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To whom it may concern

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**Renewal of Countermeasures to Large-scale Acquisition of Company Shares
(Takeover Response Policy)**

The Board of Directors of Shibusawa Logistics Corporation (the “Company”) resolved to renew the plan for countermeasures to large-scale acquisition of our company’s shares (hereafter referred to as the “Former Plan”) subject to approval from our shareholders at the Board of Directors meeting held on May 23, 2022. This previous Renewal was approved at our 175th Annual General Shareholders' Meeting on June 29, 2022. The effective period of the Former Plan had been set until the closing of the 178th Annual General Shareholders' Meeting scheduled on June 27, 2025 (hereafter the “General Meeting”).

In anticipation of the expiration of the Former Plan, it was resolved at the May 22, 2025 Board of Directors meeting to partially amend the basic policy regarding the state of the persons who control decisions on the Company’s financial and business policies (as prescribed in Article 118, Item 3 of the Enforcement Regulations of the Companies Act; the basic policy after the revision is hereinafter referred to as the “Basic Policy”), and to partially revise and renew the Former Plan (hereafter referred to as “this Renewal”, with the revised plan referred to as the “Plan”), as a measure to prevent decisions on the Company’s financial and business policies from being controlled by persons deemed inappropriate (Article 118, Item 3(b)(2) of the Enforcement Regulations of the Companies Act) pursuant to the Basic Policy, subject to the shareholders' approval at the General Meeting.

Through this Renewal, we intend to align with the post-transition structure, in anticipation of transition to a company with an audit and supervisory committee subject to the shareholders’ approval at the General Meeting. Furthermore, considering recent court rulings and practice trends in takeover response policies and other related circumstances, we are conducting a comprehensive review of the Plan.

All directors, including three outside directors, support this Renewal, while all auditors, including three

(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

external auditors, have expressed no objection. Additionally, this Renewal has received unanimous approval from all members of the Independent Committee involved in the Former Plan.

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

We believe that the persons who control decisions on our company's finance and business policies need to be persons who understand our finance and business and sources of corporate value and who will make it possible to continuously and sustainably secure and enhance our corporate value and the common interest of shareholders.

We do not oppose to large-scale acquisition in general if they contribute to corporate value and the common interests of shareholders. We believe that, if a proposal for an acquisition that would involve a change of control of the Company is made, the decision thereon must be ultimately made based on the intent of the Company's shareholders as a whole.

Nonetheless, there are some forms of large-scale acquisition of shares that benefit neither the corporate value of the target company nor the common interests of its shareholders, including those with a purpose that would obviously harm the corporate value of the target company and the common interests of its shareholders, those with the potential to substantially coerce shareholders into selling their shares, those that do not provide sufficient time or information for the target company's board of directors and shareholders to consider the details of the large-scale acquisition, or for the target company's board of directors to make an alternative proposal and those that require the target company to negotiate with the acquirer in order to procure more favorable terms for shareholders than those presented by the acquirer.

To ensure our company's sustainable growth and secure and enhance the corporate value of our company and the common interests of its shareholders, it is essential to leverage an enterprise culture inheriting the founder's spirit, accumulated solution know-how, a sound financial foundation enabling new challenges, diverse human resources with expertise and skills, strong relations with customers, partners, and society and trust from society, operating to utilize those items comprehensively.

If these elements are not secured and enhanced in the medium to long term by those making large-scale acquisition of the Company's share, our corporate value and the common interests of its shareholders will be undermined. Additionally, when facing a proposal for a large-scale acquisition, it is necessary to appropriately understand various factors, including the tangible and intangible management resources of the Company, the potential effects of future-oriented strategies, and other elements that constitute our corporate value. Based on this understanding, we must assess the impact of the proposed acquisition on our corporate value and the common interests of its shareholders. If a large-scale acquisition is forcibly executed without such information being disclosed, there is a risk that our corporate value and the common interests of its shareholders may be compromised.

Thus, we consider those engaging in large-scale acquisition that do not contribute to the corporate value of the Company and the common interests of its shareholders as inappropriate in controlling decisions on our finance and business policies and believe that it is necessary to ensure the corporate value of the

Company and, in turn, the common interests of its shareholders by taking the necessary and reasonable countermeasures against an inappropriate large-scale acquisition by such persons.

II. Special Initiatives to Realize Corporate Value Sources and Fundamental Policy

1. Founder's Spirit and the Group Mission

The Shibusawa Logistics Group shares values based on the spirit of our founder, Eiichi Shibusawa, who believed that “only profits pursued through just and moral principles can endure and enrich society“. Our social mission to be fulfilled is “Supporting the realization of a sustainable and prosperous society through the creation of new value beyond logistics.“ Our aspirational future is “to be a Value Partner that generates new value for our customers' business activities.“ We are committed to enriching society continuously and perpetuating this belief, as embodied in our corporate slogan “Mission to Endure.“ We aim to continue to be a company that embodies our corporate slogan: “Mission to Endure,“ with the belief that only by persistently enhancing corporate value can we continue to contribute to a sustainable and prosperous society.

2. Sources of Corporate Value

Our corporate value stems from corporate culture mentioned above, solution know-how, a sound financial structure, diverse human resources, relations with customers, partners, and societal trust. Through logistics, we strive to exceed customer expectations by consistently incorporating the latest technology and innovative ideas into our operations. In our real estate business, we have accurately identified real estate needs that extend from our customers' logistics requirements and expanded our business portfolio. By leveraging the synergy between our logistics and real estate businesses, we are also expanding the potential for new ventures. A wealth of solution know-how has been accumulated and continues to be developed within this business model.

Additionally, we maintain a sound financial structure that enables new challenges while securing and nurturing diverse human resources with expertise, skills, ideas, and passion. Since 1897, we have built robust relationships based on deep trust with numerous customers, partner companies, and business partners, with our motto of coexistence and co-prosperity. Guided by the spirit of our founder, we have operated our business with the aim of developing alongside society, earning recognition and trust from the community.

Based on these sources of our corporate value, we are committed to enhancing our corporate value and the shared interests of our shareholders.

3. Corporate Value Enhancement Efforts

To realize the aforementioned fundamental policy, we adopted the long-term vision aimed at further growth, looking towards 2030, “the Shibusawa 2030 Vision” and the three-year medium-term management plan “Shibusawa Logistics Group Medium-Term Business Plan 2026” starting from fiscal

year 2024.

“The Shibusawa 2030 Vision” aims for sustainable corporate value enhancement by strengthening business competitiveness, expanding service areas, and establishing ESG management, aspiring to become a “Value Partner” creating new values for clients' business activities. In the “Shibusawa Logistics Group Medium-term Management Plan 2026”, we are promoting five growth strategies as basic policies: (a) strengthening the profitability of the logistics business, (b) expanding logistics networks domestically and internationally, (c) expanding business areas beyond logistics, (d) enhancement of the real estate business portfolio, and (e) strengthening ESG initiatives, aiming to create sustainable value.

4. Strengthening of Corporate Governance

Our company, considering the public nature of our business, aims to achieve sustainable growth. To fulfill our social mission and responsibilities, we have established the “Corporate Governance Policy” to address (a) basic policies of capital policy, (b) policies for holding and exercising voting rights for cross-shareholding, (c) management of corporate pension funds, (d) addressing sustainability challenges, (e) the nomination of candidates of directors, as well as decision-making policies and procedures for director compensation, (f) criteria for assessing the independence of outside directors, and (g) policies for constructive dialogue with shareholders and investors.

Additionally, if approved by the shareholders at the general meeting, the company plans to make transition to a company with audit and supervisory committee. After the transition, we plan to have a majority of outside directors on the Board, further strengthening the monitoring function over management and enriching the deliberation of management policies and strategies to enhance corporate governance.

III. Objective and Overview of the Plan

1. Objective of the Plan

The purpose of the Plan is to secure and enhance the corporate value of the Company and, in turn, the common interests of its shareholders, in line with the basic policy described in section I above.

As set out in the Basic Policy, the Company's Board of Directors believes that persons who would propose a large-scale acquisition in a manner that does not contribute to the corporate value of the Company or the common interests of its shareholders would be inappropriate to become persons who control decisions on the Company's financial and business policies. The purpose of the Plan is to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate, to deter large-scale acquisitions of the shares in the Company that are detrimental to the corporate value of the Company and, in turn, the common interests of its shareholders, and on the occasion that a large-scale acquisition of the shares in the Company were to be effected, to enable the Company's Board of Directors to present an alternative proposal to the shareholders or to ensure the

necessary time and information for the shareholders to decide whether or not to accept the large-scale acquisition, and to negotiate for the benefit of the shareholders.

As of March 31, 2025, the situation of our major shareholders is as outlined in Appendix 1 “Status of Our Major Shareholders”. The Company has not received any proposal of a large-scale acquisition of the shares in the Company from any specific third parties.

2. Overview of the Plan

The Plan sets out procedures necessary to achieve the purpose stated above, including requirements for acquirers to provide information in advance in the case that the acquirer intends to make an acquisition of 20% or more of the Company’s share certificates or other equity securities, etc.

The acquirer must not effect a large-scale acquisition of the shares and other equity securities in the Company until and unless the Company’s Board of Directors determines not to trigger the Plan in accordance with the procedures for the Plan. In an event such as when an acquirer does not follow the procedures set out in the Plan, or a large-scale acquisition of shares and other equity securities in the Company could harm the corporate value of the Company and the common interests of its shareholders and if the acquisition satisfies the triggering requirements set out in the Plan, the Company will implement a gratis allotment of share options (*shinkabu yoyakuken mushou wariate*) with (a) an exercise condition that does not, as a general rule, allow the acquirer, etc. to exercise the rights and (b) an acquisition provision to the effect that the Company may acquire the share options in exchange for the Company’s shares from persons other than the acquirer.

If a gratis allotment of share options were to take place in accordance with the Plan and all shareholders other than the acquirer received the Company’s shares as a result of those shareholders exercising or the Company acquiring those share options, the ratio of voting rights in the Company held by the acquirer may be diluted by up to a maximum of approximately 50%.

In order to eliminate arbitrary decisions by board of directors regarding decisions on matters such as the implementation or non-implementation of the gratis allotment of share options or the acquisition of share options, the Company has established an Independent Committee, which is solely composed of outside directors who are independent from the management of the Company, and such decisions will be subject to the objective determination of the Independent Committee. Additionally, if a gratis allotment of share options takes place in accordance with the Plan, a shareholders' meeting will be convened to confirm the shareholders' intentions in principle.

Transparency with respect to the course of those procedures will be ensured by timely disclosure to all of the Company’s shareholders.

3. Details of the Plan (Measures to Prevent Decisions on the Company’s Financial and Business Policies from being Controlled by Persons Deemed Inappropriate Under the Basic Policy)

(1) Procedures Related to the Activation of the Plan

① Applicable Purchase, etc.

The Plan will be applied in cases where any purchase or other acquisition of share certificates, etc. of the Company that falls under any of (a) or (b) below, actions related to the Company's share certificates falling under (c) or any similar action (including a proposal for such action)¹ (except for such action as the Company's Board of Directors separately determines not to be subject to the Plan; the "Acquisition") takes place.

- (a) A purchase or other acquisition that would result in the holding ratio of share certificates, etc. (*kabuken tou hoyuu wariiai*)² of a holder (*hoyuusha*)³ totaling 20% or more of the share certificates, etc. (*kabuken tou*)⁴ issued by the Company;
- (b) A tender offer (*koukai kaitsuke*)⁵ that would result in the party conducting the tender offer's ownership ratio of share certificates, etc. (*kabuken tou shoyuu wariiai*)⁶ and the ownership ratio of share certificates, etc. of a person having a special relationship (*tokubetsu kankei-sha*)⁷ totaling 20% or more of the share certificates, etc. (*kabuken tou*)⁸ issued by the Company(including the commencement of such offers); or
- (c) Regardless of whether or not any one of the acts provided for in items (a) and (b) above is conducted, any and all acts (i) conducted between a person who intends to acquire share certificates, etc. of the Company, or a joint holder (*kyoudou hoyuusha*)⁹ or a person having a special relationship with respect to that person (each, an "Acquirer of Share Certificates, Etc." in this item (c)) and another shareholder of the Company (including multiple shareholders; the same applies in (c) below) and that constitutes an agreement or other act as a result of which the other shareholder(s) become(s) a joint holder of the Acquirer of Share Certificates, Etc. or any act that establishes a relationship¹⁰ whereby the Acquirer of Share Certificates, Etc. or the other

¹ A "proposal" includes any act that solicits a third party for conducting an Acquisition.

² Defined in Article 27-23.4 of the Financial Instruments and Exchange Act. The same applies throughout this document.

³ Including persons described as a holder under Article 27-23.3 of the Financial Instruments and Exchange Act (including persons who are deemed to fall under the above by the Board of Directors of the Company). The same applies throughout this document.

⁴ Defined in Article 27-23.1 of the Financial Instruments and Exchange Act. The same applies throughout this document unless otherwise provided for.

⁵ Defined in Article 27-2.6 of the Financial Instruments and Exchange Act. The same applies throughout this document.

⁶ Defined in Article 27-2.8 of the Financial Instruments and Exchange Act. The same applies throughout this document.

⁷ Defined in Article 27-2.7 of the Financial Instruments and Exchange Act (including persons who are deemed to fall under the above by the Board of Directors of the Company); provided, however, that persons provided for in Article 3.2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person other than Issuer are excluded from the persons described in Article 27-2.7(i) of the Financial Instruments and Exchange Act. The same applies throughout this document.

⁸ Defined in Article 27-2.1 of the Financial Instruments and Exchange Act.

⁹ Defined in Article 27-23.5 of the Financial Instruments and Exchange Act, including persons regarded as a joint holder under Article 27-23.6 of the Financial Instruments and Exchange Act (including persons who are deemed a joint holder by the Company's Board of Directors). The same applies throughout this document.

¹⁰ Judgment regarding whether a "relationship whereby an Acquirer of Share Certificates, Etc. or the other

shareholder(s) substantially control(s) the other(s) or they act jointly or in concert with each other¹¹, and (ii) that would result in the total holding ratio of share certificates, etc. issued by the Company of that Acquirer of Share Certificates, Etc. and the other shareholder(s) accounting for 20% or more.

The party intending to make the Acquisition alone or jointly with other parties (the “Acquirer”) shall follow the procedures set out in the Plan, and the Acquirer must not effect the Acquisition until and unless the Company’s Board of Directors resolves not to implement the gratis allotment of Share Options in accordance with the Plan.

② Submission of Acquirer’s Statement

The Company will request the Acquirer to submit to the Company in the form separately prescribed by the Company a legally binding document that includes an undertaking (to which no conditions or reservations are attached) that the Acquirer will comply with the procedures set out in the Plan (signed by or affixed with the name and seal of the representative of the Acquirer) and a qualification certificate of the person who signed or affixed its name and seal to that document (collectively, “Acquirer’s Statement”) before the Acquisition. The Acquirer’s Statement must include the name, address or location of headquarters, location of offices, governing law for establishment, name of the representative, contact information in Japan for the Acquirer and the outline of the intended Acquisition. The Acquirer’s Statement and the Acquisition Document set out in ③ below and any other materials submitted by the Acquirer to the Company or the Independent Committee must be written in Japanese.

③ Request for Information from Acquirer

The Company will provide the Acquirer the format for the Acquisition Document (defined below), including a list of information that the Acquirer should provide to the Company, no later than 10 business days after receiving the Acquirer’s Statement. The Acquirer must provide the Company’s Board of Directors with the document in the form provided by the Company (the “Acquisition Document”), which includes the information described in each item of the list below (“Essential Information”). If necessary, the Company may set deadlines for providing Acquisition Document

shareholder(s) substantially control(s) the other(s) or they act jointly or in concert with each other” has been established between them will be made based on certain factors such as formation of the new investment relationship, business alliance relationship, business or contractual relationship, relationship of interlocking directorate, financing relationship, and credit granting relationship, and currently or in the past having a beneficial interest in the Company’s share certificates, etc. through derivatives, stock lending, and other transactions, and direct or indirect effects on the Company caused by that Acquirer of Share Certificates, Etc. and the other shareholder(s).

¹¹ Judgment regarding whether an act specified in item (c) of the main text has been conducted will be reasonably made by the Company’s Board of Directors. Please note that the Company’s Board of Directors may request the Company’s shareholders to provide necessary information to the extent that is required for making a judgment regarding whether the relevant act satisfies the requirements prescribed in (c) of the main text.

and other additional information.

If the Company's Board of Directors receives the Acquisition Document, it will promptly send it to the Independent Committee (standards for appointing members, requirements for resolutions, resolution matters, and other matters concerning the Independent Committee are as described in Annex 2 'Overview of Independent Committee Rules' and business backgrounds and other matters regarding members of the Independent Committee at the time of the Renewal will be as described in Annex 3 'Biographies of Independent Committee Members'). If the Company's Board of Directors and Independent Committee determines that the Acquisition Document does not contain sufficient Essential Information, it may set a reply period and request that the Acquirer additionally provide information. In such case, the Acquirer should additionally provide such information within the relevant time limit.

Details

- (a) Details (including name, capital relationship, nature of business, capital composition, financial position, operation results, details of violation of laws or ordinances in the past (if any), experience and results of transactions by the Acquirer similar to the Acquisition) of the Acquirer and its group companies (including joint holders, persons having a special relationship and persons having a special relationship with a person in relation to whom the Acquirer is the controlled corporation¹²)¹³.
- (b) The purpose, method and terms of the Acquisition (including the amount and type of consideration, the timeframe, the scheme of any related transactions, the legality of the Acquisition method, and information about the feasibility of the Acquisition).
- (c) The amount and basis for the calculation of the purchase price of the Acquisition.
- (d) Details of agreements regarding share certificates, etc. of the Company between the Acquirer and a third party and information relating to any previous acquisition or disposal of the share certificates, etc. of the Company by the Acquirer.
- (e) Financial support for the Acquisition (specifically including the names of providers of funds (including all indirect providers of funds), financing methods, and the terms of any related transactions, etc.).
- (f) Details of communications regarding the Acquisition with a third party (if any).
- (g) Post-Acquisition management policy, business plan, capital and dividend policies for the Company and the Company group companies.
- (h) Post-Acquisition policies for the Company's shareholders (other than the Acquirer) and the customers, business partners, employees, and any other stakeholders of the Company.
- (i) Specific measures to avoid any conflicts of interest with other shareholders of the Company.
- (j) Information on any relationships with antisocial forces.

¹² Defined in Article 9.5 of the Order for Enforcement of the Financial Instruments and Exchange Act.

¹³ If an Acquirer is a fund, information relating to the matters described in (a) about each partner and other constituent members is required.

(k) Any other information that the Independent Committee, etc. reasonably considers necessary.

④ Consideration of Acquisition Terms, Negotiation with the Acquirer, and Consideration of an Alternative Proposal

(a) Request for Provision of Information to the Company's Board of Directors

The Independent Committee, upon receiving the Acquisition Document and additional information the Acquirer has submitted that is required to be submitted by the Company's Board of Directors or the Independent Committee, may set a reply period (the "Board of Directors Consideration Period", which is maximum 60 days in principle) as appropriate and request that the Company's Board of Directors present an opinion (including an opinion to refrain from giving such opinion; hereinafter the same) on the Acquirer's Acquisition terms, materials supporting such opinion, an alternative proposal (if any), and any other information, etc. that the Independent Committee considers necessary to compare the details of the Acquisition Document and Essential Information with the business plan and corporate evaluations by the Company's Board of Directors from the perspective of securing and enhancing the Company's corporate value and the common interests of its shareholders.

(b) Examination by the Independent Committee

Upon receipt of information, etc. (including those additionally requested to be provided) from the Acquirer and (as described above in (a)) from the Company's Board of Directors, for a maximum period of 60 days in principle, the Independent Committee will conduct its consideration of the Acquisition terms, collection of information, etc. on the materials such as the management plans and business plans of the Acquirer and the Company's Board of Directors and comparisons thereof, and consideration of any alternative plan presented by the Company's Board of Directors (hereinafter the period required for such information gathering and examination by the Independent Committee is referred to as the "Independent Committee Consideration Period"). The Independent Committee may, at the cost of the Company, obtain advice from financial advisers, certified public accountants, attorneys, certified public tax accountants, consultants, or any other experts.

In addition, if it is necessary to improve the terms of the Acquisition from the standpoint of ensuring and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders, the Independent Committee may directly or indirectly discuss and negotiate with the Acquirer. If the Independent Committee directly or indirectly requests the Acquirer to provide materials for consideration or any other information, or to discuss and negotiate with the Independent Committee, the Acquirer must promptly respond to such request.

The Independent Committee may, if reasonably necessary for actions such as consideration of the terms of the Acquirer's Acquisition, consideration of an alternative proposal and discussion and negotiation with the Acquirer, extend the Independent Committee Consideration Period (up to 30 days in total).

⑤ Procedures for Recommendations by the Independent Committee

Based on the above procedures, if the Independent Committee determines that the Acquisition falls

under one of the trigger events set out below in section (2) “Conditions for the Gratis Allotment of Share Options” (collectively, “Trigger Events”), the Independent Committee may recommend the implementation of the gratis allotment of the share options (whose main content is as set forth in section (3) “Overview of the Gratis Allotment of Share Options”, hereinafter referred to as the “Share Options”) to the Company’s Board of Directors except in any specific cases such as where further disclosure of information or negotiation or discussion with the Acquirer is necessary. The Independent Committee may recommend implementation of the Gratis Allotment of Share Options, Etc. subject to the shareholders’ approval in advance or subsequently. However, even after the Independent Committee has already made a recommendation for the implementation of the gratis allotment of Share Options, if the Independent Committee determines that (A) the Acquirer cancels or withdraws the Acquisition or the Acquisition otherwise ceases to exist after the recommendation¹⁴, or (B) there is no longer any Trigger Event due to a change or the like in the facts or other matters on which the recommendation decision was made, it may make a new recommendation that (i) on or before the second business day prior to the ex-rights date with respect to the gratis allotment of Share Options, the Company should suspend the gratis allotment of Share Options, or (ii) from the effective date of the gratis allotment of Share Options and until the day immediately prior to the commencement date of the exercise period of the Share Options, the Company should acquire the Share Options for no consideration.

On the other hand, if the Independent Committee determines that the Acquisition does not fall under either Trigger Event, the Independent Committee will not recommend the implementation of the Gratis Allotment of Share Options to the Company’s Board of Directors. However, even after recommendation of the implementation of the Gratis Allotment of Share Options, if there is a change in the facts or other matters on which the decision was made and there is a Trigger Event, the Independent Committee may make a new recommendation that the Company should implement the Gratis Allotment of Share Options.

In addition, if the Independent Committee determines that there is a possibility that the Acquisition could harm the corporate value of the Company and, in turn, the common interests of its shareholders, the Independent Committee may, by submitting the reasons therefor, make a recommendation such as holding a meeting of shareholders and confirming the shareholders’ intent regarding the Acquisition by the Acquirer.

¹⁴ This would apply, for example, when the Acquirer cancels or withdraws an Acquisition that has already commenced (if the Acquisition is conducted by means of a tender offer, a public notice of the withdrawal of a tender offer (the main text of Article 27-11.2 of the Financial Instruments and Exchange Act) is required) and then a document to the effect that the Acquirer covenants such matters as that (i) the Acquisition will not be effected for a certain period, (ii) the Acquirer will reduce its holding ratio of share certificates, etc. to a certain percentage within a specific period, and (iii) the Acquirer will not exercise its right to demand convocation of an extraordinary general meeting of shareholders for a certain period is submitted and the Acquirer acts in compliance with the written covenant.

⑥ Holding of the Shareholders Meeting

In implementing the Gratis Allotment of Share Options according to the Plan, in principle¹⁵, the board of directors will convene a shareholders' meeting (the “Shareholders Meeting”¹⁶¹⁷) to confirm the intentions of the shareholders.

⑦ Resolution of the Board of Directors

If the Shareholders Meeting is held as described in ⑥, the Company’s Board of Directors will act in accordance with the resolution of the Shareholders' Meeting. Conversely, if a recommendation is made by the Independent Committee as described in ⑤, and the Shareholders Meeting is not held, the Company’s Board of Directors, in exercising its role under the Companies Act, will pass a resolution relating to the implementation or non-implementation of the Gratis Allotment of Share Options, etc. respecting the recommendation of the Independent Committee.

⑧ Information Disclosure

When operating the Plan, the Company will disclose, in a timely manner, information on matters that the Independent Committee or the Company’s Board of Directors considers appropriate including the progress of each procedure set out in the Plan (including the fact that the Acquirer’s Statement and Acquisition Document have been submitted, the Independent Committee Consideration Period has commenced, and the Independent Committee Consideration Period has been extended or the period or reason for the extension), or an outline of recommendations made by the Independent Committee, an outline of resolutions by the Board of Directors and the outline of resolutions of the Shareholders Meeting, in accordance with the applicable laws and ordinances or the provisions of the Tokyo Stock Exchange.

(2) Conditions for the Gratis Allotment of Share Options

The requirements to trigger the Plan to implement a gratis allotment of Share Options are as follows. As described in section (1) “Procedures for Triggering the Plan” ⑤ above, the Company’s Board of Directors will make a determination as to whether any of the following requirements applies to an Acquisition for which the recommendation by the Independent Committee has been obtained.

¹⁵ For instance, if the Acquirer attempts to effect the Acquisition without adhering to the procedures set out in the Plan, there might not be time to convene a shareholders' meeting, or it might be impossible to secure the information necessary for shareholders to determine the appropriateness of the Acquisition. Therefore, the Board of Directors, respecting the Independent Committee’s opinion to the greatest extent, might implement a gratis allocation of share options without going through a shareholders' meeting.

¹⁶ Although as a general rule the intent of shareholders will be confirmed by an ordinary resolution at the shareholders meeting, in some cases a person who is deemed by the Acquirer and the Independent Committee to have a special interest in the Acquirer in relation to the proposal in question by comprehensively taking into account various circumstances, including the purpose, method, and terms of the large-scale acquisition as well as the potential conflicts of interest between the Acquirer and general shareholders, will be excluded from the calculation of a requirement for passing a resolution to approve the proposal.

¹⁷ The Shareholders Meeting includes a meeting of shareholders that is held after a resolution of the Board of Directors to implement the gratis allotment of Share Options and before the effective date of the gratis allotment of Share Options.

Basis for Trigger 1

The Acquisition is not in compliance with the procedures prescribed in the Plan (including cases that time and information necessary to consider the details of the Acquisition is not offered) and it is reasonable to implement the gratis allotment of Share Options.

Basis for Trigger 2

The Acquisition falls under any of the following and it is reasonable to implement the gratis allotment of Share Options:

- ① An Acquisition that threatens to cause obvious harm to the corporate value of the Company and, in turn, the common interests of its shareholders through any of the following actions:
 - (a) A buyout of share certificates, etc. to require such share certificates, etc. to be compulsorily purchased by the Company at a high price.
 - (b) Management that achieves an advantage for the Acquirer to the detriment of the Company or the Company group companies, such as temporary control of the Company's management for the low-cost acquisition of the Company and the Company group companies' material assets.
 - (c) Diversion of the Company and Company group companies' assets to secure or repay debts of the Acquirer or its group company.
 - (d) Temporary control of the Company's management to bring about the disposal of high-value assets that have no current relevance to the Company and Company group companies' business and declaring temporarily high dividends from the profits of the disposal, or selling the shares at a high price taking advantage of the opportunity afforded by the sudden rise in share prices created by the temporarily high dividends..
- ② Certain Acquisitions that threaten to have the effect of coercing shareholders into selling shares, such as coercive two-tiered tender offers (meaning acquisitions of shares including tender offers, in which no offer is made to acquire all shares in the initial acquisition, and acquisition terms for the second stage are set that are unfavorable or unclear).
- ③ Acquisitions whose considerations and to which the other terms (including the amount and type of consideration, timeframe, legality of the Acquisition method, feasibility of the Acquisition being effected, and post-Acquisition policies for the Company's other shareholders, and stakeholders in the Company group) are inadequate or inappropriate in light of the Company's intrinsic value.
- ④ Acquisitions that materially threaten to oppose the corporate value of the Company and, in turn, the common interests of shareholders, by destroying the relationships with the Company group's customers, business partners, employees and the like, which are indispensable to the generation of the Company's corporate value.

(3) Overview of the Gratis Allotment of Share Options

The following is an outline of the gratis allotment of Share Options that may be implemented under the Plan.:

① Number of Share Options

The Company will implement a gratis allotment of Share Options in the same number as the most recent total number of issued and outstanding shares in the Company (excluding the number of shares in the Company held by the Company at that time) on a certain date (the “Allotment Date”) that is separately determined in a resolution by the Company’s Board of Directors or a resolution at a meeting of shareholders relating to the gratis allotment of Share Options (the “Gratis Allotment Resolution”).

② Shareholders Eligible for Allotment

The Company will allot the Share Options to shareholders, other than the Company, who are recorded in the Company’s final register of shareholders on the Allotment Date (the “Entitled Shareholders”), at a ratio of one Share Option for each share in the Company held.

③ Effective Date of Gratis Allotment of Share Options

The effective date of the gratis allotment of Share Options will be separately determined in the Gratis Allotment Resolution.

④ Number of Shares to be Acquired upon Exercise of the Share Options

The number of shares in the Company to be acquired upon exercise of each Share Option (the “Applicable Number of Shares”) will, in principle, be one share.

⑤ Amount to be Contributed upon Exercise of Share Options

Contributions upon exercise of the Share Options are to be in cash, and the amount per share in the Company to be contributed upon exercise of the Share Options will be an amount separately determined in the Gratis Allotment Resolution within the range of a minimum of one yen and a maximum of the amount equivalent to one-half of the fair market value of one share in the Company. “Fair market value” means an amount equivalent to the average closing price (including quotations) for regular transactions of the common stock of the Company on the Tokyo Stock Exchange on each day during the ninety day period prior to the Gratis Allotment Resolution (excluding the days on which trades are not made), with any fraction of a yen after such calculation to be rounded up to the nearest whole yen.

⑥ Exercise Period of Share Options

The commencement date will be a date separately determined in the Gratis Allotment Resolution (this commencement date of the exercise period is referred to as the “Exercise Period Commencement Date”), and the period will, in principle, be a period from one month to six months long as separately determined in the Gratis Allotment Resolution.

⑦ Conditions for Exercise of Share Options

As a general rule, the following parties may not exercise the Share Options (the parties falling under (a) through (e) below are collectively referred to as “Non-Qualified Parties”): (a) Acquirers, (b) Joint holders of Acquirers (including those with special capital relationships¹⁸), (c) Persons having a

¹⁸ Defined in Article 9.1, Item 2 of the Order for Enforcement of the Financial Instruments and Exchange

special relationship with Acquirers (including those with special capital relationships), (d) Any transferee of, or successor to, the Share Options of any party falling under (a) through (c) without the approval of the Company's Board of Directors (including joint holders of or persons having a special relationship with the transferee or successor), or (e) Any Affiliated Party¹⁹ of any party falling under (a) through (d).

Please note that the Company's Board of Directors will hear the opinion of the Independent Committee and respect the determination of the Independent Committee to the maximum extent when making a determination regarding whether a person is a Non-Qualified Party.²⁰ Further, nonresidents of Japan who are required to follow certain procedures under applicable foreign laws and ordinances to exercise the Share Options may not as a general rule exercise the Share Options (provided, however, that the Share Options held by nonresidents will be subject to acquisition by the Company in exchange for shares in the Company as described in clause ⑨(b) below, subject to compliance with applicable laws and ordinances). In addition, anyone who fails to submit a written undertaking, in the form prescribed by the Company and containing representations and warranties regarding matters such as the fact that he or she satisfies the exercise conditions of the Share Options, indemnity clauses and other covenants, may not exercise the Share Options.

⑧ Transfer Restrictions on Share Options

Any acquisition of Share Options by assignment requires the approval of the Company's Board of Directors.

⑨ Acquisition of Share Options by the Company

(a) At any time on or before the date immediately prior to the Exercise Period Commencement Date, if the Company's Board of Directors deems that it is appropriate for the Company to acquire the Share Options, the Company may, on a day that falls on a date separately determined by the Company's Board of Directors, acquire all of the Share Options for no consideration.

(b) On a day that falls on a date separately determined by the Company's Board of Directors, the Company may acquire all of the Share Options that have not been exercised before or on the day immediately prior to such date determined by the Company's Board of Directors, that are held by parties other than Non-Qualified Parties and, in exchange, deliver shares in the Company in the number equivalent to the number of the Applicable Number of Shares for each Share Option.

Act.

¹⁹ An "Affiliated Party" of a given party means a person who substantially controls, is controlled by, or is under common control with such given party (including any party who is deemed to fall under the above by the Company's Board of Directors), or a party deemed by the Company's Board of Directors to act substantially jointly or in concert with such given party. "Control" means to "control the determination of the financial and business policies" (as defined in Article 3.3 of the Enforcement Regulations of the Companies Act) of other corporations or entities.

²⁰ However, a party that the Company's Board of Directors recognizes as a party whose acquisition or holding of share certificates, etc., of the Company is not contrary to the Company's corporate value or the common interests of shareholders or a certain other party that the Company's Board of Directors separately determines in the Gratis Allotment Resolution does not constitute a Non-Qualified Party.

Further, if, on or after the date upon which the acquisition takes place, the Company's Board of Directors recognizes the existence of any party holding Share Options other than Non-Qualified Parties, the Company may, on a day determined by the Company's Board of Directors after the date upon which the acquisition described above takes place, acquire all of the Share Options held by that party that have not been exercised by or on the day immediately prior to such date determined by the Company's Board of Directors (if any) and, in exchange, deliver shares in the Company in the number equivalent to the number of the Applicable Number of Shares for every one Share Option. The same will apply thereafter.

(c) On a date that is on or after the effective date of the gratis allotment of Share Options and separately determined by the Board of Directors, the Company may acquire all of the Share Options held by Non-Qualified Parties and, in exchange, deliver share options that may not, as a general rule, be exercised by Non-Qualified Parties²¹ as consideration in the number equal to the Share Options to be acquired. The details of such share options will be determined in the Gratis Allotment Resolution.

(d) Other matters regarding acquisition will be separately determined in the Gratis Allotment resolution.

- ⑩ Delivery of Share Options in Case of Merger, Absorption-type Demerger (*kyushu bunkatsu*), Incorporation-type Demerger (*shinsetsu bunkatsu*), Share Exchange (*kabushiki koukan*), and Share Transfer (*kabushiki iten*)

These matters will be separately determined in the Gratis Allotment Resolution.

- ⑪ Issuance of Certificates Representing the Share Options

Certificates representing the Share Options will not be issued.

- ⑫ Other

In addition to the above, the details of the Share Options will be separately determined in the Gratis Allotment Resolution.

(4) Procedures for this Renewal

In accordance with the provisions of Article 11 of the Company's Articles of Incorporation, the Renewal will be subject to obtaining shareholder approval at the General Meetings with respect to assigning to the Company's Board of Directors the authority to decide matters relating to a gratis allotment of Share

²¹ However, the Company may set a condition that Non-Qualified Parties may exercise such share options in certain cases. Specifically, the Company may, for example, stipulate such matters as that the Acquirer or other Non-Qualified Parties may exercise share options held by them within a certain percentage if the Acquirer cancels or withdraws an Acquisition that has already commenced (if the Acquisition is conducted by means of a tender offer, a public notice of the withdrawal of a tender offer (the main text of Article 27-11.2 of the Financial Instruments and Exchange Act) is required) and then a document to the effect that the Acquirer covenants such matters as that (i) the Acquisition will not be effected for a certain period, (ii) the Acquirer will reduce its holding ratio of share certificates, etc. to a certain percentage within a specific period, and (iii) the Acquirer will not exercise its right to demand convocation of an extraordinary general meeting of shareholders for a certain period is submitted and the Acquirer acts in compliance with the written covenant.

Options under the conditions set out in the Plan.

(5) Effective Period, Abolition, and Modification of the Plan

The effective period of the Plan will be the period until the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within three years after the conclusion of the General Meeting.

However, if, before the expiration of the Effective Period, the Company's Board of Directors resolves to abolish the Plan, the Plan will be abolished in accordance with that resolution.

Further, the Company's Board of Directors may revise or amend the Plan even during the Effective Period of the Plan, if such revision or amendment is not against the purpose of a resolution of the General Meeting such as cases where any law, ordinance, or regulations of the Tokyo Stock Exchange or the like concerning the Plan is established, amended or abolished and it is appropriate to reflect such establishment, amendment or abolition, cases where it is appropriate to revise the wording for reasons such as typographical errors and omissions, cases where the revision or amendment does not cause any disadvantage to the Company's shareholders, and the like, and subject to the approval of the Independent Committee.

If the Plan is abolished, revised or amended, the Company will promptly disclose facts including the fact that such abolition, revision or amendment has taken place, and (in the event of a revision or amendment) the details of the revision, amendment and any other matters.

(6) Amendments due to Changes in Law

The provisions of laws and ordinances referred to under the Plan are subject to the prevailing provisions as of May 22, 2025. If it becomes necessary after such date to revise the terms and conditions or definitions of terms set out in the paragraphs above due to the establishment, amendment or abolishment of laws and ordinances, the terms and conditions or definitions of terms set out in the paragraphs above will be read accordingly as required to a reasonable extent, taking into consideration the purposes of such establishment, amendment or abolishment.

4. Impact on Shareholders and Investors

(1) Impact on Shareholders and Investors at the Time of this Renewal

Upon the Renewal, since only the assignment to the Company's Board of Directors of the authority to decide a gratis allotment of Share Options based on a resolution at a general meeting of shareholders and no actual gratis allotment of Share Options will be implemented, the Plan will have no direct or concrete impact on shareholders and investors.

(2) Impact on Shareholders and Investors at the Time of the Gratis Allotment of Share Options

① Procedures for the Gratis Allotment of Share Options

If the Company's Board of Directors or general meeting of shareholders adopts a Gratis

Allotment Resolution, it will also decide the Allotment Date in the same resolution and give public notice of this Allotment Date. In this case, the Company will make a gratis allotment of Share Options to the Entitled Shareholders for one Share Option per share in the Company held by the Entitled Shareholders. All Entitled Shareholders will automatically become Share Option holders on the effective date of the gratis allotment of Share Options, and no further procedures, such as applying for such gratis allotment, will be necessary.

However, even if the Company's Board of Directors has adopted a Gratis Allotment Resolution, the Company may, by respecting any recommendation of the Independent Committee described above in Section 3. (1) "Procedures Related to the Activation of the Plan" ⑤ to the maximum extent, (i) on or before the second business day prior to the ex-rights date with respect to the gratis allotment of Share Options, cancel the gratis allotment of Share Options, or (ii) from the effective date of the gratis allotment of Share Options and until the day immediately prior to the commencement date of the exercise period of the Share Options, acquire the Share Options for no consideration. In such cases, no dilution of the value per share in the Company held by the shareholders will result, and it is possible that any investors who have sold or bought the shares in the Company expecting to see such a dilution may bear unforeseen losses as a result of a fluctuation in the share price.

② Procedures for exercising the Share Options

The Company will deliver, as a general rule, a document to be submitted for the exercise of the Share Options (in the form prescribed by the Company and containing necessary matters such as the terms and number of the Share Options for exercise and the exercise date for the Share Options, as well as representations and warranties regarding matters such as that the shareholders themselves satisfy the exercise conditions of the Share Options, indemnity clauses and other covenants, and information necessary to allocate shares of the Company to the account of the Entitled Shareholders) and other necessary documents to the Entitled Shareholders. After the gratis allotment of Share Options, the shareholders will be issued, as a general rule, one share in the Company per Share Option upon submitting these necessary documents during the exercise period of Share Options and, as a general rule, by paying via a prescribed method an amount equivalent to the exercise price determined in the Gratis Allotment Resolution, which will be an amount within the range of one yen and one-half of the fair market value of the Company's stock per Share Option. The exercise of Share Options by the Non-Qualified Parties must follow the Company's separate determination in accordance with Section 3.(3) "Overview of the Gratis Allotment of Share Options" ⑦.

If the Company's shareholders do not exercise their Share Options or pay the amount equivalent to the exercise price, the shares they hold in the Company will be diluted by the exercise of Share Options by other shareholders.

However, it is also possible for the Company to acquire the Share Options of all shareholders other than Non-Qualified Parties and, in exchange, deliver shares in the Company, in accordance

with the procedures set out in ③ below. If the Company carries out such acquisition procedures, all shareholders other than Non-Qualified Parties will come to receive shares in the Company without exercising their Share Options or paying an amount equivalent to the exercise price and, in principle, there will be no subsequent dilution of the shares in the Company they hold.

③ Procedures for the Acquisition of Share Options by the Company

If the Company's Board of Directors determines to acquire the Share Options, the Company will acquire the Share Options in accordance with the statutory procedures from the shareholders other than Non-Qualified Parties, on the day that falls on the date separately determined by the Company's Board of Directors and deliver shares in the Company in exchange. In this case, the shareholders concerned will, in principle, come to receive one share in the Company for each Share Option as consideration for the acquisition by the Company of those Share Options, without paying an amount equivalent to the exercise price. However, in such case, the shareholders concerned will be separately requested to provide information necessary to allocate shares of the Company to the account of the Entitled Shareholders and submit, in the form prescribed by the Company, a written undertaking including representations and warranties regarding matters such as the fact that they are not Non-Qualified Parties, indemnity clauses and other covenants.

The Gratis Allotment Resolution may provide for the matters relating to acquisition of the Share Options from the Non-Qualified Parties or other acquisition, and in that case, the Company may take procedures in accordance with the provisions of the Gratis Allotment Resolution.

Additionally, the Company does not plan to acquire Share Options from Non-Qualified Parties in exchange for monetary compensation.

In addition to the above, the Company will disclose information to or notify all of its shareholders with respect to the particulars of the allotment method, exercise method and method for acquisition by the Company after these matters are determined in the Gratis Allotment Resolution, so we request that shareholders check these details at that time.

IV. Rationality of the Plan

1. Ensure and Enhance the Company's Corporate Value and the Common Interests of Shareholders

The Plan is in line with the Basic Policy and for the purpose of maintaining and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders by ensuring the necessary time and information is made available for the shareholders to decide whether or not to accept the Acquisition of share certificates, etc. of the Company and for the Board of Directors to present an alternative proposal to the shareholders, and by enabling the Board of Directors to negotiate with the Acquirer for the benefit of the shareholders when the Acquisition is to be effected.

2. Fulfillment of the Guidelines on Response Policies to Acquisitions

The Plan fully satisfies the three principles set out in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" released by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005; namely, the

principles of:

- (i) ensuring and enhancing corporate value and shareholders' common interests;
- (ii) prior disclosure and respect for shareholder intent; and
- (iii) ensuring necessity and reasonableness.

The Plan also takes into account the "Takeover Defense Measures in Light of Recent Environmental Changes" released on June 30, 2008 by the Corporate Value Study Group established under the Ministry of Economy, Trade and Industry, "Principle 1.5 Anti-Takeover Measures" in "Japan's Corporate Governance Code" revised on June 11, 2021 by the Tokyo Stock Exchange and the "Guidelines for Corporate Takeovers" released by the Ministry of economy, Trade and Industry on August 31, 2023.

3. Prioritization of Shareholders' Will

As described in III.3 (4) "Procedures for this Renewal", the Renewal is subject to the approval of shareholders concerning the delegation of decisions about the gratis allotment of share options to the Company's Board of Directors, as per Article 11 of the Company's Articles of Incorporation, at the General Meeting.

The Company's Board of Directors, as per III.3 (1) "Procedures for Triggering the Plan" (6), confirm the intent of the Company's shareholders at the Shareholder Meeting regarding the need to trigger the Plan.

Further, the Plan is subject to a so-called sunset clause setting the effective period as about three years and even before the expiration of its effective period, if the Company's Board of Directors, composed of directors appointed at the Company's general meeting of shareholders, resolves to abolish the plan, the Plan will be abolished in accordance with that resolution. In this regard, the life of the Plan depends on the intent of the Company's shareholders.

4. Emphasis on Judgment by Independent Outside Directors and obtaining Opinions from Independent Experts

The Company must obtain a recommendation from the Independent Committee, composed only of outside directors who are independent from management, when making decisions for triggering the Plan.

Further, the Independent Committee may obtain advice from independent third-party experts at the Company's expense, which is a mechanism to even further ensure the objectivity and fairness of the decisions made by the Independent Committee.

5. Setting of Reasonable and Objective Requirements

As described in III.3 (1) "Procedures for Triggering the Plan" (5) and III.3 (2) "Conditions for the Gratis Allotment of Share Options" the Plan is established so that it will not be triggered unless reasonable and objective requirements have been satisfied, and ensures a structure to eliminate arbitrary triggering by the Company's Board of Directors

6. Denial of Dead Hand or Slow Hand Type Response Policy to Acquisitions

The Plan may be abolished by a meeting of the Board of Directors composed of directors who are nominated by a person who acquires a large number of share certificates etc. and elected at the Company's general meeting of shareholders. Therefore, the Plan is not a dead-hand policy for countermeasures to acquisitions (a takeover response policy to acquisitions in which even if a majority of the members of the Board of Directors are replaced, the triggering of the measure cannot be stopped). Also, since the Company has not adopted a system of staggered terms of office for the directors, the Plan is not a slow-hand policy for countermeasures to acquisitions either (a takeover response policy to acquisitions in which triggering takes more time to stop due to the fact that all members of the Board of Directors cannot be replaced at once).

End

Status of Major Shareholders of the Company

As of March 31, 2025, the status of major shareholders of the Company is as follows:

Shareholder Name	Number of Shares	Shareholding ratio
Pan Pacific International Holdings Corporation	stock 1,448,200	% 10.01
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,085,400	7.50
Shimizu Corporation	749,800	5.18
Mizuho Trust & Banking Co., Ltd. Retirement Benefit Trust Mizuho Bank Account Re-Trustee Assets Management Service Trust Bank	716,700	4.95
The Toa Reinsurance Company, Ltd.	652,000	4.50
Chuo-Nittochi Co., Ltd.	528,100	3.65
Teikyo University	422,600	2.92
Saitama Resona Bank, Ltd.	400,000	2.76
Zeon Corporation	334,000	2.31
Custody Bank of Japan, Ltd. (Trust Account)	327,000	2.26

(Note 1) The holding ratio is calculated excluding treasury stock (743,388 shares).

(Note 2) Holding ratios have been rounded to the nearest unit.

End

Overview of Independent Committee Rules

- The Independent Committee is established by a resolution of the Company's Board of Directors.
- There will be no less than three members in the Independent Committee, and the Company's Board of Directors shall appoint the members from (i) outside directors of the Company (including audit and supervisory committee member directors) or (ii) outside experts who are independent from the management that executes the business of the Company. However, such experts must be experienced corporate managers, former government employees, parties with knowledge of the investment banking industry or the Company's business, lawyers, certified public accountants, researchers whose research focuses on the Companies Act or the like, or parties of similar qualifications, and must have executed with the Company an agreement separately specified by the Company's Board of Directors that contains a provision obligating them to exercise their duty of care or a similar provision.- Unless otherwise determined by a resolution of the Company's Board of Directors, the term of the Independent Committee members is until the effective period of the Plan ends. However, the term of office of any member of the Independent Committee who is an outside director of the Company will end at the same time when they ceases to be a director (except in the case of their re-election).
- The Independent Committee may make decisions on the matters listed below and make recommendations to the Company's Board of Directors containing the details of and reasons for the decisions. The Company's Board of Directors, in exercising its role under the Companies Act, will pass a resolution relating to the implementation or non-implementation of the Gratis Allotment of Share Options, Etc. respecting the recommendation of the Independent Committee to the maximum extent (subject to the Shareholder Meeting resolutions if Shareholder Meeting is held). Each member of the Independent Committee and outside directors must make such decisions from the perspective of whether or not the corporate value of the Company and the common interests of its shareholders will be enhanced, and they must not solely serve the purpose of their own interests or those of the management of the Company.
 - ① The implementation or non-implementation of a gratis allotment of Share Options
 - ② The cancellation of the Gratis Allotment of Share Options or the gratis acquisition of Share Options
 - ③ Confirmation of shareholders' intentions regarding the implementation of a gratis allotment of Share Options and other Acquisitions by Acquirer
 - ④ Other matters to be determined by the Company's Board of Directors that have been referred to the Independent Committee
- In addition to the above, the Independent Committee can conduct the items stipulated in the following sections.
 1. Determination whether the Acquisition should be made subject to the Plan.
 2. Determination of the information that the Acquirer and the Company's Board of Directors should provide to the Independent Committee, and the deadline for the provision of that information.

3. Examination and consideration of the terms of the Acquirer's Acquisition
4. Negotiation and discussion with the Acquirer
5. Request for the submission of an alternative proposal to, and consideration of the alternative proposal
6. Determination regarding extension of the Independent Committee Consideration Period.
7. Determination on whether a shareholders meeting should be convened
8. Approval of revisions or changes to the Plan
9. Determination on whether or not a policy for countermeasures to acquisitions other than the Plan should be introduced.
10. Any other matters prescribed in the Plan that the Independent Committee may conduct.
11. Any matters separately designated by the Company's Board of Directors as ones that the Independent Committee can conduct
 - In order to collect the necessary information, the Independent Committee may request the attendance of a director or employee of the Company, or any other party that the Independent Committee considers necessary, and may demand explanation of any matter it requests.
 - The independent committee may obtain advice from independent third parties (including financial advisors, certified public accountants, lawyers, certified public tax accountants, consultants and other experts or conduct similar actions.) at the Company's expense
 - Any member of the Independent Committee may convene a meeting of the Independent Committee when an Acquisition arises, or at any other time.
 - Resolutions of the Independent Committee are, in principle, determined by the attendance of at least two-thirds of the Independent Committee members present and a majority vote. However, in unavoidable circumstances a resolution may pass with a majority of voting rights when a majority of the members of the Independent Committee are in attendance.

End

Biographies of Independent Committee Members

Shinya Matsumoto

[Biography]

Born in 1959

April 1987	Registered as Lawyer (Daini Tokyo Bar Association)
April 1987	Marunouchi Sogo Law Office
July 1996	Partner at Marunouchi Sogo Law Office
June 2001	External Auditor at Impress Corporation (currently Impress Holdings, Inc.) (Incumbent)
September 2005	Supervisory Officer at Japan Hotel and Resort Investment corporation(currently Japan Hotel Reit Investment Corporation)
June 2007	Director of the Company (Incumbent)
October 2011	Partner Representative Lawyer at Marunouchi Sogo Law Office
June 2013	External Director at Pacific Metals Co., Ltd.
January 2025	Advisor at Marunouchi Sogol Law Office (Incumbent)

* Mr. Shinya Matsumoto is a candidate for outside director and is scheduled to be elected as an outside director of the Company upon approval of the proposal at the General Meeting.

There is no special interest or transactional relationship between him and the Company.

The company have designated Mr. Shinya Matsumoto as an independent officer based on the regulations of the Tokyo Stock Exchange and notified the Exchange.

Koichi Chikaraishi

[Biography]

Born in 1957

April 1980	Joined Nippon Yusen Kabushiki Kaisha
April 2009	Executive Officer and Head of the Paper Material Group
April 2010	Executive Officer and Head of the Panamax Fleet Management Group
April 2012	Senior Executive Officer
June 2012	Executive Director and Senior Executive Officer
April 2013	Representative Director and Senior Managing Executive Officer
April 2019	Director of the company
June 2019	Advisor to the company
June 2019	External Auditor at Fuji Oil Co., Ltd.
June 2019	External Director at Murakami Corporation (Incumbent)
April 2025	Representative Director, President and Executive Officer at NYK Energy Ocean Co.,

Ltd. (Incumbent)

*Mr. Koichi Chikaraishi is a candidate for outside director and is scheduled to be elected as an outside director of the Company upon approval of the proposal at the General Meeting.

There is no special interest or transactional relationship between him and the Company.

The company have designated Mr. Koichi Chikaraishi as an independent officer based on the regulations of the Tokyo Stock Exchange and notified the Exchange.

Keiko Baba

[Biography]

Born in 1963

April 1987 Joined Mitsubishi Trust and Banking Corp. (currently Mitsubishi UFJ Trust and Banking Corp.)

September 1991 Registered as Certified Real Estate Appraiser

April 2014 Committee Member of Yokohama City Property Evaluation Council (Incumbent)

May 2015 Director of Kanagawa Prefecture Real Estate Appraisal Association

February 2016 Founder and Representative of Yokohama Urban Research Institute. (Incumbent)

October 2017 Civil Conciliator at Kawasaki Branch, Yokohama District Court (Incumbent)

August 2018 Committee Member of Yokohama City Vacant House Measures Council

April 2020 Family Conciliator at Yokohama Family Court (Incumbent)

May 2020 Vice President of Kanagawa Prefecture Real Estate Appraisal Association

May 2024 Chairman of Yokohama City Property Evaluation Council (Incumbent)

June 2024 Director of the Company (Incumbent)

* Ms. Keiko Baba is a candidate for outside director and is scheduled to be elected as an outside director of the Company upon approval of the proposal at the General Meeting.

There is no special interest or transactional relationship between her and the Company.

The company have designated Ms. Keiko Baba as an independent officer based on the regulations of the Tokyo Stock Exchange and notified the Exchange.

Masashi Shishime

[Biography]

Born in 1955

April 1986 Registered as Lawyer (Dai-Ichi Tokyo Bar Association)

April 1986 Joined Kashima Law Office

October 1997 Established Shishime Law Office and continues to date

June 2006 External Auditor at Yokogawa Bridge Corporation (currently Yokogawa Bridge Holdings

	Corp.)
June 2011	Auditor of the Company (Incumbent)
June 2019	External Auditor at Azuma Shipping Co., Ltd. (Incumbent)

* Mr. Masashi Shishime is a candidate for outside director who is also an audit and supervisory committee member and is scheduled to be elected as an director who is also an audit and supervisory committee member of the Company upon approval of the proposal at the General Meeting.

There is no special interest or transactional relationship between him and the Company.

The company have designated Mr. Masashi Shishime as an independent officer based on the regulations of the Tokyo Stock Exchange and notified the Exchange.

Yoshiichi Yoshida

[Biography]

Born in 1955

April 1974 Joined Sendai Regional Taxation Bureau

July 2015 Assistant Regional Commissioner, 4th Large Enterprise Department, Tokyo Regional Taxation Bureau

July 2016 Retired from Tokyo Regional Taxation Bureau

August 2016 Established Yoshiichi Yoshida Tax Accountant Office and continues to date

February 2019 External Auditor at C.S. Lumber Co., Inc.

June 2020 Auditor of the Company (Current)

March 2021 External Auditor at Ise Chemicals Corporation

* Mr. Yoshiichi Yoshida is a candidate for external director who is also an audit and supervisory committee member and is scheduled to be elected as a director who is also an audit and supervisory committee member of the Company upon approval of the proposal at the General Meeting.

There is no special interest or transactional relationship between him and the Company.

The company have designated Mr. Yoshiichi Yoshida as an independent officer based on the regulations of the Tokyo Stock Exchange and notified the Exchange.

End