such as a securities account.

(c) Procedures for the acquisition of the Stock Acquisition Rights by the Company

With respect to the Stock Acquisition Rights allotted to shareholders, the exercise conditions and procedures are prescribed as described in Section 4.(1) above. However, in principle, the Company intends to collectively acquire all of the Stock Acquisition Rights prior to the commencement of the exercise period pursuant to the acquisition provisions attached thereto, and deliver the Company's shares to the holders of those Stock Acquisition Rights that satisfy the prescribed exercise conditions. In such a case, the Company will make a public announcement at least two weeks prior to the acquisition date in accordance with Laws and Regulations, and then acquire them.

If the Company acquires the Stock Acquisition Rights based on the acquisition provisions set forth in section 4.(1)(vi) above, shareholders will receive the Company's shares in exchange for the Company's acquisition of the Stock Acquisition Rights without paying cash equivalent to the exercise price. In such a case, shareholders do not have to pay any cash but may have to take certain procedures to set up a transfer account for the registry of the Company's shares to be issued.

However, Non-Qualified Parties are subject to different treatment from other shareholders with respect to matters concerning the exercise or acquisition of the Stock Acquisition Rights. As set forth in Section 4.(1)(vi)(b) above, the Stock Acquisition Rights held by Non-Qualified Parties will be acquired by the Company in exchange for the Second Stock Acquisition Rights.

(d) Other

The Company will disclose the details of each procedure above in a timely and appropriate manner as required by Laws and Regulations when such procedures become necessary. Please confirm the relevant details.

IV. Reasonableness of the Response Policy

1. The Response Policy reflects the spirit and intent of the guidelines concerning takeover response policies and countermeasures

The Response Policy is based on the following; the content of "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" published by the Ministry of Economy, Trade and Industry (the "**METI**") and the Ministry of Justice on May 27, 2005: the suggestions of "Takeover Defense Measures in Light of Recent Environmental Changes" published by the Corporate Value Study Group of the METI on June 30, 2008; "Guidelines for Corporate Takeovers -Enhancing Corporate Value and Securing Shareholders' Interests-" published by the METI on August 31, 2023; the Rules on the Introduction of Takeover Response Policies stipulated by Tokyo Stock Exchange; and the purpose of "Principle 1.5 Anti-Takeover Measures" of Japan's Corporate Governance Code (after the revision on June 11, 2021) which Tokyo Stock Exchange introduced due to Revisions to the Securities Listing Regulations and started implementation in June 2015. The Company believes that the Response Policy satisfies the requirements for response policies during an emergency phase, specified in these guidelines and rules.

2. Respect for shareholders' intent

As stated above, the Response Policy has been introduced by the resolution of the Company's board of directors and takes effect as of today, but when the invocation of countermeasures is carried out under the Response Policy, the Company will hold a Shareholders' Intent Confirmation Meeting to reflect their intent. Please note that, it is stipulated that, even if the Company's board of directors decides to invoke the countermeasures before holding a Shareholders' Intent Confirmation Meeting, the compulsory acquisition of the Stock Acquisition Rights in exchange for the Company's shares, which would dilute the voting rights in the Company held by the Non-Qualified Parties, will be executed only when approved at the Shareholders' Intent Confirmation Meeting, and therefore, the shareholders' intent expressed at the Shareholders' Intent Confirmation Meeting will be reflected in the ultimate decision.
In this way, the Response Policy maximizes respect for the intent of the Company's shareholders.

3. Elimination of arbitrary decisions by the Company's board of directors

Provided that the Large-Scale Purchaser complies with the rules stipulated in the Response Policy, the Company's board of directors will not decide to invoke the countermeasures.

Therefore, the countermeasures will not be invoked at the arbitrary discretion of the Company's board of directors.

Furthermore, as stated in III.2.(2) above, in order to ensure the necessity and appropriateness of the Response Policy and to prevent its abuse for the sake of the management's self-preservation, the Company has established that it will always obtain recommendations from the Special Committee regarding matters necessary for determining whether to invoke countermeasures or take other actions in accordance with the Response Policy.

The Company's board of directors shall respect the Special Committee's opinions to the maximum extent possible in order to ensure the fairness of its decisions and to eliminate arbitrary decisions by the Company's board of directors. In addition, the Special Committee may, as necessary, seek advice from external experts (such as financial advisors, attorneys, certified public accountants, and tax accountants) who are independent of both the Company's board of directors and the Special Committee. As a result, the objectivity and reasonableness of the Special Committee's decisions are ensured.

Therefore, the Response Policy is designed to eliminate arbitrary decisions by directors.

4. No Dead-hand takeover defense measures nor slow-hand takeover defense measures

As stated in V. below, the Response Policy may be terminated at any time by the Company's board of directors appointed by the general meeting of shareholders of the Company. That makes the Response Policy not being a dead-hand takeover defense measure (a takeover defense measure in which even if a majority members of the Company's board of directors are replaced, the invocation of the countermeasures cannot be stopped). Also, the Response Policy is not a slow-hand takeover defense measure (a takeover defense measure in which the invocation of the countermeasures takes more time to stop due to the fact that all members of the board of directors cannot be replaced at once).

V. Abolition Procedure and Effective Period of the Response Policy

The Response Policy shall take effect today, and its effective period shall expire on February 28, 2026. However, if, prior to the expiration of the effective period, a Large-Scale Purchaser, without complying with the rules set forth in the Response Policy, attempts to proceed with or continue a Large-Scale Acquisition, the Response Policy shall remain effective to the extent necessary to respond to such Large-Scale Acquisition. Please note that, as stated above, the Response Policy is to be introduced with the main purpose of responding to the already concrete Large-Scale Acquisition, including the Share Buy Up, and therefore the Company does not intend to maintain the Response Policy once it is determined that there is no longer any specific Large-Scale Acquisition being contemplated.

Even before the expiration of the effective period, if the Company's board of directors, which comprises directors elected by a shareholder meeting of the Company, resolves to terminate the Response Policy, the Response Policy shall be terminated at that time.

End

Appendix 1

Outline of the Special Committee Rules

- The Special Committee shall consist of three (3) or more members. The members shall be elected by the Company's board of directors from among persons who are either (i) External Directors of the Company (ii) External Audit & Supervisory Board Members of the Company, or (iii) outside experts and who are independent from the management in charge of business execution of the Company. Outside experts shall be senior corporate executives with a proven track record, ex-government officials, persons who are acquainted with investment banking business or the Company's business domains, attorneys, certified public accountants, scholars mainly studying the Companies Act of Japan and the like, or persons equivalent thereto, who shall enter into an agreement with the Company containing a clause for the duty of due care of a prudent manager etc. designated separately by the Company's board of directors.
- The term of office of a member of the Special Committee shall expire at the conclusion of the annual general meeting of shareholders for the final fiscal year ending within one (1) year from the time of his or her election. However, it shall not apply if the Company's board of directors resolves otherwise. The term of office of a member of the Special Committee who is External Directors or External Audit & Supervisory Board Members of the Company shall expire at the same time if the member is no longer External Directors or External Audit & Supervisory Board Members of the Company (except when reappointed). Notwithstanding the foregoing, if the Response Policy is terminated during the term of office of a member of the Special Committee, the term of office of a member of the Special Committee shall expire on the date of such termination.
- The Special Committee shall decide the matters listed in the following items and recommend its decisions to the Company's board of directors clarifying the basis of the decisions. Each Special Committee member shall make deliberations and resolutions solely from the perspective of whether the matter in question contributes to the corporate value of the Company and, in turn, the common interest of its shareholders and shall not do so for the purpose of seeking personal benefits for him/herself or the management of the Company:
  - (i) whether countermeasures under the Response Policy should be invoked;
  - (ii) suspension of the invocation of countermeasures under the Response Policy;
  - (iii) in addition to (i) and (ii) above, matters for which the Special Committee is authorized to perform under the Response Policy;

(iv) any other matters related to the Response Policy that the Company's board of directors voluntarily consults with the Special Committee.

- The Special Committee may have Directors and employees of the Company or any other persons deemed necessary by the Special Committee attend its meeting and request their explanation about matters specified by the Special Committee in order to collect necessary information.
- The Special Committee may, at the cost of the Company, obtain advice from independent third parties (including financial advisors, certified public accountants, attorneys, tax accountants, consultants, and other advisors).
- Each Special Committee member may convene the Special Committee at any time in cases of the purchase, etc.
- The chairperson of the Special Committee shall be elected by mutual vote among the Special Committee members.
- A resolution of the Special Committee shall, in principle, be made with the attendance of all members of the Special Committee (including attendance via online conference or conference call; the same shall apply hereinafter) and adopted by a majority of the votes of the members present. However, in the event of an accident involving a member or other unavoidable circumstances, a resolution may be made provided that a majority of the Special Committee members are present and approved by a majority of the votes of the members present.
- These Special Committee Rules shall establish only the regulations concerning the Special Committee in relation to the Response Policy.

End

Appendix 2

Career Summary of the Special Committee Members

The following five persons are the initial members of the Special Committee for the Response Policy.

Name: Mikiharu Mori

Date of Birth: December 14, 1976

Career Summary:	October 2004	Joined Nagashima Ohno & Tsunematsu
	September 2011	Joined Shearman & Sterling LLP
	January 2016	Joined Hibiya-Nakata
	July 2017	Partner, Hibiya-Nakata
	April 2019	Established Tokyo International Law Office, co-founder and Managing Partner, Tokyo International Law Office (current position)
	June 2021	External Audit & Supervisory Board Member of the Company (current position)
		To the present

Mr. Mikiharu Mori is currently External Audit & Supervisory Board Member of the Company. The Company has notified the Tokyo Stock Exchange that he is an independent Audit & Supervisory Board Member of the Company.

There is no significant interest between Mr. Mori and the Company.

Name: Hitoshi Tanii

Date of Birth: June 2, 1972

Career Summary:	April 1996	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
	September 1997	Representative Partner, Digital Network Service Limited Partnership Company
	January 2000	Representative Director, Infocast, Inc.
	June 2005	Representative Director, Synergy Marketing, Inc.
	September 2016	External Director, MarketEnterprise Co., Ltd.
	February 2017	Representative Director, Payforward Inc. (current position)

	January 2019	External Director, Space Engine Co., Ltd.
	July 2019	Director and Chairperson of the Board, Synergy Marketing, Inc. (current position)
	August 2019	External Director, anyCarry, Co., Ltd. (current position)
	December 2019	External Director, ONDECK Co., Ltd.
	January 2020	Representative Director, Happy PR Inc. (current position)
	June 2020	External Director of the Company (current position)
		To the present

Mr. Hitoshi Tanii is currently External Director of the Company. The Company has notified the Tokyo Stock Exchange that he is an independent director of the Company.

There is no significant interest between Mr. Tanii and the Company.

Name: Mami Ito

Date of Birth: November 24, 1967

Career Summary:	March 2000	Representative Director, NIHON DENTO KOUGYO Co., Ltd. (current position)
	April 2012	Representative Director and President, Japan Accessories Co., Ltd. (current position)
	July 2012	Representative Director and President, JULICO Co., Ltd. (current position)
	June 2020	External Director, KIMOTO Co., Ltd.
	March 2023	External Director, RYOBI LIMITED (current position)
	June 2023	External Director of the Company (current position)
		To the present

Ms. Mami Ito is currently External Director of the Company. The Company has notified the Tokyo Stock Exchange that she is an independent director of the Company.

There is no significant interest between Ms. Ito and the Company.

Name: Tetsuro Harada

Date of Birth: September 22, 1965

Career Summary:	April 1981	Joined the Japan Maritime Self-Defense Force
	April 1990	Joined Nippon Life Insurance Company
	June 1996	MBA, HaaS School of Business, University of California, Berkeley
	June 2006	Executive Officer, Dream Incubator Inc.
	November 2017	Director, ipet Insurance Co., Ltd.
	June 2018	Director, Dream Incubator Inc.
	June 2020	Representative Director and CEO, Dream Incubator Inc.
	October 2020	Director (Audit and Supervisory Committee Member), ipet Holdings, Inc.
	June 2021	Director, ipet Holdings, Inc.
	June 2023	Director, Dream Incubator Inc.
	June 2024	Director (Audit and Supervisory Committee Member), Dream Incubator Inc. (current position)
	June 2024	External Director of the Company (current position)
	June 2024	External Director, Wacoal Holdings Corp. (current position)
	To the present	

Mr. Tetsuro Harada is currently External Director of the Company. The Company has notified the Tokyo Stock Exchange that he is an independent director of the Company.

There is no significant interest between Mr. Harada and the Company.

Name: Motohiro Tanaka

Date of Birth: March 23, 1961

Career Summary:	October 1988	Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)
	March 1992	Registered as a Certified Public Accountant
	March 1997	Audit & Supervisory Board Member, HYOGENSHA CO., LTD. (current position)
	May 2011	Partner, KPMG AZSA LLC
	July 2013	Director of Kobe Office, KPMG AZSA LLC
	July 2017	Executive Board Member, General Manager of Osaka Business Division 2, KPMG AZSA LLC
	July 2021	Senior Managing Officer, Director of Kyoto Office, KPMG AZSA

	LLC
July 2023	Representative, Motohiro Tanaka CPA Firm (current position)
June 2024	Inspector, K. MATSUSHITA FOUNDATION (current position)
June 2024	External Audit & Supervisory Board Member of the Company (current position)
April 2025	Specially Appointed Professor, Graduate School of Kansai University, School of Accountancy (current position)
	To the present

Mr. Motohiro Tanaka is currently External Audit & Supervisory Board Member of the Company. The Company has notified the Tokyo Stock Exchange that he is an independent Audit & Supervisory Board Member of the Company.

There is no significant interest between Mr. Tanaka and the Company.

End

Appendix 3

Information To Be Provided By the Large-Scale Purchaser

1. Details (specifically including name, business details, career background or history, capital structure, financial position, details of investment policy, information on experience in businesses similar to those of the Company and the Group companies, and details of the beneficiary of the accounts in which the Company's shares are held) of the Large-Scale Purchaser and its group (including joint holders, specially related parties, partners (in the case of a fund), and other members)
2. Purpose, method, and details of the Large-Scale Acquisition (including the intention to participate in management, the class and number of share certificates, etc. subject to purchase, the ownership ratio of share certificates, etc. after the purchase, etc., the amount and type of consideration, the timing, the counterparty, the structure of any related transactions, the legality of the method, the feasibility of the Large-Scale Acquisition and any related transactions (the details of any conditions to which the Large-Scale Acquisition is subject), the details of discussions held with third parties in relation to the Large-Scale Acquisition and the shareholding policy of the Company's share certificates, etc. after the completion of the Large-Scale Acquisition (including any intention to sell to a third party and the details thereof))
3. Basis for calculation and background of calculation of the consideration for the Company's shares pertaining to a Large-Scale Acquisition (including facts and assumptions underlying the calculation, calculation method, name of calculation institution, information about that calculation institution, numerical information used in the calculation, and amount and basis of calculation of synergies and dis-synergies expected to arise from a series of transactions related to Large-Scale Acquisition)
4. Support for funds for the Large-Scale Acquisition (including the specific names of providers of funds (including effective providers of funds, whether direct or indirect), financing methods, existence and details of any financing conditions, existence and details of any post-financing security or covenants, and details of any related transactions)
5. Policy regarding the intended exercise of rights and other actions as a shareholder of the Company after the completion of the Large-Scale Acquisition, the intention regarding the appointment or dispatch of directors, and the Company's management policy, business plan, financial plan, financing plan, investment plan, capital policy (including the share buyback policy), and dividend policy, including plans concerning the sale, pledge, distribution, or other disposition of the Company's assets and plans for alliances or partnerships with third

parties after the completion of the Large-Scale Acquisition.

6. View on how the Large-Scale Acquisition contributes to the corporate value of the Company and, in turn, the common interests of its shareholders (including any changes, and the details thereof, in the relationships between the Company and the Group companies and their stakeholders, including customers, business partners, and employees, after the completion of the Large-Scale Acquisition)
7. If the Large-Scale Acquisition is not intended to acquire all of the Company's share certificates, etc., the policy for addressing potential conflicts of interest with the Company's general shareholders after the completion of the Large-Scale Acquisition

End

Appendix 4

Criteria for Determination of Joint or Cooperative Activities

A determination should be made by means of a comprehensive assessment of the factors set out below with respect to the person subject to determination (including the parent company, subsidiaries, and other actors that should be considered equivalent to the person subject to determination; the "**Subject**"), additionally taking into account the existence or absence of any direct or indirect facts that suggest the *absence* of communication of intent between the Subject and the specific shareholder of the Company.
The term "**Purchaser**" includes the parent company and subsidiaries of the Purchaser (collectively with the Purchaser, the "**Purchaser Group**") and the directors, officers and major shareholders of the Purchaser Group.

1. Does the timing of the Subject's acquisition of the share certificates, etc. of the Company coincide with actions by the Purchaser to acquire substantive control of or influence over the Company's management, such as acquisition of the share certificates, etc. of the Company by the Purchaser or an act of making an important proposal, etc. by the Purchaser?
2. Does the quantity of the share certificates, etc. of the Company acquired by the Subject amount to a significant quantity?
3. Is the timing of the Subject's commencement of acquisition of the share certificates, etc. of the Company close in time to (a) the commencement of actions by the Purchaser to acquire substantive control of or influence over the Company's management, such as the commencement of acquisition of the share certificates, etc. of the Company by the Purchaser or an act of obtaining control over the management of the Company or making an important proposal, etc. by the Purchaser or (b) an event related to the actions of the Purchaser, such as the record date of a shareholder meeting for the purpose of determining matters related to the Response Policy?
4. Is there any commonality in the characteristics of the timing or manner of the acquisitions of the Company's share certificates, etc. by the Subject and the Purchaser, such as both acquiring the Company's share certificates, etc. during periods when market trading conditions are abnormal (for example, when the trading volume is significantly higher than average or when the share price is substantially above the recent average), or in whether margin trading or other methods are used?
5. Has the Subject held share certificates, etc. of other listed companies in which the Purchaser holds (or has held) share certificates, etc., and does the timing of the Purchaser acquisition and holding of those share certificates, etc. overlap with that of the specific shareholder?
6. During a period of overlap under Item 5 above, was the Subject's exercise of shareholder rights (common rights) in those other listed companies (other listed companies in which both of the Purchaser and the Subject were shareholders) consistent with the Purchaser's exercise of the same? If so, to what degree were they consistent in light of the class and nature of the

shareholder rights, the results of the exercise of those rights, and similar factors?

7. If a director or other officer of another listed company under Item 5 above was elected or dismissed as a result of the exercise of voting rights or other common rights by the Subject and the Purchaser (and any shareholder other than the Subject whose exercise of voting rights or other common rights is consistent with that of the Purchaser), did any potential for damage to the medium- to long-term corporate value or shareholder value of that other listed company arise during the term of office of the relevant officer after the change in question (for example, the actual or potential occurrence of an event constituting a material violation of law, delisting, designation as a security on special alert, bankruptcy or other legal insolvency proceedings, or issuance of shares or stock acquisition rights involving significant dilution)? If so, what was the likelihood of damage to medium- to long-term corporate value or shareholder value?
8. Is there, or has there ever been, any direct or indirect relationship of investment, lending, or the like between the Subject and the Purchaser?
9. Is there, or has there ever been, any direct or indirect relationship of concurrent appointment of officers, kinship (including de facto marriage and other de facto kinship relationships; the same shall apply hereinafter), business relationship, or personal relationship between alumni or otherwise in a community between the Subject and the Purchaser, or a relationship in which either the Subject or the Purchaser is or was an employee, partner, or other member of the other?
10. Was the Subject's exercise of shareholder rights (common rights) in the Company consistent with the Purchaser's exercise of the same? If so, to what degree were they consistent in light of the kind and nature of the shareholder rights, the results of the exercise of those rights, and similar factors? (This Item 10 shall not be used as the sole basis for a determination that the Subject is a Non-Qualified Party.)
11. Are the Subject's statements and behavior regarding the Company's business and management policies similar to those of the Purchaser? If so, to what degree are they similar in light of the timing and details of the statements and behavior? (This Item 11 shall not be used as the sole basis for a determination that the Subject is a Non-Qualified Party.)
12. Does the agent or advisor of the Subject have a (direct or indirect) relationship with the Purchaser that facilitates communication, such as current or past membership of the same firm, corporation, or organization as the agent or advisor of the Purchaser, a business alliance, experience collaborating on similar matters, and/or a family relationship or other personal relationship?
13. Are there any other direct or indirect facts that suggest the existence of communication of intent between the Subject and the Purchaser?

End