

February 9, 2026

To Whom It May Concern

Company Name: Mandom Corporation  
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**(Amendment) Notice regarding partial amendment to the “Notice regarding Expression of Opinion in favor of Implementation of MBO and Recommendation to Tender Shares”**

Tender Shares”” published by the Company on January 16, 2026), and matters that have been amended in the “(Amendment) Notice regarding partial amendment to the “Notice regarding Expression of Opinion in favor of Implementation of MBO and Recommendation to Tender Shares”” published by the Company on January 29, 2026).

Based on the background leading to the introduction by the Company on November 4, 2025 of a response policy concerning large-scale acquisitions of its share certificates, etc. in light of the large-scale acquisition of the common shares of the Company (the “Company Shares”) by City Index Eleventh Co., Ltd., Etc. as stated in the “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.” published by the Company on November 4, 2025, since November 4, 2025, the Company has been carrying out the procedures (the “Procedures”) involving third parties other than Kalon Holdings, Co., Ltd. (the “Tender Offeror”), as potential acquirers, for the purpose of obtaining a viable acquisition proposal (including, but not limited to, any revised proposal should the Tender Offeror (including CVC Capital Partners plc and its subsidiaries and their related parties) alter the terms of the Tender Offer (as defined below), and proposals from third parties other than the Tender Offeror (including CVC Capital Partners plc and its subsidiaries and their related parties)) that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders. As announced in the Press Release Dated January 14, 2026, the Company received a legally binding letter of intent regarding the Transactions Proposed by KKR (which has the meaning defined in the Press Release Dated January 14, 2026; the same applies hereinafter), including the KKR Tender Offer (which has the meaning defined in the Press Release Dated January 14, 2026; the same applies hereinafter) from KKR (which has the meaning defined in the Press Release Dated January 14, 2026; the same applies hereinafter) on January 13, 2026. In response to this, the Company compared a series of transactions (the “Transactions”) including the tender offer for the Company Shares that the Tender Offeror commenced on September 26, 2025 (the “Tender Offer”) with the Transactions Proposed by KKR, and carefully examined these transactions from the perspective of, among other things, which transaction would more greatly contribute to the corporate value of the Company and, in turn, the common interests of its shareholders.

Specifically, the Company held meetings and question-and-answer sessions with KKR, where the Company repeatedly provided explanations to KKR regarding the business environment surrounding the Company and the management issues it faces. The Company also requested KKR to propose measures to enhance the corporate value of the Company that align with such explanations. Furthermore, the Company received explanations from KKR regarding the measures to enhance the corporate value of the Company proposed by KKR which were submitted as a result of the request, and the Company again received explanations from the Tender Offeror regarding the measures to enhance the corporate value of the Company proposed by the Tender Offeror. In addition, on February 6, 2026, the Company received from the Tender Offeror a written proposal regarding the Tender Offer, which included a proposal to change the Tender Offer Price to 3,105 yen per Company Share (the “Third Tender Offer Price Change”), subject to the conditions that the Company’s board of directors resolve to express its opinion in favor of the Tender Offer and also to recommend its shareholders to tender their shares in the Tender Offer (the “Proposal Dated February 6, 2026”). In response to these proposals, the Company carefully and thoroughly compared and examined the measures to enhance corporate value proposed by the Tender Offeror and the measures to enhance corporate value proposed by KKR, primarily from the perspective of which would more greatly contribute to the enhancement of the corporate value of the Company. As a result, at the meeting of the board of directors held today, the Company

reached the conclusion that the measures to enhance corporate value proposed by the Tender Offeror would more greatly contribute to the enhancement of the corporate value of the Company than the measures to enhance corporate value proposed by KKR, and resolved to express its opinion in favor of the Tender Offer and, on the premise that the Third Tender Offer Price Change will be implemented, to recommend its shareholders to tender their Company Shares in the Tender Offer (the “Resolution”). The Company notified the Tender Offeror that the Resolution had been made immediately after the Resolution. Immediately thereafter, the Company received notification from the Tender Offeror that it had decided to implement the Third Tender Offer Price Change.

In addition, at the meeting of the board of directors held today, based on the Resolution and in light of the fact that the KKR Tender Offer is in a competing relationship with the Tender Offer, the Company resolved that it will not support the KKR Tender Offer and, at the same time, will terminate the Procedures. The Company expresses deep gratitude to KKR for participating in the Procedures despite the limited timeframe. The Company also hereby announces that it has informed KKR of the termination of the Procedures and that the Company has requested that KKR destroy any confidential information disclosed by the Company in accordance with the non-disclosure agreement with KKR.

The Amendments have been made in connection with the above resolutions of the board of directors.

Amended sections are indicated with underlines.

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

#### (1) Details of opinions on the Tender Offer

(Before amendment)

As a result of a careful examination on whether the Company should change its opinion on the Tender Offer as of November 4, 2025 from perspectives such as whether the Transactions, including the Tender Offer after the Tender Offer Price Change and other such changes to the terms, would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders, and with utmost respect for the details of the Third Additional Report submitted by the Special Committee, pursuant to the grounds and reasons stated in “(F) Details of examinations from the Company’s Board of Directors meeting held on November 4, 2025 to the Company’s Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” above, the Company resolved at its board of directors meeting held on December 4, 2025 that it maintains its opinion in favor of the Tender Offer, and although it believes that the Tender Offer provides the shareholders of the Company with a reasonable opportunity to sell their Company Shares at an attractive price, the Company continues to take a neutral position on whether to recommend the shareholders of the Company to tender their Company Shares in the Tender Offer and to leave the decision on whether to tender shares in the Tender Offer to the discretion of each shareholder, given that the Company is carrying out the Procedures at this point in time. For the details of the resolution at such Company’s board of directors meeting, please refer to “(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection” in “(6) Measures to ensure fairness of the Tender Offer Price

and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

(After amendment)

As a result of a careful examination on whether the Company should change its opinion on the Tender Offer as of November 4, 2025 from perspectives such as whether the Transactions, including the Tender Offer after the Tender Offer Price Change and other such changes to the terms, would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders, and with utmost respect for the details of the Third Additional Report submitted by the Special Committee, pursuant to the grounds and reasons stated in “(F) Details of examinations from the Company’s Board of Directors meeting held on November 4, 2025 to the Company’s Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” above, the Company resolved at its board of directors meeting held on December 4, 2025 that it maintains its opinion in favor of the Tender Offer, and although it believes that the Tender Offer provides the shareholders of the Company with a reasonable opportunity to sell their Company Shares at an attractive price, the Company continues to take a neutral position on whether to recommend the shareholders of the Company to tender their Company Shares in the Tender Offer and to leave the decision on whether to tender shares in the Tender Offer to the discretion of each shareholder, given that the Company is carrying out the Procedures at this point in time (the “Opinion Dated December 4, 2025”). For the details of the resolution at such Company’s board of directors meeting, please refer to “(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

Subsequently, as stated in “(G) Background of the comparison and examination of the Transactions and the Transactions Proposed by KKR, and the determination made at the Company’s Board of Directors meeting held on February 9, 2026” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” below, the Company received explanations from both the Tender Offeror and KKR (as defined in “(F) Details of examinations from the Company’s Board of Directors meeting held on November 4, 2025 to the Company’s Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” below; the same applies hereinafter) regarding their respective proposed measures to enhance the Company’s corporate value, etc. In addition, on February 6, 2026, the Company received from the Tender Offeror a written proposal regarding the Tender Offer, which included a proposal to change the Tender Offer Price to 3,105 yen per Company Share (the “Third Tender Offer Price Change”), subject to the conditions that the Company’s board of directors resolve to express its opinion in favor of the Tender Offer and also to recommend its shareholders to tender their shares in the Tender Offer (the “Proposal Dated February 6, 2026”). In response to these explanations and proposals, the Company carefully compared and examined the Transactions, including the Tender Offer after the Third Tender Offer

Price Change and other such changes to the terms, and the Transactions Proposed by KKR (as defined in “(F) Details of examinations from the Company’s Board of Directors meeting held on November 4, 2025 to the Company’s Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” below; the same applies hereinafter) from perspectives of, among other things, which would more greatly contribute to the corporate value of the Company and, in turn, the common interests of its shareholders.

Then, on February 8, 2026, the Company’s board of directors received an additional report dated February 8, 2026 (the “Fourth Additional Report”) from the Special Committee, which stated to the effect that (i) the Special Committee finds that the Company’s decision to maintain its judgment that the Transactions will contribute to the enhancement of the Company’s corporate value, and that the Transactions will contribute more greatly when compared to the Transactions Proposed by KKR is reasonable, and therefore, there is no change in the opinion of the Special Committee that the Company’s board of directors should support the Tender Offer; and (ii) given that the Tender Offer based on the Tender Offer Price after the Third Tender Offer Price Change provides the shareholders of the Company, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level, based on the assumption that the Third Tender Offer Price Change is implemented, the Special Committee believes that the Company’s board of directors should recommend the shareholders of the Company to tender their Company Shares in the Tender Offer. For the details of the Fourth Additional Report and other opinions of the Special Committee, please refer to “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below.

As a result of careful and thorough examinations on whether the Company should change the Opinion Dated December 4, 2025, in regard to the Tender Offer, primarily from the perspective of whether the measures to enhance corporate value proposed by the Tender Offeror or the measures to enhance corporate value proposed by KKR would more greatly contribute to the enhancement of the corporate value of the Company, and with utmost respect for the details of the Fourth Additional Report submitted by the Special Committee, pursuant to the grounds and reasons stated in “(G) Background of the comparison and examination of the Transactions and the Transactions Proposed by KKR, and the determination made at the Company’s Board of Directors meeting held on February 9, 2026” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” below, at its board of directors meeting held on February 9, 2026, the Company reached the conclusion that the measures to enhance corporate value proposed by the Tender Offeror would more greatly contribute to the enhancement of the corporate value of the Company than the measures to enhance corporate value proposed by KKR, and resolved to express its opinion in favor of the Tender Offer and, on the premise that the Third Tender Offer Price Change will be implemented, to recommend its shareholders to tender their Company Shares in the Tender Offer (the “Resolution”). For the details of the resolution at such Company’s board of directors meeting, please refer to “(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection” in “(6) Measures to ensure fairness of the Tender Offer

Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” below. The Company notified the Tender Offeror that the Resolution had been made immediately after the Resolution. Immediately thereafter, the Company received notification from the Tender Offeror that it had decided to implement the Third Tender Offer Price Change.

- (2) Grounds and reasons for opinions on the Tender Offer
- (iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor
- (F) Details of examinations from the Company’s Board of Directors meeting held on November 4, 2025 to the Company’s Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process

(Before amendment)

Subsequently, on January 13, 2026, the Company received from Kohlberg Kravis Roberts & Co. L.P. (including its affiliate companies and related funds, “KKR”), who is the Third-Party Candidate, a legally binding letter of intent (the “LOI Dated January 13, 2026”) regarding taking the Company Shares private through a tender offer for the Company Shares (the “KKR Tender Offer”) and a squeeze-out (such series of transactions are hereinafter collectively referred to as the “Transactions Proposed by KKR”). In the LOI Dated January 13, 2026, KKR stated that the share value per share (the tender offer price) in the Transactions Proposed by KKR is 3,100 yen (Note 22). According to the LOI Dated January 13, 2026, KKR aims to commence the KKR Tender Offer by late January 2026; however, this schedule may be changed as a result of consultation and negotiation with the Company and other such reasons, and the commencement of the KKR Tender Offer is subject to multiple conditions precedent (Note 23).

(Omitted)

Going forward, the Company intends, through consultation and communication with KKR based on the details of the LOI Dated January 13, 2026, and other means, to carefully consider the Transactions Proposed by KKR, including whether they would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders, and whether such transactions are viable.

According to the Tender Offeror, on January 28, 2026, the Tender Offeror decided to implement the Second Tender Offer Price Change from 2,520 yen to 2,600 yen. Furthermore, according to the Tender Offeror, the Tender Offeror, Lumina International Holdings, and the Nishimura Family Shareholders have agreed that, as a result of the increase in the investment amount from the CVC Funds due to the Second Tender Offer Price Change, the aggregate percentage of voting rights of the New SPC to be held by the Nishimura Family Shareholders will be 21.8% of the total voting rights at the time of completion of the Re-Investment (Shareholders Who Agreed to Tender Their Shares) and the Re-Investment (Shareholders Who Agreed Not to Tender Their Shares). For details on these matters, please refer to “(i) Overview of the Tender Offer” above.

(After amendment)

Subsequently, on January 13, 2026, the Company received from Kohlberg Kravis Roberts

& Co. L.P. (including its affiliate companies and related funds, “KKR”), who is the Third-Party Candidate, a legally binding letter of intent (the “LOI Dated January 13, 2026”) regarding taking the Company Shares private through a tender offer for the Company Shares (the “KKR Tender Offer”) and a squeeze-out (such series of transactions are hereinafter collectively referred to as the “Transactions Proposed by KKR”). In the LOI Dated January 13, 2026, KKR stated that the share value per share (the tender offer price) in the Transactions Proposed by KKR is 3,100 yen (the “KKR Price Proposal”) (Note 22). According to the LOI Dated January 13, 2026, KKR aims to commence the KKR Tender Offer by late January 2026; however, this schedule may be changed as a result of consultation and negotiation with the Company and other such reasons, and the commencement of the KKR Tender Offer is subject to multiple conditions precedent (Note 23).

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(G) Background of the comparison and examination of the Transactions and the Transactions Proposed by KKR, and the determination made at the Company’s Board of Directors meeting held on February 9, 2026

After introducing the Response Policy, the Company decided to conduct a bidding process (the “Bidding Process”) to take the Company Shares private as part of the Procedures, and since mid-November, sent bidding information regarding the Bidding Process (the “Process Letter”) 2025 to a total of three private equity funds (including KKR), which, among a total of eight private equity funds (including KKR) that had expressed interest in the Bidding Process and conducted initial confirmation and discussions regarding the Bidding Process through Daiwa Securities, the Company’s financial advisor, indicated their intention to participate in the Bidding Process and submitted non-disclosure agreements to the Company. In the Process Letter, the Company requested the candidates to submit to the Company a written statement with measures to enhance the corporate value of the Company on December 10, 2025, and a legally binding letter of intent (a binding offer) on December 24, 2025 (the “Submission Deadline”).

Subsequently, as stated in “(F) Details of examinations from the Company’s Board of Directors meeting held on November 4, 2025 to the Company’s Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process” above, on December 10, 2025, the Company received a written statement from KKR stating measures to enhance the corporate value of the Company (the “KKR Corporate Value Enhancement Proposal”) as well as the LOI Dated December 10, 2025. In response, the Company announced that it had received the LOI Dated December 10, 2025, as

announced in the Press Release Dated December 15, 2025 (however, since the LOI Dated December 10, 2025, was not legally binding, KKR's name was not disclosed).

After receiving the LOI Dated December 10, 2025, the Company repeatedly conducted reviews based on the explanations from both the Tender Offeror and KKR regarding their respective proposed measures to enhance the corporate value of the Company, etc. In addition, on February 6, 2026, the Company received from the Tender Offeror the Proposal Dated February 6, 2026 with respect to the Tender Offer. In response to these proposals, the Company carefully and thoroughly compared and examined the measures to enhance corporate value proposed by the Tender Offeror and the measures to enhance corporate value proposed by KKR, primarily from the perspective of which would more greatly contribute to the enhancement of the corporate value of the Company.

Specifically, in light of the receipt of the LOI Dated December 10, 2025, the Company, jointly with the Special Committee, asked KKR questions on December 12, 2025 regarding the contents of the LOI Dated December 10, 2025 (including the KKR Corporate Value Enhancement Proposal), and the Company received a response from KKR on December 13, 2025 (the "Response Dated December 13, 2025").

In addition, all of the Company's CxOs (excluding Mr. Ken Nishimura, the same hereinafter in this item (G)) reviewed the LOI Dated December 10, 2025 and Response Dated December 13, 2025, and held a meeting on December 15, 2025 with the Company's CxOs and KKR. Consequently, the Company's CxOs believed that KKR's proposed measures to enhance the corporate value of the Company were abstract and did not appear to be grounded in the Company's actual circumstances, etc., and therefore the measures to enhance the corporate value of the Company proposed by the Tender Offeror would contribute more to enhancing the corporate value of the Company. However, in response, given that the Special Committee believed that the reason the Company's CxOs determined the Tender Offeror's proposed measures to enhance the corporate value of the Company were superior to KKR's proposed measures to enhance the corporate value of the Company may be due to KKR having limited time to consult with the Company's CxOs compared to the Tender Offeror, the Special Committee requested the Company to further deepen discussions with KKR regarding measures to enhance corporate value upon receipt of a legally binding letter of intent (a binding offer) from KKR.

The Procedures were originally contemplated to be terminated in the event that a legally binding letter of intent was not submitted by the Submission Deadline, as stated in the Process Letter, and a legally binding letter of intent (a binding offer) was not submitted by KKR by the Submission Deadline. However, in the LOI Dated December 10, 2025, KKR indicated a range of prices for the share value per share of Company Shares in the Transactions Proposed by KKR that exceeded the Tender Offer Price (2,520 yen) as of the same date, and also stated that it planned to make a legally binding proposal in early January 2026. Therefore, after consultation with the Special Committee, the Company decided not to immediately terminate the Procedures when no legally binding letter of intent was submitted by the Submission Deadline, and continued to wait for a legally binding proposal from KKR.

Subsequently, as described in "(F) Details of examinations from the Company's Board of Directors meeting held on November 4, 2025 to the Company's Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process" above, on January 13, 2026, after the Submission Deadline, the Company received a Letter of Intent dated January 13, 2026 from KKR as a legally binding letter of intent

(binding offer) with respect to the Transactions Proposed by KKR (With respect to the measures to enhance the corporate value of the Company, the LOI Dated January 13, 2026 provided an outline of the KKR Corporate Value Enhancement Proposal, which was sent together with the LOI Dated December 10, 2025, and the Response Dated December 13, 2025. Although the Company's CxOs had hoped to retain ownership of the head office, including the R&D facilities, and the Fukusaki Plant, which manufactures cosmetics, both of which form the core of the Company's competitiveness, to maintain operational flexibility and resilience to economic fluctuations, the KKR Price Proposal was premised on the assumption that these properties would be sold (securitized) following the Transactions Proposed by KKR.). In response, as stated in the Press Release Dated January 14, 2026, the Company announced that it received the LOI Dated January 13, 2026 from KKR. No candidates other than KKR submitted a letter of intent, whether legally binding or not, during the Bidding Process.

In light of the receipt of the LOI Dated January 13, 2026, the Company asked KKR questions on January 17, 2026 regarding the contents of the LOI Dated January 13, 2026 (including the contents regarding the proposed measures for enhancement of the Company's corporate value), and the Company received a response from KKR regarding those questions on January 19, 2026. All of the Company's CxOs reviewed the LOI Dated January 13, 2026 and KKR's January 19, 2026 response to the Company's questions. On January 23, 2026 and January 28, 2026, the Company's CxOs, taking into account the above request from the Special Committee, held renewed discussions with KKR regarding the measures to enhance the Company's corporate value proposed by KKR and also conducted additional question-and-answer thereafter; however, even in light of those discussions, as stated below, they continued to believe that the measures to enhance corporate value proposed by the Tender Offeror would contribute to enhancing the corporate value of the Company more than those measures proposed by KKR, given that those measures proposed by the Tender Offeror align with the Company's business strategy based on the current business environment and management challenges, are more concrete and have a higher likelihood of being realized, and can be initiated more swiftly.

On the other hand, based on the “(Amendment) Notice Regarding Amendment to “Notice Regarding Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917) Due to Filing of Amendment Statement to Tender Offer Registration Statement”” dated January 28, 2026, which was published by the Company at the Tender Offeror's request, the Company recognized that the Tender Offeror was considering that there was room to raise the Tender Offer Price to a level equivalent to the KKR Price Proposal.

In light of the above situation and the possibility that the continuation of the current unstable situation may result in damage to the corporate value of the Company as described below, the Company, after consultation with the Special Committee, requested KKR on February 2, 2026 to present additional proposals and explanations,etc. regarding the measures to enhance the corporate value of the Company, etc., if any, by February 6, 2026, and also requested the Tender Offeror to present additional proposals and explanations, etc. regarding the measures to enhance the corporate value of the Company, etc., if any, by February 6, 2026, and confirmed whether or not the Tender Offeror intends to raise the Tender Offer Price.

Thereafter, on February 2, 2026, the Company received a letter from the Tender Offeror explaining the measures to enhance the corporate value of the Company, etc., and at the

Tender Offeror's request, the Tender Offeror explained the measures to enhance the corporate value of the Company, etc. to the Company. Subsequently, on February 6, 2026, the Company received the Proposal Dated February 6, 2026 from the Tender Offeror, which included the implementation of the Third Tender Offer Price Change, subject to the conditions that the Company's board of directors resolve to express an opinion in support of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer. In addition, although the Tender Offeror's proposal for the Tender Offer Price prior to the Third Tender Offer Price Change was not premised on the securitization of the Company's real estate, in light of the current level of the share price of the Company Shares, the Tender Offeror explained to the Company that it was necessary to raise the Tender Offer Price to a level equivalent to the KKR Price Proposal in order to execute the Transactions, and in order to achieve such an increase, the Tender Offeror changed its policy to securitize the real estate of the Company's head office and the Fukusaki Plant through sale-and-leaseback transactions (the "Real Estate Securitization") after the implementation of the Transactions.

On the other hand, on February 2, 2026, the Company received and examined materials from KKR regarding the preparation status of the KKR Tender Offer, etc. as well as materials regarding measures to enhance corporate value in Indonesia and overseas, etc. In the course of such discussions and examinations, the Company have considered that, mainly in the following two respects, the measures to enhance the corporate value of the Company proposed by the Tender Offeror are more consistent with the Company's business strategy, taking into account its current business environment and management issues, than those proposed by KKR.

(a) Growth of the Southeast Asian Business (Especially Indonesia)

The Tender Offeror has proposed, in light of the Company's emphasis on maintaining and strengthening relationships with its existing distribution partner that covers the Traditional Trade (Note 26) market in Indonesia and has an overwhelming presence therein, to maintain and strengthen such relationships in order to achieve growth in the Indonesian market. At the same time, in order to enable the Company to appropriately respond to changes in the economic environment and technological advances in Indonesia, the Tender Offeror has proposed accelerating the expansion of new distribution routes in the Modern Trade (Note 27) market and online market to complement its existing distribution partner while maintaining and strengthening the relationship with it, and has presented concrete measures to that end by leveraging CVC's portfolio companies and other resources.

In contrast, while KKR has also presented measures to improve distribution networks in the Traditional Trade market in Indonesia and to strengthen the Company's presence in the Modern Trade market, such measures remain general in nature, and the Company has believed that it is unclear whether they constitute concrete measures that sufficiently take into account the Company's emphasis on giving due consideration to its existing distribution partner.

Note 26: "Traditional Trade" means traditional retail networks consisting of locally rooted, individually operated small-scale stores, street stalls, and similar outlets.

Note 27: "Modern Trade" means modern retail networks, including shopping malls, supermarkets, convenience stores, and similar outlets.

(b) Optimal Allocation of Management Resources through Reconstruction of the Brand Portfolio

According to the Tender Offeror, CVC, on the premise that it is essential to continuously operate a cycle whereby profits are generated from existing products with strong brand power and steadily reinvested into new products and brands to create new sources of profit, intends to provide support that enables the securing of growth capital and the optimal allocation of management resources (human resources, investment, and time) by clearly defining and operating regional brand portfolios and regularly reviewing priorities in response to changes in the market environment. The Company has believed that such policy is consistent with its business strategy. In addition, the Tender Offeror cited its support for FineToday Co., Ltd. (“FT”) as a concrete example of such support by CVC. According to the Tender Offeror, since CVC’s investment in FT in July 2021, CVC has positioned the brand portfolio at the “core of management” and has achieved the launch of new brands, including entry into higher-priced market segments, as well as the creation of new core brands. The Tender Offeror further states that it can leverage CVC’s proprietary insights obtained through this series of processes, and that, based on its experience in supporting FT, it proposed concrete and detailed measures. FT is a general cosmetics manufacturer and distributor producing and selling hair care, body care, and men’s cosmetics in the general consumer market in Japan and Asia, and is currently one of the Company’s competitors. Compared with the Company, FT has similar product categories, sales regions, and sales channels, and also shares similarities in manufacturing regions, such as having production bases in Japan and Southeast Asia. Accordingly, the Company has believed that the concrete and detailed measures implemented by CVC in supporting FT can be sufficiently utilized in reconstructing the Company’s brand portfolio.

In contrast, according to KKR, KKR intended to support the development of hero brands comparable to the Company’s major brands, GATSBY and LUCIDO, by concentrating necessary management resources on fields positioned as growth areas in the Company’s mid-term management plan. However, KKR’s role is described as back-end support for hero brand development (including appropriate budget setting and monitoring by the Company’s board of directors, and support for resource allocation to priority initiatives and progress management), and no concrete support measures for the reconstruction of the brand portfolio itself were presented. According to KKR, KKR also has investment experience in Wella International Operations Switzerland S.à.r.l. (“Wella”), a company engaged in a business similar to that of the Company, and the Company considers that the insights obtained through such investment could potentially be utilized in its business operations. However, Wella’s distribution network primarily focuses on salon distribution, which is not a priority for the Company, and its main sales regions are Europe and the United States, which are also not the Company’s priority markets. Accordingly, the Company believed that such insights do not necessarily align with the Company’s current business environment and management issues, and it is unclear to what extent they can be utilized in the Company’s business.

Furthermore, the Company considers that the current business performance of the Company

Group is not necessarily favorable and that it is necessary to implement corporate value enhancement measures as promptly as possible. Based on discussions between the Company's CxOs and each of the Tender Offeror and KKR, the Company has believed that the Tender Offeror has a more accurate understanding of the Company Group's business issues and has proposed more concrete corporate value enhancement measures. Accordingly, the Company has considered that the Tender Offeror's measures have a higher likelihood of realization and can be implemented more swiftly.

In light of the foregoing, the Company believed that, compared with the Transactions Proposed by KKR, the Transactions proposed by the Tender Offeror will contribute more greatly to the enhancement of the Company's corporate value.

In addition, given that (i) there has been no change in the facts underlying the judgment of the Company's board of directors that the fairness of the terms of the Transactions, including the Tender Offer Price (1,960 yen) prior to the Tender Offer Price Change, has been ensured; (ii) the Tender Offer Price after the Third Tender Offer Price Change is more than twice the upper limit of the range (1,378 to 1,503 yen) calculated based on the market price analysis and even significantly exceeds the upper limit of the range (1,649 to 2,454 yen) calculated using the DCF method presented in the Share Valuation Report (Daiwa Securities), and it is also more than twice the upper limit of the range (1,378 to 1,503 yen) calculated based on the market price analysis and even significantly exceeds the upper limit of the range (1,778 to 2,902 yen) calculated using the DCF method presented in the Share Valuation Report (Plutus Consulting); and (iii) the Tender Offer Price after the Third Tender Offer Price Change not only exceeds the Tender Offer Price (1,960 yen) prior to the Tender Offer Price Change by 1,145 yen (representing approximately 58.42%) but also represents a premium of 106.59% to the closing price of the Company Shares (1,503 yen) on the TSE Prime Market as of September 9, 2025, the business day preceding the announcement of the scheduled commencement of the Tender Offer, a premium of 116.23% to the simple average closing price of 1,436 yen over the preceding one-month period, a premium of 118.35% to the simple average closing price of 1,422 yen over the preceding three-month period, and a premium of 125.33% to the simple average closing price of 1,378 yen over the preceding six-month period, and such premium is at a very high level in comparison to the premiums offered in 36 other tender offers for shares of target companies that are companies listed on the TSE Prime Market, where the Company is listed, intended to take the target company private through a management buyout (MBO) (excluding transactions where the initially announced tender offer failed, and the transaction was completed through the implementation of a subsequent tender offer) announced after June 28, 2019, when the Ministry of Economy, Trade and Industry published its "Guidelines on Fair M&A Practices," and which were completed on or before September 9, 2025 (for which the mean premium was 43.17% as of the last business day preceding the announcement, 45.63% over the preceding one-month period, 46.77% over the preceding three month period, and 47.17% over the preceding six-month period, and the median premium was 40.85% as of the last business day preceding the announcement, 44.92% over the preceding one-month period, 46.46% over the preceding three month period, and 43.94% over the preceding six-month period), the Company believes that the Tender Offer Price after the Third Tender Offer Price Change is at a sufficiently high level for the Company's shareholders.

Furthermore, according to the Tender Offeror, in addition to the Third Tender Offer Price Change, there will be changes to other terms of the Tender Offer including those below; however, the Company determined that these changes will not have a material adverse effect

on the Company's business operations due to the reasons stated below.

- Changes to the Terms for Obtaining Settlement Funds

According to the Tender Offeror, the Tender Offeror will require a total of 149 billion yen as funds, etc. for the Tender Offer due to the Third Tender Offer Price Change and, (i) with respect to the loan from MUFG Bank, the maximum planned loan amount which was planned to be 60 billion yen before the Third Tender Offer Price Change, remains unchanged, and (ii) with respect to the investment by the CVC Funds, the amount of the indirect investment is planned to be 89 billion yen. In this regard, according to the Tender Offeror, it plans to implement the Third Tender Offer Price Change based on a business plan that anticipates full repayment of the loans obtained for the Tender Offer from cash flows generated by the Company's operations by the fiscal year ending March 2031.

- Securitization of Real Estate

According to the Tender Offeror, the Tender Offer Price prior to the Third Tender Offer Price Change was a proposal that was not premised on the securitization of the Company's real estate; however, the Tender Offeror changed its policy to implement the Real Estate Securitization in order to raise the Tender Offer Price after the Third Tender Offer Price Change to a level equivalent to the KKR Price Proposal. In this regard, given the nature of the Company's business manufacturing and selling cosmetics, the Company's head office, including the research and development facilities, and the Fukusaki Plant, where cosmetics are manufactured, are particularly significant business properties and can be considered a source of the Company's competitiveness. If such real estate were securitized, it could have a lasting impact on the Company's operational flexibility and economic resilience, potentially increasing business risks, therefore careful consideration is required. However, according to the Tender Offeror, the structure of the leaseback arrangement through the Real Estate Securitization is designed to enable the Company's long-term, stable, and continuous use by entering into a long term fixed-term lease agreement between the Company and the real estate holding company. Furthermore, through measures such as setting a buyback option, the agreement contractually guarantees the Company's long-term and stable continued use. Based on this explanation, the Company determined that while the Real Estate Securitization may create certain risks for the Company's medium- to long-term business operations, it cannot be said that it will immediately have a material adverse effect on the Company's business operations after the Transactions.

In addition to the foregoing, according to the Tender Offeror, the acquisition of all permits and approvals, etc. under the competition laws in Japan and Vietnam that are required for the implementation of the Transaction has been completed and it will be possible to complete the Tender Offer at an early date. On the other hand, according to KKR, as of February 2, 2026, it would take approximately two months to acquire the relevant permits and approvals for the Transactions Proposed by KKR in Vietnam, and accordingly, even if the KKR Tender Offer were to be commenced immediately, it is expected that more than two months would be required before settlement thereof. Based on the above, the Company determined that the Tender Offer after the Third Tender Offer Price Change and other such changes to the terms provides the shareholders of the Company, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level.

As described above, the Company compared and examined the Transactions (including the Tender Offer after the Third Tender Offer Price Change and other such changes to the terms) and the Transactions Proposed by KKR from perspectives such as which would contribute more greatly to the Company's corporate value and, in turn, the common interests of its shareholders, etc. The Company also carefully considered the timing for terminating the Procedures.

Specifically, with regard to the circumstances surrounding the Company after the commencement of the Tender Offer, at the time of the commencement of the Tender Offer, the Tender Offer Period was set at 30 business days from September 26, 2025 to November 10, 2025. However, the Tender Offer Period was extended multiple times thereafter and as of February 8, 2026, it has been extended for a total of 90 business days until February 12, 2026, which significantly exceeds the statutory principle maximum tender offer period of 60 business days. As such an unstable situation has continued for a prolonged period, within the Company as well, and management resources of the Company that should otherwise have been devoted to the growth of the Company's business have, over an extended period, been diverted to the Procedures and the Transactions, as well as the examination of the Transactions Proposed by KKR, resulting in no small delay in the Company's initiatives to improve its business. In addition, employees of the Company Group have voiced concerns regarding being placed in an unstable position for any further extended period, which the Company believes is giving rise to the risk of retrenchment, and concerns have also been expressed by other stakeholders of the Company Group, including its business partners.

Furthermore, if, going forward, the Tender Offeror or KKR were to take the Company Shares private at a price even higher than the Tender Offer Price after the Third Tender Offer Price Change, there are concerns that, due to the nature of CVC and KKR as private equity funds, the Company's financial condition could be adversely affected after the completion of the Transactions or the Transactions Proposed by KKR by, among other things, an increase in debt capital in the Company's capital structure (including any recapitalization from equity to debt capital that may be implemented after the completion of the Transactions or the Transactions Proposed by KKR), leading to the risk of restricted funds available for the Company's business operations and its breach in financial covenants. In addition, as described above, the Company's CxOs had expressed a desire to continue to hold the Company's real estate, including the Company's head office and the Fukusaki Plant, in order to avoid risks that could hinder the Company's medium- to long-term business operations. Notwithstanding such intention, KKR, in the LOI Dated January 13, 2026, presented the KKR Price Proposal premised on the securitization of such real estate assets. In response thereto, the Tender Offeror also amended its business plan in connection with the Third Tender Offer Price Change to assume that the Real Estate Securitization would be carried out after the implementation of the Transactions. In light of such circumstances, if the Procedures were to be continued, it cannot be ruled out that, in addition to the Real Estate Securitization, measures such as the sale of the Company's business or the sale of business assets that are indispensable to the Company's business could be considered. The Company believes that such measures could not only impede the implementation of the Company's sustainable and stable growth strategy and narrow the range of the Company's business options, but could also increase the Company's default risk, and therefore may have an adverse effect on the Company's business operations and management.

In light of the above factors, the Company believes that the continuation of the current unstable situation going forward due to the Procedures may hinder the conduct of business

by the Company and could possibly result in the impairment of the Company's corporate value.

Under these circumstances, as described above, the Company believes that the Transactions will contribute to the enhancement of the Company's corporate value to an even greater extent than the Transactions Proposed by KKR. Furthermore, the Company determined that the Tender Offer Price after the Third Tender Offer Price Change is a price at a sufficiently high level for the Company's shareholders.

In addition, while the KKR Price Proposal is based on the LOI Dated January 13, 2026 submitted by KKR, which constitutes the only legally-binding letter of intent (binding offer) proposed in the Procedures, as described above, the LOI Dated January 13, 2026 was submitted at a timing determined at KKR's discretion after the lapse of the submission deadline for the legally-binding letter of intent (December 24, 2025) communicated by the Company to KKR. In light of these circumstances, the Company believes that KKR was provided with, and availed itself of, a sufficient period for consideration in making its proposal with a view to maximizing the Company's corporate value and, in turn, the shareholder value. Moreover, as described above, the Company examined the Transactions Proposed by KKR through multiple rounds of written questions to KKR and multiple meetings, discussions, or the like with KKR.

Comprehensively taking into consideration the course of events up to present and the current situation as detailed above, from the perspective of avoiding impairment of the Company's corporate value due to the prolongment or the like of the Transactions, and from the perspective of providing the Company's shareholders, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level and thereby ensuring the common interests of its shareholders, the Company determined that the Procedures should be terminated upon reaching a conclusion at its board of directors on whether the Transactions, including the Tender Offer after the Third Tender Offer Price Change and other such changes to the terms, or the Transactions Proposed by KKR would more greatly contribute to the corporate value of the Company and, in turn, the common interests of its shareholders. In addition, upon the termination of the Procedures, the Company intended to request that KKR destroy any confidential information disclosed by the Company in accordance with the non-disclosure agreement provided by KKR to the Company.

Then, on February 8, 2026, the Company's board of directors received the Fourth Additional Report from the Special Committee, which stated to the effect that (i) the Special Committee finds that the Company's decision to maintain its judgment that the Transactions will contribute to the enhancement of the Company's corporate value, and that the Transactions will contribute more greatly when compared to the Transactions Proposed by KKR is reasonable, and therefore, there is no change in the opinion of the Special Committee that the Company's board of directors should support the Tender Offer; and (ii) given that the Tender Offer based on the Tender Offer Price after the Third Tender Offer Price Change provides the shareholders of the Company, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level, based on the assumption that the Third Tender Offer Price Change is implemented, the Special Committee believes that the Company's board of directors should recommend the shareholders of the Company to tender their Company Shares in the Tender Offer. The Fourth Additional Written Report also states that the Special Committee believes that (i) while the Special Committee believes that the Company's board of directors should support

the Tender Offer and, on the premise that the Third Tender Offer Price Change is implemented, should recommend that the Company's shareholders tender their Company Shares in the Tender Offer, because the KKR Tender Offer is in a competing relationship with the Tender Offer, the Special Committee believes that, if the Tender Offer Price Change is implemented, the Company's board of directors should not support the KKR Tender Offer; and (ii) the Special Committee considers it preferable that the Company terminate the Procedures in connection with the expression of its opinion based on the Fourth Additional Written Report, and given that the Procedures are to be terminated, the Special Committee also believes that it would not be an unreasonable response for the Company to request KKR to destroy any confidential information disclosed by the Company in accordance with the non-disclosure agreement provided by KKR to the Company. For the details of the Fourth Additional Report and other opinions of the Special Committee, please refer to "(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer" below.

Based on the examinations and processes stated above, as a result of careful examinations on whether the Company should change the Opinion Dated December 4, 2025, in regard to the Tender Offer, primarily from the perspective of whether the measures to enhance corporate value proposed by the Tender Offeror or the measures to enhance corporate value proposed by KKR would more greatly contribute to the enhancement of the corporate value of the Company, and with utmost respect for the details of the Fourth Additional Report submitted by the Special Committee, at its board of directors meeting held on February 9, 2026, the Company reached the conclusion that the measures to enhance corporate value proposed by the Tender Offeror would more greatly contribute to the enhancement of the corporate value of the Company than the measures to enhance corporate value proposed by KKR, and made the Resolution to express its opinion in favor of the Tender Offer and, on the premise that the Third Tender Offer Price Change will be implemented, to recommend its shareholders to tender their Company Shares in the Tender Offer. In addition, at the same meeting of the board of directors, based on the Resolution and in light of the fact that the KKR Tender Offer is in a competing relationship with the Tender Offer, the Company resolved that it will not support the KKR Tender Offer and, at the same time, will terminate the Procedures. The Company expresses deep gratitude to KKR for participating in the Procedures despite the limited timeframe. The Company also informed KKR of the termination of the Procedures and requested that KKR destroy any confidential information disclosed by the Company in accordance with the non-disclosure agreement with KKR. For the details of the resolutions at such Company's board of directors meeting, please refer to "(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection" in "(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer" below.

- (6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer
  - (iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom

(Before amendment)

(E) Process of examination after the submission of the Second Additional Report and the details of determination

(Omitted)

The Special Committee then carefully discussed and examined the Matters to be Considered as stated above, and accordingly, on December 4, 2025, submitted to the board of directors of the Company the Third Additional Report attached as Attachment 5, which represents the unanimous opinion of the Special Committee. Please refer to the Third Additional Report for the details of and reasons for the Special Committee's determinations in the Third Additional Report.

(After amendment)

(E) Process of examination after the submission of the Second Additional Report until the submission of the Third Additional Report and the details of determination

(Omitted)

The Special Committee then carefully discussed and examined the Matters to be Considered as stated above, and accordingly, on December 4, 2025, submitted to the board of directors of the Company the Third Additional Report attached as Attachment 5, which represents the unanimous opinion of the Special Committee. Please refer to the Third Additional Report for the details of and reasons for the Special Committee's determinations in the Third Additional Report.

(F) Process of examination after the submission of the Third Additional Report and the details of determination

Thereafter, the Special Committee held a total of 14 meetings during the period from December 5, 2025 to February 8, 2026 and also conducted reporting and information-sharing among the members by e-mail and the like between those meetings. In doing so, the Special Committee carried out careful discussions and examinations with respect to the Transactions on whether it was necessary to revise the details of the Third Additional Report (the "Matters to be Considered (CVC)") and the matters commissioned to the Special Committee by the Company in relation to the Transactions Proposed by KKR (the "Commissioned Matters (KKR)") as stated in "(F) Details of examinations from the Company's Board of Directors meeting held on November 4, 2025 to the Company's Board of Directors meeting held on December 4, 2025, and the determination made at that meeting, and the subsequent process" in "(iii) Decision-making process leading to the Company's decision to support the Tender Offer and reasons therefor" in "(2) Grounds and reasons for opinions on the Tender Offer" above. While conducting these discussions and examinations, the Special Committee received professional advice from Mori Hamada as a legal advisor of the Company, Daiwa Securities as a financial advisor and third-party appraiser of the Company, and Plutus Consulting as its own financial advisor and third-party appraiser as necessary.

Specifically, the Special Committee received reports and explanations from the Company from November 4, 2025 onward on market trends, including share price

movements and trading volumes, the status of the Share Buy Up, the progress of the Tender Offeror's review of these circumstances, the status of the Procedures, and the status of discussions and deliberations with each candidate in the Bidding Process and also received explanations from December 10, 2025 onward on the fact that the Company received the LOI Dated December 10, 2025 and the LOI Dated January 13, 2026 from KKR and the Proposal Dated February 6, 2026 from the Tender Offeror and the details of the foregoing. The Special Committee also conducted inquiries and interviews with the Company, KKR, and the Tender Offeror regarding these matters, heard the views of the Company's CxOs, and examined the details of the foregoing. The Special Committee then carefully discussed and examined the Matters to be Considered (CVC) and the Commissioned Matters (KKR) as stated above, and accordingly, on February 8, 2026, submitted to the board of directors of the Company the Fourth Additional Report attached as Attachment 6, which represents the unanimous opinion of the Special Committee. Please refer to the Fourth Additional Report for the details of and reasons for the Special Committee's determinations in the Fourth Additional Report.

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

Further, all of the three statutory auditors of the Company attended the abovementioned board of directors meeting, all of whom stated an opinion that he had no objection to adopting the resolution above.

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

(After amendment)

Further, all of the three statutory auditors of the Company attended the abovementioned board of directors meeting, all of whom stated an opinion that he had no objection to adopting the resolution above.

Subsequently, as a result of careful examinations on whether the Company should change the Opinion Dated December 4, 2025, in regard to the Tender Offer, primarily from the perspective of whether the measures to enhance corporate value proposed by the Tender

Offeror or the measures to enhance corporate value proposed by KKR would more greatly contribute to the enhancement of the corporate value of the Company, and with utmost respect for the details of the Fourth Additional Report submitted by the Special Committee, pursuant to the grounds and reasons stated in “(G) Background of the comparison and examination of the Transactions and the Transactions Proposed by KKR, and the determination made at the Company’s Board of Directors meeting held on February 9, 2026” in “(iii) Decision-making process leading to the Company’s decision to support the Tender Offer and reasons therefor” in “(2) Grounds and reasons for opinions on the Tender Offer” above, at its board of directors meeting held on February 9, 2026, the Company resolved, with the unanimous agreement of the directors who were present at the deliberations and resolution (of seven directors in total, five directors excluding Mr. Motonobu Nishimura and Mr. Ken Nishimura), that it had reached the conclusion that the measures to enhance corporate value proposed by the Tender Offeror would more greatly contribute to the enhancement of the corporate value of the Company than the measures to enhance corporate value proposed by KKR, and made the Resolution to express its opinion in favor of the Tender Offer, and on the premise that the Third Tender Offer Price Change will be implemented, to recommend that the shareholders of the Company to tender their Company Shares in the Tender Offer. In addition, at the Company’s board of directors meeting stated above, based on the Resolution and in light of the fact that the KKR Tender Offer is in a competing relationship with the Tender Offer, the Company resolved that it will not support the KKR Tender Offer and, at the same time, will terminate the Procedures. In addition to expressing deep gratitude to KKR for participating in the Procedures despite the tight schedule, the Company informed KKR of the termination of the Procedures and has requested that KKR destroy any confidential information disclosed by the Company in accordance with the non-disclosure agreement with KKR.

All of the three statutory auditors of the Company attended the abovementioned board of directors meeting, all of whom stated an opinion that he had no objection to adopting the resolutions above.

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

10. Matters relating to the MBO, etc.

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

As stated in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” under “3. Details of and grounds and reasons for opinions on the Tender Offer” above, the Company has received the Report, the Additional Report, the Second Additional Report, and the Third Additional Report from the Special Committee to the effect that the Transactions are fair to the general shareholders. For the details of the Report, please see the Attachment 1, for the details of the Additional Report, please see the Attachment 2, for details of the Second Additional Report, please see the Attachment 4, and for details of the Third Additional Report, please see the Attachment 5.

(After amendment)

As stated in “(iii) Establishment of an independent special committee at the Company and obtainment of a report therefrom” in “(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflicts of interest, and other measures to ensure fairness of the Tender Offer” under “3. Details of and grounds and reasons for opinions on the Tender Offer” above, the Company has received the Report, the Additional Report, the Second Additional Report, the Third Additional Report, and the Fourth Additional Report from the Special Committee to the effect that the Transactions are fair to the general shareholders. For the details of the Report, please see the Attachment 1, for the details of the Additional Report, please see the Attachment 2, for details of the Second Additional Report, please see the Attachment 4, for details of the Third Additional Report, please see the Attachment 5, and for details of the Fourth Additional Report, please see the Attachment 6.

(Reference)

(Before amendment)

Attachment 5: Third Additional Report

(After amendment)

Attachment 5: Third Additional Report

Attachment 6: Fourth Additional Report

End

**[Solicitation Regulations]**

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

**[Forward-Looking Statements]**

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

**[U.S. Regulations]**

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

Unless otherwise provided, all procedures for the Tender Offer shall be conducted entirely in the Japanese language. Some or all of the documents relating to the Tender Offer are or will be prepared in the English language. However, if there is any inconsistency between the document in English and the document in Japanese, the Japanese document shall prevail. The Tender Offeror and its affiliate (including the Company) and their respective financial advisors and the affiliates of the Tender Offer Agent may, within their ordinary course of business and to the extent permitted under the related Japanese financial instruments and exchange laws and regulations, purchase or take actions to purchase the Company Shares for their own account or for their customers' accounts other than through the Tender Offer prior to the commencement of, or during the Tender Offer Period in accordance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934. If any information concerning such purchase, etc. is disclosed in Japan, disclosure of such information in English will be made by the person conducting such purchase, etc. on the website of such person.

**[Other Countries]**

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

February 8, 2026

To: The Board of Directors of Mandom Corporation

## Fourth Additional Written Report

Mandom Corporation Special Committee  
Mikiharu Mori, Committee Chairperson  
Hitoshi Tanii, Committee Member  
Mami Ito, Committee Member  
Tetsuro Harada, Committee Member  
Motohiro Tanaka, Committee Member

The Mandom Corporation Special Committee (the “**Special Committee**”) submitted a written report dated September 9, 2025 (the “**Written Report of September 9, 2025**”), an additional written report dated September 24, 2025 (the “**Additional Written Report of September 24, 2025**”), the second additional written report dated November 3, 2025 (the “**Additional Written Report of November 3, 2025**”), and the third additional written report dated December 4, 2025 (the “**Additional Written Report of December 4, 2025**,” and collectively the Written Report of September 9, 2025, the Additional Written Report of September 24, 2025, and the Additional Written Report of November 3, 2025 are referred to as the “**Original Written Reports**”) to the board of directors of Mandom Corporation (the “**Company**”) with respect to the tender offer (the “**Tender Offer**”) for the shares of common stock of the Company (the “**Company Shares**”) by Kalon Holdings, Co., Ltd. (the “**Tender Offeror**”) for the purpose of taking the Company Shares private and subsequent squeeze-out transactions (the “**Transactions**”). The details of the report in the Original Written Reports by the Special Committee on the Transactions (the “**Original Opinion**”) prior to the preparation of this document (the “**Fourth Additional Report**”) is as described in section I. of the Additional Written Report of December 4, 2025.

In light of, among others, the fact since the announcement of the Transaction on September 10, 2025, City Index Eleventh Co., Ltd. and others (“**CI11, Etc.**”) have been conducting a rapid and large-scale buy-up of the Company Shares (the “**Share Buy Up**”), and the fact that the situation has continued where trading of the Company Shares has been occurring on a large scale and at a market price greatly exceeding the Tender Offer Price, the Company introduced a response policy concerning large-scale acquisitions of the Company Share certificates, etc. (the “**Response Policy**”) on November 4, 2025,

and as a result the Company commenced the procedures involving third parties other than the Tender Offeror, as potential acquirers, for the purpose of obtaining a viable acquisition proposal (including, but not limited to, any revised proposal should the Tender Offeror (including CVC Capital Partners plc and its subsidiaries and their related parties) alter the terms of the Tender Offer, and proposals from third parties other than the Tender Offeror (including CVC Capital Partners plc and its subsidiaries and their related parties)) that would contribute to the corporate value of the Company and, in turn, the common interests of its shareholders (the “**Procedures**”). Subsequently, in conducting the Procedures, on January 13, 2026, the Company received from Kohlberg Kravis Roberts & Co. L.P. (including its affiliate companies and related funds, “**KKR**”), who is the third-party candidate stated above, a legally binding letter of intent (the “**LOI Dated January 13, 2026**”) regarding taking the Company Shares private through a tender offer for the Company Shares (the “**KKR Tender Offer**”), with a share value of 3,100 yen per share of the Company Shares (the “**KKR Price Proposal**”), and a squeeze-out (such series of transactions are hereinafter collectively referred to as the “**Transactions Proposed by KKR**”).

In light of this, at the Company’s board of directors meeting held on January 14, 2026, the Company commissioned matters to the Special Committee (having the meaning defined in the Press Release Dated September 25, 2025; the same applies hereinafter) regarding the Transactions Proposed by KKR (the “**Commissioned Matters (KKR)**”).

- (i) Examine and report to the board of directors on whether to implement the Transactions Proposed by KKR (whether the board of directors should support the KKR Tender Offer, and whether the board of directors should recommend the shareholders of the Company to tender their shares in the KKR Tender Offer). When examining (i), the Special Committee is to consider and determine whether to implement the Transactions Proposed by KKR from the standpoint of whether they will contribute to the corporate value of the Company and whether the transaction terms are fair and the procedures are fair from the standpoint of promoting the interests of the general shareholders of the Company; and
- (ii) Consider and express its opinion to the board of directors on whether the Transactions Proposed by KKR are fair to the general shareholders of the Company.

End

Under these circumstances, the Company received a proposal from the Tender Offeror regarding the Tender Offer on February 6, 2026, to change the Tender Offer Price to 3,105 yen per share of the

Company Shares (the “**Third Tender Offer Price Change**”) and change certain other terms (the “**Changes to Terms, Etc.**”).

In response, the Special Committee examined whether any changes to the Original Opinion are necessary with respect to the Transactions (the “**Matters to be Considered (CVC)**”), together with the Commissioned Matters (KKR).

As a result of such examinations, the Special Committee hereby reports as follows with respect to the Matters to be Considered (CVC) and the Commissioned Matters (KKR).

Unless otherwise specified in this Fourth Additional Written Report, the terms used herein have the definitions specified in the Original Written Reports.

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

The Special Committee offers the following report on the Matters to be Considered (CVC) and the Commissioned Matters (KKR) (the “**Report**”) with the unanimous approval of all members of the Special Committee as of the date of this Fourth Additional Written Report.

- Report Regarding the Matters to be Considered (CVC)

The Special Committee finds that the Company’s decision to maintain its judgment that the Transactions will contribute to the enhancement of the Company’s corporate value, and that the Transactions will contribute more greatly when compared to the Transactions Proposed by KKR is reasonable. Therefore, there is no change in the opinion of the Special Committee that the Company’s board of directors should support the Tender Offer.

In addition, given that the Tender Offer based on the Tender Offer Price after the Third Tender Offer Price Change provides the shareholders of the Company, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level, therefore, based on the assumption that the Third Tender Offer Price Change is implemented, the Special Committee has made a change to the Original Opinion, and believes that the Company’s board of directors should recommend the shareholders of the Company to tender their Company Shares in the Tender Offer.

In addition, there is no change to the opinion of the Special Committee to the effect that it believes that the Transactions are fair to the Company’s general shareholders.

- Report Regarding the Commissioned Matters (KKR)

The KKR Tender Offer is in a competing relationship with the Tender Offer, with respect to which the Special Committee believes that the Company’s board of directors should express an opinion in favor of the Tender Offer, and make a resolution to recommend that the shareholders of the Company tender their shares on the assumption that the Third Tender Offer Price Change is implemented.

Therefore, the Special Committee believes that the Company's board of directors should not support the KKR Tender Offer if the Third Tender Offer Price Change is implemented.

In addition, the Special Committee also believes that the Transactions are preferable to the Transactions Proposed by KKR from the perspective of being fair to the Company's general shareholders.

## **II. Background and Procedures Leading to Report**

### **1. Outline**

The Special Committee held a total of 14 meetings (for a total of approximately [TBD] hours) during the period from December 5, 2025 to February 8, 2026 and also conducted reporting and information-sharing among the members by e-mail and the like between those meetings. In doing so, the Special Committee, carried out careful discussions and examinations with respect to the Matters to be Considered (CVC) and the Commissioned Matters (KKR). When conducting these discussions and examinations, the Special Committee received professional advice as necessary from Mori Hamada, the legal advisor of the Company, Daiwa Securities, the financial advisor and third-party appraiser of the Company, and Plutus Consulting, the financial advisor and third-party appraiser of the Special Committee.

### **2. Status of the Tender Offer**

At the commencement of the Tender Offer, the Tender Offeror had set the Tender Offer Period from September 26, 2025 to November 10, 2025 (30 business days), but following multiple extensions, the Tender Offeror has now extended the Tender Offer Period to February 12, 2026 (90 business days).

Furthermore, at the commencement of the Tender Offer, the Tender Offer Price was set at 1,960 yen per share of the Company Shares, but it has since been changed a total of two times and is currently set at 2,600 yen per share of the Company Shares.

### **3. Status of Implementation of the Procedures**

In light of, among others, the fact that, since the announcement of the Transactions on September 10, 2025, CI11, Etc. have been conducting the Share Buy Up and the fact that the situation has continued where trading of the Company Shares has been occurring on a large scale and at a market price greatly exceeding the Tender Offer Price, on November 4, 2025, the Company introduced the Response Policy and decided to implement the Procedures.

As part of the Procedures, the Company decided to conduct a bidding process (the "**Bidding Process**") to take the Company Shares private, and since mid-November, sent bidding information regarding the Bidding Process (the "**Process Letter**") 2025 to a total of three private equity funds

(including KKR), which, among a total of eight private equity funds (including KKR) that had expressed interest in the Bidding Process and conducted initial confirmation and discussions regarding the Bidding Process through Daiwa Securities, the Company's financial advisor, indicated their intention to participate in the Bidding Process and submitted non-disclosure agreements to the Company. In the Process Letter, the Company requested the candidates to submit a written statement with measures to enhance corporate value on December 10, 2025, and a legally binding letter of intent (a binding offer) on December 24, 2025 (the "**Submission Deadline**").

Subsequently, on December 10, 2025, the Company received a written statement from KKR stating measures to enhance corporate value (the "**KKR Corporate Value Enhancement Proposal**"), as well as a non-legally binding letter of intent regarding taking the Company Shares private (the "**LOI Dated December 10, 2025**"). In response, the Company announced that it had received the LOI Dated December 10, 2025, as announced in the "(Amendment) Notice regarding partial amendment to the "Notice regarding Expression of Opinion in favor of Implementation of MBO and Recommendation to Tender Shares"" dated December 15, 2025 (however, since the LOI Dated December 10, 2025, was not legally binding, KKR's name was not disclosed).

Subsequently, on January 13, 2026, after the Submission Deadline, the Company received a Letter of Intent dated January 13, 2026 from KKR as a legally binding letter of intent (a binding offer) with respect to the Transactions Proposed by KKR. In response, the Company announced that it had received a letter of intent dated January 13, 2026 from KKR, as announced in the "(Amendment) Notice regarding partial amendment to the "Notice regarding Expression of Opinion in favor of Implementation of MBO and Recommendation to Tender Shares"" dated January 14, 2026.

No candidates other than KKR submitted a letter of intent, whether legally binding or not, during the Bidding Process.

#### **4. Status of Consideration of the Transactions Proposed by KKR and Proposals by the Tender Offeror**

As described in 3. above, the Company received a Letter of Intent dated December 10, 2025 from KKR, dated December 10, 2025. In the LOI Dated December 10, 2025, a range of prices exceeding the Tender Offer Price (2,520 yen) as of that date were indicated as the value per share of the Company Shares in the Transactions Proposed by KKR. In light of the receipt of the LOI Dated December 10, 2025, the Special Committee, jointly with the Company, asked KKR questions on December 12, 2025 regarding the contents of the LOI Dated December 10, 2025 (including the KKR Corporate Value Enhancement Proposal). A response was received from KKR on December 13, 2025 (the "**Response Dated December 13, 2025**"), and the Special Committee examined the contents of that response. In addition, all of the Company's CxOs (excluding Mr. Ken Nishimura, the same hereinafter) reviewed the LOI Dated December 10, 2025 and Response Dated December 13, 2025, and held a meeting on

December 15, 2025 with the Company's CxOs and KKR, and the Special Committee received a report on the details of the meeting and the views of the CxOs of the Company in light of that meeting. At that time, the Company's CxOs expressed the opinion that they believed that KKR's proposed measures to enhance corporate value were abstract and did not appear to be grounded in the Company's actual circumstances, and therefore the measures to enhance corporate value proposed by the Tender Offeror would contribute more to enhancing the corporate value of the Company.

In response, the Special Committee believed that the reason the Company's CxOs determined the Tender Offeror's proposed measures to enhance corporate value were superior to KKR's proposed measures may be due to KKR having limited time to consult with the Company's CxOs compared to the Tender Offeror. Therefore, the Special Committee requested the Company's CxOs to further deepen discussions with KKR regarding measures to enhance corporate value of the Company upon receipt of a legally binding letter of intent (a binding offer) from KKR.

The Procedures were originally contemplated to be terminated in the event that a legally binding letter of intent was not submitted by the Submission Deadline, as stated in the Process Letter, and a legally binding letter of intent (a binding offer) was not submitted by KKR by the Submission Deadline. However, in the LOI Dated December 10, 2025, KKR indicated a range of prices for the share value per share of Company Shares in the Transactions Proposed by KKR that exceeded the Tender Offer Price (2,520 yen) as of the same date, and also stated that it planned to make a legally binding proposal in early January 2026. Therefore, the Special Committee decided not to immediately terminate the Procedures when no legally binding letter of intent was submitted by the Submission Deadline, and continued to wait for a legally binding proposal from KKR.

Subsequently, as described in 3. above, on January 13, 2026, after the Submission Deadline, the Company received a Letter of Intent dated January 13, 2026 from KKR as a legally binding letter of intent (binding offer) with respect to the Transactions Proposed by KKR. In the letter of intent dated January 13, 2026, KKR proposed a price of 3,100 yen as the share value per share of Company Shares in the Transactions Proposed by KKR, which exceeded the Tender Offer Price (2,520 yen) as of the same date. Furthermore, with respect to the measures to enhance corporate value, the LOI Dated January 13, 2026 provided an outline of the KKR Corporate Value Enhancement Proposal, which was sent together with the LOI Dated December 10, 2025, and the Response Dated December 13, 2025. Although the Company's CxOs had hoped to retain ownership of the head office, including the R&D facilities, and the Fukusaki Plant, which manufactures cosmetics, both of which form the core of the Company's competitiveness, to maintain operational flexibility and resilience to economic fluctuations, the KKR Price Proposal was premised on the assumption that these properties would be sold (securitized) following the Transactions Proposed by KKR.

In light of the receipt of the LOI Dated January 13, 2026, the Company and the Special Committee asked KKR questions on January 17, 2026 regarding the contents of the LOI Dated January 13, 2026

(including the contents regarding the proposed measures for enhancement of the Company's corporate value). The Company and the Special Committee received a response from KKR regarding those questions on January 19, 2026, and the Special Committee continued to examine the Transactions Proposed by KKR based on the content of those responses and other considerations. In the course of those examinations, the Special Committee held discussions with KKR on January 22, 2026, to ask and answer questions about KKR's proposal to enhance corporate value and other matters. In addition, all of the Company's CxOs reviewed the LOI Dated January 13, 2026 and KKR's January 19, 2026 response to the Company's questions, and on January 23, 2026 and January 28, 2026, discussions were held between the Company's CxOs and KKR, and the Special Committee was informed of the contents of these discussions, etc., as well as the views of the Company's CxOs based on these discussions, etc. At that time, the Company's CxOs, taking into account the above request from the Special Committee, held renewed discussions with KKR regarding the corporate value enhancement measures proposed by KKR, however, even in light of those discussions, they continued to express the opinion that they believed the measures to enhance corporate value proposed by the Tender Offeror would contribute to enhancing the corporate value of the Company more than those measures proposed by KKR, given that those measures proposed by the Tender Offeror align with the Company's business strategy based on the current business environment and management challenges, are more concrete and have a higher likelihood of being realized, and can be initiated more swiftly.

On the other hand, based on the “(Amendment) Notice Regarding Amendment to “Notice Regarding Commencement of Tender Offer for Shares Certificates, Etc. of Mandom Corporation (Securities Code: 4917) Due to Filing of Amendment Statement to Tender Offer Registration Statement”” dated January 28, 2026, which was published by the Company at the Tender Offeror's request, the Company recognized that the Tender Offeror was considering that there was room to raise the Tender Offer Price to a level equivalent to the KKR Price Proposal.

In light of the above situation and the possibility that the continuation of the current unstable situation may result in damage to the corporate value of the Company as described in section V below, the Company, after consultation with the Special Committee, requested KKR on February 2, 2026 to present additional proposals and explanations, etc. regarding the measures to enhance corporate value, etc., if any, by February 6, 2026, and also requested the Tender Offeror to present additional proposals and explanations, etc. regarding the measures to enhance corporate value, etc., if any, by February 6, 2026, and confirmed whether or not the Tender Offeror intends to raise the Tender Offer Price.

In response, on February 2, 2026, the Company received a letter from the Tender Offeror explaining the measures to enhance corporate value, etc., and on the same day, at the Tender Offeror's request, the Tender Offeror explained the measures to enhance corporate value, etc. Subsequently, on February 6, 2026, the Company received a price revision proposal from the Tender Offeror, including the Third Tender Offer Price Change, subject to the conditions that the Company's board of directors resolve to

express an opinion in support of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer. In addition, although the Tender Offeror's proposal for the Tender Offer Price prior to the Third Tender Offer Price Change was not premised on the securitization of the Company's real estate, in light of the current level of the share price of the Company Shares and other factors, the Tender Offeror explained that it was necessary to raise the Tender Offer Price to a level equivalent to the KKR Price Proposal in order to execute the Transactions, and in order to achieve such an increase, the Tender Offeror changed its policy to securitize the real estate of the Company's head office and the Fukusaki Plant through sale-and-leaseback transactions (the "**Real Estate Securitization**") after the implementation of the Transactions.

On the other hand, on February 2, 2026, the Company received materials from KKR regarding the preparation status of the KKR Tender Offer, etc., as well as materials regarding measures to enhance corporate value in Indonesia and overseas, etc..

After going through the above process, the Special Committee carefully examined the Matters to be Considered (CVC) and the Commissioned Matters (KKR), taking into consideration the explanations given by each of the Tender Offeror and KKR and the materials received, and once again hearing the views of the Company's CxOs.

### **III. Reasons for the Opinion Regarding the Matters to be Considered (CVC)**

#### **1. Matters Concerning Whether the Transactions will Contribute to the Corporate Value of the Company**

##### **(1) Regarding Changes after the Original Opinion Report**

According to the Tender Offeror, in addition to the Third Tender Offer Price Change, there will be changes to other terms of the Tender Offer including those below on which the Original Opinion was premised, which stated that the Company's decision that the Transactions will contribute to the enhancement of the Company's corporate value was reasonable, however, the Company has determined that these changes will not have a material adverse effect on the Company's business operations after the Transactions.

##### **a. Terms for Obtaining Settlement Funds**

According to the Tender Offeror, the Tender Offeror will require a total of 149 billion yen as funds, etc. for the Tender Offer due to the Third Tender Offer Price Change and, (i) with respect to the loan from MUFG Bank, the maximum planned loan amount which was planned to be 60 billion yen before the Third Tender Offer Price Change, remains unchanged, and (ii) with respect to the investment by the CVC Fund, the amount of the indirect investment is planned to be 89 billion yen.

In this regard, according to the Tender Offeror, it plans to implement the Third Tender Offer Price Change based on a business plan that anticipates full repayment of the loans obtained for the Transactions from cash flows generated by the Company's operations by the fiscal year ending March 2031, and given this explanation, it is reasonable for the Company to conclude that the abovementioned financing will not have a materially adverse effect on the Company's business operations after the Transactions.

**b. Securitization of Real Estate**

As described in section II, 4. above, according to the Tender Offeror, the Tender Offer Price prior to the Third Tender Offer Price Change was a proposal that was not premised on the securitization of the Company's real estate, however, the Tender Offeror changed its policy to implement the Real Estate Securitization in order to raise the Tender Offer Price after the Third Tender Offer Price Change to a level equivalent to the KKR Price Proposal. In this regard, as described in section II, 4. above, given the nature of the Company's business manufacturing and selling cosmetics, the Company's head office, including the research and development facilities, and the Fukusaki Plant, where cosmetics are manufactured, are particularly significant business properties and can be considered a source of the Company's competitiveness. If such real estate were securitized, it could have a lasting impact on the Company's operational flexibility and economic resilience, potentially increasing business risks, therefore careful consideration is required. However, according to the Tender Offeror, the structure of the leaseback arrangement through the Real Estate Securitization is designed to enable the Company's long-term, stable, and continuous use by entering into a long term fixed-term lease agreement between the Company and the real estate holding company. Furthermore, through measures such as setting a buyback option, the agreement contractually guarantees the Company's long-term and stable continued use. Based on this explanation, it is not unreasonable for the Company to conclude that while the Real Estate Securitization may create certain risks for the Company's medium- to long-term business operations, it cannot be said that it will immediately have a material adverse effect on the Company's business operations after the Transactions.

As described above, according to the LOI Dated January 13, 2026 by KKR, the Transactions Proposed by KKR also anticipate the securitization of real estate assets including the Company's head office and Fukusaki Plant, etc, and therefore the above points are similarly applicable to those for the Transactions.

**(2) Comparison of Corporate Value Enhancement Measures in the Transactions and Corporate Value Enhancement Measures in the Transactions Proposed by KKR**

### **a. The Company's Examinations**

The results of the Company's examinations regarding the comparison between the Tender Offeror's corporate value enhancement measures and those proposed by KKR are as follows.

#### **(a) Comparison in Light of the Company's Business Strategy Based on Its Current Business Environment and Management Issues**

The Company considers that, mainly in the following two respects, the corporate value enhancement measures proposed by the Tender Offeror are more consistent with the Company's business strategy<sup>1</sup>, taking into account its current business environment and management issues, than those proposed by KKR.

##### **(i) Growth of the Southeast Asian Business (Especially Indonesia)**

- The Tender Offeror has proposed, in light of the Company's emphasis on maintaining and strengthening relationships with its existing distribution partner that covers the Traditional Trade<sup>2</sup> market in Indonesia and has an overwhelming presence therein, to maintain and strengthen such relationships in order to achieve growth in the Indonesian market. At the same time, in order to enable the Company to appropriately respond to changes in the management environment and technological advances in Indonesia, the Tender Offeror has proposed accelerating the expansion of new distribution routes in the Modern Trade<sup>3</sup> market and online market to complement its existing distribution partner while maintaining and strengthening the relationship with it, and has presented concrete measures to that end by leveraging CVC's portfolio companies and other resources.
- In contrast, while KKR has also presented measures to improve distribution networks in the Traditional Trade market in Indonesia and to strengthen the Company's presence in the Modern Trade market, such measures remain general in nature, and it is unclear whether they constitute concrete measures that sufficiently take into account the Company's emphasis on giving due consideration to its existing distribution partner.

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<sup>1</sup> The Company's understanding of the business environment and management issues of the Company Group is as set forth in section IV.2.(1)a.(a) of the Written Report of September 9, 2025. In its current mid-term management plan, the Company is promoting (i) improvement of profitability in the Japan business and the pursuit of new growth engines, (ii) improvement of profitability in the Indonesia business, and (iii) initiatives to promote the overseas business in the ASEAN area (excluding Indonesia). In addition, the Company recognizes that a common issue underlying items (i), (ii), and (iii) above is the need to further refine the ongoing efforts to reorganize and reconstruct the brand portfolio, to effectively reinvest in existing products with strong brand power, and at the same time to pursue the development of new businesses and new brands.

<sup>2</sup> "Traditional Trade" means traditional retail networks consisting of locally rooted, individually operated small-scale stores, street stalls, and similar outlets.

<sup>3</sup> "Modern Trade" means modern retail networks, including shopping malls, supermarkets, convenience stores, and similar outlets.

(ii) Optimal Allocation of Management Resources through Reconstruction of the Brand Portfolio

- According to the Tender Offeror, CVC, on the premise that it is essential to continuously operate a cycle whereby profits are generated from existing products with strong brand power and steadily reinvested into new products and brands to create new sources of profit, intends to provide support that enables the securing of growth capital and the optimal allocation of management resources (human resources, investment, and time) by clearly defining and operating regional brand portfolios and regularly reviewing priorities in response to changes in the market environment. The Company believes that such policy is consistent with its business strategy.

In addition, the Tender Offeror has cited its support for FineToday Co., Ltd. (“FT”) as a concrete example of such support by CVC. According to the Tender Offeror, since CVC’s investment in FT in July 2021, CVC has positioned the brand portfolio at the “core of management” and has achieved the launch of new brands, including entry into higher-priced market segments, as well as the creation of new core brands. The Tender Offeror further states that it can leverage CVC’s proprietary insights obtained through this series of processes, and that, based on its experience in supporting FT, it has proposed concrete and detailed measures. FT is a general cosmetics manufacturer and distributor producing and selling hair care, body care, and men’s cosmetics in the general consumer market in Japan and Asia, and is currently one of the Company’s competitors. Compared with the Company, FT has similar product categories, sales regions, and sales channels, and also shares similarities in manufacturing regions, such as having production bases in Japan and Southeast Asia. Accordingly, the Company considers that the concrete and detailed measures implemented by CVC in supporting FT can be sufficiently utilized in reconstructing the Company’s brand portfolio.

- In contrast, according to KKR, KKR intends to support the development of hero brands comparable to the Company’s major brands, GATSBY and LUCIDO, by concentrating necessary management resources on fields positioned as growth areas in the Company’s mid-term management plan. However, KKR’s role is described as back-end support for hero brand development (including appropriate budget setting and monitoring by the Company’s board of directors, and support for resource allocation to priority initiatives and progress management), and no concrete support measures for the reconstruction of the brand portfolio itself were presented. KKR also states that it has investment experience in Wella International Operations Switzerland S.à.r.l. (“Wella”), a company engaged in a business similar to that of the Company, and that the insights obtained through such investment could potentially be utilized in the Company’s business operations. However, Wella’s distribution

network primarily focuses on salon distribution, which is not a priority for the Company, and its main sales regions are Europe and the United States, which are also not the Company's priority markets. Accordingly, such insights do not necessarily align with the Company's current business environment and management issues, and it is unclear to what extent they can be utilized in the Company's business.

**(b) Comparison of Corporate Value Enhancement Measures in Terms of Specificity and Speed of Execution**

The Company considers that the current business performance of the Company Group is not necessarily favorable and that it is necessary to implement corporate value enhancement measures as promptly as possible. Based on discussions between the Company's CxOs and each of the Tender Offeror and KKR, the Company believes that the Tender Offeror has a more accurate understanding of the Company Group's business issues and has proposed more concrete corporate value enhancement measures. Accordingly, the Company considers that the Tender Offeror's measures have a higher likelihood of realization and can be implemented more swiftly.

**(c) Summary**

In light of the foregoing, the Company believes that, compared with the Transactions Proposed by KKR, the Transactions proposed by the Tender Offeror will contribute more greatly to the enhancement of the Company's corporate value.

**b. Views of the Special Committee**

The Special Committee considers that the matters examined by the Company in section a. above are reasonable, as they are based on the Company's business strategy in light of its business environment and management issues, as well as on the respective proposals and explanations provided by the Tender Offeror and KKR.

In particular, among the Tender Offeror's corporate value enhancement measures, the management strategy of complementing and expanding the Modern Trade and online markets by utilizing the Tender Offeror's portfolio companies and other resources while maintaining trust with existing distribution partners in the Indonesia business, as well as the management strategy of positioning the brand portfolio at the core of management and achieving the securing of growth capital and optimal allocation of management resources by leveraging the know-how accumulated by CVC through investments such as FT, are each directly linked to resolving the Company's management issues. In addition, the Tender Offeror has presented concrete measures to realize such management strategies. For these reasons, the Company's evaluation is considered reasonable.

Based on the foregoing, the Special Committee believes that the Company's judgment, namely, that the Transactions proposed by the Tender Offeror will contribute more greatly to the enhancement of corporate value than the Transactions Proposed by KKR, is reasonable.

### **(3) Summary**

In addition to the above, the Special Committee finds no particular circumstances that would require any change in its opinion with respect to (i) the business environment and management issues of the Company Group, (ii) the significance (advantages) of the Transactions, and (iii) the disadvantages of the Transactions, as examined in the Original Written Reports.

Based on the above, the Special Committee believes that the Company's decision to maintain its judgment that the Transactions will contribute to the enhancement of the Company's corporate value, and that the Transactions will contribute more greatly to the enhancement of the Company's corporate value than the Transactions Proposed by KKR is reasonable.

## **2. Matters Regarding the Examination of the Fairness of the Terms of the Transactions**

### **(1) The Third Tender Offer Price Change**

In light of the content of the Business Plan, material conditions precedent thereto, the process of preparation thereof, and other factors, no circumstance has occurred that would require the Special Committee to change its judgment that the Business Plan is reasonable as a business plan that is used as a basis for the valuations of shares performed by Daiwa Securities and Plutus Consulting, and since September 9, 2025, the date on which the share valuation reports were prepared by Daiwa Securities and Plutus Consulting, respectively, no subsequent event, etc. has occurred that would require the Business Plan to be amended. In addition, according to Plutus Consulting, since September 9, 2025, the date on which the Share Valuation Report (Plutus Consulting) and the Fairness Opinion were prepared, there has been no change to the assumptions that would cause the content thereof to be changed, and according to Daiwa Securities, since September 9, 2025, the date on which the Share Valuation Report (Daiwa Securities) was prepared, there has been no change to the assumptions that would cause the content thereof to be changed.

In addition, the Tender Offer Price (3,105 yen) after the Third Tender Offer Price Change is more than twice the upper limit of the range (1,378 to 1,503 yen) calculated based on the market price analysis and even significantly exceeds the upper limit of the range (1,649 to 2,454 yen) calculated using the DCF method presented in the Share Valuation Report (Daiwa Securities). The Tender Offer Price (2,520 yen) after the Tender Offer Price Change is also more than twice the upper limit of the range (1,378 to 1,503 yen) calculated based on the market price analysis and even significantly exceeds the upper limit of the range (1,778 to 2,902 yen) calculated using

the DCF method presented in the Share Valuation Report (Plutus Consulting).

Furthermore, the Tender Offer Price (3,105 yen) after the Third Tender Offer Price Change not only exceeds the Tender Offer Price (1,960 yen) at the time of the commencement of the Tender Offer by 1,145 yen (representing approximately 58.42%) but also represents a premium of 106.59% to the closing price of the Company Shares (1,503 yen) on the TSE Prime Market as of September 9, 2025, the business day preceding the announcement of the scheduled commencement of the Tender Offer, a premium of 116.23% to the simple average closing price of 1,436 yen over the preceding one-month period, a premium of 118.35% to the simple average closing price of 1,422 yen over the preceding three-month period, and a premium of 125.33% to the simple average closing price of 1,378 yen over the preceding six-month period. Such premium is at a very high level in comparison to the premiums offered in 36 other tender offers for shares of target companies that are companies listed on the TSE Prime Market, where the Company is listed, intended to take the target company private through a management buyout (MBO) (excluding transactions where the initially announced tender offer failed, and the transaction was completed through the implementation of a subsequent tender offer) announced after June 28, 2019, when the Ministry of Economy, Trade and Industry published its “Guidelines on Fair M&A Practices,” and which were completed on or before September 9, 2025 (for which the mean premium was 43.17% as of the last business day preceding the announcement, 45.63% over the preceding one-month period, 46.77% over the preceding three month period, and 47.17% over the preceding six-month period, and the median premium was 40.85% as of the last business day preceding the announcement, 44.92% over the preceding one-month period, 46.46% over the preceding three month period, and 43.94% over the preceding six-month period).

Based on the above, it can be said that the Tender Offer Price (3,105 yen) after the Third Tender Offer Price Change is at a sufficiently high level.

## **(2) Comparison with the Terms of the Transactions Proposed by KKR**

According to the Tender Offeror, the acquisition of all permits and approvals, etc. under the competition laws in Japan and Vietnam that are required for the implementation of the Transaction has been completed and it will be possible to complete the Tender Offer at an early date.

On the other hand, according to KKR, as of February 2, 2026, it would take approximately two months to acquire the relevant permits and approvals for the Transactions Proposed by KKR in Vietnam, and accordingly, even if the KKR Tender Offer were to be commenced immediately, it is expected that more than two months would be required before settlement thereof.

## **(3) Summary**

In addition to the above, the Special Committee finds that there are no particular circumstances that would require it to change the result of its examinations in the Original Written Reports that concluded that the terms of the Transactions are fair.

Based on the above, it can be said that the Tender Offer after the Changes to Terms, Etc. provides the shareholders of the Company, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level.

### **3. Matters Regarding the Examination of the Fairness of the Procedures for the Transactions**

The Special Committee finds that there are no particular circumstances that would require it to change the result of its examinations in the Original Written Reports that concluded that the procedures for the Transactions are fair.

### **4. Conclusion**

Based on the above, the Special Committee considers it reasonable for the Company to continue to determine that the Transactions will contribute to the enhancement of the Company's corporate value, and further to determine that the Transactions will more greatly contribute to the enhancement of the Company's corporate value when compared to the Transactions Proposed by KKR. Therefore, the Special Committee should not change its opinion to the effect that the Company's board of directors should support the Tender Offer.

In addition, because the Tender Offer Price after the Third Tender Offer Price Change can be said to provide the Company's shareholders, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a sufficiently high price, on the premise that the Third Tender Offer Price Change is implemented, the Special Committee believes that the Original Opinion should be changed and that the Company's board of directors should recommend that the Company's shareholders tender their Company Shares in the Tender Offer.

Based on the above, the Special Committee should not change its opinion to the effect that it believes that the Transactions are fair to the Company's general shareholders.

## **IV. Reasons for the Opinion Regarding the Commissioned Matters (KKR)**

As stated above, while the Special Committee believes that the Company's board of directors should support the Tender Offer and, on the premise that the Third Tender Offer Price Change is implemented, should recommend that the Company's shareholders tender their Company Shares in the Tender Offer, because the KKR Tender Offer is in a competing relationship with the Tender Offer, the Special Committee believes that, if the Tender Offer Price Change is implemented, the Company's board of directors should not support the KKR Tender Offer.

In addition, the Special Committee also believes that the Transactions are preferable to the

Transactions Proposed by KKR from the perspective of being fair to the Company's general shareholders.

## **V. Supplementary Opinion in Light of the Course of Events up to Present and the Current Situation**

From the perspective of avoiding any impairment of the Company's corporate value resulting from prolongment or the like of the Transactions, and from the perspective of providing the Company's shareholders, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level, and thereby ensuring the common interests of its shareholders, the Company believes that, in connection with the Company's board of directors reaching a conclusion as to which of the Transactions (including the Tender Offer after the Changes to Terms, Etc., including the Third Tender Offer Price Change) and the Transactions Proposed by KKR would contribute more greatly to the Company's corporate value and, in turn, the common interests of its shareholders, the Company should terminate the Procedures. In addition, in connection with the termination of the Procedures, the Company intends to request KKR to destroy the confidential information disclosed by the Company in accordance with the confidentiality agreement provided by KKR to the Company.

In this regard, as stated in section II, 2. above, at the time of the commencement of the Tender Offer, the Tender Offer Period was set at 30 business days from September 26, 2025 to November 10, 2025. However, the Tender Offer Period was extended multiple times thereafter and it has now been extended for a total of 90 business days until February 12, 2026, which significantly exceeds the statutory principle maximum tender offer period of 60 business days. As such an unstable situation has continued for a prolonged period, within the Company as well, and management resources of the Company that should otherwise have been devoted to the growth of the Company's business have, over an extended period, been diverted to the Procedures and the Transactions, as well as the examination of the Transactions Proposed by KKR, resulting in no small delay in the Company's initiatives to improve its business. In addition, employees of the Company Group have voiced concerns regarding being placed in an unstable position for any further extended period, giving rise to the risk of retrenchment, and concerns have also been expressed by other stakeholders of the Company Group, including its business partners.

Furthermore, if, going forward, the Tender Offeror or KKR were to take the Company Shares private at a price even higher than the Tender Offer Price, there are concerns that, due to the nature of CVC and KKR as private equity funds, the Company's financial condition could be adversely affected after the completion of the Transactions or the Transactions Proposed by KKR by, among other things, an increase in debt capital in the Company's capital structure (including any recapitalization from equity to debt capital that may be implemented after the completion of the Transactions or the Transactions

Proposed by KKR), leading to the risk of restricted funds available for the Company's business operations and its breach in financial covenants. In addition, as described in section II, 4. above, the Company's CxOs had expressed a desire to continue to hold the Company's real estate, including the Company's head office and the Fukusaki Plant, in order to avoid risks that could hinder the Company's medium- to long-term business operations. Notwithstanding such intention, KKR, in the LOI Dated January 13, 2026, presented the KKR Price Proposal premised on the securitization of such real estate assets. In response thereto, the Tender Offeror also amended its business plan in connection with the Third Tender Offer Price Change to assume that the Real Estate Securitization would be carried out after the implementation of the Transactions. In light of such circumstances, if the Procedures were to be continued, it cannot be ruled out that, in addition to the Real Estate Securitization, measures such as the sale of the Company's business or the sale of business assets that are indispensable to the Company's business could be considered. Such measures could not only impede the implementation of the Company's sustainable and stable growth strategy and narrow the range of the Company's business options, but could also increase the Company's default risk, and therefore may have an adverse effect on the Company's business operations and management.

In light of the above factors, the continuation of the current unstable situation going forward due to the Procedures may hinder the conduct of business by the Company and could possibly result in the impairment of the Company's corporate value.

On the other hand, with respect to the Transactions, which are considered to contribute to the enhancement of the Company's corporate value to an even greater extent than the Transactions Proposed by KKR, the Tender Offeror has now proposed the Tender Offer Price after the Third Tender Offer Price Change. The Tender Offer Price after the Third Tender Offer Price Change can be said to be a price at a sufficiently high level when considered from various perspectives, including the Share Valuation Report (Plutus Consulting), the Fairness Opinion, the Share Valuation Report (Daiwa Securities), and comparisons with premium levels in similar MBO transactions.

In addition, while the KKR Price Proposal is based on the LOI Dated January 13, 2026 submitted by KKR, which constitutes the only legally-binding letter of intent (binding offer) proposed in the Procedures, as described above, the LOI Dated January 13, 2026 was submitted at a timing determined at KKR's discretion after the lapse of the Submission Deadline (December 24, 2025) communicated by the Company to KKR. In light of these circumstances, it can be said that KKR was provided with, and availed itself of, a sufficient period for consideration in making its proposal with a view to maximizing the Company's corporate value and, in turn, the shareholder value. Moreover, as described above, the Company and the Special Committee reached the conclusion stated in the Report as a result of the examination of the KKR Proposal through multiple rounds of written questions to KKR and multiple meetings, discussions, or the like with KKR.

Comprehensively taking into consideration the course of events up to present and the current

situation as detailed above, from the perspective of avoiding impairment of the Company's corporate value due to the prolongment or the like of the Transactions, and from the perspective of providing the Company's shareholders, earlier and with greater certainty, with a reasonable opportunity to sell their Company Shares at a price that is at a sufficiently high level and thereby ensuring the common interests of its shareholders, the Special Committee considers it preferable that the Company terminate the Procedures in connection with the expression of its opinion based on this Fourth Additional Written Report. In addition, given that the Procedures are to be terminated, the Special Committee also believes that it would not be an unreasonable response for the Company to request KKR to destroy any confidential information disclosed by the Company in accordance with the confidentiality agreement provided by KKR to the Company.

## **VI. Assumptions**

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

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

the submission date.

- e) All of the materials on which the valuation of the Tender Offer Price has been conducted are true and correct in all material respects and free from any false statements or errors.

End