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Securities identification code: 7451

Date of issuance: August 13, 2025

Start date of measures for electronic provision: August 7, 2025

To our shareholders:

Yutaka Kyoya
Representative Director
Mitsubishi Shokuhin Co., Ltd.
1-1, Koishikawa 1-chome, Bunkyo-ku, Tokyo, Japan

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the Extraordinary General Meeting of Shareholders of Mitsubishi Shokuhin Co., Ltd. (the “Company”), which will be held as described below.

In convening this Ordinary General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

https://www.mitsubishi-shokuhin.com/ir/stock/shareholders_meeting/ (in Japanese)



Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/7451/25278393/> (in Japanese)



If you do not attend the meeting in person, you may exercise your voting rights by postal mail or by the Internet, etc. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders, by 5:30 p.m., Wednesday, August 27, 2025 (Japan Standard Time).

- 1. Date and Time:** Thursday, August 28, 2025 at 1:00 p.m. (Japan Standard Time)
(Reception begins at noon)
- 2. Venue:** Bunkyo Garden Gatetower, 11th Floor, Meeting Room of the Company
1-1, Koishikawa 1-chome, Bunkyo-ku, Tokyo, Japan
- 3. Purposes:**
Items to be resolved:
 - Proposal 1:** Consolidation of shares
 - Proposal 2:** Partial amendments to the Articles of Incorporation

Other matters regarding the convocation of the general meeting of shareholders

- For this General Meeting of Shareholders, paper-based documents stating the matters subject to measures for electronic provision are sent to all shareholders regardless of whether or not they have requested delivery of paper-based documents.
- If attending the meeting in person, please present the enclosed voting form at the reception desk. Please also bring this notice as reference materials.
- When exercising voting rights by proxy, the proxy will be required to present documentary proof of his or her authority to exercise your voting rights in addition to the shareholder's voting form at the reception desk. In accordance with the provisions of Article 17 of the Company's Articles of Incorporation, the proxy shall be limited to another shareholder with voting rights.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each website mentioned above.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Consolidation of shares

1. Purpose and reasons for consolidation of shares

As announced in the “Notice of Opinion in Support of the Tender Offer for Shares of the Company by Mitsubishi Corporation, the Controlling Shareholder, and Recommendation to Tender” (including revisions made pursuant to the “(Revision) Partial Revision to the Notice of Opinion in Support of the Tender Offer for Shares of the Company by Mitsubishi Corporation, the Controlling Shareholder, and Recommendation to Tender” disclosed on June 12, 2025; the “**Opinion Press Release**”) disclosed by the Company on May 8, 2025, Mitsubishi Corporation (the “**Offeror**”) conducted a tender offer for the Company’s common shares (the “**Company Shares**”) with a tender offer period of 43 business days from May 9 to July 8, 2025 (the “**Tender Offer Period**”) (the “**Tender Offer**”).

Additionally, as announced in the “Notice of Result of Tender Offer for Shares of the Company by Mitsubishi Corporation, the Controlling Shareholder” disclosed by the Company on July 9, 2025 (the “**Tender Offer Result Press Release**”), as a result of the Tender Offer, the Offeror acquired 38,842,280 shares (ownership ratio (Note 1): 89.22%) of the Company Shares as of July 15, 2025, which is the commencement date for settlement of the Tender Offer.

Subsequently, as described above, the Tender Offer was completed. However, since the Offeror was unable to acquire all of the Company Shares (excluding the Company Shares held by the Offeror and treasury shares held by the Company) through the Tender Offer, as stated in the Opinion Press Release, the Company, at the request of the Offeror, resolved to submit to this Extraordinary General Meeting of Shareholders a proposal to conduct a consolidation of shares, whereby 4,694,921 shares of the Company Shares will be consolidated into one share (the “**Share Consolidation**”) as described in “(1) Ratio of consolidation” under “2. Matters listed in each item of Article 180, paragraph (2) of the Companies Act” below, in order to make the Offeror the sole shareholder of the Company.

As a result of the Share Consolidation, the number of shares of the Company Shares held by shareholders other than the Offeror is expected to be less than one share.

(Note 1) “Ownership ratio” means the percentage (rounded to two decimal places; the same shall apply hereinafter to all references to the ownership ratio) of the number of shares (43,535,654 shares), calculated by subtracting the number of the treasury shares owned by the Company as of March 31, 2025 stated in the “Consolidated Financial Results for the Fiscal Year Ended March 31, 2025 (Japanese GAAP)” released by the Company on May 8, 2025 (the “**Company’s Financial Results**”) (1,546 shares; the number of such treasury shares does not include 160,724 shares of the Company Shares held by the Board Incentive Plan (BIP) Trust (the “**BIP Trust**”) as of the same date from the total number of issued shares as of the same date stated in the Company’s Financial Results (43,537,200 shares).

As announced in the Opinion Press Release, on February 3, 2025, the Company received the Letter of Intent from the Offeror regarding a series of transactions that includes its interest in commencing the Tender Offer in early May 2025 to make the Company a wholly-owned subsidiary, where the shareholders of the Company will solely be the Offeror (the “**Transactions**”), as part of the important measures to achieve medium-to-long-term and sustainable growth of the Company and maximize its corporate value and shareholder value. In response to this, in considering the Transactions and discussing and negotiating with the Offeror regarding the Transactions, the Company immediately commenced establishing a framework to consider, negotiate and make a decision regarding the Transactions from a standpoint independent from the Offeror and from the perspective of enhancing the corporate value of the Company and ensuring the interests of the Company’s minority shareholders, in order to address the issues arisen from the facts that the Offeror is the controlling shareholder (parent company) of the Company, that the Transactions constitute material transactions, etc. with a controlling shareholder, and that the Transactions fall under a category of transactions in which there

typically exist issues related to structural conflicts of interest and asymmetric information and to ensure the fairness of the Transactions.

Specifically, as stated in “(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee,” “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest,” “3. Matters concerning the reasonableness of the provisions regarding the matters listed in Article 180, paragraph (2), items (i) of the Companies Act” below, from early February 2025, the Company proceeded with preparation for the establishment of a special committee and, by resolution of its Board of Directors dated February 25, 2025, established a special committee (the “**Special Committee**”), consisting of five members, Masahiro Yoshikawa (Independent Outside Director of the Company), Tamaki Kakizaki (Independent Outside Director of the Company, Professor in the School of Law, Meiji University, Outside Director of Keikyu Corporation, Outside Director of The Akita Bank, Ltd. and Outside Director who is an Audit and Supervisory Committee Member of Japan Airport Terminal Co., Ltd.), Kimiko Kunimasa (Independent Outside Director of the Company and Outside Director of Alfresa Holdings Corporation), Hiroko Kawasaki (Independent Outside Director of the Company, Member of the Labor Policy Council of the Ministry of Health, Labour and Welfare, Outside Director (Chairperson of the Board of Directors) of ENEOS Holdings, Inc. and Outside Director of THK CO., LTD.) and Yoshiharu Ojima (Independent Outside Audit & Supervisory Board Member of the Company and attorney at law at IKEDA & SOMEYA), who are all members of the Group Transaction Committee of the Company. For the composition of the Special Committee, the authority it was granted, and the process of its consideration and the details of its decisions, please refer to “(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee,” “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest,” “3. Matters concerning the reasonableness of the provisions regarding the matters listed in Article 180, paragraph (2), items (i) of the Companies Act” below.

In addition, by the resolution of its Board of Directors on February 25, 2025, the Company appointed SMBC Nikko Securities Inc. (“**SMBC Nikko Securities**”) as its financial advisor and third-party appraiser independent of the Offeror and the Company, and Shimada Hamba & Osajima as its legal advisor. As stated in “(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee,” “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest,” “3. Matters concerning the reasonableness of the provisions regarding the matters listed in Article 180, paragraph (2), items (i) of the Companies Act” below, the Special Committee approved the appointment of SMBC Nikko Securities as the Company’s financial advisor and third-party appraiser, and Shimada Hamba & Osajima as the Company’s legal advisor, after confirming that there is no problem with their independence and expertise.

Furthermore, as stated in “(VI) Establishment by the Company of independent internal framework,” “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest,” “3. Matters concerning the reasonableness of the provisions regarding the matters listed in Article 180, paragraph (2), items (i) of the Companies Act” below, the Company, by a resolution of its Board of Directors dated February 25, 2025, established an internal organizational framework for consideration, negotiation and decision-making in respect of the Transactions (including the scope of officers and employees of the Company involved in consideration, negotiation and decision-making concerning the Transactions, and their duties), and obtained the Special Committee’s confirmation that there is no problem with such internal framework from the perspective of independence and fairness.

After establishing the framework for consideration as described above, the Company received a report from SMBC Nikko Securities regarding the results of the valuation of the Company Shares, advice regarding the negotiation policy with the Offeror and other advice from a financial perspective, as well as guidance and other legal advice from Shimada Hamba & Osajima regarding measures to ensure the fairness of the procedures in the Transactions. Based on the above, and, while respecting to the maximum extent possible the content of the Special Committee’s opinion, the Company carefully discussed and considered whether or not the Transactions should be implemented and the appropriateness of the terms and conditions of the Transactions.

In addition, since the establishment of the Special Committee by the resolution of the Board of Directors on February 25, 2025, the Company continuously discussed and negotiated the terms and conditions of the Transactions, including the purchase price per share of the Company Shares in the Tender Offer (the “**Tender Offer Price**”).

Specifically, on March 5, 2025, the Company and the Special Committee (i) sent written questions to the Offeror regarding the purpose and reason for implementation of the Transactions, the advantages and disadvantages expected to arise from the Transactions, the management policy and governance after the Transactions, the details of the structure and the timing of the Transactions, etc., and (ii) requested a response and explanation at the Special Committee meeting. The Company and the Special Committee received a written response to those questions from the Offeror on March 11, 2025, and, at the Special Committee meeting held on March 12, 2025, the Company and the Special Committee received responses to and explanations for the questions and held a question-and-answer session and discussion. Subsequently, based on the discussion with the Offeror, for the purpose of deepening the understanding on the significance of the Transactions, the Special Committee conducted an interview on March 13, 17 and 21 with Yutaka Kyoya (Representative Director, President and Chief Executive Officer of the Company), Koichi Enomoto (Director of the Company), Koji Tamura (Director of the Company) and Hirohide Hosoda (Director of the Company), who are not involved in the Transactions in their capacity as officers of the Company. Furthermore, based on the discussions with the Offeror and the interview with Yutaka Kyoya (Representative Director, President and Chief Executive Officer of the Company), Koichi Enomoto (Director of the Company), Koji Tamura (Director of the Company) and Hirohide Hosoda (Director of the Company) on March 14, the Company and the Special Committee provided additional written questions to the Offeror regarding the purpose and reason for implementation of the Transactions, the procedures and the conditions of the Transactions, etc. On March 18, the Company and the Special Committee provided additional written questions mainly regarding business synergies and the governance structure and human resource allocation after the Transactions, etc. The Company and the Special Committee received written responses to these questions on March 20 and 24, respectively, and at the Special Committee meeting held on March 25, the Company and the Special Committee held a question-and-answer session and discussion in response to the answers to the questions.

In addition, since April 2, 2025, the Company and the Special Committee have held several negotiations with the Offeror regarding the Tender Offer Price. Specifically, on April 2, 2025, the Company and the Special Committee received from the Offeror the First Proposal with the Tender Offer Price of 5,200 yen, for which the Offeror comprehensively considered, among other things, the information obtained through the due diligence conducted by the Offeror on the Company, the share value analysis of the value of the Company Shares conducted by Nomura Securities Co., Ltd. (“**Nomura Securities**”), the Offeror’s third-party appraiser, the trends in the market price of the Company Shares, the expected volume of the tenders under the Tender Offer and the results of the share value analysis of the Company Shares conducted by the Offeror. In response, on April 3, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Tender Offer Price in the First Proposal did not fully reflect the Company’s intrinsic value and was far from a standard that takes into account the interests of the Company’s minority shareholders.

On April 10, 2025, the Company and the Special Committee received from the Offeror the Second Proposal with the Tender Offer Price of 5,400 yen. However, on April 11, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Tender Offer Price even in the Second Proposal did not fully reflect the Company’s intrinsic value and was far from a standard that takes into account the interests of the Company’s minority shareholders.

On April 14, 2025, the Company and the Special Committee received from the Offeror the Third Proposal with the Tender Offer Price of 5,600 yen. However, on April 15, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Company and the Special Committee believed that the Tender Offer Price even in the Third Proposal did not fully reflect the Company’s intrinsic value and was far from a standard that takes into account the interests of the Company’s minority shareholders, and the Company and the Special Committee were not able to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.

On April 18, 2025, the Company and the Special Committee received from the Offeror the Fourth Proposal with the Tender Offer Price of 5,800 yen. However, on April 20, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Company and the Special Committee believed that the Tender Offer Price even in the Fourth Proposal did not fully reflect the Company’s intrinsic value and was far from a standard that takes into account the interests of the Company’s minority shareholders, and the Company and the Special Committee were not able to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.

On April 22, 2025, the Company and the Special Committee received from the Offeror the Fifth Proposal with the Tender Offer Price of 5,900 yen. However, on April 24, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Company and the Special Committee believed that the Tender Offer Price even in the Fifth Proposal did not fully reflect the Company's intrinsic value and was far from a standard that takes into account the interests of the Company's minority shareholders, and the Company and the Special Committee were not able to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.

On April 25, 2025, the Company and the Special Committee received from the Offeror the Sixth Proposal with the Tender Offer Price of 6,020 yen. However, on April 26, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Company and the Special Committee believed that the Tender Offer Price even in the Sixth Proposal did not fully reflect the Company's intrinsic value and was far from a standard that takes into account the interests of the Company's minority shareholders, and the Company and the Special Committee were not able to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.

On April 28, 2025, the Company and the Special Committee received from the Offeror the Seventh Proposal with the Tender Offer Price of 6,150 yen. However, on the same date, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Company and the Special Committee believed that the Tender Offer Price even in the Seventh Proposal did not fully reflect the Company's intrinsic value and was far from a standard that takes into account the interests of the Company's minority shareholders, and the Company and the Special Committee were not able to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.

On May 1, 2025, the Company and the Special Committee received from the Offeror the Eighth Proposal with the Tender Offer Price of 6,200 yen. However, on May 2, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Company and the Special Committee believed that the Tender Offer Price even in the Eighth Proposal did not fully reflect the Company's intrinsic value and was far from a standard that takes into account the interests of the Company's minority shareholders, and the Company and the Special Committee were not able to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.

On May 4, 2025, the Company and the Special Committee received from the Offeror the Ninth Proposal with the Tender Offer Price of 6,240 yen. However, on May 5, 2025, the Company and the Special Committee requested the Offeror to reconsider the Tender Offer Price on the grounds that the Company and the Special Committee believed that the Tender Offer Price even in the Ninth Proposal did not fully reflect the Company's intrinsic value and was far from a standard that takes into account the interests of the Company's minority shareholders, and the Company and the Special Committee were not able to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares.

On May 6, 2025, the Company and the Special Committee received from the Offeror the Tenth Proposal with the Tender Offer Price of 6,250 yen. At the Offeror's request, the Company and the Special Committee held an in-person meeting with the Offeror on May 7, 2025. In the course of this meeting, the Company and the Special Committee requested the Offeror to further raise the Tender Offer Price, and received from the Offeror the Eleventh Proposal with the Tender Offer Price of 6,270 yen. However, the Company and the Special Committee once again stated that they were unable to express an opinion in support of the Tender Offer or recommend that shareholders tender their shares, and requested a further increase in the Tender Offer Price. In response, the Company and the Special Committee received from the Offeror the Twelfth Proposal with the Tender Offer Price of 6,340 yen, and after reviewing the proposal, the Special Committee responded to the Offeror indicating its acceptance of the Tender Offer Price of 6,340 yen, and the parties reached an agreement.

Under the above circumstances, the Company carefully considered and discussed at the Board of Directors meeting held on May 8, 2025, whether the Transactions, including the Tender Offer, will contribute to the improvement of the corporate value of the Company and whether the terms and conditions of the Transactions, including the Tender Offer Price, are appropriate based on legal advice received from Shimada Hamba & Osajima, advice from a financial perspective from SMBC Nikko Securities and the content of the share valuation report regarding the Company Shares submitted by SMBC Nikko Securities as of May 7, 2025 (the **"Company's Share Valuation Report (SMBC Nikko Securities)"**), while respecting to the maximum

extent possible the content of the decision by the Special Committee shown in a report submitted by the Special Committee as of May 8, 2025 (the “**Report**”).

The Company believes that, in order to continue to have a presence in the distribution industry in the future and realize a sustainable society through the food business even though the industries that deal with food products are said to be less susceptible to economic trends, it is important to fully utilize management resources of the Offeror Group (the Offeror and its 872 subsidiaries and 380 equity method affiliates (as of September 30, 2024); the same shall apply hereinafter.) and to speedily evolve and reform the Company’s management.

However, as the Offeror and the Company currently operate as independent listed companies and there are structural conflicts of interest, the Company received explanations from the Offeror indicating that there is a possibility that the Offeror’s shareholders may question the appropriateness of the Offeror supporting the Company’s growth to a greater extent than it currently does. Further, the Company also believes that maintaining the current capital relationship, which involves conflicts of interest between the Offeror and the Company’s minority shareholders, could make it difficult for the Company to protect the interests of the Company’s minority shareholders and become a constraint, which may cause making decisions and adjusting interests to take time when advancing the business relationship between both companies, including mutual utilization of management resources.

Based on the business environment surrounding the Company, the Company believes that the Offeror making the Company a wholly-owned subsidiary through the Transactions, eliminating the structural conflicts of interest between the Offeror and the Company’s minority shareholders and enabling the Offeror to further invest management resources in the Company will contribute to the early achievement of the quantitative targets set forth in “MS Vision 2030” (the “**Company’s Medium-term Plan**”) and the creation of the synergies described below.

- (1) Further expansion of earnings in the food wholesale business through utilization of digital technologies and cooperation

The Company launched a project to reform its core IT system, MILAI, and strengthened its overall food wholesale operations, aiming to create new value by building an ecosystem that promotes the utilization of data and applications that transcend organizational barriers. The Company believes that it will realize further improvement of supply chain efficiency and the optimization of delivery and warehouse operations by utilizing knowledge of up-to-date technologies held by the Offeror Group for the data obtainable from transactions between the Company and retailers, food service operators, and manufacturers. In addition, the Company believes that it will be able to utilize the security and digital expertise held by the Offeror Group in handling the increasing information security risks due to the diversification of data and the expansion of the scope of data coordination. Moreover, the Company believes that it will be able to refine the marketing functions that it provides by promoting strategic partnerships with leading-edge technology companies by utilizing the Offeror Group’s network, which will lead to differential advantage.

In addition, the Company believes that cooperation with the food-related companies in the Offeror Group, such as food manufacturers and packaging material manufacturers will lead to the expansion of its ability to develop and propose retail store PB (Note 2). Furthermore, as a unique initiative between the retailers in which the Offeror invested and the Offeror Group companies, it will be possible to (i) collaborate in marketing fields, such as product planning and sales promotion planning, (ii) improve efficiency in logistics, such as delivery time and frequency and site policies, and (iii) reduce back-office operations through data linkage.

The Company believes that such initiative will further strengthen its relationship with retailers and enable it to increase its market share, which will lead to further expansion of earnings in the food wholesale business.

- (Note 2) “Retail store PB” refers to private brand products that are planned, developed and sold independently by retailers.

(2) Capturing steady achievement of growth businesses and expanding their areas

(i) Logistics business

In November 2024, the Company established Best Logistics Partners Corporation and promoted the logistics business as a new pillar of its business through attempting to create a sustainable “consumer goods demand chain that goes beyond food wholesale” which leads to the solution of social issues by combining the operational know-how and on-site management capabilities in logistics that the Company has cultivated over many years with digital technologies that it has been focusing on introducing in recent years, and by further developing its business in areas other than food products. By utilizing the network of the Offeror Group in addition to this, the Company believes that business expansion such as collaborating in logistics with non-food companies and taking in upstream logistics can be speedily achieved by utilizing the Offeror Group’s network. Further, the Company believes that utilization of the Company’s advanced 3PL capabilities and cold chain management technology and the Offeror Group’s global network will enable them to develop their overseas frozen and chilled distribution business, the market for which is expanding in line with the increase in consumption of frozen and chilled foods.

(ii) Functional development business (DD marketing, overseas)

In the Company’s Medium-term Plan, the functional development business is viewed as an important growth driver. In the DD (Data x Digital) marketing business, which is one of these businesses, the Company expects to promote cooperation with major advertising agencies and leading retail media companies, and expand its sales channels by utilizing the Offeror Group’s network, and also believes that it will be possible to speedily promote M&As of retail tech companies by accepting the dispatch of personnel with the vision and ability to implement the initiatives from the Offeror.

In its overseas business, based on the concept of “exporting Japanese food culture to the world,” the Company is promoting the establishment of its business mainly in the U.S., Europe and ASEAN regions from the perspective of the characteristics of each country’s markets and its growth potential, targeting the food supply chain as a whole without limiting business areas, such as the manufacturing, wholesale, retail and food service. In the uncertain macro-environment in overseas markets, including geopolitical factors, and in a business environment that is yielding inorganic change across industries, the Company believes that, in addition to its food-related expertise, etc., it will contribute to the promotion of smooth capture of demand in overseas markets to utilize the Offeror Group’s business base overseas, knowledge gained from the business development overseas including M&A, global network and personnel who are familiar with the methods for establishing governance in overseas portfolio companies, and the business practices and laws and regulations of each country.

(iii) Brand development business

The Company believes that it will be able to expand the original domestic products developed by the Company by strengthening cooperation with the food-related companies of the Offeror Group, to expand the lineup of imported overseas product brands by utilizing the Offeror Group’s global network more than ever before and thereby to sell products with higher profit margins than ever before.

(3) Strengthening human capital (development of human resources)

The Company believes that in order to implement the growth strategy set forth in the Company’s Medium-term Plan it is essential to secure and develop human resources with expertise in digital and overseas businesses, legal and tax matters related to the promotion of new businesses, business management and consolidated management. The Company has conducted personnel exchanges with the Offeror Group in areas such as information systems, logistics, marketing, overseas business and brand development so far; however, such personnel exchanges will be operated to a limited extent from the standpoint of the independence of the Company and the necessity to consider the interests of the minority shareholders, in light of the fact that the Company and the Offeror are listed companies. The Company believes that if the Company becomes a wholly-owned subsidiary of the Offeror through the Transactions, further personnel exchanges will be possible, which will enable the Company to receive personnel dispatches from the Offeror in areas where the Company’s employees lack experience and will provide them with

opportunities to gain overseas experience or expertise in business management, M&A, digital technologies, etc. of the Offeror Group. The Company also believes that this will facilitate the skill enhancement of its employees, secure and develop specialized personnel essential for the implementation of its growth strategies and ultimately enhance its collective capabilities.

On the other hand, as there were concerns about the negative impact on its business partners and other stakeholders and the possibility of a decline in employee motivation due to the decline in its brand power as a listed company as a result of its privatization through the Transactions, the Company asked the Offeror to explain its response and received an explanation from the Offeror to the effect that the Offeror believes that since sufficient relationships of trust between the Company and its business partners have already been established and the possibility of losing existing business relationships due to delisting is considered to be extremely limited, the delisting will not result in the loss of social trust and name recognition accumulated by the Company through its previous business operations, but rather such social trust and name recognition is expected to be maintained or even enhanced both in Japan and overseas by becoming a wholly-owned subsidiary of the Offeror, thereby further enhancing the Company's corporate value.

Based on the above explanations, the Company believes that, assuming that the business of the Company will be operated after the Transactions based on the Offeror's explanations, the Company's privatization as a result of the Transactions will be acceptable to the Company business partners, employees and other stakeholders as the negative impact on its business partners and other stakeholders and the possibility of a decline in employee motivation due to the decline in its brand power as a listed company is limited.

As described in "(II) Matters concerning the method of handling fractional shares less than one share, the amount of money expected to be delivered to shareholders as a result of such handling, and the appropriateness of such amount," "(2) Basis for the amount of money expected to be delivered to shareholders as a result of the handling of fractional shares due to the consolidation of shares, etc.," "3. Matters concerning the reasonableness of the provisions regarding the matters listed in Article 180, paragraph (2), items (i) of the Companies Act" below, the Company concluded that the Tender Offer Price secures the interests to be enjoyed by the Company's minority shareholders and provides the Company's minority shareholders with a reasonable opportunity to sell the Company Shares on reasonable terms and conditions.

Given the above, the Company has determined that the Transactions will contribute to the enhancement of the Company's corporate value, and that the terms and conditions of the Transactions, including the Tender Offer Price, are appropriate, and the Company resolved at the Board of Directors meeting held on May 8, 2025 to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares in the Tender Offer.

For the details of the decision-making process of the Board of Directors, please refer to "(VII) Approval of all disinterested Directors and non-dissenting opinions of all disinterested Audit & Supervisory Board Members of the Company," "(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest," "3. Matters concerning the reasonableness of the provisions regarding the matters listed in Article 180, paragraph (2), items (i) of the Companies Act" below.

For the details of the Transactions, please refer to the Opinion Press Release and the Tender Offer Result Press Release.

2. Matters listed in each item of Article 180, paragraph (2) of the Companies Act

(1) Ratio of consolidation

4,694,921 shares of the Company Shares are to be consolidated into one share.

(2) Effective date of consolidation of shares

September 30, 2025

(3) Total number of shares authorized to be issued on the effective date

9 shares

3. Matters concerning the reasonableness of the provisions regarding the matters listed in Article 180, paragraph (2), items (i) of the Companies Act

The ratio of consolidation of the Share Consolidation is to consolidate 4,694,921 shares of the Company Shares into one share. The Company deems that the ratio of consolidation of the Share Consolidation is reasonable considering that the Share Consolidation is to be conducted to make the Offeror the sole shareholder of the Company, and that the Tender Offer conducted as a part of the Transactions through the processes described in “1. Purpose and reasons for consolidation of shares” above was completed, and taking into account each matter listed below.

(1) Method of handling fractional shares less than one share and the amount of money expected to be delivered to shareholders as a result of such handling

(I) Whether the treatment under Article 235, paragraph (1) of the Companies Act or the treatment under Article 234, paragraph (2) of the said Act as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the said Act is planned, and the reasons therefor

As described in “1. Purpose and reasons for consolidation of shares” above, by the Share Consolidation, the number of the Company Shares owned by the shareholders other than the Offeror is scheduled to become fractional shares less than one share. Regarding the fractional shares less than one share resulting from the Share Consolidation, the shares of a number equivalent to the total number of such fractional shares (if there are fractional shares less than one share in the total number thereof, such fractional shares shall be disregarded) shall be sold, and the proceeds from the sale shall be delivered to the shareholders depending on the fractions of shares held. With regard to the sale in question, the Company plans to sell to the Offeror the shares with the permission of the court, in accordance with the provisions of Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the said Act, considering that the Share Consolidation is part of the Transactions, which is intended to make the Offeror the sole shareholder of the Company, that the Company Shares are scheduled to be delisted on September 26, 2025, and will become shares without a market price, and that it is considered that a purchaser is unlikely to appear through an auction.

If the above permission of the court is obtained as scheduled, the sales amount in such case is scheduled to be set at a price that will result in the delivery of money equivalent to the amount obtained from multiplying 6,340 yen, which is the same amount as the Tender Offer Price, by the number of the Company Shares owned by the shareholders described in the Company’s final shareholder registry as of September 29, 2025, which is the day before the effective date of the Share Consolidation. However, in cases such as where court approval cannot be obtained or fraction adjustments are necessary for calculation purposes, the actual amount delivered may differ from the above amounts.

(II) Name of person expected to purchase shares subject to sale

Mitsubishi Corporation

- (III) Method by which the person expected to purchase shares subject to sale secures funds to pay the sale price, and the reasonableness of the method

The Offeror is scheduled to provide for the funds required for the acquisition of the Company Shares equivalent to the total number of fractional shares resulting from the Share Consolidation through borrowings from MUFG Bank, Ltd. (“**MUFG Bank**”). The Company has confirmed the method of securing funds by the Offeror by confirming the loan certificate dated May 8, 2025, issued by MUFG Bank, which was submitted as an attachment to the tender offer statement for the Tender Offer. Also, according to the Offeror, there have been no events that would obstruct the payment of the sales price for the Company Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation, and the Offeror is not aware of any possibility of such events occurring in the future.

Accordingly, the Company has determined that the method of securing funds by the Offeror to pay for the sale of the Company Shares equivalent to the total number of fractional shares less than one share is reasonable.

- (IV) Expected timing of sale and expected timing of delivery of sales proceeds to shareholders

The Company plans to file a petition for permission with the court to sell the Company Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation and to have the Offeror purchase such Company Shares, in accordance with the provisions of Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the said Act, by late October 2025. While the timing of obtaining such permission may change depending upon such matters as the circumstances of the court, the Company plans to obtain the permission of the court and sell the Company Shares through a tender offer by the Offeror by late November 2025, and thereafter, upon making preparations required to deliver the proceeds obtained by such sale to the shareholders, to sequentially deliver the proceeds to the shareholders from mid-January to mid-February 2026.

Taking into consideration the time period required for the series of procedures from the effective date of the Share Consolidation till the sale, as described above, the Company has determined that the sale of the Company Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation is prospected to be made, and delivery of the proceeds is prospected to be made to the shareholders, at the respective timings.

- (2) Basis for the amount of money expected to be delivered to shareholders as a result of the handling of fractional shares due to the consolidation of shares, etc.
- (I) Matters that were considered to not harm interest of shareholders other than parent company, etc. if there is such parent company, etc.

While the Share Consolidation is to be conducted as the second step of the so-called two-step acquisition after the Tender Offer, considering that the Offeror is a controlling shareholder (parent company) of the Company, that the Transactions, including the Tender Offer, constitute material transactions, etc. with a controlling shareholder, and that the Transactions fall under a category of transactions in which there typically exist issues related to structural conflicts of interest and asymmetric information, the Offeror and the Company have taken the measures described in “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest” below to address these issues and ensure the fairness of the Tender Offer.

- (II) Matters concerning the method of handling fractional shares less than one share, the amount of money expected to be delivered to shareholders as a result of such handling, and the appropriateness of such amount

As described in “(1) Method of handling fractional shares less than one share and the amount of money expected to be delivered to shareholders as a result of such handling” above, the amount of money expected to be delivered to shareholders as a result of the handling of fractional shares is scheduled to be

an amount multiplying 6,340 yen, which is the same amount as the Tender Offer Price, by the number of the Company Shares owned by the shareholders.

The Company concluded that the Tender Offer Price secures the interests to be enjoyed by the Company's minority shareholders and provides the Company's minority shareholders with a reasonable opportunity to sell the Company Shares on reasonable terms and conditions for the following reasons.

- a. Measures to ensure the fairness of the terms and conditions of the Transactions (including the Tender Offer Price) described in “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest” below have been fully taken, and the Tender Offer Price is a price agreed upon through sincere negotiations with the Offeror under the substantial involvement of the Special Committee.
- b. The Tender Offer Price is, out of the results of the valuation of the Company Shares calculated by SMBC Nikko Securities, in excess of the upper limit of the calculation results using the market price method and the comparable listed company method and within the range of the calculation results using the discounted cash flow method (the “**DCF method**”) as described in “(V) Obtainment by the Company of share valuation report from independent financial adviser and third-party appraiser” under “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest” below.
- c. The Tender Offer Price is, out of the results of the valuation of the Company Shares calculated by PLUTUS CONSULTING Co., Ltd. (“**Plutus**”), in excess of the upper limit of the calculation results using the market price method and the comparable listed company method, and within the range of the calculation results using the DCF method as described in “(III) Obtainment by the special committee of share valuation report and fairness opinion from independent financial adviser and third-party appraiser” under “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest” below. In addition, the Special Committee obtained a fairness opinion from Plutus stating that the Tender Offer Price of 6,340 yen is fair to the minority shareholders of the Company from a financial point of view as described in “(III) Obtainment by the special committee of share valuation report and fairness opinion from independent financial adviser and third-party appraiser” under “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest” below.
- d. With respect to the Tender Offer Price, it is determined that the appropriateness of the terms and conditions of the Transactions (including the Tender Offer Price) is secured in the Report obtained from the Special Committee as described in “(iii) Details of the decision,” “(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee,” “(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest” below.
- e. The Tender Offer Price of 6,340 yen has been set by adding a premium of (i) 17.19% on 5,410 yen, which was the closing price of the Company Shares on the Standard Market of the Tokyo Stock Exchange on May 7, 2025, the business day immediately preceding the announcement date of the Tender Offer (May 8, 2025), (ii) 23.37% on 5,139 yen, which was the simple average of the closing prices for the most recent one-month period, (iii) 27.18% on 4,985 yen, which was the simple average of the closing prices for the most recent three-month period, and (iv) 28.55% on 4,932 yen, which was the simple average of the closing prices for the most recent six-month period.

While the level of premium in the Tender Offer cannot be considered high compared to the average premium levels observed in 16 precedent tender offers (the “**Comparable Transactions**”) that were announced between June 28, 2019 (the date of the publication of the Ministry of Economy, Trade and Industry's “Fair M&A Guidelines”) and March 31, 2025, in which a parent company of a listed subsidiary with a market capitalization of 100 billion yen or more and a PBR of 1.0 or more aimed to acquire all shares of the subsidiary, it is not deemed unreasonable either. Specifically, the average premiums observed in the Comparable Transactions were: 29.39% on the closing price of the business day immediately preceding the announcement date, 32.41% on the simple average of the closing prices for the past one-month period, 33.72% for the past three-month period, and 33.60% for the past six-month period; and the respective medians were 28.10%, 34.55%, 35.73%, and 29.11%. Furthermore, when examining the distribution of premium rates in the Comparable

Transactions in 10-percentage-point intervals, it is observed that the most frequently occurring premium range was in the 20% range for the simple average closing prices over the past one-month (5 cases), three-month (5 cases), and six-month (6 cases) periods. In addition, there were two cases in which the premium on the closing price of the day immediately preceding the announcement date was in the 10% range. Based on the above, the premium level offered in the Tender Offer is not considered to be unreasonably low when compared to the Comparable Transactions. It should also be noted that the Tender Offer Price significantly exceeds the highest share price of the Company Shares (5,730 yen) observed since the launch of its new management structure following the integration of the four companies in April 2012 (integration of four companies: the Company, a processed food wholesaler and three companies that were subsidiaries of the Offeror at the time, which are Meidi-Ya Shoji Co., Ltd., a processed foods and alcoholic beverages specialist, San-esu CO., Ltd, a confectionery wholesaler, and Food Service Network CO., Ltd, a frozen and chilled distribution specialist; the “Four-Company Integration,” the same shall apply hereinafter).

In addition, the Company has confirmed that there have been no significant changes to the terms and conditions that serve as the basis for the determination of the Tender Offer Price after the Board of Directors meeting held on May 8, 2025, at which the Company resolved to express an opinion in support of the Tender Offer and recommend that its shareholders tender their shares in the Tender Offer, up to the time of the Board of Directors meeting at which the Company resolved to convene this Extraordinary General Meeting of Shareholders.

Based on the above, the Company has determined that the amount of money expected to be delivered to the shareholders as a result of the handling of fractional shares is appropriate.

(3) Measures to ensure fairness of the Transactions and measures to avoid conflicts of interest

While the Share Consolidation is to be conducted as the second step of the so-called two-step acquisition after the Tender Offer, as described in “(6) Measures to ensure fairness of the Tender Offer, including measures to ensure fairness of the Tender Offer Price and to avoid conflicts of interest” under “3. Details, basis and reasons for the opinion regarding the Tender Offer” in the Opinion Press Release, considering that the Offeror is a controlling shareholder (parent company) of the Company, that the Transactions, including the Tender Offer, constitute material transactions, etc. with a controlling shareholder, and that the Transactions fall under a category of transactions in which there typically exist issues related to structural conflicts of interest and asymmetric information, the Offeror and the Company have taken the following measures to address these issues and ensure the fairness of the Tender Offer.

Further, the Offeror holds 21,816,659 shares of the Company Shares (ownership ratio: 50.11%) as of May 8, 2025, so the Offeror believes that, if a minimum number of shares to be purchased in the Tender Offer is set for the so-called “majority of minority,” it would make a successful completion of the Tender Offer uncertain and, as a result, would not contribute to the interests of the minority shareholders of the Company who wish to tender their shares in the Tender Offer. Therefore, the Offeror has not set a minimum number of shares to be purchased in the Tender Offer for the so-called “majority of minority.” However, the Offeror and the Company believe that since the following measures have been taken to ensure the fairness of the Tender Offer, the interests of minority shareholders of the Company have been fully considered. In addition, in the Report, the Special Committee evaluated that, although a “majority of minority” condition has not been established, sufficient consideration has been given to the interests of the Company’s shareholders through fair procedures, as other enhanced measures to ensure fairness have been implemented.

The following descriptions of the measures taken by the Offeror are based on the “Announcement of Commencement of Tender Offer for Shares in Mitsubishi Shokuhin Co., Ltd. (Securities Code: 7451)” disclosed by the Offeror on May 8, 2025, the “Announcement of Change to Conditions for Tender Offer for Shares in Mitsubishi Shokuhin Co., Ltd. (Securities Code: 7451)” disclosed on June 12, 2025, and the explanations received from the Offeror.

(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee

(i) Background of establishment, etc.

As stated in “1. Purpose and reasons for consolidation of shares” above, the Company, at the Board of Directors meeting held on February 25, 2025, after confirming that the Outside Directors and Outside Audit & Supervisory Board Member of the Company to be nominated as Special Committee members have no interest in the Offeror or the Company, have no significant interest in the success or failure of the Transactions that is different from that of the minority shareholders, and are qualified to serve as Special Committee members, established a Special Committee consisting of five members, Masahiro Yoshikawa (Independent Outside Director of the Company), Tamaki Kakizaki (Independent Outside Director of the Company), Kimiko Kunimasa (Independent Outside Director of the Company), Hiroko Kawasaki (Independent Outside Director of the Company) and Yoshiharu Ojima (Independent Outside Audit & Supervisory Board Member of the Company) (the Special Committee members have not changed since its establishment). In addition, the Special Committee elected Masahiro Yoshikawa as the chairperson of the Special Committee from among its members. The fee to be paid to each Special Committee member is a fixed fee payable regardless of the success or failure of the Transactions and does not include any contingency fee payable subject to the announcement or completion of the Transactions or other conditions.

The Company’s Board of Directors, at its meeting held on February 25, 2025, requested the Special Committee to consider (i) the legitimacy and reasonableness of the purpose of the Transactions (including whether the Transactions will contribute to the improvement of the corporate value of the Company), (ii) the fairness and appropriateness of the terms and conditions of the Transactions (including the Tender Offer Price in the Transactions), (iii) the fairness of the procedures for the Transactions, (iv) whether the Transactions are not considered detrimental to the minority shareholders of the Company assuming (i) through (iii) above and other matters, and (v) whether or not the Company’s Board of Directors should express its opinion in support of the Tender Offer and recommend that the Company’s shareholders tender their shares in the Tender Offer (collectively, the “**Consultation Matters**”). In addition, the Company resolved at the above Board of Directors meeting that (i) the Company’s Board of Directors shall make its decisions regarding the Transactions with the highest degree of respect to the content of the decisions of the Special Committee, and (ii) if the Special Committee determines that the terms and conditions of the Transactions are not appropriate, the Company’s Board of Directors shall not support the Transactions under those terms and conditions, and further resolved that it will authorize the Special Committee (i) to appoint its financial advisors, third-party appraisers and legal advisors (the “**Advisors**”), or nominate or approve (including ex post facto approval) the Company’s Advisors, (ii) to approve (including ex post facto approval) the Company’s internal frameworks, (iii) to request any officer or employee of the Company or the Company’s Advisors involved in the Transactions to attend the Special Committee meetings and to provide explanations or information on necessary matters, and (iv) to be substantially involved in the negotiation process regarding the terms and conditions of the Transactions by confirming in advance the policy regarding the Company’s negotiations regarding the terms and conditions of the Transactions, receiving timely reports on the status of such negotiations and providing its opinions, instructions and requests in critical situations and, if necessary, to directly conduct the negotiations itself.

(ii) Process of consideration

The Special Committee held a total of 18 meetings during the period from March 3, 2025 to May 7, 2025, and also performed its duties regarding the Consultation Matters, including reporting, sharing information, deliberating and making decisions through frequent e-mails between such meetings.

Specifically, the Special Committee first decided on March 3, 2025 to appoint Mori Hamada & Matsumoto (“**Mori Hamada & Matsumoto**”) as its own legal advisor independent of the Offeror and the Company. In addition, the Special Committee decided on March 12, 2025, after deliberating on matters such as the independence, expertise, track records and other matters of several candidates for financial advisors and third-party appraisers, to appoint Plutus as its own financial advisor and third-party appraiser independent of the Offeror and the Company. The Special Committee confirmed that

each of Mori Hamada & Matsumoto and Plutus is not a related party of the Offeror or the Company and has no significant interest in relation to the Transactions, including the Tender Offer, and that there is no other problem with the independence in the Transactions.

In addition, the Special Committee approved the appointment of SMBC Nikko Securities as the Company's financial advisor and third-party appraiser, and Shimada Hamba & Osajima as the Company's legal advisor, after confirming that there is no problem with their independence and expertise.

Furthermore, the Special Committee approved, after confirming that there is no problem, from the perspective of independence and fairness, with the internal framework established by the Company for consideration, negotiation and decision-making in respect of the Transactions (including the scope of officers and employees of the Company involved in consideration, negotiation and decision-making concerning the Transactions, and their duties) from a standpoint independent of the Offeror.

The Special Committee then deliberated on measures that need to be taken to ensure the fairness of the procedures in the Transactions, taking into account the legal advice received from Mori Hamada & Matsumoto and the opinions heard from Shimada Hamba & Osajima.

The Special Committee sent written questions to the Offeror regarding the purpose and reason for implementing the Transactions, the advantages and disadvantages expected from the Transactions, the management policy and governance after the Transactions, the structure and timing of the Transactions, the procedures and terms and conditions of the Transactions and other matters, and received replies and explanations directly from, and held question-and-answer sessions and discussions with, the Offeror on these matters at the Special Committee meetings.

The Special Committee also requested the attendance of Yutaka Kyoya (Representative Director, President and Chief Executive Officer of the Company), Koichi Enomoto (Director of the Company), Koji Tamura (Director of the Company) and Hirohide Hosoda (Director of the Company) at a Special Committee meeting, and heard the opinion of the Company's management and related information about the significance of the Transactions, the timing and method of the Transactions, the management policy and governance of the Company after the Transactions, the Company's view of the value of its shares, and other matters, and held a question-and-answer session on these matters.

In addition, the Special Committee confirmed the reasonableness of matters such as the content, material conditions precedent, the preparation progress of the financial forecasts in the business plan prepared by the Company for the Transactions (the "**Business Plan**") (the "**Financial Forecast (Company)**"), taking into account the advice from a financial perspective received from Plutus, and approved it. Thereafter, as stated below in "(III) Obtainment by the special committee of share valuation report and fairness opinion from independent financial adviser and third-party appraiser" and "(V) Obtainment by the Company of share valuation report from independent financial adviser and third-party appraiser," Plutus and SMBC Nikko Securities conducted valuations of the Company Shares based on the Financial Forecast (Company), and the Special Committee received explanations from Plutus and SMBC Nikko Securities about the calculation methods, the reasons for using such calculation methods, the details of the calculation using each of such calculation methods, and material conditions precedent for the valuation of the Company Shares conducted by them (including the basis for calculating the discount rate in the DCF method and the reasons for selecting comparable listed companies in the comparable listed company method), and confirmed the reasonableness of these matters after holding question-and-answer sessions, discussions and deliberations. In addition, as stated in "(III) Obtainment by the special committee of share valuation report and fairness opinion from independent financial adviser and third-party appraiser" below, the Special Committee received the fairness opinion regarding the Company Shares (the "Company's Fairness Opinion") from Plutus on May 7, 2025. Upon the receipt, the Special Committee received explanations from Plutus about the details of and material conditions precedent for the Company's Fairness Opinion and confirmed these matters.

The Special Committee also determined the policy for negotiations with the Offeror after discussions and deliberations, taking into account the advice received from Plutus and Mori Hamada & Matsumoto and the opinions heard from SMBC Nikko Securities and Shimada Hamba & Osajima. In addition, since the receipt of the First Proposal from the Offeror on April 2, 2025, which included the Tender Offer Price of 5,200 yen per share, each time the Company received a Tender Offer Price proposal

from the Offeror, the Special Committee immediately received a report on the details of the proposal, deliberated and considered the proposal taking into account the advice received from Plutus and Mori Hamada & Matsumoto and the opinions heard from SMBC Nikko Securities and Shimada Hamba & Osajima. Specifically, as described in “1. Purpose and reasons for consolidation of shares” above, the Special Committee received from the Offeror a proposal that included a Tender Offer Price of 5,400 yen per share on April 10, 2025, and subsequently a proposal that included a Tender Offer Price of 5,600 yen per share on April 14, 2025, a proposal that included a Tender Offer Price of 5,800 yen per share on April 18, 2025, a proposal that included a Tender Offer Price of 5,900 yen per share on April 22, 2025, a proposal that included a Tender Offer Price of 6,020 yen per share on April 25, 2025, a proposal that included a Tender Offer Price of 6,150 yen per share on April 28, 2025, a proposal that included a Tender Offer Price of 6,200 yen per share on May 1, 2025, a proposal that included a Tender Offer Price of 6,240 yen per share on May 4, 2025, a proposal that included a Tender Offer Price of 6,250 yen per share on May 6, 2025 and a proposal that included a Tender Offer Price of 6,270 yen per share on May 7, 2025. In response to any of these proposals, the Special Committee was involved in a central position in the discussion and negotiation process between the Company and the Offeror regarding the Tender Offer Price, such as requesting the Offeror to reconsider the Tender Offer Price on the grounds that the Tender Offer Price did not represent a fair price, after consideration taking into account the advice received from Plutus and Mori Hamada & Matsumoto and the opinions heard from SMBC Nikko Securities and Shimada Hamba & Osajima. As a result, the Company received from the Offeror a proposal that included a Tender Offer Price of 6,340 yen per share on May 7, 2025, thus increasing the Tender Offer Price 12 times and by 22% from the First Proposal.

Furthermore, the Special Committee received explanations from Shimada Hamba & Osajima on several occasions about the details of the draft press releases and statement of opinion regarding the Tender Offer to be published or filed by the Company and the draft tender offer statement regarding the Tender Offer to be filed by the Offeror, and confirmed, while receiving advice from Mori Hamada & Matsumoto, that the information will be fully disclosed.

(iii) Details of the decision

Under the above circumstances, after careful and repeated discussions and deliberations on the Consultation Matters, taking into account the content of the legal advice received from Mori Hamada & Matsumoto, the advice from a financial perspective received from Plutus, and the share valuation report regarding the Company Shares (the “**Company’s Share Valuation Report (Plutus)**”) and the Company’s Fairness Opinion received from Plutus on May 7, 2025, the Special Committee, with the unanimous consent of its members, submitted the Report dated May 8, 2025 to the Company’s Board of Directors, which mainly stated the matters set out below.

(a) Contents of the report

- i. It is recognized that the Transactions will contribute to the improvement of the corporate value of the Company and that the purpose of the Transactions is legitimate and reasonable.
- ii. It is recognized that the terms and conditions of the Transactions (including the tender offer price in the Transactions) are fair and appropriate.
- iii. It is recognized that the interests of the Company’s minority shareholders are fully considered in the Transactions through fair procedures.
- iv. It is recognized that the decision of the Company’s Board of Directors to implement the Transactions (including the Squeeze-Out Procedures) is not detrimental to the minority shareholders of the Company.
- v. The Company’s Board of Directors should resolve to express an opinion in support of the Tender Offer. With respect to whether or not the Company’s shareholders tender their shares in the Tender Offer, the Company’s Board of Directors should resolve to recommend that the Company’s shareholders tender their shares in the Tender Offer.

(b) Reasons for the report

i. Whether the Transactions will contribute to the improvement of the corporate value of the Company

- The Special Committee has no objections to the Company's view on the Company's management environment, management issues, etc. stated in "(i) Background of the Tender Offer," "(II) Background, purpose and decision-making process leading to the Offeror's decision to implement the Tender Offer," "(2) Basis and reasons for the opinion," "3. Details, basis and reasons for the opinion regarding the Tender Offer" in the Opinion Press Release. With respect to the measures to enhance the corporate value of the Company after the Transactions proposed by the Offeror, i.e., "further strengthening the stable revenue of the food wholesale business," "expanding growth businesses" and "promoting human resources development and personnel exchanges," and the synergies of the Transactions stated in "(ii) Purpose and decision-making process leading to the Offeror's decision to implement the Tender Offer," "(II) Background, purpose and decision-making process leading to the Offeror's decision to implement the Tender Offer," "(2) Basis and reasons for the opinion," "3. Details, basis and reasons for the opinion regarding the Tender Offer" in the Opinion Press Release, the Special Committee recognizes that they are reasonable as they do not differ significantly from the synergies of the Transactions considered by the Company stated in "1. Purpose and reasons for consolidation of shares" above.
- As described in "(III) Management policy after the Tender Offer," "(2) Basis and reasons for the opinion," "3. Details, basis and reasons for the opinion regarding the Tender Offer" in the Opinion Press Release, the Offeror intends to maintain and respect the Company's management autonomy as a basic principle and to determine the Company's management policy through discussions with the Company. Through discussions, the potential for dis-synergies can be reduced, and it is expected that synergies that exceed dis-synergies will be created, as described in "1. Purpose and reasons for consolidation of shares" above. In particular, as described in "(III) Management policy after the Tender Offer," "(2) Basis and reasons for the opinion," "3. Details, basis and reasons for the opinion regarding the Tender Offer" in the Opinion Press Release, the Offeror intends to respect the independence and autonomy of the Company in relation to the management policy of the Company after the completion of the Tender Offer. Accordingly, the Company can expect to further enhance its corporate value by conducting autonomous management, including the food wholesale business, which is its founding business, based on the support of the Offeror Group and by utilizing the resources and global network of the Offeror Group. In addition, in order to maintain and enhance the motivation of the Company's employees, the Offeror plans to discuss with the Company and to consider personnel systems that will further promote the active engagement of the Company's employees, and the success of the Company's employees is expected to increase after the Transactions.
- Based on the above, the Special Committee recognizes that the Transactions will contribute to the improvement of the corporate value of the Company and that the purpose of the Transactions is legitimate and reasonable.

ii. Fairness and appropriateness of the terms and conditions of the Transactions

A. Appropriateness of the Tender Offer Price

a. Formulation procedures and details of the Business Plan

- The Company obtained the Company's Share Valuation Report (SMBC Nikko Securities) from SMBC Nikko Securities, its third-party appraiser independent of the Offeror and the Company, and the Special Committee obtained the Company's Share Valuation Report (Plutus) from Plutus, its third-party appraiser independent of the Offeror and the Company. In the Company's Share Valuation Report (SMBC Nikko Securities) and the Company's Share Valuation Report (Plutus), the Business Plan was used as a premise for the calculation (the Business Plan does not include any fiscal year in which a significant increase or decrease in profit is expected, and is not premised on the execution of the Transactions). The Business Plan that was used by SMBC Nikko Securities and Plutus for

the DCF method does not include any fiscal year in which a significant increase or decrease in profit is expected. On the other hand, while the amount of planned investments in several companies was taken into account during the period of the Business Plan, the amount of planned investments in the fiscal year ending March 31, 2027 is expected to decrease compared to the fiscal years ending March 31, 2026 and March 31, 2028. Accordingly, free cash flow for the fiscal year ending March 31, 2027 is expected to increase compared to the fiscal years ending March 31, 2026 and March 31, 2028.

- The target of 50 billion yen in ordinary profit for fiscal year 2030 set in the Company's Medium-term Plan is a highly uncertain target value based on the assumption of large-scale M&A, etc., taking into account the past growth rate. Therefore, in the Business Plan, the period up to fiscal year 2027 was adopted as the period that the Company can reasonably forecast. Although the financial forecasts in the Business Plan differ to a certain extent from those in the Company's Medium-term Plan, such differences are reasonable in light of changes in internal allocation standards, changes in the external environment, and events that occurred in the recent past.
- The Business Plan was formulated by the Company's independent team based on the Company's Medium-term Plan formulated in May 2024, prior to the consideration of the Transactions, and no person who currently serves or has served concurrently as an officer or employee of the Offeror was involved in the formulation of the Business Plan. It should be noted that the Business Plan was revised on April 11, 2025. The revision was made to refine the plan by upwardly adjusting the projected figures for fiscal years from 2025 onward, in light of the confirmation that the actual results for fiscal year 2024 are expected to exceed the previous projections, and is considered to be reasonable.
- There are no circumstances that make the fairness of the process for formulating the Business Plan questionable, and there is nothing unreasonable in the content of the Business Plan.

b. Results of the calculations by SMBC Nikko Securities

- SMBC Nikko Securities considered the valuation methods to be adopted when calculating the value of the Company Shares from among various calculation methods, and based on its assumption that the Company is a going concern and its belief that it would be appropriate to calculate the value of the Company Shares from multiple perspectives, SMBC Nikko Securities carried out the analysis of the value per share of the Company Shares by using the market price method, given that the Company Shares are listed on the Standard Market of the Tokyo Stock Exchange, the comparable listed company method, given that there are listed companies comparable to the Company making it possible to analogize the share value of the Company Shares by using a comparable listed company analysis, and the DCF method in order to reflect the future business activities in the valuation. These methods adopted by SMBC Nikko Securities are methods that are commonly used in share valuations for transactions similar to the Transactions, and there is nothing unreasonable in the reasons for the use of these calculation methods by SMBC Nikko Securities.
- Using May 7, 2025 as the valuation reference date, SMBC Nikko Securities calculated the value per share of the Company Shares to range from 4,932 yen to 5,139 yen based on the simple average closing prices for the most recent one month (5,139 yen), the simple average closing prices for the most recent three months (4,985 yen) and the simple average closing prices for the most recent six months (4,932 yen) of the Company Shares on the Standard Market of the Tokyo Stock Exchange. It is common practice to calculate the value based on these values in the market price analysis, and there is nothing unreasonable in performing the calculations by using the market price analysis.
- After selecting KATO SANGYO CO., LTD. and ITOCHU-SHOKUHI Co., Ltd. as comparable listed companies that are considered to be similar to the Company, SMBC Nikko Securities calculated the value per share of the Company Shares to range from 5,500

yen to 6,225 yen by referencing EBITDA multiple to enterprise value. There is nothing particularly unreasonable with this calculation method.

- SMBC Nikko Securities calculated the value per share of the Company Shares to range from 5,571 yen to 9,565 yen, after analyzing the enterprise value and the share value of the Company by discounting the free cash flow that the Company is expected to generate from and after the fiscal year ending March 31, 2026 to the current value at a certain discount rate and assuming various factors, including future earnings and the investment plan stated in the business plan for the three fiscal years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028, based on the Business Plan. The discount rate used by SMBC Nikko Securities was the weighted average cost of capital (WACC), which is the weighted average of the cost of equity capital and the cost of debt calculated based on CAPM theories commonly used in share valuation practices, ranging from 8.2% to 10.0%. There is nothing particularly unreasonable in SMBC Nikko Securities' explanation in respect of the basis and method to calculate the figures. In addition, to calculate the going-concern value, the perpetual growth rate method was used with a perpetual growth rate ranging from minus 0.25% to 0.25%, and the multiple method was used with EBITDA multiple, ranging from 2.8 times to 3.5 times. There is nothing particularly unreasonable in SMBC Nikko Securities' explanation in respect of the basis and method used to calculate the figures.

c. Results of calculation by Plutus

- Plutus considered the valuation method to be adopted when calculating the value of the Company Shares from among various calculation methods, and based on its assumption that the Company is a going concern and its belief that it would be appropriate to calculate the value of the Company Shares from multiple perspectives, Plutus carried out the calculation of the value per share of the Company Shares by using the market price method, given that the Company Shares are listed on the Standard Market of the Tokyo Stock Exchange, the comparable listed company method, given that there are listed companies comparable to the Company making it possible to analogize the share value of the Company Shares by using a comparable listed company analysis, and the DCF method in order to reflect the future business activities in the valuation. These methods adopted by Plutus are methods that are commonly used in share valuations for transactions similar to the Transactions, and there is nothing unreasonable in the reasons for the use of these calculation methods by Plutus.
- Using May 7, 2025 as the valuation reference date, Plutus calculated the value per share of the Company Shares to range from 4,932 yen to 5,410 yen based on the closing price on the valuation reference date (5,410 yen), the simple average closing prices for the most recent one month (5,139 yen), the simple average closing prices for the most recent three months (4,985 yen) and the simple average closing prices for the most recent six months (4,932 yen) of the Company Shares on the Standard Market of the Tokyo Stock Exchange. It is common practice to calculate the value based on these values in the market price analysis, and there is nothing unreasonable in performing the calculations by using the market price analysis.
- After selecting KATO SANGYO CO., LTD. and ITOCHU-SHOKUHIN Co., Ltd. as comparable listed companies that are considered to be similar to the Company, Plutus calculated the value per share of the Company Shares to range from 4,857 yen to 6,132 yen by referencing EBIT and EBITDA multiples to enterprise value. There is nothing particularly unreasonable with this calculation method.
- Plutus calculated the value per share of the Company Shares to range from 6,063 yen to 8,719 yen, after calculating the enterprise value and the share value of the Company by discounting the free cash flow that the Company is expected to generate from and after the fiscal year ending March 31, 2026 to the current value at a certain discount rate and assuming various factors, including future earnings and the investment plan stated in the business plan for the three fiscal years from the fiscal year ending March 31, 2026 to the

fiscal year ending March 31, 2028, based on the Business Plan. The discount rate used by Plutus was the weighted average cost of capital (WACC), which is the weighted average of the cost of equity capital and the cost of debt calculated based on CAPM theories commonly used in share valuation practices, ranging from 8.3% to 9.4%. There is nothing particularly unreasonable in Plutus' explanation in respect of the basis and method used to calculate the figures. In addition, to calculate the going-concern value, the perpetual growth rate method was used with a perpetual growth rate of 0%, and the multiple method was used with EBIT and EBITDA multiples, ranging from 5.1 times to 6.4 times and 4.1 times to 4.8 times, respectively. There is nothing particularly unreasonable in Plutus' explanation in respect of the basis and method used to calculate the figures.

d. Summary of the Company's Fairness Opinion

- The Special Committee obtained the Company's Fairness Opinion, in which Plutus states its opinion that the Tender Offer Price is fair to the minority shareholders of the Company from a financial point of view.
- The Company's Fairness Opinion was issued by Plutus, which has a high degree of financial expertise, from a standpoint that is independent of the Offeror and the Company and is based on the result of the valuation of the Company Shares calculated after receiving disclosures of information from the Company such as the current state of the Company's business and the future business plan and explanations thereof; after holding question-and-answer sessions with the Company concerning the outline, background and purpose of the Tender Offer; after considering factors such as the Company's business environment, the economy, markets and the financial landscape to the extent deemed necessary by Plutus; and after the review procedures were carried out by an examination committee independent of the engagement team in Plutus. There is nothing unreasonable about this opinion. In addition, as stated above, there is nothing unreasonable about the method used for and the content of the share valuation by Plutus, which was used as a reference for the Company's Fairness Opinion submitted.
- Therefore, the Special Committee believes that there is nothing unreasonable with respect to the procedures for the issuance of the Company's Fairness Opinion or the content thereof.

e. Premium analysis

- The Tender Offer Price is set with a premium of 17.19% over the closing price of the Company Shares on May 7, 2025, which was the business day immediately preceding the announcement date; 23.37% over the simple average of the closing prices for the past one-month period ending May 7, 2025; 27.18% for the three-month period; and 28.55% for the six-month period.
- The average premium rates observed in the 16 Comparable Transactions were 29.39% on the closing price of the business day immediately prior to the announcement date, 32.41% on the simple average of closing prices for the prior one-month period, 33.72% for the prior three-month period, and 33.60% for the prior six-month period. The respective medians were 28.10%, 34.55%, 35.73%, and 29.11%. Based on the foregoing, the premium offered in the Tender Offer cannot be evaluated as high compared to the Comparable Transactions. That said, when examining the distribution of premium levels in 10-percentage-point increments, premiums in the 20% range were the most frequently observed for the one-month, three-month, and six-month simple average prices (5 cases for the one-month period, 5 cases for the three-month period, and 6 cases for the six-month period), and there were also 2 cases in which the premium on the closing price of the business day immediately preceding the announcement was in the 10% range. Accordingly, the premium offered in the Tender Offer is not considered to be at an unreasonable level compared to the Comparable Transactions. In addition, the Tender Offer Price significantly exceeds the highest share price of the Company Shares (5,730 yen) observed since the

launch of the new management structure following the Four-Company Integration in April 2012.

f. Summary

- As stated above, there are no circumstances that make the fairness of the process for formulating the Business Plan questionable, which is the premise of the calculations in the Company's Share Valuation Report (SMBC Nikko Securities) and the Company's Share Valuation Report (Plutus), and there is nothing unreasonable in the content of the Business Plan.
- The calculation methods used by SMBC Nikko Securities and Plutus are methods commonly used in share valuations for transactions similar to the Transactions, and there is nothing unreasonable in the reasons for the use of these calculation methods by SMBC Nikko Securities and Plutus. In addition, there is nothing particularly unreasonable in the content of the calculations made by SMBC Nikko Securities and Plutus by using the market price analysis, comparable company analysis and DCF analysis.
- The Tender Offer Price is considered appropriate in light of the following factors: it exceeds the upper end of the range in the market price analysis and the comparable companies analysis in the Company's Share Valuation Report (SMBC Nikko Securities) and the Company's Share Valuation Report (Plutus), and also falls within the ranges of the DCF analysis, has been evaluated as fair from a financial perspective for minority shareholders in the Company's Fairness Opinion issued by Plutus, is not considered unreasonable compared to Comparable Transactions from the perspective of its premium, and was agreed upon through good faith negotiations between the Offeror and the Company under circumstances substantially equivalent to an arm's length transaction.
- Given that the Tender Offer Price is considered appropriate, it is recognized that the consideration to be delivered to the Company's shareholders in the Squeeze-Out Procedures, which is set at the same amount, is also appropriate.

B. Appropriateness of other terms and conditions

- As described in "(5) Policies for organizational restructuring, etc. after the Tender Offer (matters relating to so-called two-step acquisition)" under "3. Details, basis and reasons for the opinion regarding the Tender Offer" in the Opinion Press Release, the Transactions are expected to be implemented in the form of a two-step acquisition through the Tender Offer and subsequent Squeeze-Out Procedures (the demand for share cash-out or the consolidation of shares). The method of conducting a tender offer as the first step, followed by a demand for share cash-out or share consolidation as the second step, is a method that is commonly used in transactions to make a company a wholly-owned subsidiary, and it is possible to petition a court for a price determination. In addition, as described in iii. below, consideration is also given to coerciveness.
- Therefore, there is nothing unreasonable about the method used for the Transactions, and such method is considered appropriate.

Based on the above, the Special Committee recognizes that the terms and conditions of the Transactions (including the Tender Offer Price in the Transactions) are fair and reasonable.

iii. Fairness of the procedures for the Transactions

- As described in "(i) Background of establishment, etc." above, the Special Committee is a committee consisting of four Independent Outside Directors and one Independent Outside Audit & Supervisory Board Member who are independent of the Offeror and the Company, and all of the members are considered to be qualified to consider and make decisions on the Consultation

Matters given that each member has considerable knowledge of the Company's business as an outside officer of the Company. The Special Committee approved the appointment of SMBC Nikko Securities and Shimada Hamba & Osajima as the Company's financial advisor and legal advisor, respectively, after confirming that there is no problem with their independence from the Offeror and the Company and their expertise. The Special Committee approved the internal framework established by the Company for consideration of the Transactions after confirming that there is no problem from the perspective of independence. The Special Committee appointed Plutus and Mori Hamada & Matsumoto as the Special Committee's independent financial advisor and legal advisor, respectively, after confirming that there is no problem with their independence from the Offeror and the Company and their expertise. Based on the advice from Mori Hamada & Matsumoto, the Special Committee reviewed the details of the measures to ensure fairness in the Transactions and confirmed that appropriate measures to ensure fairness were taken and are effectively functioning in the Transactions. Then, the Special Committee (i) reviewed each of the materials and documents submitted by the Offeror and the Company and (ii) reviewed the replies to the Special Committee's written questions to and question-and-answer sessions with the Offeror and the Company. The Special Committee has been substantially involved in the negotiation process with the Offeror by holding meetings of the Special Committee to discuss the policies, etc. of the Offeror in the discussions and negotiations and by expressing its opinions on several occasions after receiving timely reports from the Company and its advisors on the development and details of the discussions and negotiations regarding the Transactions between the Offeror and the Company. The Special Committee also had direct discussions with the Offeror regarding the Tender Offer Price to the extent that the Special Committee deemed necessary. Therefore, it can be assessed that a mechanism for the Company's Board of Directors to make decisions that take into account the Special Committee's decisions to the maximum extent possible is ensured and the Special Committee was granted the authority, etc. necessary for it to function effectively, and therefore the Special Committee is deemed to have functioned effectively.

- As described in “(II) Obtainment by the special committee of advice from independent legal adviser” below, the Special Committee appointed Mori Hamada & Matsumoto as its legal advisor, and is receiving legal advice, including advice on the measures to be taken to ensure fairness in the procedures for the Transactions and the consideration and deliberation of the Consultation Matters at the meetings of the Special Committee.
- As described in “(III) Obtainment by the special committee of share valuation report and fairness opinion from independent financial adviser and third-party appraiser” below, the Special Committee obtained the Company's Share Valuation Report (Plutus) from Plutus, its financial advisor and third-party appraiser independent of the Offeror and the Company. The Special Committee also obtained the Company's Fairness Opinion from Plutus on May 7, 2025.
- As described in “(IV) Obtainment by the Company of advice from independent legal adviser” below, in order to obtain professional advice on the fairness and appropriateness of the decision-making process of the Company's Board of Directors regarding the Tender Offer, the Company appointed Shimada Hamba & Osajima as its legal advisor independent of the Offeror and the Company, and is receiving legal advice from it on the methods and processes of the decision-making by the Company's Board of Directors, including various procedures regarding the Tender Offer, and other points to be noted.
- As described in “(V) Obtainment by the Company of share valuation report from independent financial adviser and third-party appraiser” below, in order to obtain professional advice on negotiations and other matters relating to the Transactions, the Company appointed SMBC Nikko Securities as its financial advisor and third-party appraiser independent of the Offeror and the Company, is receiving advice from SMBC Nikko Securities on the negotiation policy and other matters relating to the Transactions and obtained the Company's Share Valuation Report (SMBC Nikko Securities).
- As described in “(VI) Establishment by the Company of independent internal framework” below, with a view to eliminating the issues related to structural conflicts of interest and asymmetric information, the Company established an organizational framework within the Company for consideration, negotiation and decision-making in respect of the Transactions

from a standpoint independent of the Offeror and from the viewpoint of enhancing the corporate value of the Company and securing the interests of the minority shareholders of the Company. It is recognized that the Company established a framework that enables it to exclude officers and employees, etc. with an interest in the Transactions from the consideration and negotiation process of the Transactions and to consider and negotiate the Transactions from a standpoint independent of the Offeror.

- As described in “(IX) Nonexistence of deal protection provisions” below, the Offeror and the Company did not enter into any agreement that includes deal protection provisions prohibiting the Company from having contact with any counter-offeror or that would otherwise restrict any counter-offeror from having contact with the Company. Thus, an environment in which other potential acquirers can make counter-offers is secured, and it is recognized that a so-called indirect market check is in place, which ensures the appropriateness of the Tender Offer Price.
- As described in “(X) Measures to ensure that the Company’s shareholders have the opportunity to appropriately decide whether or not to tender in the Tender Offer” below, regarding the Squeeze-Out Procedures, the Offeror plans to adopt a method of ultimately delivering money to the Company’s shareholders who do not tender their shares in the Tender Offer (excluding the Offeror and the Company). In that case, the amount of money delivered to each of such shareholders of the Company will be calculated so as to be equal to the Tender Offer Price multiplied by the number of the Company Shares held by such shareholders of Company. Thus, the Offeror ensured that the Company’s shareholders have the opportunity to appropriately decide whether or not to tender their shares in the Tender Offer, thereby giving consideration so as not to cause coercion. In addition, while the minimum period for a tender offer is 20 business days as prescribed by laws and regulations, the Offeror set a tender offer period for the Tender Offer at 30 business days. By setting the Tender Offer Period for a period longer than the minimum period required by laws and regulations, the Offeror ensures that the Company’s shareholders have the opportunity to carefully consider the merits and demerits of the Transactions and the appropriateness of the Tender Offer Price and to appropriately decide whether to tender their shares in the Tender Offer. Accordingly, it is recognized that the practical measures recommended in the “Fair M&A Guidelines” were implemented in the Transactions and coercion is eliminated.
- The Offeror did not set a minimum number of shares to be purchased in the Tender Offer for the “majority of minority” condition. As the Offeror’s ownership ratio is 50.11%, the minimum number of shares satisfying the “majority of minority” condition is the number of shares representing 24.95% of the voting rights. Therefore, if the concept of the “majority of minority” condition had been adopted in the Transactions, the minimum number of shares that would have been set is expected to be 75.06% or more of the ownership ratio. Setting such a high minimum number could hinder the completion of the Transactions, which transactions are expected to contribute to the enhancement of the corporate value of the Company group and therefore may be considered to be contrary to the interests of the minority shareholders. Accordingly, it is recognized that the Offeror’s explanation to the same effect is also reasonable. In addition, since sufficient measures to ensure fairness were taken in the Transactions and the interests of the Company’s shareholders are fully considered through fair procedures, it can be understood that there is no need to interpret the absence of the so-called “majority of minority” condition as a lack of an adequate opportunity for the shareholders to make decisions.
- The information regarding the Special Committee, including (a) the background of the Special Committee’s deliberations and (b) the basis and reasons for the Special Committee’s decision regarding the merits and demerits of the Transactions, the appropriateness of the terms and conditions of the Transactions and the fairness of the procedures, will be disclosed in a comprehensive manner. In addition, (c) the process that led to the implementation of the Transactions, (d) the specific details of the interests of the Company’s Directors, etc. in the Transactions and whether or not the relevant Directors, etc. were involved in the process of forming the terms and conditions of the Transactions and the nature of their involvement and (e) the matters regarding the share valuation reports and fairness opinions obtained by the Company’s Board of Directors and the Special Committee will also be disclosed in a comprehensive manner. Therefore, it can be understood that sufficient information will be

disclosed in connection with the Transactions to assist the minority shareholders in making their decisions.

- Based on the above, given that sufficient measures to ensure fairness were taken in the Transactions, the Special Committee recognizes that the interests of the Company's minority shareholders are fully considered in the Transactions through fair procedures.
- iv. It is recognized that the Transactions will contribute to the improvement of the corporate value of the Company and the purpose of the Transactions is legitimate and reasonable as stated in i. above, that the terms and conditions of the Transactions are fair and appropriate as stated in ii. above and that the interests of the Company's minority shareholders are fully considered in the Transactions through fair procedures as stated in iii. above. Accordingly, it is recognized that the decision of the Company's Board of Directors to implement the Transactions (including the Squeeze-Out Procedures) is not detrimental to the minority shareholders of the Company.
- v. Therefore, the Company's Board of Directors should resolve to express an opinion in support of the Tender Offer. With respect to whether or not the Company's shareholders tender their shares in the Tender Offer, the Company's Board of Directors should resolve to recommend that the Company's shareholders tender their shares in the Tender Offer.

(II) Obtainment by the special committee of advice from independent legal adviser

As described in "(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee" above, the Special Committee appointed Mori Hamada & Matsumoto as its legal advisor independent of the Offeror and the Company, and is receiving legal advice, including advice on the measures to be taken to ensure fairness in the procedures for the Transactions, and the methods, processes, etc. of the deliberation by the Special Committee concerning the Transactions.

Mori Hamada & Matsumoto is not a related party of the Offeror and the Company, and has no material interest in the Transactions, including the Tender Offer. For further details of the independence of Mori Hamada & Matsumoto, please see "(ii) Process of consideration" under "(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee" above. The remuneration for Mori Hamada & Matsumoto is only an hourly fee to be paid regardless of the success or failure of the Transactions and does not include any contingency fee payable subject to the completion of the Transactions or other conditions.

(III) Obtainment by the special committee of share valuation report and fairness opinion from independent financial adviser and third-party appraiser

(i) Name of the third-party appraiser and relationship with the Offeror and the Company

As described in "(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee" above, the Special Committee appointed Plutus as its financial adviser and third-party appraiser independent of the Offeror and the Company, received a report regarding the results of the valuation of the Company Shares, advice regarding the negotiation policy with the Offeror and other advice from a financial perspective, and obtained the Company's Share Valuation Report (Plutus) on May 7, 2025. The Special Committee also obtained the Company's Fairness Opinion from Plutus stating that the Tender Offer Price of 6,340 yen per share is fair to the minority shareholders of the Company (excluding the Offeror and its affiliates) from a financial point of view.

Furthermore, Plutus is not a related party of the Offeror or the Company and does not have any material interests in the Transactions, including the Tender Offer. In addition, the Special Committee appointed Plutus as its independent financial adviser and third-party appraiser after considering the independence, expertise, and track records and other matters of several candidates for the financial adviser and third-party appraiser.

In addition, the remuneration to Plutus for the Transactions is a fixed fee that will be paid regardless of the success or failure of the Transactions and does not include any contingency fee payable subject to the completion of the Transactions or other conditions.

(ii) Summary of valuation

Plutus considered the valuation methods to be adopted when calculating the value of the Company Shares from among various calculation methods, and based on its assumption that the Company is a going concern and its belief that it is appropriate to calculate the value of the Company Shares from multiple perspectives, carried out the calculation of the value per share of the Company Shares by using the market price method, given that the Company Shares are listed on the Standard Market of the Tokyo Stock Exchange, the comparable listed company method, given that there are listed companies comparable to the Company making it possible to analogize the share value of the Company Shares by comparable listed company analysis, and the DCF method in order to reflect the future business activities in the valuation. The Company received the Company's Share Valuation Report (Plutus) from Plutus on May 7, 2025.

The ranges of the value per share of the Company Shares, which were calculated by each of the above-mentioned analysis methods, are as follows:

Market price method:	From 4,932 yen to 5,410 yen
Comparable listed company method:	From 4,857 yen to 6,132 yen
DCF method:	From 6,063 yen to 8,719 yen

Under the market price method, using May 7, 2025, as the valuation reference date, the value per share of the Company Shares was calculated to range from 4,932 yen to 5,410 yen based on the closing price of the valuation reference date (5,410 yen), the simple average closing prices for the most recent one month (5,139 yen), the simple average closing prices for the most recent three months (4,985 yen), and the simple average closing prices for the most recent six months (4,932 yen) of the Company Shares on the Standard Market of the Tokyo Stock Exchange.

Under the comparable listed company method, after selecting KATO SANGYO CO., LTD. and ITOCHU-SHOKUHIN Co., Ltd. as comparable listed companies that are considered to be similar to the Company, the value per share of the Company Shares was calculated to range from 4,857 yen to 6,132 yen by referencing EBIT and EBITDA multiples to enterprise value.

Under the DCF method, the value per share of the Company Shares was calculated to range from 6,063 yen to 8,719 yen, after calculating the enterprise value and the share value of the Company by discounting the free cash flow that the Company is expected to generate from and after the fiscal year ending March 31, 2026 to the current value at a certain discount rate and assuming various factors, including future earnings and the investment plan stated in the business plan for the three fiscal years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028, based on the business plan prepared by the Company. The discount rate used was the weighted average cost of capital (WACC), ranging from 8.3% to 9.4%. For the calculation of the going-concern value, the perpetual growth rate method was used with a perpetual growth rate of 0%, and the multiple method was used with EBIT and EBITDA multiples, ranging from 5.1 times to 6.4 times and 4.1 times to 4.8 times, respectively.

The financial forecasts based on the Business Plan used by Plutus for the calculation by the DCF method are as follows. The Business Plan that was used by Plutus for the DCF method does not include any fiscal year in which a significant increase or decrease in profit is expected. On the other hand, while the amount of planned investments in several companies was taken into account during the period of the Business Plan, the amount of planned investments in the fiscal year ending March 31, 2027 is expected to decrease compared to the fiscal years ending March 31, 2026 and March 31, 2028. Accordingly, free cash flow for the fiscal year ending March 31, 2027 is expected to increase compared to the fiscal years ending March 31, 2026 and March 31, 2028.

In the Business Plan that was used by Plutus for the calculation by the DCF method, the synergies expected from the realization of the Transactions are not taken into account in the above calculation because it is difficult to specifically estimate those synergies as of May 7, 2025.

(Millions of yen)

	Fiscal year ending March 31, 2026	Fiscal year ending March 31, 2027	Fiscal year ending March 31, 2028
Net sales	2,150,224	2,200,897	2,254,585
Operating profit	32,394	33,721	35,684
EBITDA	47,661	50,166	52,649
Free cash flows	17,020	24,038	14,484

(iii) Summary of the Company's Fairness Opinion

On May 7, 2025, the Special Committee obtained the Company's Fairness Opinion from Plutus stating that the Tender Offer Price of 6,340 yen per share is fair to the minority shareholders of the Company from a financial point of view. The Company's Fairness Opinion expressed the opinion that the Tender Offer Price of 6,340 yen per share is fair to the minority shareholders of the Company from a financial point of view in light of factors such as the calculated share value based on the Business Plan. The Company's Fairness Opinion was issued by Plutus based on the result of the Company's share valuation calculated after receiving disclosures of information, such as the current state of the Company's business and the future business plan from the Company, and explanations thereof, and holding question-and-answer sessions with the Company concerning the outline, background, and purpose of the Tender Offer, considerations of factors such as the Company's business environment, the economy, markets, and financial landscape conducted to the extent deemed necessary by Plutus, and the review procedures carried out by an examination committee independent of the engagement team in Plutus.

(Note) In preparing the Company's Fairness Opinion, Plutus assumes that the base materials provided by the Company, the publicly available materials and the information obtained by the Company are accurate and complete. Plutus did not independently investigate or verify the accuracy or completeness of such materials or information, and it was not obligated to do so. Accordingly, Plutus will not bear any liability arising out of any incompleteness of such materials or the non-disclosure of any material facts.

Plutus assumes that the business plan and other materials used as base materials for the Company's Fairness Opinion have been reasonably prepared based on the best forecasts and judgements obtained at the time of preparation of such materials. The above business plan was prepared at the initiative of the persons related to the Company who are independent of the Offeror and there is no indication that the Offeror was involved in the preparation process. When the Company prepared such business plan for the Transactions, the Special Committee received an explanation of the details of the draft business plan, important preconditions and other relevant matters, and the Special Committee confirmed the reasonableness of the details, important preconditions, the background of the preparation and other relevant matters of the finalized business plan. Plutus does not guarantee the feasibility thereof and does not express any view regarding any analysis or forecast that is the basis of the preparation of those materials or any premises that serve as grounds for those materials.

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

Plutus has not conducted any independent evaluation or appraisal of the assets or liabilities (including off-balance-sheet assets and liabilities and other contingent liabilities) of the Company or any of its affiliates, including assessments and evaluations of individual assets and liabilities, and it has not received any submitted written evaluation or appraisal of any

such assets or liabilities. Accordingly, Plutus has not evaluated the ability of the Company or any of its affiliates to make payments.

The Company's Fairness Opinion states an opinion on the fairness of the Tender Offer Price from a financial perspective, which is to be used when the Company expresses its opinions on the Tender Offer. Accordingly, the Company's Fairness Opinion does not state any opinion on the advantages or disadvantages of the Tender Offer as compared to transactions that could serve as alternatives to the Tender Offer, on the benefits that could be achieved by the implementation of the Tender Offer, or on whether the Tender Offer should be implemented.

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

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

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

The Company's Fairness Opinion does not infer or imply any opinion with respect to any matter not expressly stated in the Company's Fairness Opinion or with respect to any matter occurring on or after the submission date of the Company's Fairness Opinion.

(IV) Obtainment by the Company of advice from independent legal adviser

As described in "(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee" above, the Company appointed Shimada Hamba & Osajima as its legal advisor independent of the Offeror and the Company, and received legal advice, including advice on the measures to be taken to ensure fairness in the procedures for the Transactions, various procedures in the Transactions, and the methods, processes, etc. of the decision-making by the Company concerning the Transactions.

Shimada Hamba & Osajima is not a related party of the Offeror and the Company, and has no material interest in the Transactions, including the Tender Offer. The remuneration for Shimada Hamba & Osajima does not include any contingency fee payable subject to the completion of the Transactions or other conditions.

(V) Obtainment by the Company of share valuation report from independent financial adviser and third-party appraiser

(i) Name of the third-party appraiser and relationship with the Offeror and the Company

As described in "(I) Establishment by the Company of an independent special committee and obtainment of report from the special committee" above, the Company appointed SMBC Nikko Securities as its financial adviser and third-party appraiser independent of the Offeror and the Company, received a report regarding the results of the valuation of the Company Shares, advice regarding the negotiation policy with the Offeror, and other advice and support from a financial perspective, and obtained the Company's Share Valuation Report (SMBC Nikko Securities) on May 7, 2025. The Company did not obtain an opinion with regard to the fairness of the Tender Offer Price (a fairness opinion) from SMBC Nikko Securities, as it has implemented measures to ensure the

fairness of the Tender Offer, including measures to ensure the fairness of the Tender Offer Price and measures to avoid conflicts of interest.

SMBC Nikko Securities is not a related party of the Offeror or the Company and has no material interest in the Transactions that should be noted.

In addition, although SMBC Nikko Securities is one of the group companies of Sumitomo Mitsui Financial Group, Inc., which include Sumitomo Mitsui Banking Corporation, a company which conducts lending and other banking transactions with the Offeror and the Company as part of its regular banking transactions, measures have been taken to block information between the department that evaluates the share value of the Company Shares in SMBC Nikko Securities and other departments therein and Sumitomo Mitsui Banking Corporation in accordance with the internal rules as preventive measures against adverse effects. The Company appointed SMBC Nikko Securities as its financial advisor and third-party appraiser based on the fact that the Company and SMBC Nikko Securities conduct transactions on the same terms and conditions as general business partners, as well as the track records of SMBC Nikko Securities as a third-party appraiser, in addition to the above measures. Although the fee to be paid to SMBC Nikko Securities includes contingency fees payable subject to the completion of the Transactions or other conditions, the Company determined, taking into account the normal business practices in similar transactions, that the inclusion of the contingency fees subject to the completion of the Transactions or other conditions would not negate the independence of SMBC Nikko Securities, and appointed SMBC Nikko Securities as its financial advisor and third-party appraiser under the above fee system. In addition, it is confirmed by the Special Committee that there is no problem with the independence of SMBC Nikko Securities.

(ii) Summary of valuation

SMBC Nikko Securities considered the valuation method to be adopted when calculating the value of the Company Shares from among various calculation methods, and based on its assumption that the Company is a going concern and its belief that it would be appropriate to calculate the value of the Company Shares from multiple perspectives, SMBC Nikko Securities carried out the analysis of the value per share of the Company Shares by using the market price method, given that the Company Shares are listed on the Standard Market of the Tokyo Stock Exchange, the comparable listed company method, given that there are listed companies comparable to the Company making it possible to analogize the share value of the Company Shares by using a comparable listed company analysis, and the DCF method in order to reflect the future business activities in the valuation. The Company received the Company's Share Valuation Report (SMBC Nikko Securities) from SMBC Nikko Securities on May 7, 2025.

The ranges of the value per share of the Company Shares, which were calculated by each of the above-mentioned analysis methods, are as follows:

Market price method:	From 4,932 yen to 5,139 yen
Comparable listed company method:	From 5,500 yen to 6,225 yen
DCF method:	From 5,571 yen to 9,565 yen

Under the market price method, using May 7, 2025, as the valuation reference date, the value per share of the Company Shares was calculated to range from 4,932 yen to 5,139 yen based on the simple average closing prices for the most recent one month (5,139 yen), the simple average closing prices for the most recent three months (4,985 yen), and the simple average closing prices for the most recent six months (4,932 yen) of the Company Shares on the Standard Market of the Tokyo Stock Exchange.

Under the comparable listed company method, after selecting KATO SANGYO CO., LTD. and ITOCHU-SHOKUHIN Co., Ltd. as comparable listed companies that are considered to be similar to the Company, the value per share of the Company Shares was calculated to range from 5,500 yen to 6,225 yen by referencing EBITDA multiple to enterprise value.

Under the DCF method, the value per share of the Company Shares was calculated to range from 5,571 yen to 9,565 yen, after analyzing the enterprise value and the share value of the Company by discounting the free cash flow that the Company is expected to generate from and after the fiscal year ending March 31, 2026 to the current value at a certain discount rate and assuming various factors, including future earnings and the investment plan stated in the business plan for the three fiscal years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028, based on the business plan prepared by the Company. The discount rate used was the weighted average cost of capital (WACC), ranging from 8.2% to 10.0%. For the calculation of the going-concern value, the perpetual growth rate method was used with a perpetual growth rate, ranging from minus 0.25% to 0.25%, and the multiple method was used with EBITDA multiple, ranging from 2.8 times to 3.5 times.

In addition, the Business Plan that was used by SMBC Nikko Securities for the DCF method does not include any fiscal year in which a significant increase or decrease in profit is expected. On the other hand, while the amount of planned investments in several companies was taken into account during the period of the Business Plan, the amount of planned investments in the fiscal year ending March 31, 2027 is expected to decrease compared to the fiscal years ending March 31, 2026 and March 31, 2028. Accordingly, free cash flow for the fiscal year ending March 31, 2027 is expected to increase approximately 142% and 167% compared to the fiscal years ending March 31, 2026 and March 31, 2028, respectively.

In the Business Plan that was used by SMBC Nikko Securities for the analysis by the DCF method, the synergies expected from the realization of the Transactions are not taken into account in the above calculation because it is difficult to specifically estimate those synergies as of May 7, 2025.

The figures in the Business Plan assumed in the DCF method are as follows. The financial forecasts in the Business Plan differ from those in the Company's Medium-term Plan due to certain adjustments made in consideration of the environment surrounding the Company, as a certain period of time has elapsed since the Company's Medium-term Plan was formulated. However, the reasonableness of the content, material assumptions and preparation process of the Company's business plan, including such difference, were confirmed and approved by the Special Committee.

(Millions of yen)

	Fiscal year ending March 31, 2026	Fiscal year ending March 31, 2027	Fiscal year ending March 31, 2028
Net sales	2,150,224	2,200,897	2,254,585
Operating profit	32,394	33,721	35,684
EBITDA	46,154	48,497	50,820
Free cash flows	17,369	24,672	14,749

(Note) In preparing the Company's Share Valuation Report (SMBC Nikko Securities), SMBC Nikko Securities assumed that all of the materials and information on which it was based were accurate and complete, did not independently verify the accuracy and completeness thereof, and was not obligated or responsible to do so, and further assumed that the Company was not aware of any facts or circumstances indicating that the information provided was inaccurate or misleading. In addition, SMBC Nikko Securities did not independently evaluate, appraise or assess the assets or liabilities of the Company or any of its affiliates, nor did it make any request to a third-party institution to perform any evaluation, appraisal or assessment of such assets or liabilities. If any problem is identified regarding the accuracy or completeness of these materials and information, the valuation results may differ significantly. Furthermore, SMBC Nikko Securities assumed that there are no claims or obligations relating to undisclosed litigation, disputes, environmental issues, tax or other matters, other contingent liabilities or off-balance sheet liabilities or other facts with respect to the Company or any of its affiliates that would have a material effect on the Company's Share Valuation Report (SMBC Nikko Securities). SMBC Nikko Securities assumed that the Business Plan, etc., that was used by it in the Company's Share Valuation Report (SMBC Nikko Securities) was prepared by the Company in accordance with reasonable and

appropriate procedures based on the best estimates and judgments as of the valuation reference date. In addition, when SMBC Nikko Securities conducted an analysis using the assumptions provided to it based on the materials and information provided to it in the Company's Share Valuation Report (SMBC Nikko Securities), SMBC Nikko Securities assumed that the materials, information and assumptions provided to it were accurate and reasonable. SMBC Nikko Securities did not independently verify, and was not obligated or responsible for verifying, the accuracy, validity and feasibility of these assumptions. SMBC Nikko Securities' calculation results were submitted to the Company at the Company's request solely for the purpose of assisting the Company's Board of Directors in considering the Tender Offer Price, and such calculation results do not express SMBC Nikko Securities' opinion as to the fairness of the Tender Offer Price.

(VI) Establishment by the Company of independent internal framework

As described in "1. Purpose and reasons for consolidation of shares" above, the Company has established a framework within the Company for consideration, negotiation and decision-making in respect of the Transactions from a standpoint independent of the Offeror, from the viewpoint of enhancing the corporate value of the Company and securing the interests of the minority shareholders of the Company. Specifically, the Company has decided that matters for which there is a high necessity to eliminate the influence of structural conflicts of interest, such as the negotiation of the Tender Offer Price with the Offeror and the formulation of the business plan, will be handled by an independent team consisting solely of the officers and employees independent of the Offeror, while matters for which it is deemed that there is no high necessity to eliminate the influence of structural conflicts of interest, such as responses to due diligence by the Offeror, will be handled by a deal team, which includes officers and employees other than those mentioned above (officer: Koichi Enomoto, Director). As a result, the Company has prohibited not only officers and employees of the Company who currently serve as officers and employees of any company in the Offeror Group (officers: Hiroshi Kawamoto, Director and Managing Executive Officer, Kazuo Ito, Director, and Eiji Yoshikawa, Audit & Supervisory Board Member), but also the officers and employees of the Company who have in the past served as officers and employees of any company in the Offeror Group (officers: Yutaka Kyoya, Representative Director, President and Chief Executive Officer, Koji Tamura, Director and Managing Executive Officer, and Eiji Unakami, Audit & Supervisory Board Member), from being involved in matters with respect to which it is highly necessary to eliminate the influence of structural conflicts of interest, such as the negotiation of the Tender Offer Price with the Offeror and the formulation of the business plan, and such treatment continues in the present. The Company has obtained the acknowledgment of the Special Committee that there is no problem, from the perspective of independence and fairness, in the internal framework for the Transactions (including the scope of officers and employees of the Company involved in the consideration, negotiation and decision-making concerning the Transactions, and their duties) that has been established within the Company.

(VII) Approval of all disinterested Directors and non-dissenting opinions of all disinterested Audit & Supervisory Board Members of the Company

As described in "1. Purpose and reasons for consolidation of shares" above, the Company carefully discussed and deliberated on whether the Transactions will contribute to the improvement of the corporate value of the Company and whether the terms and conditions of the Transactions are appropriate based on (a) legal advice received from Shimada Hamba & Osajima, (b) advice from a financial perspective from SMBC Nikko Securities, (c) the contents of the Company's Share Valuation Report (SMBC Nikko Securities), and (d) the Company's Share Valuation Report (Plutus) and the Company's Fairness Opinion submitted to the Company through the Special Committee, while respecting to the maximum extent possible the content of the decision by the Special Committee shown in the Report.

Consequently, as described in "1. Purpose and reasons for consolidation of shares" above, the Company has determined (i) that the Transactions, including the Tender Offer, will contribute to the enhancement of the Company's corporate value, and (ii) that the terms and conditions of the Transactions, including the Tender Offer Price, are appropriate to secure the interests to be enjoyed by the Company's minority shareholders, and the Tender Offer provides the Company's minority shareholders with a reasonable opportunity to sell the Company Shares at a price representing an appropriate premium; and the Company resolved at the Board of Directors meeting held on May 8, 2025, with the unanimous consent of all

Directors participating in the deliberation and resolution, to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares in the Tender Offer.

At the above Board of Directors meeting of the Company, of the ten Directors of the Company, six Directors were present, excluding Yutaka Kyoya, Representative Director, President and Chief Executive Officer; Koji Tamura, Director and Managing Executive Officer; Hiroshi Kawamoto, Director and Managing Executive Officer; and Kazuo Ito, Director; and five of these Directors, excluding Koichi Enomoto, Director, deliberated and passed the above resolution unanimously.

Further, of the four Audit & Supervisory Board Members of the Company, two Audit & Supervisory Board Members (including one Outside Audit & Supervisory Board Member), excluding Eiji Unakami and Eiji Yoshikawa, attended the above Board of Directors meeting, and all of the attending Audit & Supervisory Board Members expressed that they had no objection to the above resolution.

In view of the fact that the Offeror previously employed Yutaka Kyoya, Representative Director, President and Chief Executive Officer; Koji Tamura, Director and Managing Executive Officer; and Eiji Unakami, Audit & Supervisory Board Member; and that the Offeror currently employs Hiroshi Kawamoto, Director and Managing Executive Officer, Kazuo Ito, Director, and Eiji Yoshikawa, Audit & Supervisory Board Member: from the perspective of eliminating the possibility of being affected by issues related to structural conflicts of interest and asymmetric information in the Transactions, they did not participate in the deliberations and resolutions (or, in the case of the Audit & Supervisory Board Members, in the deliberations) of the Board of Directors meetings related to the Transactions, including the above meeting, nor did they participate in the deliberation on the Transactions or in the discussions and negotiations with the Offeror on behalf of the Company. Although Koichi Enomoto, Director, was employed by the Offeror in the past, more than three years have elapsed since his transfer, and he is not in a position to receive instructions from the Offeror after his transfer, and he has not been involved in the Offeror's deliberation process regarding the Transactions, and is not in a position to do so, he attended the above Board of Directors meeting as a formality in order to satisfy the quorum for the adoption of resolutions. However, from the perspective of further ensuring fairness, he did not participate in the deliberations and resolutions of the Board of Directors meetings related to the Transactions, including the above meeting, nor did he participate in the discussions and negotiations with the Offeror on behalf of the Company.

(VIII) Obtainment by the Offeror of share valuation report from independent third-party appraiser

In order to ensure the fairness of the Tender Offer Price, in determining the Tender Offer Price, the Offeror requested that its financial adviser, Nomura Securities, calculate the Company's share value as a third-party appraiser independent of the Offeror and the Company

Nomura Securities considered it appropriate to calculate the Company's share value from multiple perspectives after examining the Company's financial situation, trends in the market price of the Company Shares and other factors, considered the valuation method to be adopted when calculating the value of the Company Shares from among various share value calculation methods, and carried out the calculation of the value of the Company Shares by using the average market price method, given that there is a market price for the Company Shares, the comparable company method, given that there are listed companies comparable to the Company making it possible to analogize the share value of the Company Shares by comparable company analysis, and the DCF method in order to reflect the future business activities in the valuation. The Offeror received the share valuation report (the **"Offeror's Share Valuation Report"**) from Nomura Securities on May 8, 2025. Nomura Securities is not a related party of the Offeror or the Company and has no material interest in the Tender Offer. The Offeror did not obtain an opinion with regard to the fairness of the Tender Offer Price (a fairness opinion) from Nomura Securities since the Offeror comprehensively considered the various factors set out in "1. Purpose and reasons for consolidation of shares" above and believes that the interests of the Company's minority shareholders are adequately considered.

The ranges of the value per share of the Company Shares, which were calculated by each of the above-mentioned analysis methods by Nomura Securities, are as follows:

Average market price method:	From 4,932 yen to 5,410 yen
Comparable company method:	From 4,721 yen to 7,539 yen
DCF method:	From 4,232 yen to 9,318 yen

Under the average market price method, using May 7, 2025, as the valuation reference date, the value per share of the Company Shares was calculated to range from 4,932 yen to 5,410 yen based on the closing price of the valuation reference date (5,410 yen), the simple average closing price for the most recent five business days (5,348 yen), the simple average closing prices for the most recent one month (5,139 yen), the simple average closing prices for the most recent three months (4,985 yen), and the simple average closing prices for the most recent six months (4,932 yen) of the Company Shares on the Standard Market of the Tokyo Stock Exchange.

Under the comparable company method, the value per share of the Company Shares was calculated to range from 4,721 yen to 7,539 yen by comparing the market prices and financial indicators showing profitability, etc. of some listed companies engaged in business that is similar to the Company's business.

Under the DCF method, the value per share of the Company Shares was calculated to range from 4,232 yen to 9,318 yen, after analyzing and evaluating the enterprise value and the share value of the Company by discounting the free cash flow that the Company is expected to generate in the future to the current value at a certain discount rate, based on the Company's future earnings forecasts from and after the fourth quarter of the fiscal year ended March 31, 2025, taking into account various factors including future earnings and the investment plan stated in the financial forecast for the four fiscal years from the fiscal year ended March 31, 2025 to the fiscal year ending March 31, 2028, which were obtained from the Company (free cash flow was not included in the business plan obtained from the Company) and provided to Nomura Securities after the confirmation by the Offeror, as well as the Company's recent performance trends and publicly disclosed information. The financial forecast of the Company that was the assumption for the DCF method does not include any fiscal year in which a significant increase or decrease in profit is expected, however, it does include fiscal years in which a significant increase or decrease in free cash flow is expected. Specifically, in the fiscal year ended March 31, 2025, free cash flow was expected to decrease significantly due to an increase in working capital, and, in the fiscal year ending March 31, 2026, a significant increase in free cash flow is expected, compared to the fiscal year ended March 31, 2025, due to a smaller increase in working capital. In addition, the financial forecast is not premised on the execution of the Transactions, and the financial forecast does not reflect the synergies expected from the realization of the Transactions because it is difficult to specifically estimate those synergies as of May 7, 2025.

Based on the results of discussions and negotiations with the Company, the Offeror ultimately determined on May 8, 2025, that the Tender Offer Price should be 6,340 yen, comprehensively taking into account: (i) the valuation results in respect of the Company Shares as stated in the Offeror's Share Valuation Report obtained from Nomura Securities; (ii) the results of the due diligence on the Company that was carried out during the period from early March 2025 to mid-April 2025; (iii) whether the Board of Directors of the Company would support the Tender Offer; and (iv) expected levels of tendering in the Tender Offer.

The Tender Offer Price of 6,340 yen represents (i) a premium of 17.19% on the closing price of the Company Shares on the Standard Market of the Tokyo Stock Exchange on May 7, 2025, which is the business day immediately preceding the announcement date of the Tender Offer (May 8, 2025) (5,410 yen), (ii) a premium of 23.37% on the simple average closing prices for the most recent one month (5,139 yen), (iii) a premium of 27.18% on the simple average closing prices for the most recent three months (4,985 yen), and (iv) a premium of 28.55% on the simple average closing prices for the most recent six months (4,932 yen).

(Note) In calculating the value of the Company Shares, Nomura Securities assumed that the existing public information and all information provided to Nomura Securities were accurate and complete, and did not independently verify the accuracy and completeness of such information.

Nomura Securities did not independently evaluate, appraise or assess the assets or liabilities (including derivative financial instruments, off-balance-sheet assets and liabilities, and other contingent liabilities) of the Company or any of its affiliates, including any analysis or evaluation of their individual assets and liabilities, nor did it make any request to a third-party institution to perform any appraisal or assessment of such assets or liabilities. Nomura Securities assumed that the management of the Offeror reasonably reviewed or prepared information regarding the financial forecasts (including profit planning and other information) of the Company, based on the best and sincere estimates and judgments available as of May 7, 2025. The calculation by Nomura Securities reflected information and economic conditions obtained by Nomura Securities by May 7, 2025. The sole purpose of the calculation by Nomura Securities is to serve as a reference for the board of directors of the Offeror in its consideration of the value of the Company Shares.

(IX) Nonexistence of deal protection provisions

The Offeror and the Company have not entered into any agreement that includes deal protection provisions prohibiting the Company from having contact with any counter-offeror or that would otherwise restrict any counter-offeror from having contact with the Company; thereby, the Offeror and the Company have given consideration to ensuring the fairness of the Tender Offer by not impeding the opportunity for a counter-offer.

(X) Measures to ensure that the Company's shareholders have the opportunity to appropriately decide whether or not to tender in the Tender Offer

As described in “(5) Policies for organizational restructuring, etc. after the Tender Offer (matters relating to so-called two-step acquisition)” under “3. Details, basis and reasons for the opinion regarding the Tender Offer” in the Opinion Press Release, as regards the Squeeze-Out Procedures, the Offeror plans to adopt a method of ultimately delivering money to the Company's shareholders who do not tender their shares in the Tender Offer (excluding the Offeror and the Company). In that case, the amount of money delivered to each such shareholder of the Company will be calculated so as to be equal to the Tender Offer Price multiplied by the number of the Company Shares held by such the Company's shareholders. Thus, the Offeror has ensured that the Company's shareholders have the opportunity to appropriately decide whether or not to tender their shares in the Tender Offer, thereby giving consideration so as not to cause coercion. In addition, while the minimum period for a tender offer as prescribed by laws and regulations is 20 business days, the Offeror has set the Tender Offer Period at 43 business days. By setting the Tender Offer Period at longer than the minimum period required by laws and regulations, the Offeror ensures that the Company's shareholders have the opportunity to carefully consider the merits and demerits of the Transactions and the appropriateness of the Tender Offer Price and to appropriately decide whether to tender their shares in the Tender Offer.

4. Disposition of material assets, assumption of material liabilities and other events significantly affecting the status of Company's assets that occurred to the Company after the end of the final fiscal year

As described in “1. Purpose and reasons for consolidation of shares” above, the Offeror conducted the Tender Offer with a tender offer period from May 9, 2025 to July 8, 2025, and as a result, the Offeror has come to own 38,842,280 shares of the Company Shares (ownership ratio: 89.22%) as of July 15, 2025, the commencement date of settlement of the Tender Offer.

Proposal 2: Partial amendments to the Articles of Incorporation

1. Reasons for changes

- (1) If Proposal 1 “Consolidation of shares” is approved and passed as originally proposed and the Share Consolidation takes effect, the total number of shares authorized to be issued of the Company Shares will be reduced to 9 shares in accordance with Article 182, paragraph (2) of the Companies Act. In order to clarify this point, the Company proposes that Article 6 (Total Number of Shares Authorized to Be Issued) of the Articles of Incorporation shall be amended, subject to the Share Consolidation coming into effect.
- (2) If Proposal 1 “Consolidation of shares” is approved and passed as originally proposed, the Company Shares are to be delisted and can no longer be traded on the Tokyo Stock Exchange after delisted. Therefore, the Company proposes that the entire text of Article 7 (Acquisition of Treasury Shares) of the Articles of Incorporation shall be deleted, and the article numbers shall be renumbered accordingly.
- (3) If Proposal 1 “Consolidation of shares” is approved and passed as originally proposed and the Share Consolidation takes effect, the total number of issued shares of the Company will be 9 shares and it becomes unnecessary to set the number of shares constituting one unit of shares. Therefore, the Company proposes that subject to the Share Consolidation coming into effect, in order to abolish the provisions concerning the number of shares constituting one unit of the Company Shares, which is currently 100 shares per unit, the entire text of Article 8 (Number of Shares Constituting One Unit of Shares), Article 9 (Rights for Shares Constituting Less Than One Unit) and Article 10 (Request for Sale of Shares Constituting Less Than One Unit) of the Articles of Incorporation shall be deleted, and the article numbers shall be renumbered accordingly.
- (4) If the Proposal 1 “Consolidation of shares” is approved and passed as originally proposed and the Share Consolidation takes effect, the Company Shares will be delisted and the Offeror becomes the only one who holds one or more Company Shares, and as a result of the handling of fractional shares following the Share Consolidation, the Offeror will become the sole shareholder of the Company. Thus, the provision concerning a record date for an ordinary general meeting of shareholders and the provision concerning the system for providing informational materials for the general meeting of shareholders in electronic format will become unnecessary. Therefore, the Company proposes that the entire text of Article 13 (Record Date) and Article 16 (Measures, etc. for Providing Information in Electronic Format) of the Articles of Incorporation shall be deleted, and the article numbers shall be renumbered accordingly, subject to the Share Consolidation coming into effect.

2. Details of changes

The following changes are proposed. The amendment to the Articles of Incorporation pertaining to this proposal will take effect on September 30, 2025, the effective date of the Share Consolidation, provided that Proposal 1 “Consolidation of shares” is approved and passed as originally proposed and the Share Consolidation takes effect.

(Underlines indicate the changes.)

Existing articles	Proposed changes
Article 1. - Article 5. (Texts omitted)	Article 1. - Article 5. (Unchanged)
(Total Number of Shares Authorized to Be Issued) Article 6. The total number of shares authorized to be issued by the Company shall be <u>one hundred and forty million (140,000,000)</u> shares.	(Total Number of Shares Authorized to Be Issued) Article 6. The total number of shares authorized to be issued by the Company shall be 9 shares.

Existing articles	Proposed changes
<u>(Acquisition of Treasury Shares)</u> <u>Article 7.</u> <u>The Company may, by resolution of the Board of Directors, acquire treasury shares through market transactions, etc.</u>	(Deleted)
<u>(Number of Shares Constituting One Unit of Shares)</u> <u>Article 8.</u> <u>The number of shares constituting one unit of shares of the Company shall be one hundred (100).</u>	(Deleted)
<u>(Rights for Shares Constituting Less Than One Unit)</u> <u>Article 9.</u> <u>A shareholder of the Company may not exercise any rights, except for the following rights, with respect to shares constituting less than one unit held by that shareholder:</u> <u>(1) Rights provided for in each item of Article 189, paragraph (2) of the Companies Act;</u> <u>(2) Right to request acquisition of shares combined with acquisition claims;</u> <u>(3) Right to receive an allotment of offered shares and offered stock acquisition rights; and</u> <u>(4) Right to make a request to sell shares constituting less than one unit as provided for in the following Article.</u>	(Deleted)
<u>(Request for Sale of Shares Constituting Less Than One Unit)</u> <u>Article 10.</u> <u>1. A shareholder of the Company may, pursuant to the provisions of the Share Handling Regulations, request the Company sell to that shareholder such number of shares as, together with the shares constituting less than one unit held by that shareholder, would constitute one unit of shares.</u> <u>2. If the Company does not have the number of shares to be sold in the event of a request under the preceding paragraph, the Company may refuse to comply with the request under the preceding paragraph.</u>	(Deleted)
Article <u>11.</u> - Article <u>12.</u> (Texts omitted)	Article <u>7.</u> - Article <u>8.</u> (Unchanged)

Existing articles	Proposed changes
<u>(Record Date)</u> <u>Article 13.</u> 1. <u>The record date for voting rights at the Company's ordinary general meeting of shareholders shall be March 31 of each year.</u> 2. <u>In addition to the provisions of the preceding paragraph, the Company may, if necessary, by resolution of the Board of Directors, fix an extraordinary record date by giving prior public notice.</u> Article <u>14.</u> - Article <u>15.</u> (Texts omitted) <u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 16.</u> 1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> 2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u> Article <u>17.</u> - Article <u>44.</u> (Texts omitted)	(Deleted) Article <u>9.</u> - Article <u>10.</u> (Unchanged) (Deleted) Article <u>11.</u> - Article <u>38.</u> (Unchanged)