October 23, 2025

To whom it may concern:

Company Name:	PACIFIC INDUSTRIAL CO., LTD.
Name of Representative:	Tetsushi Ogawa, President and Representative Director (Securities code: 7250; Prime Market of the Tokyo Stock Exchange, Premier Market of the Nagoya Stock Exchange)
Contact Person:	Satoshi Watanabe, Senior General Manager of Accounting Department (TEL 0584-93-0117)

(Amendment) Notice regarding the partial amendment to "Notice Regarding Implementation of MBO and Recommendation for Tender"

PACIFIC INDUSTRIAL CO., LTD. (the "Company") hereby announces that the "Notice Regarding Implementation of MBO and Recommendation for Tender" announced by the Company on July 25, 2025 (including the changes by the "(Amendment) Partial Amendment to the "Notice Regarding Implementation of MBO and Recommendation for Tender"" announced on July 28, 2025, the changes by the "(Amendment) Notice regarding the partial amendment to "Notice Regarding Implementation of MBO and Recommendation for Tender"" announced on September 8, 2025, the changes by the "(Amendment) Notice regarding the partial amendment to "Notice Regarding Implementation of MBO and Recommendation for Tender"" announced on September 24, 2025, and the changes by the "(Amendment) Notice regarding the partial amendment to "Notice Regarding Implementation of MBO and Recommendation for Tender"" announced on October 8, 2025; hereinafter the "Initial Opinion Expression Notice") has been partially amended as detailed below.

Details

I. Reason of Amendment

With respect to the Tender Offer (as defined in the Initial Opinion Expression Notice, hereinafter the same) implemented by CORE Inc. (the "Offeror"), the Offeror, for the purpose of enhancing the likelihood of its successful completion of the Tender Offer, confirmed orally with Giken Kabushiki Kaisha ("Giken"), the Company's shareholder (number of shares owned: 2,344,994 shares, ownership percentage: 4.06%), since October 8, 2025 that Giken will tender its shares in the Tender Offer and that it will not revoke its intention.. The Offeror and Giken concluded an oral agreement ("Tender Agreement") on October 23, 2025 to confirm that Giken will tender all of its shares held in the Tender Offer and that it will not revoke its intention.

Furthermore, according to the Offeror, for the purpose of providing the Company's general shareholders to sell their shares at a higher price and enhancing the likelihood of its successful completion of the Tender Offer with the understanding of the Company's general shareholders, decided to change the purchase, etc. price ("Tender Offer Price") per 1 ordinary share from 2,050 yen to 2,919 yen.

The Offeror filed an Amendment to the Tender Offer Notification with respect to the Tender Offer accompanying the conclusion of the Tender Agreement and Change of Purchase Price, and extended the Tender Offer Period to November 7, 2025 accompanying these changes, resulting in a total of 70 business days.

The Company hereby announces that its Board of Directors, at its meeting held today, resolved to maintain to state our opinion in support of the Tender Offer and to recommend that shareholders tender their shares in the Tender Offer, and leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders as previously announced in the Initial Opinion Expression Notice. Accordingly, the Initial Opinion Expression Notice has been partially amended as detailed below.

II. Amended Items

The amended parts are underlined.

2. Tender Offer Price

(Before Amendment)

(1) <u>2,050</u> yen per share of the ordinary share (The price of tender offer, etc. per 1 share of the Company Share in this Tender Offer shall hereinafter collectively be referred to as the "Tender Offer Price.")

<Omitted>

(After Amendment)

(1) <u>2,919</u> yen per share of the ordinary share (The price of tender offer, etc. per 1 share of the Company Share in this Tender Offer shall hereinafter collectively be referred to as the "Tender Offer Price.")

<Omitted>

3. Details of, and grounds and reasons for, our opinion on the Tender Offer

(1) Details of our opinion

(Before Amendment)

The Company has adopted a resolution at the meeting of the Board of Directors held <u>today</u> to express an opinion in support of the Tender Offer, to recommend that shareholders tender their shares in the Tender Offer and leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders' in the Tender Offer , based on the grounds and reasons described in "(2) Grounds and reasons for our opinion" below.

The above resolution of the Board of Directors was adopted by the method described in "[5] Approval of all Company directors (including Audit and Supervisory Committee Members) who do not have any interest" of "(6) Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer"

(After Amendment)

The Company has adopted a resolution at the meeting of the Board of Directors held <u>on July 25, 2025</u> to express an opinion in support of the Tender Offer, to recommend that shareholders tender their shares in the Tender Offer and leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders' in the Tender Offer , based on the grounds and reasons described in "(2) Grounds and reasons for our opinion" below.

<u>Thereafter, the Company adopted a resolution at the meetings of the Board of Directors held on October 23, 2025, that pursuant to the grounds and reasons indicated in "[4] The Decision-Making Process and Reasons Leading to the Company to Support the Tender Offer" of "(2) Grounds and reasons for our opinion" below, the Company will recommend that shareholders tender their shares in the Tender Offer, and leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders.</u>

The resolutions of the Board of Directors <u>dated July 25, 2025 and October 23, 2025</u> were adopted by the method described in "[5] Approval of all Company directors (including Audit and Supervisory Committee Members) who do not have any interest" of "(6) Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer."

(2) Grounds and reasons for our opinion

[1] Tender Offer Overview

(Before Amendment)

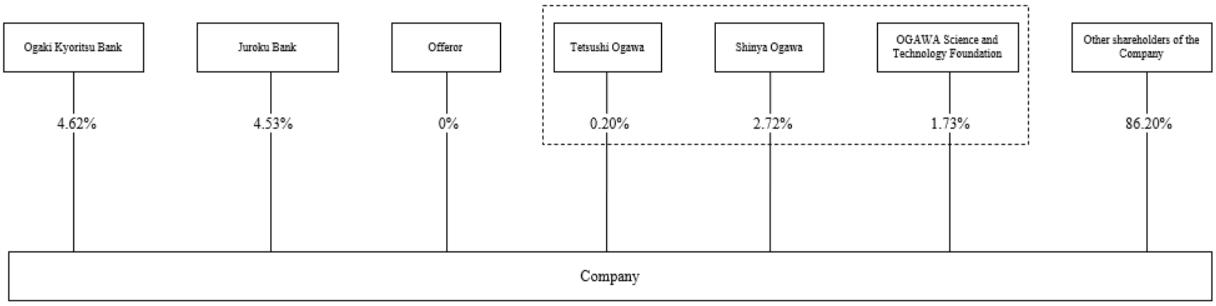
<Omitted>

According to the Offeror, if the Tender Offer is completed successfully, the Offeror plans to carry out procedures for a capital increase through third-party allotment of class A preferred shares (shares with no voting rights) (Note 5) with Development Bank of Japan Inc. (“DBJ”), the Ogaki Kyoritsu Bank, Ltd. (number of shares owned: 2,671,093 shares; ownership percentage: 4.62%), and the Juroku Bank, Ltd. (number of shares owned: 2,619,956 plants; ownership percentage: 4.53%) as the allottees and a capital increase through third-party allotment of class B preferred shares (shares with no voting rights) (Note 6) with DBJ as the allottee during the period up to the settlement of the Tender Offer for purposes of applying the funds procured thereby to the funds required for the implementation of the Transaction (collectively, “Third-Party Allotment Capital Increase”). Further, in addition to the Third-Party Allotment Capital Increase, the Offeror plans to obtain a loan (“Loan”) from MUFG Bank, Ltd. (“MUFG Bank”), and intends to apply those funds to the settlement funds, etc., for the Tender Offer. The lending terms and conditions for the Loan are said to be stipulated in a loan agreement for the Loan upon separate discussion with MUFG Bank whereunder the loan agreement for the Loan, certain assets, including the Company Shares that the Offeror is to acquire in the Tender Offer are expected to be provided as collateral.

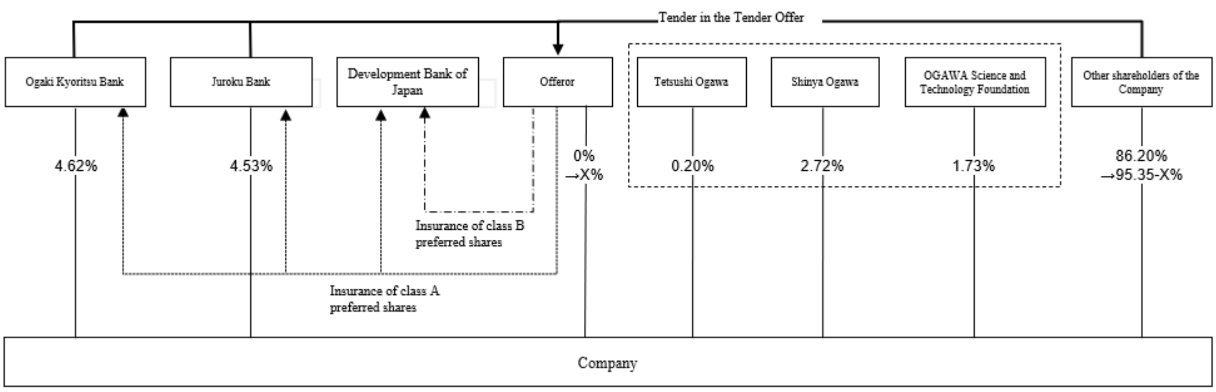
<Omitted>

The following diagrams illustrate an overview of the Transaction.

I. Current Situation (as of today)

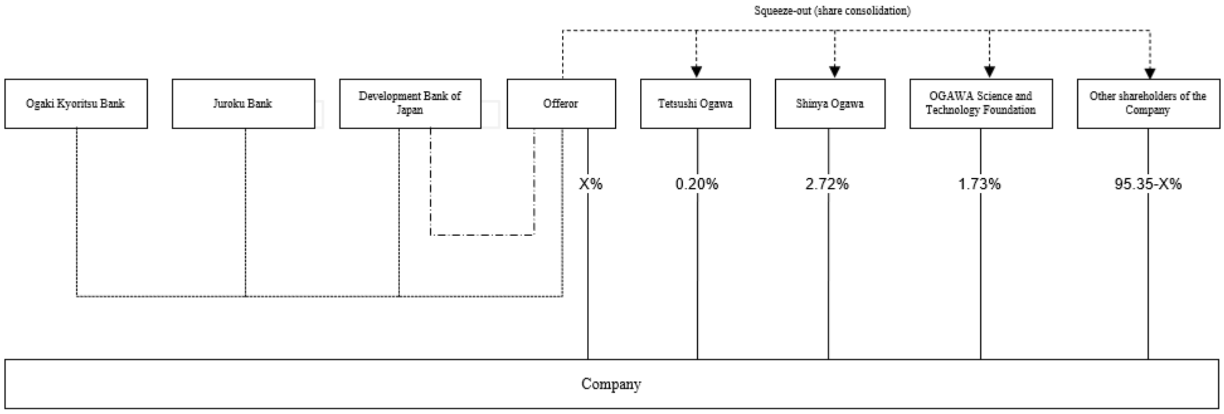


II. Settlement of the Tender Offer (October 30, 2025)



*X% is the ownership percentage of the number of shares tendered in the Tender Offer.

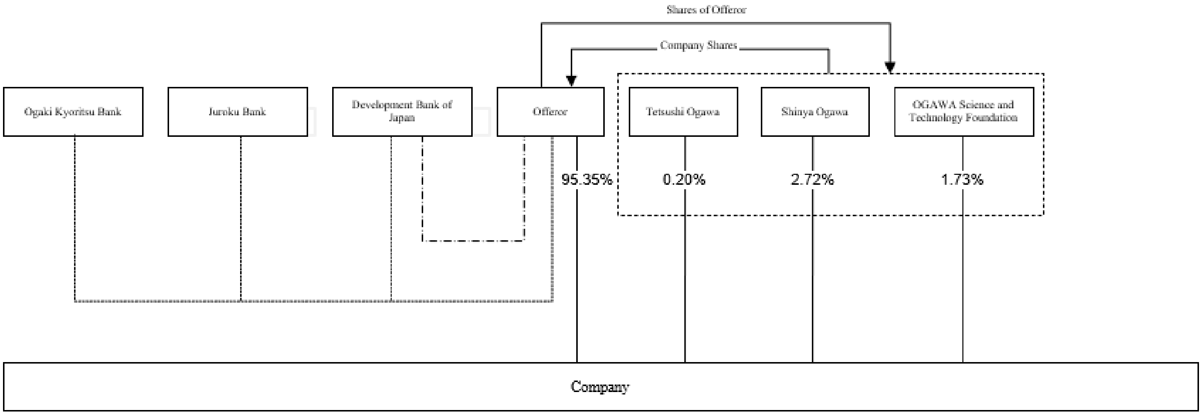
III. Execution of Squeeze-out Procedures (Late December 2025 to Mid-February 2026 (Scheduled))



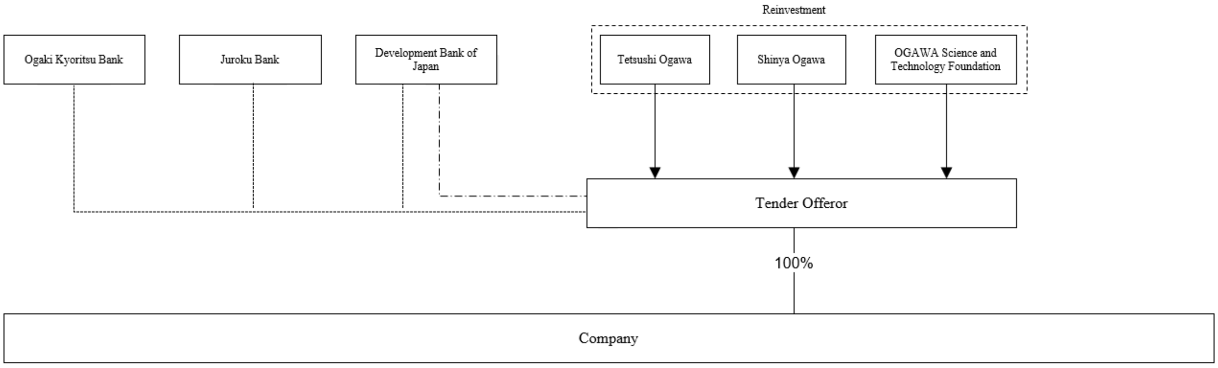
IV. Execution of Share Swap and Other Relevant Actions or Reinvestment

(To be executed as soon as practicably possible after completion of the Squeeze-out Procedures; the specific schedule is yet to be determined.)

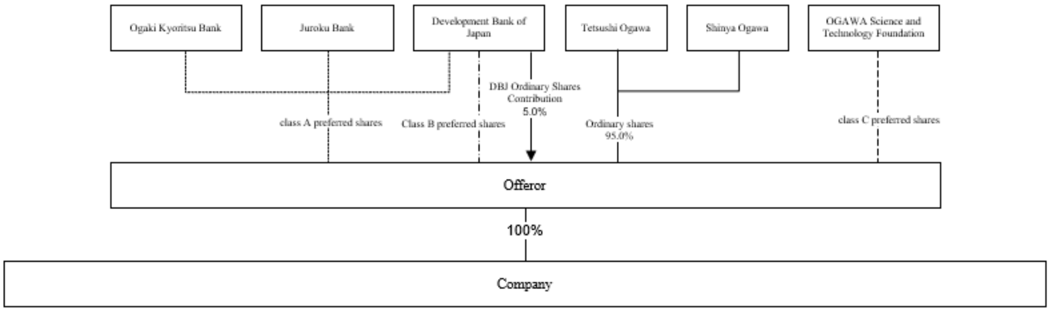
<If the Share Swap and Other Relevant Actions are executed>



<If the Reinvestment is executed>



V. After Execution of Share Swap and Other Relevant Actions or Reinvestment



(After Amendment)

<Omitted>

According to the Offeror, if the Tender Offer is completed successfully, the Offeror plans to carry out procedures for a capital increase through third-party allotment of class A preferred shares (shares with no voting rights) (Note 5) with Development Bank of Japan Inc. ("DBJ"), the Ogaki Kyoritsu Bank, Ltd. (number of shares owned: 2,671,093 shares; ownership percentage: 4.62%), and the Juroku Bank, Ltd. (number of shares owned: 2,619,956 plants; ownership percentage: 4.53%) as the allottees, a capital increase through third-party allotment of class B preferred shares (shares with no voting rights) (Note 6) with DBJ as the allottee, and a capital increase through third-party allotment of class D preferred shares (shares with no voting rights) with Giken Kabushiki Kaisha ("Giken") (number of shares owned: 2,344,994 shares, ownership percentage: 4.06%) as the allottee during the period up to the settlement of the Tender Offer for purposes of applying the funds procured thereby to the funds required for the implementation of the Transaction (collectively, "Third-Party Allotment Capital Increase"). Further, in addition to the Third-Party Allotment Capital Increase, the Offeror plans to obtain a loan ("Loan") from MUFG Bank, Ltd. ("MUFG Bank"), and intends to apply those funds to the settlement funds, etc., for the Tender Offer. The lending terms and conditions for the Loan are said to be stipulated in a loan agreement for the Loan upon separate discussion with MUFG Bank whereunder the loan agreement for the Loan, certain assets, including the Company Shares that the Offeror is to acquire in the Tender Offer are expected to be provided as collateral.

<Omitted>

The following diagrams illustrate an overview of the Transaction.

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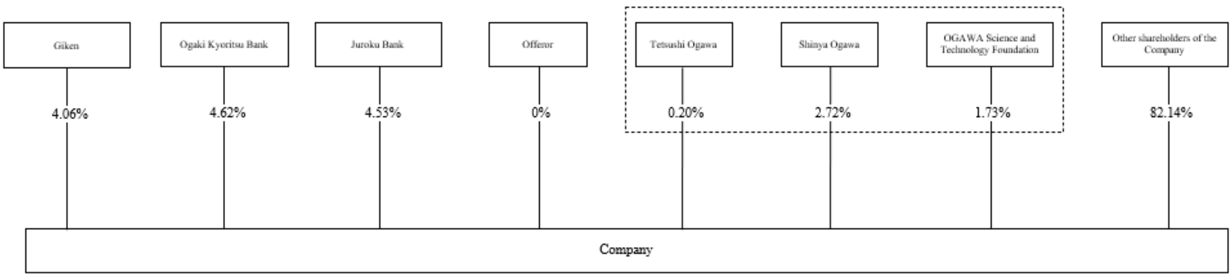
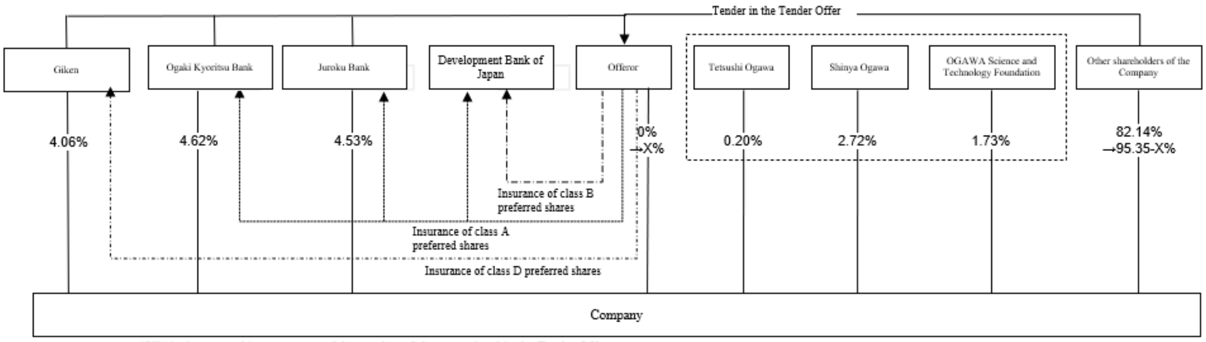
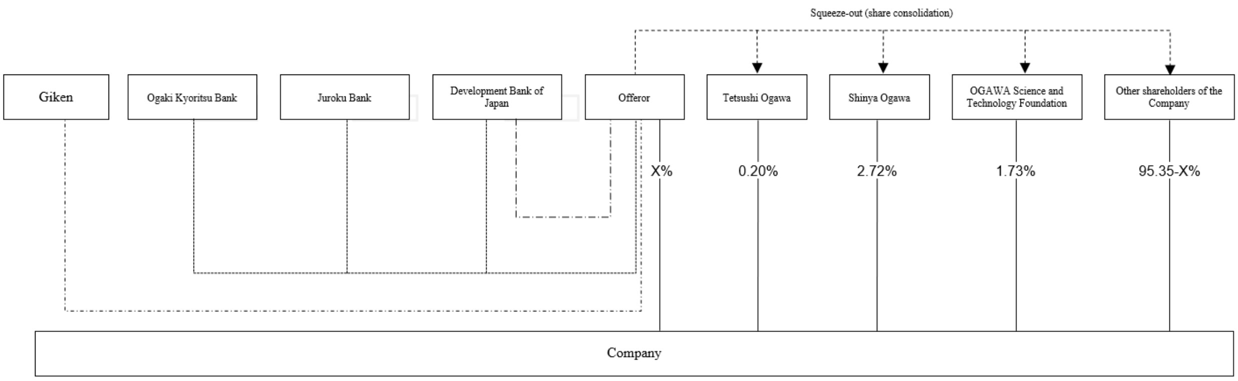


II. Settlement of the Tender Offer (November 14, 2025)



*X% is the ownership percentage of the number of shares tendered in the Tender Offer.

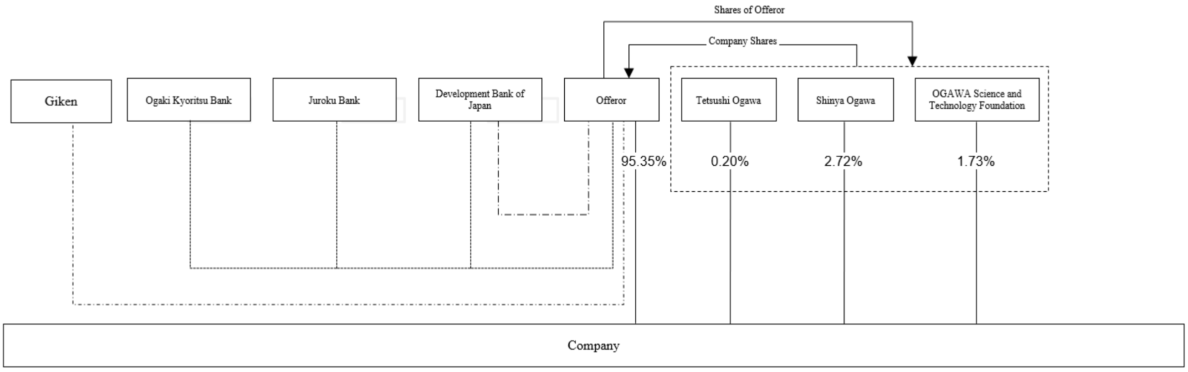
III. Execution of Squeeze-out Procedures (Mid-January 2026 to Early March 2026 (Scheduled))



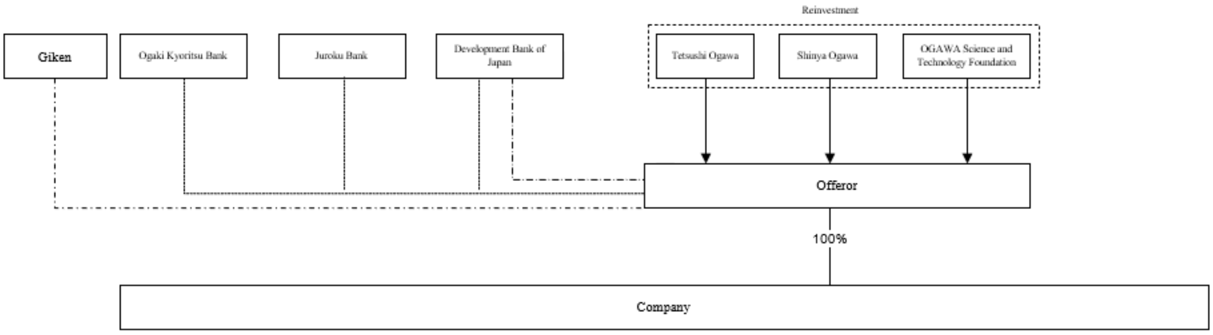
IV. Execution of Share Swap and Other Relevant Actions or Reinvestment

(To be executed as soon as practicably possible after completion of the Squeeze-out Procedures; the specific schedule is yet to be determined.)

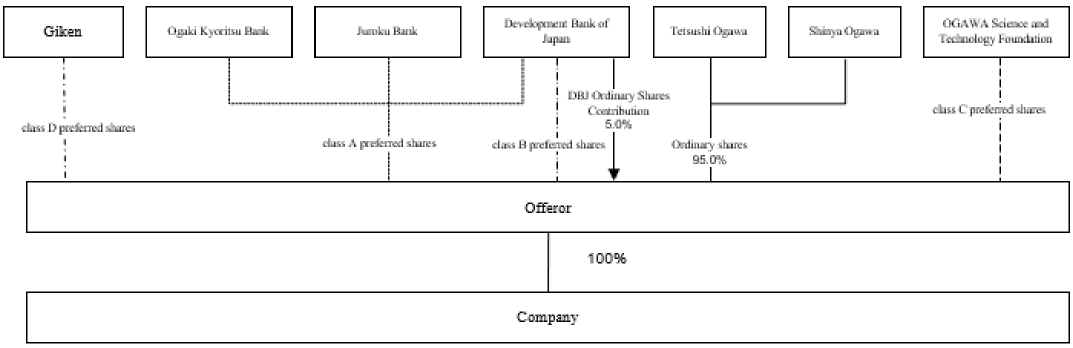
<If the Share Swap and Other Relevant Actions are executed>



<If the Reinvestment is executed>



V. After Execution of Share Swap and Other Relevant Actions or Reinvestment



[2] The Background, Reasons and Decision-Making Process Leading to the Decision by the Offeror to Implement the Tender Offer

(Before Amendment)

<Omitted>

Thereafter, according to the Offeror, the Offeror commenced the Tender Offer on July 28, 2025, and, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer and the outlook for future applications, it decided on September 8, 2025, to extend the Tender Offer Period to September 24, 2025, resulting in a total of 40 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

Further after that, according to the Offeror, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer, the outlook for future applications, and the need to achieve the objectives of the Tender Offer smoothly, the Offeror decided on September 24, 2025, to extend the Tender Offer Period to October 8, 2025, resulting in a total of 50 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

Further after that, according to the Offeror, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer, the outlook for future applications, and the need to achieve the objectives of the Tender Offer smoothly, the Offeror decided on October 8, 2025, to extend the Tender Offer Period to October 23, 2025, resulting in a total of 60 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion. As of October 8, 2025, the Tender Offer Price remains unchanged.

<Omitted>

(After Amendment)

<Omitted>

Thereafter, according to the Offeror, the Offeror commenced the Tender Offer on July 28, 2025, and, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer and the outlook for future applications, it decided on September 8, 2025, to extend the Tender Offer Period to September 24, 2025, resulting in a total of 40 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

Further after that, according to the Offeror, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer, the outlook for future applications, and the need to achieve the objectives of the Tender Offer smoothly, the Offeror decided on September 24, 2025, to extend the Tender Offer Period to October 8, 2025, resulting in a total of 50 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

Further after that, according to the Offeror, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer, the outlook for future applications, and the need to achieve the objectives of the Tender Offer smoothly, the Offeror decided on October 8, 2025, to extend the Tender Offer Period to October 23, 2025, resulting in a total of 60 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

Further after that, the Offeror, for the purpose of continuing to enhance the likelihood of its successful completion of the Tender Offer, confirmed with Giken, the Company's shareholder (number of shares owned: 2,344,994 shares, ownership percentage: 4.06%), since October 8, 2025 that Giken will tender its shares in the Tender Offer. The Offeror and Giken concluded an oral agreement ("Tender Agreement") on October 23, 2025 to confirm that Giken will tender all of its shares held in the Tender Offer and that it will not revoke its intention. See section "4. Important Agreements Relating to the Tender Offer" below concerning the details of the Tender Agreement.

Further after that, on July 29, 2025, the Company received contact from CITY INDEX ELEVENTH CO.,LTD. ("CI11"), the Company's shareholder, where they requested to interview Mr. Tetsushi Ogawa, the Offeror's shareholder who owns all of the issued and outstanding shares of the Offeror and who is the Representative Director of the Offeror, and who is also the Company's President and Representative Director. On August 7, 2025, the Offeror, CI11, and Mr. Yoshiaki Murakami and Ms. Aya Nomura, who are related parties of CI11 (collectively, the "Murakami Team"), held the first meeting where the Murakami Team indicated on the problems with the Tender Offer. Towards this, the Offeror and the Company explained to them on the significance of the Transactions and asked for their understanding to the execution of the Transactions by Mr. Ogawa's side. On August 12, 2025, the Company received a letter from CI11 stating that they intend to support the Offeror's passion to enhance corporate value in the future by delisting the Company's shares, however, that the current Tender Offer Price (2,050 yen) needs reconsideration, that the scale of equity contribution to the Offeror by Mr. Ogawa's side is too small which is a problem, and that the Murakami Team is prepared to provide certain amount of funds to the Offeror in order to raise the Tender Offer Price.

Having received these proposals from the Murakami Team, the Offeror and the Company discussed on the possibility of CI11's financing to the Offeror since August 22, 2025, the Offeror, after reviewing the Murakami Team's advice concerning the possibility to raise the Tender Offer Price, responded to the Murakami Team on September 16, 2025 that the Offeror will aim to successfully complete the Tender Offer without receiving financing from the Murakami Team. Based on the foregoing, the Offeror and the Murakami Team reached an understanding such as that the Murakami Team will continue to extend their greatest support to achieve a successful Tender Offer and in the event that the Offeror accepts equity from third-party shareholders, excluding related parties such as lenders, business partners, or strategic shareholders, it has been agreed that Murakami Team and others shall be informed accordingly and that sincere discussions shall be held regarding Murakami Team's capital participation.

According to the Offeror, the Offeror considered that the Tender Offer Price (2,050 yen) is a fair and appropriate price agreed through repeated, sincere and continuous discussions and negotiations between the Company and the Special Committee, however, from the fact that the Company's shares are being traded at a market price above the Tender Offer Price and from the situation of tender to the Tender Offer by the Company's shareholders, the Offeror was aware that it is necessary to reconsider the Tender Offer Price to achieve a successful Tender Offer. On October 8, 2025, the Offeror received a request from the Company to reconsider the Tender Offer Price (2,050 yen) to provide the Company's shareholders with an opportunity to sell their shares at a higher price and to enhance the likelihood of a successful Tender Offer due to opinions from multiple shareholders that the Tender Offer Price (2,050 yen) is not sufficiently reflecting the Company's share value, and that the Company's shares are being traded at a market price above the Tender Offer Price (2,050 yen).

For these reasons, the Offeror, having comprehensively taken into account the situation of tender to the Tender Offer by the Company's shareholders, future outlook, and the need to smoothly achieve the purposes of the Tender Offer, seriously considered the Murakami Team's indications on the need to raise the Tender Offer Price and request from the Company to reconsider the Tender Offer Price, and for the purposes of providing an opportunity to the Company's general shareholders to sell their shares at a price higher than the Tender Offer Price (2,050 yen) before the Change of Purchase Price (to be defined below) which would enhance the possibility of a successful Tender Offer with the understanding of the Company's general shareholders, decided to raise the Tender Offer Price to 2,919 yen.

Simultaneously with this review, on October 22, 2025, the Offeror met with the Murakami Team and inquired on whether they will tender their shares in the Tender Offer on the premises that the Tender Offer Price will be raised to 2,919 yen by taking into account the Murakami Team's indications and they orally confirmed that they will tender their shares.

As a result, the Offeror, effective October 23, 2025, decided to raise the Tender Price from 2,050 yen to 2,919 yen ("Change of Purchase Price") to make the Tender Offer Price exceed 2,877 yen which is the net asset value per 1 share of the Company as calculated by the Company, and to also exceed 2,787 yen which is the highest market price of the Company until October 22, 2025 which is the business day immediately preceding the same day.

In addition, according to the Offeror, if the Tender Offer is completed successfully, the Offeror plans to carry out procedures for a capital increase through third-party allotment of class D preferred shares (shares with no voting rights) (Note 26) with Giken as the allottee during the period until settlement for the Tender Offer for the purpose of appropriating the funds that are necessary to carry out the Transaction.

Note 26: According to the Offeror, class D preferred shares are shares with no voting rights and preferred shares with a provision that entitles the holders thereof to receive dividends of surplus and distributions of residual assets in preference to ordinary shares, and include put options (right of the shareholders of class D preferred shares to request that the Offeror acquire the class D preferred shares in exchange for money) and acquisition clauses (right of the Offeror to acquire class D preferred shares from the shareholders of class D preferred shares in exchange for money); however, they do not include the right to request conversion to ordinary shares (right of the shareholders of class D preferred shares to request the delivery of the Offeror's ordinary shares in exchange for the Offeror's acquisition of class D preferred shares). The Offeror considers that (i) determining the subscription price per share of class D preferred shares for the third-party allotment to Giken, the value of the Company's shares shall be assessed at the same price as the tender offer price and the subscription price will be set at a level that does not result in terms more favorable than the Tender Offer Price, and that (ii) this third-party allotment of class D preferred shares with Giken as the allottee is for the purpose of appropriating the funds that are necessary for executing the Transaction towards the Offeror which was considered independently regardless of whether Giken will tender in the Tender Offer and thus will not contradict the rules of uniformity of the Tender Offer Price.

Accompanying the foregoing, according to the Offeror, on October 23, 2025, the Offeror filed an Amendment to the Tender Offer Notification ("October 23 Amendment"), and, in connection therewith, decided to extend the Tender Offer Period to November 7, 2025, which is a day falling on a day after lapse of ten business days counted from October 23, 2025 which is the date of filing of the October 23 Amendment, resulting in a total of 70 business days.

<Omitted>

[4] The Decision-Making Process and Reasons Leading the Company to Support the Tender Offer

(iii) Decisions

(Before Amendment)

Based on the foregoing circumstances, at the meeting of the Board of Directors held today, the Company carefully discussed and considered from the perspectives of whether the Transaction, including the Tender Offer, contributes to the enhancement of the corporate value of the Company, whether the conditions of the Transaction, including the Tender Offer Price, are fair and reasonable, whether the fairness of the procedures for the Transaction is ensured, and whether the Transaction is considered to be fair to the general shareholders of the Company, etc., based on the legal advice received from Anderson Mori & Tomotsune, the financial advice received from Yamada Consulting and the content of the stock valuation report on the results of the calculation of the share value received on July 24, 2025 ("Stock Valuation Report"), and with the utmost respect for the judgment of the Special Committee.

<Omitted>

Further, at the meeting of the Board of Directors held today, the Company has determined that the Tender Offer Price and other terms and conditions of the Tender Offer are appropriate for the Company's shareholders and that the Tender Offer offers the Company's shareholders a reasonable opportunity to sell their shares taking into consideration that the Tender Offer Price (2,050 yen) is, (a) from among the calculation results of Yamada Consulting of the share value of the Company Shares stated in "(3) Matters concerning calculation" below, above the upper limit of range of the calculation results by the average market price method, above the upper limit of range of the calculation results by the comparable company method, and above the median limit of its calculation results by the DCF Method, (b) a price reflecting a 40.31% premium on the closing price (1,461 yen) of the Company Shares on the Prime Market of the TSE on July 24, 2025, i.e. the business day immediately prior to the date of announcement of the Tender Offer, a 49.96% premium on the simple average closing price (1,367 yen) for the one month ending July 24, 2025, and a 55.66% premium on the simple average closing price (1,317 yen) for the last three months, and a 52.87% premium on the simple average closing price (1,341 yen) for the last six months, respectively, which are found to be reasonable as compared with the levels of premiums offered upon determining the purchase price in 167 tender offer cases conducted as part of MBO announced during the period from June 28, 2019, when the Fair M&A Guidelines were published, to May 15, 2025 (the average value (44.31%) of the premiums on the closing prices as of the business days preceding the announcement dates for those MBO transactions, the average value (46.99%) of the premiums on the simple average closing prices for the most recent one month, the average value (48.47%) of the premiums on the simple average closing prices for the most recent three months, and the average value (47.51%) of the premiums on the simple average closing prices for the most recent six months), (c) it is found that consideration is given to the interests of the general shareholders of the Company, such as that measures stated in " (6) Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer" are taken to avoid the conflicts of interest, (d) it was determined after the above-mentioned measures to avoid the conflicts of interest have been taken, and the Company and the Offeror have held consultation and negotiation multiple times which are equivalent to consultation and negotiation in an arm's length transaction, and more specifically, after the Company had conducted consultation and negotiation sincerely and continuously with the Offeror taking into consideration the consultation with the Special Committee, the contents of the calculation result related to the share value of the Company Shares and advice from a financial viewpoint provided by Yamada Consulting, and legal advice received from Anderson Mori & Tomotsune , (e) the Special Committee has confirmed in advance the negotiation policy, received a report on the status in a timely manner, given opinions, instructions and requests at the important phase of the negotiations, and expressed its opinion that the terms and conditions of the Transaction, including the Tender Offer Price, are appropriate.

Additionally, the Tender Offer Price is less than 2,877 yen (rounded to the nearest whole number) of net assets per share (the Tender Offer Price represents a 28.75% (rounded to two decimal places) discount compared to this amount) calculated by dividing the Company's book value of net assets as of June 30, 2025, which is 165,900 million yen(rounded to the nearest hundred thousand), by the total number of issued shares after deducting treasury shares (57,673,249 shares). However, even if the Company were to liquidate, the book value of its net assets would not be converted into cash as it is. The land and buildings owned by the Company are the headquarters and factories, and considering that the buildings of the headquarters and factories have been in use for a significant period of time and are deteriorating, it is anticipated that they cannot be sold at their book value. Therefore, it is necessary to sell the land as vacant land. Demolition of the buildings would incur costs, and the removal of machinery and equipment would require significant additional costs for foundation work of removal associated with the sale. Additionally, considering the disposal of work-in-progress, products, and raw materials in the manufacturing process, considerable damage is expected. Furthermore, in the event of liquidation of the Company Group, including its subsidiaries, additional costs such as severance pay for employees, legal fees, and other professional expenses are expected to arise. Considering these factors, the amount ultimately distributed to the Company's shareholders is expected to be significantly reduced from the book value of net assets. Please note that the Company has not yet obtained an estimate based on liquidation, as liquidation is not currently planned. Therefore, we have not confirmed that the Tender Offer Price exceeds the estimated liquidation value calculated by taking into account the estimated liquidation costs derived from a detailed analysis. Furthermore, the net asset value represents the liquidation value of the Company and does not reflect future profitability. Therefore, the Company considers it unreasonable to place significant emphasis on the net asset value when determining the enterprise value of the Company as a going concern.

In addition, with regard to the Share Acquisition Right Purchase Price, the conditions for exercising the Share Acquisition Rights are stipulated that the Share Acquisition Rights may be exercised collectively only within ten days from the day after the day on which they lose their positions as a director of the Company (or by the next business day, if the tenth day falls on a holiday). Considering, among other things, that the Share Acquisition Rights cannot be exercised even if the Offeror acquires the Share Acquisition Rights through the Tender Offer, the Company has determined that setting each Share Acquisition Right Purchase Price at 1 yen is not unreasonable.

Based on this judgment, the Company believes that the Transaction will contribute to the enhancement of the corporate value of the Company and that the terms and conditions of the Transaction, including the Tender Offer Price, are appropriate.

Based on the above, at the meeting of the Company's Board of Directors held Today, the Company passed a resolution indicating that the Company will express an opinion in support of the Tender Offer and recommend that the Company shareholders tender their shares in the Tender Offer and leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders' in the Tender Offer. This resolution by the Company's

Board of Directors was passed on the premise that the Company Shares are scheduled to be delisted by the Offeror through the Tender Offer and the Squeeze-out Procedures.

For details of such resolution of the Company's Board of Directors, please refer to section "[5] Approval of all Company directors (including Audit and Supervisory Committee Members) who do not have any interest," of section "((6) Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer)" below.

(After Amendment)

Based on the foregoing circumstances, at the meeting of the Board of Directors held on July 25, 2025, the Company carefully discussed and considered from the perspectives of whether the Transaction, including the Tender Offer, contributes to the enhancement of the corporate value of the Company, whether the conditions of the Transaction, including the Tender Offer Price before the Change of Purchase Price, are fair and reasonable, whether the fairness of the procedures for the Transaction is ensured, and whether the Transaction is considered to be fair to the general shareholders of the Company, etc., based on the legal advice received from Anderson Mori & Tomotsune, the financial advice received from Yamada Consulting and the content of the stock valuation report on the results of the calculation of the share value received on July 24, 2025 ("Stock Valuation Report"), and with the utmost respect for the judgment of the Special Committee.

<Omitted>

Further, at the meeting of the Board of Directors held on July 25, 2025, the Company has determined that the Tender Offer Price before the Change of Purchase Price and other terms and conditions of the Tender Offer are appropriate for the Company's shareholders and that the Tender Offer offers the Company's shareholders a reasonable opportunity to sell their shares taking into consideration that the Tender Offer Price (2,050 yen) before the Change of Purchase Price is, (a) from among the calculation results of Yamada Consulting of the share value of the Company Shares stated in "(3) Matters concerning calculation" below, above the upper limit of range of the calculation results by the average market price method, above the upper limit of range of the calculation results by the comparable company method, and above the median limit of its calculation results by the DCF Method, (b) a price reflecting a 40.31% premium on the closing price (1,461 yen) of the Company Shares on the Prime Market of the TSE on July 24, 2025, i.e. the business day immediately prior to the date of announcement of the Tender Offer, a 49.96% premium on the simple average closing price (1,367 yen) for the one month ending July 24, 2025, and a 55.66% premium on the simple average closing price (1,317 yen) for the last three months, and a 52.87% premium on the simple average closing price (1,341 yen) for the last six months, respectively, which are found to be reasonable as compared with the levels of premiums offered upon determining the purchase price in 167 tender offer cases conducted as part of MBO announced during the period from June 28, 2019, when the Fair M&A Guidelines were published, to May 15, 2025 (the average value (44.31%) of the premiums on the closing prices as of the business days preceding the announcement dates for those MBO transactions, the average value (46.99%) of the premiums on the simple average closing prices for the most recent one month, the average value (48.47%) of the premiums on the simple average closing prices for the most recent three months, and the average value (47.51%) of the premiums on the simple average closing prices for the most recent six months), (c) it is found that consideration is given to the interests of the general shareholders of the Company, such as that measures stated in " (6) Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer" are taken to avoid the conflicts of interest, (d) it was determined after the above-mentioned measures to avoid the conflicts of interest have been taken, and the Company and the Offeror have held consultation and negotiation multiple times which are equivalent to consultation and negotiation in an arm's length transaction, and more specifically, after the Company had conducted consultation and negotiation sincerely and continuously with the Offeror taking into consideration the consultation with the Special Committee, the contents of the calculation result related to the share value of the Company Shares and advice from a financial viewpoint provided by Yamada Consulting, and legal advice received from Anderson Mori & Tomotsune , (e) the Special Committee has confirmed in advance the negotiation policy, received a report on the status in a timely manner, given opinions, instructions and requests at the important phase of the negotiations, and expressed its opinion that the terms and conditions of the Transaction, including the Tender Offer Price before the Change of Purchase Price, are appropriate.

Additionally, the Tender Offer Price before the Change of Purchase Price is less than 2,877 yen (rounded to the nearest whole number) of net assets per share (the Tender Offer Price before the Change of Purchase Price represents a 28.75% (rounded to two decimal places) discount compared to this amount) calculated by dividing the Company's book value of net assets as of June 30, 2025, which is 165,900 million yen (rounded to the nearest hundred thousand), by the total number of issued shares after deducting treasury shares (57,673,249 shares). However, even if the Company were to liquidate, the book value of its net assets would not be converted into cash as it is. The land and buildings owned by the Company are the headquarters and factories, and considering that the buildings of the headquarters and factories have been in use for a significant period of time and are deteriorating, it is anticipated that they cannot be sold at their book value. Therefore, it is necessary to sell the land as vacant land. Demolition of the buildings would incur costs, and the removal of machinery and equipment would require significant additional costs for foundation work of removal associated with the sale. Additionally, considering the disposal of work-in-progress, products, and raw materials in the manufacturing process, considerable damage is expected. Furthermore, in the event of liquidation of the Company Group, including its subsidiaries, additional costs such as severance pay for employees, legal fees, and other professional expenses are expected to arise. Considering these factors, the amount ultimately distributed to the Company's shareholders is expected to be significantly reduced from the book value of net assets. Please note that the Company has not yet obtained an estimate based on liquidation, as liquidation is not currently planned. Therefore, we have not confirmed that the Tender Offer Price before the Change of Purchase Price exceeds the estimated liquidation value calculated by taking into account the estimated liquidation costs derived from a detailed analysis. Furthermore, the net asset value represents the liquidation value of the Company and does not reflect future profitability. Therefore, the Company considers it unreasonable to place significant emphasis on the net asset value when determining the enterprise value of the Company as a going concern.

In addition, with regard to the Share Acquisition Right Purchase Price, the conditions for exercising the Share Acquisition Rights are stipulated that the Share Acquisition Rights may be exercised collectively only within ten days from the day after the day on which they lose their positions as a director of the Company (or by the next business day, if the tenth day falls on a holiday). Considering, among other things, that the Share Acquisition Rights cannot be exercised even if the Offeror acquires the Share Acquisition Rights through the Tender Offer, the Company has determined that setting each Share Acquisition Right Purchase Price at 1 yen is not unreasonable.

Based on this judgment, the Company believes that the Transaction will contribute to the enhancement of the corporate value of the Company and that the terms and conditions of the Transaction, including the Tender Offer Price before the Change of Purchase Price, are appropriate.

Based on the above, at the meeting of the Company's Board of Directors held on July 25, 2025, the Company passed a resolution indicating that the Company will express an opinion in support of the Tender Offer and recommend that the Company shareholders tender their shares in the Tender Offer and leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders' in the Tender Offer. This resolution by the Company's Board of Directors was passed on the premise that the Company Shares are scheduled to be delisted by the Offeror through the Tender Offer and the Squeeze-out Procedures.

On September 8, 2025, the Company was notified by the Offeror that, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer and the outlook for future applications, it decided on September 8, 2025, to extend the Tender Offer Period to September 24, 2025, resulting in a total of 40 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

On September 24, the Company was notified by the Offeror that, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer, the outlook for future applications, and the need to achieve the objectives of the Tender Offer smoothly, the Offeror decided on September 24, 2025, to extend the Tender Offer Period to October 8, 2025, resulting in a total of 50 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

On October 8, 2025, the Company was notified by the Offeror that, having carefully considered the status of applications by the shareholders of the Company following the commencement of the Tender Offer, the outlook for future applications, and the need to achieve the objectives of the Tender Offer smoothly, the Offeror decided on October 8, 2025, to extend the Tender Offer Period to October 23, 2025, resulting in a total of 60 business days, in order to provide such shareholders with additional opportunities to consider applying for the Tender Offer and to enhance the likelihood of its successful completion.

On October 23, 2025, the Company was notified by the Offeror that it formed the Tender Agreement, and decided to conduct the Change of Purchase Price, and decided to extend the Tender Offer Period to November 7, 2025, which is the day 10 business days after October 23, 2025, resulting a total of 70 business days.

The Company carefully discussed and considered the Change of Purchase Price by the Offeror and, based on the opinions of the Special Committee regarding the Change of Purchase Price, determined that the Change of Purchase Price is to be made for a reasonable purpose and in a manner that takes into consideration the interests of the general shareholders, and that increasing the feasibility of the Tender Offer through the Change of Purchase Price is desirable from the perspective of increasing the feasibility of the Transaction, which is deemed to contribute the enhancement of the corporate value of the Company, and also from the perspective of providing the general shareholders with an appropriate sale opportunity from the fact that (i) even if the Change of Purchase Price is premised, while change in the environment surrounding the automobile industry, acceleration of digitization, rise in resource prices and raw material prices and intensification of competitive environment are expected, the Transaction remains a reasonable option to address the initiatives required for enhancing the corporate value in the medium- to long-term, such as enhancing technological development capabilities to continue to ensure a high competitive advantage, promoting DX in various processes such as automation in the production process and creation of a smart factory, creating new businesses in fields other than mobility, and nurturing and securing human resources to achieve the aforementioned initiatives in a drastic, flexible and consistent manner, and to execute strategies carrying certain business risks promptly and boldly, and (ii) with respect to the Tender Offer Price of 2,919 yen after the Change of Purchase Price, there has been no material change in the current status and future outlook of the business of the Company, on which the Stock Valuation Report was based, since obtaining the Stock Valuation Report from Yamada Consulting on June 24, 2025, the Tender Offer Price after the Change of Purchase Price largely exceeds the upper limit of the per share value of the Company Shares as calculated using the DFC analysis in the Stock Valuation Report.

Furthermore, the Company carefully discussed and considered the Tender Agreement by the Offeror and determined that the Tender Agreement would not affect the purpose of the Transaction, which is to enhance the medium- to long-term corporate value of the Company. It was also determined that, as with the Change of Purchase Price, increasing the likelihood of the completion of the Tender Offer through the Tender Agreement is desirable from the perspective of increasing the feasibility of the Transaction, which is deemed to contribute to enhancing the corporate value of the Company, and also from the perspective of providing the general shareholders with an appropriate opportunity to sell their shares.

Thus, the Company has adopted a resolution at the meeting of the Company's Board of Directors held on October 23, 2025 to express an opinion in support of the Tender Offer even taking into consideration the Change of Purchase Price and the Tender Agreement, and to maintain the opinion to recommend that the Company's shareholders tender their shares in the Tender Offer and to leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders' in the Tender Offer.

For details of such resolution of the Company's Board of Directors held on July 25, 2025 and October 23, 2025 above, please refer to section "[5] Approval of all Company directors (including Audit and Supervisory Committee Members) who do not have any interest," of section "(6) Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer)" below.

(3) Matters concerning calculation

[2] Valuation method of the Offeror

(i) Ordinary Shares

(Before Amendment)

In deciding the Tender Offer Price, the Offeror analyzed the Company's business and financial status in a comprehensive manner on the basis of the financial information and other materials such as securities reports and earnings report disclosed by the Company. In addition to the results of due diligence of the Company conducted from May 8, 2025 until June 27, 2025, given that the Company Shares are traded on a financial instruments exchange, the Offeror also referred to the closing price (1,461 yen) of the Company Shares on the TSE Prime Market as of July 24, 2025, the Business Day immediately prior to the announcement of the Tender Offer, and changes in the simple average of the closing price for one month, three months, and six months prior to the above date (1,367 yen, 1,317 yen, and 1,341 yen, respectively), and as a result of discussions and negotiations between the Company and the Special Committee, comprehensively considered such matters as the possibility of approval of the Tender Offer by the Company's Board of Directors and the outlook of shares being tendered in the Tender Offer, and ultimately decided to set the Tender Offer Price at 2,050 yen today. It should be noted that the Offeror finalized the Tender Offer Price after considering various factors as described above and through discussions and negotiations with the Company and the Special Committee, and thus, did not obtain a stock valuation report or fairness opinion from any third-party valuation agency.

The Tender Offer Price of 2,050 yen represents a 40.31% premium over the closing price (1,461 yen) of the Company Shares on the TSE Prime Market as of July 24, 2025, the Business Day immediately prior to the announcement of the Tender Offer, a 49.96% premium over the simple average of the closing price for the past one month until the same date (1,367 yen), a 55.66 % premium over the simple average of the closing price for the past three months until the same date (1,317 yen), and a 52.87 % premium over the simple average of the closing price for the past six months until the same date (1,341 yen), respectively.

(After Amendment)

In deciding the Tender Offer Price, the Offeror analyzed the Company's business and financial status in a comprehensive manner on the basis of the financial information and other materials such as securities reports and earnings report disclosed by the Company. In addition to the results of due diligence of the Company conducted from May 8, 2025 until June 27, 2025, given that the Company Shares are traded on a financial instruments exchange, the Offeror also referred to the closing price (1,461 yen) of the Company Shares on the TSE Prime Market as of July 24, 2025, the Business Day immediately prior to the announcement of the Tender Offer, and changes in the simple average of the closing price for one month, three months, and six months prior to the above date (1,367 yen, 1,317 yen, and 1,341 yen, respectively), and as a result of discussions and negotiations between the Company and the Special Committee, comprehensively considered such matters as the possibility of approval of the Tender Offer by the Company's Board of Directors and the outlook of shares being tendered in the Tender Offer, and ultimately decided to set the Tender Offer Price before the Change of Purchase Price at 2,050 yen on July 25, 2025. It should be noted that the Offeror finalized the Tender Offer Price after considering various factors as described above and through discussions and negotiations with the Company and the Special Committee, and thus, did not obtain a stock valuation report or fairness opinion from any third-party valuation agency.

The Tender Offer Price of 2,050 yen before the Change of Purchase Price represents a 40.31% premium over the closing price (1,461 yen) of the Company Shares on the TSE Prime Market as of July 24, 2025, the Business Day immediately prior to the announcement of the Tender Offer, a 49.96% premium over the simple average of the closing price for the past one month until the same date (1,367 yen), a 55.66 % premium over the simple average of the closing price for the past three months until the same date (1,317 yen), and a 52.87 % premium over the simple average of the closing price for the past six months until the same date (1,341 yen), respectively.

Thereafter, as described in "[2] The Background, Reasons and Decision-Making Process Leading to the Decision by the Offeror to Implement the Tender Offer" of "(2) Grounds and reasons for our opinion" above, the Offeror considered the Tender Offer Price (2,050 yen) a fair and reasonable price agreed upon through multiple rounds of sincere and continuous discussions and negotiations between the Company and the Special Committee. However, in light of the market share price of the Company's shares fluctuating above the Tender Offer Price and the status of the applications for the Tender Offer by the Company's shareholders, the Offeror recognized the need to review the Tender Offer Price for the completion of the Tender Offer. Then, on October 8, 2025, the Company requested that the Tender Offer Price (2,050 yen) be revised in order to provide the Company's shareholders with an opportunity to sell their shares at a higher price and to increase the likelihood of the completion of the Tender Offer, as several shareholders of the Company have expressed opinions that the Tender Offer Price (2,050 yen) does not sufficiently reflect the value of the Company's shares and the share price of the Company's shares has been fluctuating above the Tender Offer Price (2,050 yen).

Therefore, having comprehensively considered the status of applications for the Tender Offer by the Company's shareholders, the future outlook, and the need to achieve the objectives of the Tender Offer smoothly, and taking seriously the point made by Mr. Murakami and others regarding the increase of the Tender Offer Price and the request made by the Company regarding the review of the Tender Offer Price, the Offeror have considered increasing the Tender Offer Price to 2,919 yen, with the view of providing the Company's general shareholders with an opportunity to sell their shares at a price higher than the Tender Offer Price before the Change of Purchase Price (2,050 yen) and increasing the likelihood of the completion of the Tender Offer by gaining the understanding of the Company's general shareholders.

As a result, the Offeror decided on October23, 2025 to make the Change of Purchase Price so that it would exceed both the net asset value per share of the Company Shares calculated by the Company, which is 2,877 yen, and the highest market price of the Company Shares up to October 22, 2025, the business day immediately preceding that date, which is 2,787 yen. Accordingly, the Offeror submitted an amended tender offer statement dated October 23, 2025 on October 23, 2025, and consequently extended the Tender Offer Period to November 7, 2025, which is the date falling 10 business days after the submission date of the amended tender offer statement dated October 23, 2025, October 23, 2025, resulting in a total of 70 business days.

The Tender Offer Price following the Change of Purchase Price (2,919 yen) represents a premium of 99.79% over the closing price of 1,461 yen for the Company Shares on the Tokyo Stock Exchange Prime Market on July 24, 2025, the business day immediately preceding the announcement date of the Tender Offer, and a premium of 113.53% over the simple average closing price of 1,367 yen for the past one month up to July 24, 2025, a premium of 121.64% over the simple average closing price of 1,317 yen for the past three months, and a premium of 117.67% over the simple average closing price of 1,341 yen for the past six months. Considering this, the Offeror believes that the Tender Offer Price following the Change of Purchase Price (2,919 yen) provides the Company's shareholders with a reasonable opportunity to sell the Company Shares.

Furthermore, the Tender Offer Price following the Change of Purchase Price of 2,919 yen represents a premium of 7.99% over the closing price of 2,703 yen for the target company's shares on the Tokyo Stock Exchange Prime Market on October 22, 2025, the business day immediately preceding the submission date of the amended tender offer statement dated October 23, 2025.

(5) Post-Tender Offer Reorganization Policy (Matters Relating to Two-Step Acquisition)

(Before Amendment)

As explained in section "[1] Tender Offer Overview" of "(2) Grounds and reasons for our opinion" above, if the

Offeror cannot acquire all of the Company Shares and Share Acquisition Rights (including Restricted Shares and the Company Shares to be delivered as a result of exercising Share Acquisition Rights, and excluding treasury shares held by the Company and the Non-Tendered Shares) in the Tender Offer, after the successful completion of the Tender Offer, the Offeror plans to carry out the Squeeze-out Procedures in order to acquire all of the Company Shares and Share Acquisition Rights (including Restricted Shares and Company Shares to be delivered as a result of exercising Share Acquisition Rights, and excluding treasury shares held by the Company and the Non-Tendered Shares) using the following method.

Specifically, after the completion of the Tender Offer, the Offeror plans to request the Company to convene an extraordinary general shareholders meeting that includes in its agenda items a resolution for the Share Consolidation in accordance with Article 180 of the Companies Act and an amendment to the articles of incorporation eliminating the provisions for share unit number, subject to the coming into effect of the Share Consolidation ("Extraordinary General Shareholders Meeting"), and the Offeror and Non-Tendering Shareholders plan to vote in favor of all of the agenda items at the Extraordinary General Shareholders Meeting. In view of enhancing the Company's corporate value, believing that it is desirable to have the Extraordinary General Shareholders Meeting at an earlier stage, the Offeror plans to request the Company to make a public notice that it will set a record date during the Tender Offer Period so that after the settlement commencement date of the Tender Offer, a date close thereto will be the record date for the Extraordinary General Shareholders Meeting, which is scheduled to be held around late December 2025 to mid-January 2026. If the Offeror makes such request, the Company plans to comply with such request.

<Omitted>

(After Amendment)

As explained in section "[1] Tender Offer Overview" of "(2) Grounds and reasons for our opinion" above, if the Offeror cannot acquire all of the Company Shares and Share Acquisition Rights (including Restricted Shares and the Company Shares to be delivered as a result of exercising Share Acquisition Rights, and excluding treasury shares held by the Company and the Non-Tendered Shares) in the Tender Offer, after the successful completion of the Tender Offer, the Offeror plans to carry out the Squeeze-out Procedures in order to acquire all of the Company Shares and Share Acquisition Rights (including Restricted Shares and Company Shares to be delivered as a result of exercising Share Acquisition Rights, and excluding treasury shares held by the Company and the Non-Tendered Shares) using the following method.

Specifically, after the completion of the Tender Offer, the Offeror plans to request the Company to convene an extraordinary general shareholders meeting that includes in its agenda items a resolution for the Share Consolidation in accordance with Article 180 of the Companies Act and an amendment to the articles of incorporation eliminating the provisions for share unit number, subject to the coming into effect of the Share Consolidation ("Extraordinary General Shareholders Meeting"), and the Offeror and Non-Tendering Shareholders plan to vote in favor of all of the agenda items at the Extraordinary General Shareholders Meeting. In view of enhancing the Company's corporate value, the Offeror believes that it is desirable to have the Extraordinary General Shareholders Meeting at an earlier stage. However, when comprehensively considering the status of tendering in the Tender Offer by the Company's shareholders and the outlook for future tendering, it cannot be ruled out that it may be necessary to cancel the record date relating to the public notice setting the record date during the Tender Offer Period and make a new public notice setting a record date, and from the perspective of avoiding confusion among the Company's shareholders, the Offeror has decided that it is preferable to request the Company to make the public notice setting the record date not during the Tender Offer Period, but after the completion of the Tender Offer. Consequently, the Offeror plans to request the Company to make a public notice that it will set a record date so that after the settlement commencement date of the Tender Offer, a date close thereto will be the record date for the Extraordinary General Shareholders Meeting, which is scheduled to be held around mid-January 2026 to early February 2026. If the Offeror makes such request, the Company plans to comply with such request.

<Omitted>

(6) Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer

[1] Establishment of an independent special committee at the Company, and procuring a report

(Before Amendment)

<Omitted>

(e) It is reasonable for the Company's Board of Directors to state its opinion in support of the Tender Offer, to recommend that the Company's shareholders tender their shares in the Tender Offer, and lea ve the decision on whether to tender Share Acquisition Rights to the Share Acquisition Right Holder s.

(After Amendment)

<Omitted>

(e) It is reasonable for the Company's Board of Directors to state its opinion in support of the Tender Offer, to recommend that the Company's shareholders tender their shares in the Tender Offer, and lea ve the decision on whether to tender Share Acquisition Rights to the Share Acquisition Right Holder s.

Following the commencement of the Tender Offer, the Company continued to share information with the Special Committee regarding the changes in the Company's share price and the status of discussions between the Offeror and the Company's major shareholders, and maintained ongoing consultations with the Special Committee. Subsequently, upon the possibility arising that the Offeror might propose the Change of Purchase Price, the Company requested the Special Committee's opinion on whether the details of the above recommendation would remain unchanged assuming the Change of Purchase Price. The Special Committee convened on October 22, 2025 to deliberate on this matter and on the same date submitted an additional written report (the "Additional Written Report") to the Company's Board of Directors, stating that the details of the above recommendation remained unchanged assuming the Change of Purchase Price. For details of the Additional Written Report, including the reasons for the recommendation, please refer to Attachment 1.

[5] Approval of all Company directors (including Audit and Supervisory Committee Members) who do not have any interest

(Before Amendment)

Based on the legal advice received from Anderson Mori & Tomotsune, the financial advice received from Yamada Consulting, the content of the Stock Valuation Report, the content of multiple discussions held continuously with the Offeror, and other related materials, and with the utmost respect for the judgment of the Special Committee as expressed in the Report, the Company carefully discussed and considered whether the Transaction, including the Tender Offer, contributes to the improvement of the corporate value of the Company, and whether the conditions of the Transaction, including the Tender Offer Price, are appropriate.

As a result thereof, as stated in section "[4] The Decision-Making Process and Reasons Leading the Company to Support the Tender Offer" of section titled "(2) Grounds and reasons for our opinion" above, at the meeting of the Company's Board of Directors held today, the Company passed a resolution that, from the perspective of resolving the management issues of the Company and providing opportunities to return profits to shareholders, the Transaction would contribute to the improvement of the corporate value of the Company, and in light of the results of calculation of the Stock Valuation Report, the premium level of the Tender Offer Price, the process of negotiation with the Offeror, the process of determining the Tender Offer Price, and other matters, it had determined that the conditions of the Transaction, including the Tender Offer Price, were appropriate, that it would express an opinion in support of the Tender Offer, that it would recommend that the shareholders of the Company tender their shares in the Tender Offer, and that it would allow the Share Acquisition Right Holders to decide whether to tender their Share Acquisition Rights in the Tender Offer. At the aforementioned meeting of the Company's Board of Directors, out of nine directors of the Company, seven directors, excluding the Ogawas, participated in the deliberations and voting, and the aforementioned resolution was passed with the unanimous consent of all directors who participated the vote.

Mr. Shinya Ogawa, the Company's Representative Director and Chairman, and Mr. Tetsushi Ogawa, the Company's Representative Director and President, will continue to be involved in the management of the Company after the Transaction; therefore, in light of the fact that there is a conflict of interest with the Company, or a risk thereof, in the Transaction, these two people did not participate in deliberations and votes by the Company's Board of Directors in relation to the Transaction, including the aforementioned meeting of the Company's Board of Directors, and did not participate in any consideration of the Transaction or discussions and negotiations for the Transaction with the Offeror from the Company's position.

(After Amendment)

Based on the legal advice received from Anderson Mori & Tomotsune, the financial advice received from Yamada Consulting, the content of the Stock Valuation Report, the content of multiple discussions held continuously with the Offeror, and other related materials, and with the utmost respect for the judgment of the Special Committee as expressed in the Report, the Company carefully discussed and considered whether the Transaction, including the Tender Offer, contributes to the improvement of the corporate value of the Company, and whether the conditions of the Transaction, including the Tender Offer Price <u>before the Change of Purchase Price</u>, are appropriate.

As a result thereof, as stated in section "[4] The Decision-Making Process and Reasons Leading the Company to Support the Tender Offer" of section titled "(2) Grounds and reasons for our opinion" above, at the meeting of the Company's Board of Directors held <u>on July 25, 2025</u>, the Company passed a resolution that, from the perspective of resolving the management issues of the Company and providing opportunities to return profits to shareholders, the Transaction would contribute to the improvement of the corporate value of the Company, and in light of the results of calculation of the Stock Valuation Report, the premium level of the Tender Offer Price <u>before the Change of Purchase Price</u>, the process of negotiation with the Offeror, the process of determining the Tender Offer Price <u>before the Change of Purchase Price</u>, and other matters, it had determined that the conditions of the Transaction, including the Tender Offer Price <u>before the Change of Purchase Price</u>, were appropriate, that it would express an opinion in support of the Tender Offer, that it would recommend that the shareholders of the Company tender their shares in the Tender Offer, and that it would allow the Share Acquisition Right Holders to decide whether to tender their Share Acquisition Rights in the Tender Offer.

<u>The Company has adopted a resolution, later, at the meeting of the Company's Board of Directors held on October 23, 2025 to maintain to state our opinion in support of the Tender Offer and to recommend that shareholders tender their shares in the Tender Offer, and leave the decision on whether to tender Share Acquisition Rights to the Share Acquisition Rights Holders based on the grounds and reasons stated in section "[4] The Decision-Making Process and Reasons Leading the Company to Support the Tender Offer" of section titled "(2) Grounds and reasons for our opinion" above.</u>

At the aforementioned meeting of the Company's Board of Directors <u>held on July 25, 2025, and October 23, 2025</u>, out of nine directors of the Company, seven directors, excluding the Ogawas, participated in the deliberations and voting, and the aforementioned resolution was passed with the unanimous consent of all directors who participated the vote.

Mr. Shinya Ogawa, the Company's Representative Director and Chairman, and Mr. Tetsushi Ogawa, the Company's Representative Director and President, will continue to be involved in the management of the Company after the Transaction; therefore, in light of the fact that there is a conflict of interest with the Company, or a risk thereof, in the Transaction, these two people did not participate in deliberations and votes by the Company's Board of Directors in relation to the Transaction, including the aforementioned meeting of the Company's Board of Directors <u>held on July 25, 2025, and October 23, 2025</u>, and did not participate in any consideration of the Transaction or discussions and negotiations for the Transaction with the Offeror from the Company's position.

[6] Securing an objective state where the fairness of the Tender Offer is ensured

(Before Amendment)

The Offeror has set the Tender Offer Period to <u>60</u> Business Days, while the minimum purchase period is 20 Business Days under laws and regulations. By setting the Tender Offer Period to be comparatively long compared to the minimum period under laws and regulations, the Offeror intends to ensure an opportunity for all shareholders and Share Acquisition Rights Holders of the Company to appropriately determine whether to tender their shares or Share Acquisition Rights in the Tender Offer, and to ensure an opportunity for a person making a competing acquisition offer to present competing acquisition offers, etc. to be made for the Company Shares, and thereby ensuring the fairness of the Tender Offer Price.

Additionally, the Offeror and the Company have not made any agreements with provisions that prohibit contact with a person making a competing acquisition offer, including transaction protection provisions, or any agreements that limit contact between such a person making a competing acquisition offer and the Company. Thus, by adjusting the above purchase period to ensure an opportunity for competing acquisition offers, it is considered that the fairness of the Tender Offer is thereby ensured.

As described in "[1] Establishment of an independent special committee at the Company, and procuring a report" above, the Special Committee determined that not conducting the so-called aggressive market check (including the bidding procedures prior to the announcement of the Transaction), which investigates and reviews the existence of potential acquirers in the market, would not be particularly detrimental to the fairness of the Transaction in light of the details of the various measures implemented to ensure the fairness of the Transaction, including the Tender Offer, and other specific circumstances of the Transaction.

(After Amendment)

The Offeror has set the Tender Offer Period to <u>70</u> Business Days, while the minimum purchase period is 20 Business Days under laws and regulations. By setting the Tender Offer Period to be comparatively long compared to the minimum period under laws and regulations, the Offeror intends to ensure an opportunity for all shareholders and Share Acquisition Rights Holders of the Company to appropriately determine whether to tender their shares or Share Acquisition Rights in the Tender Offer, and to ensure an opportunity for a person making a competing acquisition offer to present competing acquisition offers, etc. to be made for the Company Shares, and thereby ensuring the fairness of the Tender Offer Price.

Additionally, the Offeror and the Company have not made any agreements with provisions that prohibit contact with a person making a competing acquisition offer, including transaction protection provisions, or any agreements that limit contact between such a person making a competing acquisition offer and the Company. Thus, by adjusting the above purchase period to ensure an opportunity for competing acquisition offers, it is considered that the fairness of the Tender Offer is thereby ensured.

As described in "[1] Establishment of an independent special committee at the Company, and procuring a report" above, the Special Committee determined that not conducting the so-called aggressive market check (including the bidding procedures prior to the announcement of the Transaction), which investigates and reviews the existence of potential acquirers in the market, would not be particularly detrimental to the fairness of the Transaction in light of the details of the various measures implemented to ensure the fairness of the Transaction, including the Tender Offer, and other specific circumstances of the Transaction.

[7] Establishing the minimum number of shares planned for purchase to exceed the Majority of Minority Condition

(Before Amendment)

Since the Offeror does not own any Company Shares or Share Acquisition Rights as of today, the minimum number of shares planned for purchase in the Tender Offer (35,841,900 shares, ownership percentage: 62.02%)

exceeds the number of shares (27,551,109 shares, ownership percentage: 47.67 %), which is equivalent to half the number of shares (55,102,217 shares) calculated by deducting the total number of shares (2,689,432 shares) of the 1,573,305 shares owned by Mr. Shinya Ogawa (ownership percentage: 2.72 %), 116,127 shares owned by Mr. Tetsushi Ogawa (ownership percentage: 0.20 %), and 1,000,000 shares owned by the Foundation (ownership percentage: 1.73 %) from the Total Number of Shares After Considering Potential Shares (57,791,649 shares). The Tender Offer will not be completed successfully without the consent of the holders of a majority of the number of the Company Shares and Share Acquisition Rights owned by the Company shareholders who do not have any interest in the Offeror, which is known as the "Majority of Minority" condition, will be satisfied, and the Offeror thereby respects the decisions of the Company's minority shareholders.

(After Amendment)

Since the Offeror does not own any Company Shares or Share Acquisition Rights as of today, the minimum number of shares planned for purchase in the Tender Offer (35,841,900 shares, ownership percentage: 62.02%) exceeds the number of shares (26,378,612 shares, ownership percentage: 45.64 %), which is equivalent to half the number of shares (52,757,223 shares) calculated by deducting the total number of shares (5,034,426 shares) of the 1,573,305 shares owned by Mr. Shinya Ogawa (ownership percentage: 2.72 %), 116,127 shares owned by Mr. Tetsushi Ogawa (ownership percentage: 0.20 %), and 1,000,000 shares owned by the Foundation (ownership percentage: 1.73 %) and 2,344,994 shares owned by Giken (ownership percentage: 4.06 %) from the Total Number of Shares After Considering Potential Shares (57,791,649 shares). The Tender Offer will not be completed successfully without the consent of the holders of a majority of the number of the Company Shares and Share Acquisition Rights owned by the Company shareholders who do not have any interest in the Offeror, which is known as the "Majority of Minority" condition, will be satisfied, and the Offeror thereby respects the decisions of the Company's minority shareholders.

4. Important Agreements Relating to the Tender Offer

(Before Amendment)

<Omitted>

(2) Non-Tendering Agreement (Foundation)

The Offeror formed the Non-Tendering Agreement (Foundation) with the Foundation as of today. Details of the Non-Tendering Agreement (Foundation) are as follows.

(a) Not Tendering in the Tender Offer

The Foundation has agreed not to tender the Non-Tendered Shares it owns in the Tender Offer, and not to transfer those shares to any third party or otherwise dispose of the same.

(b) Share Consolidation

The Offeror has agreed that if it fails to acquire all of the Company Shares (excluding treasury shares owned by the Company and Non-Tendered Shares) in the Tender Offer, the Offeror will implement the Share Consolidation and request that the Company hold an Extraordinary General Shareholders Meeting. The Foundation has agreed to exercise the voting rights relating to the Non-Tendered Shares it owns at the Extraordinary General Shareholders Meeting in accordance with the instructions of the Offeror and in the same manner as the Offeror.

(c) Share Swap

The Offeror has agreed to implement the Share Swap if any Non-Tendering Shareholder remains a shareholder of the Company after the Share Consolidation becomes effective. The Foundation has agreed to exercise its voting rights relating to the Non-Tendered Shares it owns in accordance with the instructions of the Offeror and in the same manner as the Offeror, if it is able to exercise voting rights at the Company's Extraordinary General Shareholders Meeting that includes implementation of the Share Swap in its agenda items, to own only Class C preferred shares of the Offeror after the Share Swap becomes effective, and to implement necessary procedures and provide cooperation for that purpose.

(d) Reinvestment

The Foundation has agreed that if, as a result of the Share Consolidation, the number of Company Shares owned by it are denominated in fractions equal to less than one share, and if it receives money from the Company as consideration for those fractional shares, it will earmark all of the money (with taxes and other public charges and reasonable expenses being deducted) for Reinvestment and acquire Class C preferred shares of the Offeror as promptly as practicably possible after completion of the Share Swap.

(e) Termination

The Offeror and the Foundation have agreed that if they agree in writing to termination, or if the Tender Offer is publicly announced but is not successfully completed, the Non-Tendering Agreement (Foundation) will terminate automatically.

(After Amendment)

<Omitted>

(2) Non-Tendering Agreement (Foundation)

The Offeror formed the Non-Tendering Agreement (Foundation) with the Foundation as of today. Details of the Non-Tendering Agreement (Foundation) are as follows.

(a) Not Tendering in the Tender Offer

The Foundation has agreed not to tender the Non-Tendered Shares it owns in the Tender Offer, and not to transfer those shares to any third party or otherwise dispose of the same.

(b) Share Consolidation

The Offeror has agreed that if it fails to acquire all of the Company Shares (excluding treasury shares owned by the Company and Non-Tendered Shares) in the Tender Offer, the Offeror will implement the Share Consolidation and request that the Company hold an Extraordinary General Shareholders Meeting. The Foundation has agreed to exercise the voting rights relating to the Non-Tendered Shares it owns at the Extraordinary General Shareholders Meeting in accordance with the instructions of the Offeror and in the same manner as the Offeror.

(c) Share Swap

The Offeror has agreed to implement the Share Swap if any Non-Tendering Shareholder remains a shareholder of the Company after the Share Consolidation becomes effective. The Foundation has agreed to exercise its voting rights relating to the Non-Tendered Shares it owns in accordance with the instructions of the Offeror and in the same manner as the Offeror, if it is able to exercise voting rights at the Company's Extraordinary General Shareholders Meeting that includes implementation of the Share Swap in its agenda items, to own only Class C preferred shares of the Offeror after the Share Swap becomes effective, and to implement necessary procedures and provide cooperation for that purpose.

(d) Reinvestment

The Foundation has agreed that if, as a result of the Share Consolidation, the number of Company Shares owned by it are denominated in fractions equal to less than one share, and if it receives money from the Company as consideration for those fractional shares, it will earmark all of the money (with taxes and other public charges and reasonable expenses being deducted) for Reinvestment and acquire Class C preferred shares of the Offeror as promptly as practicably possible after completion of the Share Swap.

(e) Termination

The Offeror and the Foundation have agreed that if they agree in writing to termination, or if the Tender Offer is publicly announced but is not successfully completed, the Non-Tendering Agreement (Foundation) will terminate automatically.

(3) Tender Agreement

The Offeror and Giken concluded an oral agreement ("Tender Agreement") on October 23, 2025 to confirm that Giken will tender all of its shares held in the Tender Offer and that it will not revoke its intention.

No material agreements have been executed with Giken at present in connection with the Transaction other than the Tender Agreement. However, if the Tender Offer is completed successfully, the Offeror plans to carry out procedures for a capital increase through third-party allotment of class D preferred shares (shares with no voting rights) with Giken as the allottee during the period up to the settlement of the Tender Offer for purposes of applying the funds precured thereby to the funds required for the implementation of the Transaction.

(Translation)

October 22, 2025

To the Board of Directors of PACIFIC INDUSTRIAL CO., LTD.

Special Committee of PACIFIC INDUSTRIAL CO., LTD.

Osamu Motojima, Chairperson

Kan Kakiuchi, Committee Member

Tomoyuki Shinkai, Committee Member

Masako Hayashi, Committee Member

Additional Written Report

This additional written report (this "Additional Written Report") sets forth the recommendations resolved by the Special Committee in addition to the Written Report of the Special Committee dated July 25, 2025 (the "Written Report dated July 25, 2025"), in response to the Company's request for opinions concerning the Items for Opinions as set forth in Part2 of this Additional Written Report, with respect to the Transaction from a standpoint independent of the Offeror, the other parties to the Transaction, and the outcome of the Transaction, after careful deliberation on the items for which the Company's Board of Directors requested for opinions.

Unless otherwise stated, the terms used in this Additional Written Report shall have the same meanings as those used in the Written Report dated July 25, 2025, and this Additional Written Report shall be subject to the limitations and reserved matters set forth in the Written Report dated July 25, 2025.

Part1. Terms

In this Additional Written Report, the term listed in the following item shall have the meaning as defined.

(1) The Company's Amended Press Release Draft of the Company's press release dated October 23, 2025 "(Amendment) Partial Amendment to 'Notice Regarding Implementation of MBO and Recommendation for Tender'" as at the time of the preparation of this Additional Written Report

Part2. Items for Opinions

On October 21, 2025, the Company received a proposal from the Offeror to change the Tender Offer Price from 2,050 yen to 2,919 yen (the "Change of Purchase Price") in order to enhance the likelihood of the completion of the Tender Offer.

The Special Committee, after the commencement of the Tender Offer, received information from the Company such as the changes in the Company's share prices and the status of discussions between the Offeror and the major shareholders of the Company, and continued discussions with the Company. Subsequently, as there arose the possibility that a proposal for the Change of Purchase Price may be made, the Special Committee was requested by the Company for opinions on whether there would be any changes to the opinions reported to the Company's Board of Directors in the Written Report dated July 25, 2025, even on the premise of the Change of Purchase Price. The Special Committee was requested to report if there is no change or report its changed opinion if there are any changes.

Part3. Procedures leading to the recommendations

The Special Committee conducted the following tasks and procedure in making its recommendations regarding the Items for Opinions.

(1) Committee meetings

The Special Committee held one meeting to deliberate on the Items for Opinions.

As a result, as of the preparation date of this Additional Written Report, the Special Committee has prepared this Additional Written Report with the unanimous agreement of all four committee members.

(2) Documents reviewed

The Special Committee reviewed the Company's Amended Press Release draft and other materials distributed at its meeting (the “Reviewed Materials”)

(3) Hearings, etc.

In order to consider the Items for Opinions, the Special Committee conducted additional hearings, question-and-answer sessions, and other related activities, including the following, both during the committee meeting and on occasions other than the meeting date.

(i) At the committee meeting, the Special Committee received an explanation from Yamada Consulting regarding current stock price trends in the market, etc. and held a question-and-answer session.

(ii) At the committee meeting, the Special Committee received an explanation from Yamada Consulting regarding the status of discussions and considerations with the Offeror, as well as the status of discussions between the Offeror and the major shareholders of the Company, and held a question-and-answer session.

(iii) At the committee meeting, the Special Committee received an explanation from Yamada Consulting regarding the draft of the Company’s Amended Press Release as of the date of the committee meeting, and held a question-and-answer session.

Part 4. The Special Committee’s opinion on the Items for Opinions

There would not be any changes to the opinions reported to the Company’s Board of Directors in the Written Report dated July 25, 2025, even on the premise of the Change of Purchase Price.

Part 5. Reasons for the Special Committee’s opinion

5-1. Events occurred after the announcement of the Tender Offer

To determine whether it was necessary to change the opinion reported to the Company’s Board of Directors in the Written Report dated July 25, 2025, the Special Committee requested an explanation from the Company regarding events occurred after the announcement of the Tender Offer. In response, the Company explained the following events as those occurred after the announcement of the Tender Offer: (i) since late July 2025, the Company has been sharing information with the Offeror, such as the Company’s stock price movements and the status of discussions between the Offeror and the major shareholders of the Company, which resulted in the Offeror proposing the Change of Purchase Price on October 21, 2025, (ii) the Company has not received any acquisition or other proposal from any third party in connection with any transaction that would, or would reasonably be likely to, substantially conflict with or make it difficult to execute the Transaction, and (iii) there have been no changes to the content of the Business Plans prepared by the Company.

The Special Committee then carefully deliberated, among other things, the impact these events might have on the Company's business circumstances and the Transaction. As a result, the Special Committee found no unreasonable aspects in the Company's explanations and determined, from a comprehensive perspective, that the events that occurred after the announcement of the Tender Offer would not have any material impact on the enhancement of corporate value that the Company has consistently sought to achieve.

5-2. Whether it is necessary to change the opinion that the purpose of the Transaction is considered reasonable (the Transaction will contribute to the enhancement of the corporate value of the Company) (in relation to Items for Advice 1)

Through its careful deliberations, the Special Committee has determined that no material change has occurred in the Company's business circumstances or in the environment surrounding the Transaction, even when taking into account the events that occurred after the announcement of the Tender Offer.

In addition, the Special Committee has determined that, even assuming that the Change of Purchase Price will occur, the following conclusions drawn by it in the Written Report dated July 25, 2025 remain unchanged and in effect at the time of preparing this Additional Written Report: (a) the execution of the Transaction is deemed to contribute to resolving the management issues recognized by the Company, (b) the enhancement of the corporate value of the Company through the Transaction is also deemed reasonable when compared to other methods, and (c) there are no circumstances that would constitute a significant obstacle to the enhancement of the corporate value of the Company through the Transaction. As stated in the Written Report dated July 25, 2025, the Offeror Parties expect to finance the Transaction with LBO loans from banks and preferred shares. In each case, the Offeror Parties expect to raise funds in consideration of the Company's cash flows, financial condition and other factors so as not to have an impact on the Company's business operations with respect to various conditions, including repayment or redemption, interest rate or charges and covenants. The Special Committee notes that Offeror does not consider this to be changed due to the increased funding resulting from the Change of Purchase Price.

Furthermore, the Change of Purchase Price is, according to the Offeror, intended to increase the likelihood of the completion of the Tender Offer, and the Special Committee finds nothing unreasonable in that explanation. If the Change of Purchase Price is implemented in consideration of the interests of general shareholders, then increasing the likelihood of the completion of the Tender Offer through the Change of Purchase Price will be desirable from the perspective of increasing the feasibility of the Transaction, which will contribute to the enhancement of the corporate value of the Company, and also from the perspective of providing general shareholders with appropriate sale opportunities.

Given the foregoing, the Special Committee has concluded that there is no need to change the opinion that the purpose of the Transaction is considered reasonable (the Transaction will contribute to the enhancement of the corporate value of the Company)

5-3. Whether a change is required to the opinion that the fairness and reasonableness of the terms and conditions of the Transaction, including the Tender Offer, are ensured (in relation to Items for Advice 2)

Any change to the tender offer price may affect the decision as to whether the reasonableness of the terms and conditions of the Transaction is ensured, and the Change of Purchase Price involves a rise in the tender offer price.

Since the Company obtained the Share Valuation Report dated July 24, 2025 from Yamada Consulting, there have been no material changes to the current state of the Company's business and its future outlook on which the Share Valuation Report was based. In such circumstances, the Tender Offer Price of 2,919 yen in connection with the Change of Purchase Price significantly exceeds the upper limit of the range of the share value per share of the Company Shares calculated by any of the market price method, the comparable company analysis method, or the DCF Method in the Share Valuation Report.

Furthermore, the Tender Offer Price of 2,919 yen in connection with the Change of Purchase Price represents a premium of 99.79% over the closing price of 1,461 yen of the Company Shares on the business day immediately preceding the submission date of the Written Report dated July 25, 2025 on the Tokyo Stock Exchange Prime Market, a premium of 113.53% over the average closing price of 1,367 yen for the past one month as of the immediately preceding business day, a premium of 121.64% over the average closing price of 1,317 yen for the past three months as of the immediately preceding business day, and a premium of 117.67% over the average closing price of 1,341 yen for the past six months as of the immediately preceding business day. This is a considerably high level compared with the premium levels granted when determining the price of the purchases, etc. in 167 cases of tender offers conducted as part of MBOs announced between June 28, 2019 and May 15, 2025, as explained by Yamada Consulting prior to the preparation of the Written Report dated July 25, 2025.

Additionally, although the Tender Offer Price of 2,919 yen in connection with the Change of Purchase Price exceeds the Company’s net asset value per share of 2,877 yen as of June 30, 2025 (the Tender Offer Price represents a 1.46% premium compared to this amount, the net asset value represents the liquidation value of the Company and does not reflect its future profitability. Therefore, there is no change to the premise that it is not reasonable to place emphasis on net asset value when assessing the corporate value of the Company as a going concern.

Accordingly, the Special Committee has concluded that there is no need to change that the fairness and reasonableness of the terms and conditions of the Transaction, including the Tender Offer, are ensured, as it can be assessed that the Change of Purchase Price will benefit the Company's general shareholders.

5-4. Whether a change is required to the opinion that the fairness of the procedures to be followed in connection with the Transaction is ensured (in relation to Items for Advice 3)

With regard to ensuring the fairness of procedures to be followed in connection with the Transaction, including the Tender Offer, the Special Committee has determined that the details of the following items as pointed out by the Special Committee in the Written Report dated July 25, 2025 remain unchanged and continue to be maintained as of the preparation date of this Additional Written Report (however, for (iv), the information shall be as of the preparation date of the Written Report dated July 25, 2025): (i) establishment of the special committee and procurement of written report from the said committee; (ii) decision-making process; (iii) obtaining advice from an independent law firm; (iv) obtaining a share valuation report from an independent third-party calculation agent; (v) market check; (vi) majority of minority; (vii) enhancement of the provision of information to general shareholders and improvement of process transparency; and (viii) elimination of coerciveness.

Accordingly, the Special Committee has concluded that there is no need to change its opinion that the fairness of the procedures to be followed in connection with the Transaction is ensured.

5-5. Whether it is necessary to change the opinion that the decision concerning the Transaction is considered to be fair to the Company's general shareholders (in relation to Items for Advice 4)

The Special Committee believes that the matters requested to be reviewed in Items for Advice 1 through 3 will be a factor to be considered when reviewing Items for Advice 4. As stated in 5-2. through 5-4. above, there is no need to change the opinion of the Special Committee in the Written Report dated July 25, 2025 with respect to Items for Advice 1 through 3 as a result of its consideration.

Given the foregoing, the Special Committee has concluded that there is no need to change its opinion that the decision concerning the Transaction is considered to be fair to the

Company’s general shareholders.

5-6. Whether it is necessary to change the opinion that it is reasonable for the Company’s Board of Directors to state its opinion in support of the Tender Offer, to recommend that the Company’s shareholders tender their shares in the Tender Offer, and to leave the decision on whether to tender Share Acquisition Rights to Share Acquisition Right Holders (in relation to Items for Advice 5)

The Special Committee believes that Items for Advice 5 will be endorsed by confirming in Items for Advice 1 through 4 the rationality of the purpose of the Transaction, the fairness of the procedures for the Transaction, and the reasonableness of the transaction terms of the Transaction and confirming that the Transaction will be fair to the Company’s general shareholders. As described in 5-2. through 5-5. above, there is no need to change the opinion of the Special Committee in the Written Report dated July 25, 2025 with regard to Items for Advice 1 through 4 as a result of its review.

Given the foregoing, the Special Committee has concluded that there is no need to change its opinion that it is reasonable for the Company’s Board of Directors to state its opinion in support of the Tender Offer, to recommend that the Company’s shareholders tender their shares in the Tender Offer, and to leave the decision on whether to tender Share Acquisition Rights to Share Acquisition Right Holders.

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