

Note: This document has been translated from a part of 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 9384)

May 30, 2025

(Commencement date of measures for electronic provision: May 21, 2025)

To Shareholders with Voting Rights:

Yoshihiro Kojima
President and Representative Director
NAIGAI TRANS LINE LTD.
6-8, 2-chome, Bingo-machi, Chuo-ku,
Osaka, Japan

**NOTICE OF CONVOCAION OF
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby notify you that an Extraordinary General Meeting of Shareholders of NAIGAI TRANS LINE LTD. (the “Company”) will be held for the purposes as described below.

When convening this Extraordinary General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters to be provided electronically as “NOTICE OF CONVOCAION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS” on the following website:

Company’s website (<https://ir.ntl-naigai.co.jp/ja/stock/meeting.html>) (only available in Japanese)

In addition to the above, the materials have also been posted on the following website:

Tokyo Stock Exchange’s website (Listed Company Search):
(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

Please access the above website, input and search for the Company’s name or stock exchange code, select and view “Basic information” and then “Documents for public inspection/PR information.”

You may exercise your voting rights by mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m. Japan time on Tuesday, June 17, 2025.

- 1. Date and Time:** Wednesday, June 18, 2025 at 10:00 a.m.
(Reception opens at 9:00 a.m.)
- 2. Place:** “KAI,” 4th Floor, CITYPLAZA OSAKA
2-31 Honmachibashi, Chuo-ku, Osaka
- 3. Meeting Agenda:**
Proposals to be resolved:
Proposal 1: Consolidation of Shares
Proposal 2: Partial Amendments to the Articles of Incorporation

4. Other Decisions regarding Convocation

- (1) If you exercise your voting rights via both the Internet and the Voting Rights Exercise Form, the exercise of voting rights via the Internet shall prevail. In addition, if you exercise your voting rights via the Internet multiple times, the final exercise of voting rights shall prevail.
 - (2) If you wish to attend the meeting by proxy, please submit a letter of proxy as well as the Voting Rights Exercise Forms of the principal and the proxy at the reception desk. (Pursuant to the provisions of the Articles of Incorporation, each shareholder can designate only one other shareholder with a voting right of the Company as a proxy.)
-

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Should there be any changes to the matters to be provided electronically, the Company will post the changes on each mentioned website.
- The results of resolutions will be posted on the Company's website after the conclusion of the general meeting of shareholders.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Consolidation of Shares

1. Reasons for the consolidation of shares

As set forth in the “Notice Regarding Expression of Opinion in Support of the Tender Offer for the Company’s Shares by IAPF2 Co., Ltd. and Recommendation to Tender Shares” announced by the Company on March 7, 2025 (including the corrections made in “(Correction) Partial Corrections to ‘Notice Regarding Expression of Opinion in Support of the Tender Offer for the Company’s Shares by IAPF2 Co., Ltd. and Recommendation to Tender Shares’,”) hereinafter, the “Statement of Position PR”), IAPF2 Co., Ltd. (hereinafter, the “Tender Offeror”) (Note 1) has decided to commence a tender offer in respect of the Company’s Common Stock (defined below) (hereinafter, the “Tender Offer”) from March 10, 2025 as part of a transaction for the purpose of making the Company go private (hereinafter, the “Transaction”) in which it shall acquire the entirety of the common stock of the Company (hereinafter, the “Company’s Common Stock”) listed on the Prime Market of the Tokyo Stock Exchange, Inc. (hereinafter, the “TSE”) (excluding treasury stock held by the Company).

Further, as set forth in the “Notice Regarding Result of Tender Offer for the Company’s Shares by IAPF2 Co., Ltd. and Changes in the Company’s Parent and Principal and Largest Shareholder” announced by the Company on April 22, 2025, the Tender Offeror implemented the Tender Offer from March 10, 2025 to April 21, 2025, and as a result, as of April 28, 2025 (the date of commencement of settlement of the Tender Offer), the Tender Offeror owns 6,455,448 shares (percentage of shares held (Note 2): 65.68%) of the Company’s Common Stock.

(Note 1) As of today, the entirety of the issued and outstanding shares of the Tender Offeror are owned by IAPF1 Co., Ltd. (hereinafter, the “Tender Offeror’s Parent Company”), a company established under the laws of Japan, and the entirety of the issued and outstanding shares of the Tender Offeror’s Parent Company are owned by SH2, L.P. (hereinafter, “IA Partners Fund”), an exempted limited partnership established on January 9, 2025 under the laws of the Cayman Islands through which IA Partners Inc. (hereinafter, “IA Partners,” which shall include its affiliated companies and related business entities) that provides investment advice and services. IA Partners, IA Partners Fund, the Tender Offeror’s Parent Company and the Tender Offeror shall collectively be referred to as the “Tender Offeror Group” hereinafter.

(Note 2) “Percentage of shares held” is calculated with reference to 9,828,657 shares, being the number of shares arrived at after subtracting the number of shares of treasury stock owned by the Company (869,343 shares) as of March 31, 2025 from the total number of issued shares (10,698,000 shares) as of the same date as stipulated in the Consolidated Financial Results for the Three Months Ended March 31, 2025 (Under Japanese GAAP) announced on April 30, 2025 (rounded to the second decimal place; the same applies to the calculation of percentage of shares held in the following pages). (As of March 31, 2025, 67,960 shares of the Company’s Common Stock are owned by the Custody Bank of Japan, Ltd. (Trust Account E) as trust assets under the Company’s employee stock ownership plan (J-ESOP) system. The disposal of and exercise of voting rights attached to the shares which comprise trust assets are to be carried out under the direction of the trust administrator appointed by the Company’s employees, and accordingly, the 67,960 shares owned by Custody Bank of Japan, Ltd. (Trust Account E) are excluded from the above stated number of shares of treasury stock. The same applies to the number of shares of treasury stock owned by the Company referenced in the following pages.)

Thereafter, the Tender Offer was completed as described above. As the Tender Offeror was unable to acquire the entirety of the Company’s Common Stock (excluding, however, treasury stock owned by the Company and the Company’s Common stock owned by AST LLC. (hereinafter, “AST”), the largest shareholder of the Company and family asset management company of Mr. Toru Toda (hereinafter, “Mr. Toda”), the Company’s founder), in response to the Tender Offeror’s request, the Company by a resolution of the Board of Directors passed on May 20, 2025 resolved to refer for discussion at this

Extraordinary General Meeting of Shareholders the matter of the consolidation of 1,060,900 shares of the Company's Common Stock into one share in order to make the Tender Offeror and AST the only shareholders of the Company (hereinafter, the "Share Consolidation"), subject to the approval of all the shareholders present at this Extraordinary General Meeting of Shareholders.

It is planned that as a result of the Share Consolidation, the number of shares of the Company's Common Stock held by all shareholders other than the Tender Offeror and AST shall be consolidated into a fraction of less than one share.

Details of the purpose and background of this Tender Offer and the Share Consolidation have been notified in the Statement of Position PR. We summarize them again below.

(1) Events leading to the creation of the structure for studying the matter

During the formulation of the 5th Medium-term Management Plan (2023-2027) (hereinafter, the "MTMP") at which point in time the Company's business environment had reached a turning point, the Company regarded the swift and steady implementation of DX promotion, drastic operational reforms, business expansion and other initiatives described in section "(2) Background, purpose, and decision-making process concerning the decision for the Tender Offeror undertaking Tender Offer" of "(2) Grounds and reasons for our opinion on the Tender Offer" of "3. Details, grounds, and reasons concerning our opinion on the Tender Offer" of the Statement of Position PR as critically important to the business strategy of the Company and its subsidiaries (hereinafter collectively referred to as the "Group"), as delaying these reforms might reduce the Group's medium-term competitiveness. Even so, the Company's view was that while implementing steady and proactive investments and reforms to the Company's management and operational base as well as other initiatives would increase the Group's corporate value in the medium term, they may pose a short-term risk of a temporary dip in profitability and poor cash flow. Meanwhile, in the capital market, the tendency to prioritize ensuring short-term profitability over proactive measures for growth over the medium-term had strengthened in recent years. In such conditions, in the event that we were to proceed with the above-mentioned measures while the Company remained listed, the strategy required to achieve intrinsic growth for the Group would deviate from the expectations of the capital market and would not necessarily be received well, and we would not have been able to rule out the possibility that this would have a negative impact on the Company's stock prices and put current shareholders at a disadvantage.

Accordingly, around September 2023, the Company addressed management issues in a dynamic and flexible manner and explored various options to expand its business, strengthen its management base and increase the Company's corporate value. In these circumstances, subsequent to the establishment of IA Partners in March 2021, the Company and IA Partners engaged in continuous, long-term discussions on a wide range of business considerations, including an objective analysis of the Company's business environment, the Company's positioning within the industry, the ideal management for the medium- to long-term future, matters that required attention as a result of legal and other changes, and other issues. Further, under the leadership of IA Partners, we undertook a deep analysis of the Company's business. The Company's top management executives and next generation leaders engaged in discussions with IA Partners regarding the Company's growth strategy, and around April 2024, we began to seriously consider the option of taking the Company private in order to secure sufficient business investment and undertake radical management reforms without being subject to the stock market's short-term expectations for financial performance, working with a strategic partner who could provide additional value to our efforts to raise the Company's corporate value through medium- to long-term growth. Specifically, taking IA Partners' March 12, 2024 request for an interview as an opportunity, between that date and September 27, 2024, we held a total of twelve discussions with IA Partners concerning the Company's growth strategy.

Meanwhile, although we entered into discussions regarding capital policy (including privatization) with several organizations, including business companies, we did not receive any formal terms and conditions from any of these organizations.

Under these circumstances, on September 27, 2024, we received the first expression of intent proposal (hereinafter, the "Proposal") from IA Partners that outlined matters concerning the Tender Offer and post-Transaction management policy based on medium- to long-term business strategy to achieve sustainable growth. We were advised that the conditions for proceeding with this Transaction are agreeing to undergo due diligence by IA Partners and the execution of a letter of confirmation granting exclusive negotiation rights. At the time, we responded to IA Partners that we would study whether to accept their proposal. Using the above-mentioned initial contact as an

opportunity, the Company initiated consultations with IA Partners and commenced its study, which included considering whether to proceed with the Transaction.

Thereafter, after receiving IA Partners' Proposal, the Company promptly began to set up the structure for a system to study, negotiate, and evaluate the Transaction from a perspective that would raise the Company's corporate value and protect the interests of the general shareholders of the Company, from a position independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and of the success or failure of the Transaction. This was done based on the Guidelines for Corporate Takeovers announced by the Ministry of Economy, Trade and Industry on August 31, 2023 and based on the advice of Anderson Mori & Tomotsune which we sought to so as to conduct a sincere examination while ensuring the fairness and transparency of our study.

Specifically, in early October 2024, the Company proceeded with preparations to establish a special committee comprised of Independent Outside Directors (including Directors serving as Audit & Supervisory Committee Members) of the Company and external experts. In addition, in mid-October 2024, the Company selected Anderson, Mori & Tomotsune, being independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and of the success or failure of the Transaction, as independent legal advisor for the purpose of negotiating with IA Partners. Thereafter, a special committee comprising three members (hereinafter, the "Special Committee") was established by a resolution of the Board of Directors at an extraordinary meeting held on October 30, 2024. The members of the Special Committee were Mr. Hiromitsu Toshimori (Independent Outside Director serving as Audit & Supervisory Committee Member of the Company), Mr. Mitsunori Yabe (Independent Outside Director of the Company), and Mr. Akito Takahashi (attorney, Takahashi-Katayama Legal Office). (Please refer to the section "2) Establishment of an independent special committee within the Company and obtaining the report of the special committee" of "(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest" for background of the establishment, etc. of the Special Committee, the background of its deliberations and the details of its decisions.)

Following this, by way of a resolution passed at an extraordinary meeting of the Board of Directors held on the same day, the Company resolved to agree to undergo due diligence by IA Partners and to submit the letter of confirmation granting exclusive negotiation rights (hereinafter, the "Letter of Confirmation") on the basis that proceeding with the Transaction with IA Partners with their deep familiarity of the Company's management challenges would contribute to raising the Company's medium- to long-term corporate value, and that the Company is not able to rule out the possibility that forgoing the opportunity presented by the Transaction may put current shareholders at a disadvantage. The Letter of Confirmation was submitted to IA Partners on November 15, 2024.

Thereafter, in mid-December 2024, the Company appointed the Corporate Finance & Strategic Advisory Division (hereinafter, the "MUFJ Corporate Finance & Strategic Advisory Division") of MUFG Bank, Ltd. (hereinafter, "MUFJ Bank") as financial advisor and third party appraiser independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and of the success or failure of the Transaction.

By way of a resolution passed at a meeting of the Board of Directors held on December 13, 2024, the Company consulted the Special Committee on (i) whether the purpose of the Transaction was proper and reasonable (including whether the Transaction would contribute to raising the Company's corporate value); (ii) whether the fairness and appropriateness of the terms and conditions of the Transaction (including the price at which one share of the Company's Common Stock would be purchased, etc. in the Tender Offer (hereinafter, the "Tender Offer Price")) are ensured; (iii) whether the interests of the Company's shareholders are given due consideration through fair Transaction procedures; (iv) whether, apart from questions (i) to (iii) above, the Transaction would be considered disadvantageous to minority shareholders, and (v) whether it is reasonable for the Company to issue a statement to the effect that the Company's Board of Directors approves of the Tender Offer and recommends that shareholders tender their shares therein (hereinafter collectively the "Consulted Matters"). Further, with regard to the establishment of the Special Committee, the Company's Board of Directors regarded the Special Committee as a panel independent from the Board of Directors and would demonstrate maximum respect for the opinions of the Special Committee when making decisions that concern the Transaction. In particular, it was resolved that where the Special Committee judges that the terms and conditions relating to the Transaction are not appropriate, the Company's Board of Directors shall not agree to the Transaction based on the said terms and conditions, and further that the Board of Directors grant the Special Committee authority to negotiate the price of the Tender Offer and other terms and conditions of the

Tender Offer with the Tender Offeror. In addition, it was also resolved that in studying the Consulted Matters, the Special Committee may entrust to third party or other institutions the provision of a stock price valuation or fairness opinion in respect of the Transaction and such other matters as the Special Committee may judge to be necessary, and in the event of such entrustment, the Company shall bear the reasonable costs of the entrustment (please refer to the section “(2) Establishment of an independent special committee within the Company and obtaining the report of the special committee” of “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest” below for the method of resolution for the meeting of the Board of Directors in question). Pursuant to the authority granted to the Special Committee, on February 19, 2025, the Special Committee decided to appoint PLUTUS CONSULTING Co., Ltd. (hereinafter, “Plutus Consulting”) as an independent third party appraiser, as set out in the section “(3) Special Committee obtains a stock valuation report and fairness opinion from independent third party appraisers” of “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest” below.

In addition, the Special Committee, having ascertained that there were no questions as to the independence and expertise of the MUFJ Corporate Finance & Strategic Advisory Division as the Company’s financial advisor and third party appraiser and Anderson Mori & Tomotsune as the Company’s legal advisor, approved each of their appointments, as set out in the section “(2) Establishment of an independent special committee within the Company and obtaining the report of the special committee” of “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest” below.

(2) Background of the study and negotiations

After establishing the study system described in “(1) Events leading to the creation of the structure for studying the matter” above, the Company received from the MUFJ Corporate Finance & Strategic Advisory Division a report on the stock valuation results in respect of the Company’s Common Stock and advice on the policy for negotiating with the Tender Offeror Group. At the same time, the Company took legal advice from Anderson Mori & Tomotsune on measures and other actions that would maintain fairness in the procedures of the Transaction. Taking these into consideration, the Company carefully studied the appropriateness of the advantages and disadvantages as well as the terms and conditions of the Transaction.

Specifically, on February 7, 2025 the Company received from the Tender Offeror Group its first written proposal of a tender price of 3,955 yen per share of the Company’s Common Stock (3,955 yen represents a premium of 51.24% of the closing price of the Company’s Common Stock of 2,615 yen on the Prime Market of the TSE on February 6, 2025, being the business day preceding the proposal date of February 7, 2025; 52.82% of the simple average of the closing price of the Company’s Common Stock of 2,588 yen for the one-month period ending on February 6, 2025; 46.10% of the simple average of the closing price of the Company’s Common Stock of 2,707 yen for the three-month period ending on February 6, 2025; and 44.45% of the simple average of the closing price of the Company’s Common Stock of 2,738 yen for the six-month period ending on February 6, 2025). Based on the MUFJ Corporate Finance & Strategic Advisory Division’s preliminary calculations of the range of the Company’s theoretical stock price, the Company took the view that the first proposal would not provide adequate value to the general shareholders of the Company and requested that the Tender Offeror Group reconsider the proposal on February 10, 2025. Thereafter, on February 17, 2025 the Company received from the Tender Offeror Group its second proposal of a tender price of 4,005 yen (a premium of 60.52% of the closing price of the Company’s Common Stock of 2,495 yen on the Prime Market of the TSE on the preceding business day; 56.20% of the simple average of the closing price of the Company’s Common Stock of 2,564 yen for the one-month period ending on the preceding business day; 49.44% of the simple average of the closing price of the Company’s Common Stock of 2,680 yen for the three-month period ending on the preceding business day; and 46.38% of the simple average of the closing price of the Company’s Common Stock of 2,736 yen for the six-month period ending on the preceding business day). Based on the MUFJ Corporate Finance & Strategic Advisory Division’s preliminary calculations of the range of the Company’s theoretical stock price, the Company remained of the view that the second proposal would not provide adequate value to the general shareholders of the Company and requested that the Tender Offeror Group reconsider the proposal on February 21, 2025. Thereafter, on February 26, 2025 the Company received from the Tender Offeror Group its third proposal of a tender price of 4,035 yen (a premium of 64.22% of the closing price of the Company’s Common Stock of 2,457 yen on the Prime Market of the TSE on the preceding business day; 58.86% of the

simple average of the closing price of the Company's Common Stock of 2,540 yen for the one-month period ending on the preceding business day; 52.78% of the simple average of the closing price of the Company's Common Stock of 2,641 yen for the three-month period ending on the preceding business day; and 47.86% of the simple average of the closing price of the Company's Common Stock of 2,729 yen for the six-month period ending on the preceding business day). Based on the MUFJ Corporate Finance & Strategic Advisory Division's preliminary calculations of the range of the Company's theoretical stock price, the Company remained of the view that the third proposal would not provide adequate value to the owners of its common stock and requested that the Tender Offeror Group reconsider the proposal on February 28, 2025. Thereafter, on March 4, 2025 the Company received from the Tender Offeror Group its fourth proposal of a tender price of 4,045 yen (a premium of 61.67% of the closing price of the Company's Common Stock of 2,502 yen on the Prime Market of the TSE on the preceding business day; 61.80% of the simple average of the closing price of the Company's Common Stock of 2,500 yen for the one-month period ending on the preceding business day; 54.98% of the simple average of the closing price of the Company's Common Stock of 2,610 yen for the three-month period ending on the preceding business day; and 48.66% of the simple average of the closing price of the Company's Common Stock of 2,721 yen for the six-month period ending on the preceding business day). Based on the preliminary calculations of the MUFJ Corporate Finance & Strategic Advisory Division and Plutus Consulting of the range of the Company's theoretical stock price, the Company requested that the Tender Offeror Group consider increasing the price proposed in the fourth proposal taking into account the need to protect the general shareholders of the Company. Thereafter, on the same day, the Company received from the Tender Offeror Group its final proposal of a tender price of 4,065 yen (a premium of 62.47% of the closing price of the Company's Common Stock of 2,502 yen on the Prime Market of the TSE on the preceding business day; 62.60% of the simple average of the closing price of the Company's Common Stock of 2,500 yen for the one-month period ending on the preceding business day; 55.75% of the simple average of the closing price of the Company's Common Stock of 2,610 yen for the three-month period ending on the preceding business day; and 49.39% of the simple average of the closing price of the Company's Common Stock of 2,721 yen for the six-month period ending on the preceding business day). In response to this, on March 5, 2025, after a comprehensive consideration and careful investigation of the results of the stock valuation of the Company's Common Stock by the MUFJ Corporate Finance & Strategic Advisory Division and Plutus Consulting, examples of premiums in precedent similar tenders, and other relevant matters, the Company responded in writing to the Tender Offeror Group, indicating its agreement to the final proposal subject to the Special Committee obtaining a fairness opinion from Plutus Consulting. On March 6, 2025, the Special Committee having obtained from Plutus Consulting a fairness opinion that the Tender Offer Price of 4,065 yen was fair to the minority shareholders of the Company from a financial perspective (hereinafter, the "Fairness Opinion"), the Company responded in writing to the Tender Offeror Group once more, indicating its agreement to the final proposal, as set out in the section "3) Special Committee obtains a stock valuation report and fairness opinion from independent third party appraisers" of "(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest" below.

In the course of the above-mentioned study and negotiations, the Special Committee received reports from the Company and the Company's advisors, and conducted verification and stated their opinions, among other actions. Specifically, the Special Committee verified the rationality of and approved of the contents, key assumptions, preparation process, and other aspects of the business plan prepared by the Company for the period of December 2025 to December 2029 (hereinafter, the "Business Plan." As Director of the Company, Ms. Sachiko Toda owns 80% of the shares of AST in relation to the Transaction, she did not participate in the preparation of the business plan. The same shall apply hereinafter). In addition, the Company's financial advisor conducted negotiations with the Tender Offeror in accordance with the negotiation policy deliberated on and stipulated by the Special Committee, and upon receiving each proposal for the Tender Offer Price from the Tender Offeror promptly reported to the Special Committee and acted in accordance with their directions.

Thus, on March 6, 2025, the Company accepted the Special Committee's report to the effect that the Company's Board of Directors approval of the Tender Offer and recommendation that shareholders tender their shares therein were considered reasonable (hereinafter, the "Report") (please refer to the section "2) Establishment of an independent special committee within the Company and obtaining the report of the special committee" of "(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest" below for the an outline of the Report).

(3) Details of judgment

Subsequent to the above-mentioned events, at a meeting of the Company's Board of Directors held on March 7, 2025, the Company undertook careful discussion and examination of whether the Transaction, including the Tender Offer, would contribute to raising the Company's corporate value and whether the terms and conditions relating to the Transaction, including the Tender Offer, were appropriate, taking into account the financial advice of the MUFJ Corporate Finance & Strategic Advisory Division and the contents of the stock valuation report submitted by the MUFJ Corporate Finance & Strategic Advisory Division containing the results of the valuation of the Company's Common Stock dated March 6, 2025 (hereinafter, the "Stock Valuation Report"), the stock valuation report by Plutus Consulting submitted through the Special Committee containing the results of the valuation of the Company's Common Stock dated March 6, 2025 (hereinafter, the "Stock Valuation Report (Plutus)"), the Fairness Opinion, and the legal advice of Anderson Mori & Tomotsune, while affording maximum respect to the Special Committee's evaluation as expressed in the Report.

As a result, the Company concluded that the Transaction would contribute to raising the Company's corporate value, as described below.

That is to say, the Company believes that as long as it remains listed, there are needs for serious and thorough considerations to secure profit for the minority shareholders of the Company in decision-making processes, needs to incur costs and carry out operational activities relating to remaining listed, and limitations to various investments from a long-term perspective. The Company further believes that proceeding with the Transaction with the Tender Offeror would remove these burdens and limitations (please refer to points (a) through (e) below for the background of the Company's views in connection with the burdens and limitations and how executing the Transaction will remove them). The Company then concluded at the meeting of the Company's Board of Directors held on March 7, 2025 that by removing these burdens and limitations, the Company would be able to establish a streamlined and dynamic management structure and proceed with various investments that would contribute to raising corporate value from a long-term perspective, and would also contribute to the growth and development of the Group, and that this would be the best course of action for raising the Company's corporate value.

The Company considers that the following specific scenarios would be possible as a result of the Transaction.

(a) Enhanced competitiveness as a result of a variety of long-term investments

The Group's MTMP, which is currently being implemented, involves maintaining and growing its top share of its core business of domestic consolidation while diligently expanding forwarding as its "second core business," and the Group is pursuing various investment strategies such as M&A and IR activities to achieve its envisioned policy of becoming a truly global general freight forwarder.

Although carrying out these investments while the Company is listed is an option, the Company takes the view that support for the investments would be limited, particularly in the long run, given that serious and thorough consideration would have to be given to whether the investments would secure profit for the minority shareholders of the Company. The Company believes that by making the Tender Offeror the only shareholder of the Company through this Transaction and thereby taking the Company private, the constraints arising from conflict of interests with minority shareholders and the need to maintain independence would be removed, allowing for various investments that would contribute to raising corporate value from a longer-term perspective and for pushing ahead with comprehensive utilization of the abundant funding capabilities and human resources of the Tender Offeror Group. The Company also believes that the implementation of various investments that would contribute to raising corporate value from a long-term perspective and pushing ahead with comprehensive utilization of the abundant funding capabilities and human resources of the Tender Offeror Group will lead to enhancing the Company's competitiveness.

(b) Investing in DX

By investing in DX, not only will the Company thoroughly optimize operational efficiency, accelerating radical reforms to operations matters and budget and financial management, it will also provide services that align with the mindsets of its users by establishing digital tools, improving the user interface, and marketing to direct shippers, among other measures.

While the funds and human resources for investing in DX were considered limited, DX investments will be possible by leveraging the abundant funding capabilities and human

resources of the Tender Offeror Group, as well as the measures for securing funds in (d) and (e) below.

(c) Implementation of radical business reforms

The Company regards human resources as the most important form of capital in managing the Group. In order to maintain and grow its top share of its core business of domestic consolidation while diligently expanding forwarding as its “second core business,” the Group wishes to undertake Group-wide reorganization and optimal placement of employees, including rotating personnel between its domestic subsidiaries, Flying Fish Inc. and UCI Airfreight Japan, Inc., as well as enhance training for human resources and hire more professionals. While the funds and human resources for radical business reforms were considered limited, such reforms will be possible by leveraging the abundant funding capabilities and human resources of the Tender Offeror Group, as well as the measures for securing funds in (d) and (e) below.

(d) An increase in shareholders’ equity accompanying the abolishment of dividends, implementation of various investments

In order for the Company to remain listed, it must distribute dividends to return economic benefits to shareholders, and the Company currently records dividend payouts of over 700 million yen a year. The Company is of the view that by making the Tender Offeror the only shareholder of the Company through this Transaction and thereby taking the Company private, the distribution of dividends may be abolished and shareholders’ equity would increase, allowing for investments in M&A and human capital (including the improvement of working conditions).

(e) A reduction in the costs of remaining listed and of the operational burden on the administration division

The systems for maintaining the Company’s listing require enhancement every year in order to ensure compliance with listing maintenance standards for the new market segments implemented in recent years and revisions to the Corporate Governance Code, among other matters. The listing maintenance costs of these improvements increase every year, and the Company records listing maintenance costs of approximately 100 million yen a year. The Company is of the view that by making the Tender Offeror the only shareholder of the Company through this Transaction and thereby taking the Company private, it would be able to reduce listing maintenance costs and the operational burden of maintaining the listing, and shareholders’ equity would increase, allowing for investments in M&A and human capital (including the improvement of working conditions).

It is possible that taking the Company’s Common Stock private may affect the Company’s ability to secure excellent human resources and its relationships with business associates by virtue of the social trust and reputation the Company has benefited from as a listed company. However, in the LCL business, which is the Group’s core business, all other companies in the industry are non-listed companies. As the Company had the highest share of the domestic LCL business in fiscal 2023, we believe that going private will impact our reputation with consumers and business associates to a small extent. In addition, by directing funds that no longer need to be used to pay dividends after privatization to improving the working environment and other initiatives to explore measures that prevent employee motivation from falling, it will be possible to secure excellent human resources, and we believe that improving added value and competitiveness and achieving sustainable growth by going private would lead to maintaining and raising our employees’ morale. Further, although the Company will no longer be able to raise funds through equity financing in the capital market, it will be able to receive financial support through equity from IA Partners when needed, and with this, in addition to indirect financing from banks, which has been the Company’s primary mode of financing, we do not expect this to make a large negative impact on the Group’s business. Accordingly, the Board of Directors of the Company judged that taking the Company’s Common Stock private via the Transaction, including the Tender Offer would contribute to raising the Group’s corporate value.

In addition, for the reasons listed below, the Company judged that the Tender Offer Price of 4,065 yen per share is an appropriate price that secures the financial benefit to which the general shareholders of the Company are entitled, and that the Tender Offer provides the general shareholders of the Company with an opportunity to sell the Company’s Common Stock at

reasonable price, valued at a suitable premium.

- (A) The Company having duly agreed to the price pursuant to ample successive rounds of negotiation with the Tender Offeror, with the substantive involvement of the Special Committee, under sufficiently comprehensive measures for ensuring fairness of the terms and conditions of the Transaction, including the Tender Offer Price, as set out in “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest” below
- (B) The price being above the results of the market stock price analysis in the results of the stock valuation performed by MUFJ Corporate Finance & Strategic Advisory Division set out in the Stock Valuation Report, and being within the range of results calculated through comparative analysis of similar companies and a discounted cash flow (hereinafter, “DCF”) analysis, as set out in the section “1) Obtaining a stock valuation report from the Company’s independent third party appraiser” of “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest”
- (C) Assuming a record date of March 6, 2025, being the business day preceding the day that the implementation of the Tender Offer was announced, the price represents a premium of 60.48% of the closing price of the Company’s Common Stock of 2,533 yen on the Prime Market of the TSE on March 6, 2025, being the last trading day of the Prime Market of the TSE before the record date; 63.58% of the simple average of the closing price of the Company’s Common Stock of 2,485 yen for the one-month period ending on the record date; 56.77% of the simple average of the closing price of the Company’s Common Stock of 2,593 yen for the three-month period ending on the record date; and 49.67% of the simple average of the closing price of the Company’s Common Stock of 2,716 yen for the six-month period ending on the record date. The average premiums across 103 successful precedent transactions within the period commencing on June 28, 2019, when the Ministry of Economy, Trade and Industry announced its “Fair M&A Guidelines — Enhancing Corporate Value and Securing Shareholders’ Interests —” (hereinafter, the “M&A Guidelines”) and ending on March 6, 2025, being uncapped tender offers with the purpose of converting a listed company into a wholly-owned subsidiary (excluding management buyouts (MBO) (Note); transactions in which the tender offer price represented a negative premium over the closing price of the stock as of the business day preceding the date of announcement (that is, a discounted TOB) are also excluded), are 44.64% of the closing price of the stock on the business day preceding the announcement date; 45.84% of the simple average of the closing price of the stock for the one-month period ending on the business day preceding the announcement date; 49.26% of the simple average of the closing price of the stock for the three-month period ending on the business day preceding the announcement date; and 51.74% of the simple average of the closing price of the stock for the six-month period ending on the business day preceding the announcement date. In comparison, the premiums for the Tender Offer are 60.48%, 63.58%, 56.77%, and 49.67% (based on the closing price of the stock on the business day immediately preceding the announcement date, and based on the simple average of the closing price for the one-month, three-month, and six-month periods preceding that date respectively), and accordingly, the Tender Offer Price may be regarded as representing a reasonable premium over the market price of the Company’s Common Stock
- (Note) “Management buyouts (MBO)” are transactions in which a Tender Offeror undertakes a tender offer with the consent of the Company’s officers and shares the profits with the said officers.
- (D) The Report of the Special Committee having judged that the price is deemed appropriate, as set out in the section “2) Establishment of an independent special committee within the Company and obtaining the report of the special committee” of “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest” below

Accordingly, the Company judged that the Transaction, including the Tender Offer, would contribute to raising the corporate value of the Company, and also that the terms and conditions of

the Transaction, including the Tender Offer Price, were appropriate, and at the meeting of the Board of Directors of the Company held on March 7, 2025, resolved to issue a statement that it approves of the Tender Offer and recommends that shareholders tender their shares therein.

Please refer to the section “(6) Approval of all Directors of the Company who are not interested parties (including Directors serving as Audit & Supervisory Committee Members)” of “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest” below for details of the decision-making process at the above-mentioned meeting of the Board of Directors held on March 7, 2025.

Thereafter, the Tender Offer was completed as described above. However, as the Tender Offeror was unable to acquire the entirety of the Company’s Common Stock (excluding, however, treasury stock owned by the Company and the Company’s Common stock owned by AST), the Tender Offeror requested that the Company implement this Share Consolidation in order to make the Tender Offeror and AST the only shareholders of the Company. In response to this request, by a resolution of the Board of Directors passed on May 20, 2025, the Company resolved to refer for discussion at this Extraordinary General Meeting of Shareholders the matter of the execution of the Share Consolidation in which 1,060,900 shares of the Company’s Common Stock would be consolidated into one share, subject to the approval of all the shareholders present at this Extraordinary General Meeting of Shareholders, as set out in the section “(5) Policy on organizational restructuring and other matters after the completion of the Tender Offer (matters concerning “two-step acquisitions”)” of “3. Details, grounds, and reasons concerning our opinion on the Tender Offer” of the Statement of Position PR. It is planned that as a result of the Share Consolidation, the number of shares of the Company’s Common Stock held by all shareholders other than the Tender Offeror and AST shall be consolidated into a fraction of less than one share.

2. Matters listed in the items of Article 180, Paragraph 2 of the Companies Act

- (1) Ratio of the consolidation
1,060,900 shares of the Company’s Common Stock consolidated into one share.
- (2) The day when the consolidation of shares will become effective (the effective day)
July 11, 2025
- (3) The total number of authorized shares on the effective day
36 shares

3. Matters concerning the reasonableness of the matters listed in the items in Article 180, Paragraph 2, Item 1 of the Companies Act

In this Share Consolidation, the ratio of consolidation is 1,060,900 shares consolidated into one share. The Company judges that the ratio of consolidation for the Share Consolidation is reasonable, based on the fact that the purpose of the Share Consolidation is to make the Tender Offeror and AST the only shareholders of the Company, based on the fact that the Tender Offer was completed as part of the Transaction after the events set out in “1. Reasons for the consolidation of shares” above, and based on the following matters.

- (1) Procedure for handling fractions of a share constituting less than one share of common stock and amount of money expected to be paid to shareholders in such procedure
 - 1) Whether any shares will be dealt with pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis to Article 235, Paragraphs 1 and 2 of the said Act and the reasons for doing so

As stated in “1. Reasons for the consolidation of shares” above, it is planned that as a result of the Share Consolidation, the number of shares of the Company’s Common Stock held by all shareholders other than the Tender Offeror and AST shall be consolidated into a fraction of less than one share.

As regards fractions of a share constituting less than one share of common stock produced by this Share Consolidation, the Company will sell the number of shares equivalent to the total sum of the fractional shares (pursuant to Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter, the “Companies Act”), if the total sum includes a fractional share, the relevant fractional share is to be rounded off) in accordance with the provisions of Article 235 of the Companies Act and other relevant laws and regulations and will deliver the

proceeds of that sale to the shareholders who held the fractional shares in proportion to the fractional shares attributed to them.

As the Share Consolidation was conducted as part of the Transaction with the purpose of taking the Company's Common Stock private, and as it is planned for the Company's Common Stock to be delisted with effect from July 9, 2025, the said shares will cease to have value and it is unlikely that the Company would be able to find a purchaser through sale by auction. Taking this into account, pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis to Article 235, Paragraph 2 of the said Act, the Company intends obtain the permission of the court to sell such number of shares of the Company's Common Stock that are equivalent to the total sum of the said fractional shares to the Tender Offeror, and execute the said sale.

In the event that the permission of the court is granted as planned, the sale price shall be fixed so that shareholders will receive an amount equivalent to the number of shares of the Company's Common Stock they hold multiplied by 4,065 yen, which is the Tender Offer Price.

- 2) Name of the expected share purchaser in the said sale
IAPF2 Co., Ltd. (the Tender Offeror)

- 3) Expected share purchaser's method of securing funds to pay the sale price and reasonableness of the said method

The funds required by the Tender Offeror in connection with the acquisition of the Company's Common Stock equivalent to the total sum of the fractional shares produced by the Share Consolidation will be covered by capital from the Tender Offeror's Parent Company and borrowings from Mizuho Bank, Ltd. and Sumitomo Mitsui Banking Corporation.

In the procedures for executing the Transaction, the Company verified the Tender Offeror's method for securing funds by verifying the tender offer statement submitted by the Tender Offeror on March 10, 2025 and the capital contribution certificate of the Tender Offeror's Parent Company and the loan certificates of Mizuho Bank, Ltd. and Sumitomo Mitsui Banking Corporation attached thereto. Further, the Tender Offeror has indicated that it is currently not aware of the occurrence of any event that might obstruct the payment of the proceeds of sale of the number of shares of the Company's Common Stock equivalent to the total sum of the fractional shares produced by the Share Consolidation, nor of the possibility of any such event occurring.

Accordingly, the Company judges that the Tender Offeror's method of securing funds to pay the sale price for the sale of fractional shares is reasonable.

- 4) Expected timeline for the sale and expected timeline for delivery of the sale proceeds to shareholders

After the Share Consolidation becomes effective, the Company aims to submit the petition for the court's approval of the sale of the number of shares of the Company's Common Stock equivalent to the total sum of the fractional shares produced by the Share Consolidation pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis to Article 235, Paragraph 2 of the said Act in late July 2025. Although the timeline for obtaining the court's approval will change depending on the circumstances of the court, the Company expects to obtain the court's approval and sell the Company's Common Stock in early September 2025, and after undertaking the necessary preparations for distributing the proceeds of the said sale to shareholders, to distribute the proceeds of the said sale to shareholders in late September to mid-October 2025.

Taking into account the amount of time required for the series of procedures from the time the Share Consolidation becomes effective to the time of the sale, the Company judges that the sale of the number of shares of the Company's Common Stock equivalent to the total sum of the fractional shares produced by the Share Consolidation and the distribution of proceeds of the sale will take place during the respective periods mentioned above.

- (2) Basis, etc. for the amount of money expected to be distributed to shareholders pursuant to the treatment of fractional shares in connection with the share consolidation

- 1) Matters requiring attention in order to prevent damaging the interests of shareholders other than the parent company, etc., when there is a parent company, etc.

The Share Consolidation is undertaken as the second step of proceedings in the Tender Offer,

which is a so-called two-step acquisition. As the Tender Offer was implemented as a part of a transaction to take the Company's Common Stock private, the Company applied measures to ensure fairness and transparency and remove arbitrariness in the decision-making process through which it decided to proceed with the Tender Offer while also ensuring the fairness of the Tender Offer Price, as set out in "(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest" below.

- 2) Procedure for handling fractions of a share constituting less than one share of common stock and amount of money expected to be paid to shareholders in such procedure, and matters concerning the reasonableness of said amount

It is expected that shareholders will receive an amount equivalent to the number of shares of the Company's Common Stock they hold multiplied by 4,065 yen from the Share Consolidation, as set out in the section "1) Reason or other reasons whether any shares will be dealt with pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis to Article 235, Paragraphs 1 and 2 of the said Act" of "(1) Procedure for handling fractions of a share constituting less than one share of common stock and amount of money expected to be paid to shareholders in such procedure" above.

As set out in the section "(3) Details of judgment" of "1. Reasons for the consolidation of shares" above, the Company's Board of Directors judges that the Tender Offer Price provides the general shareholders of the Company with an opportunity to sell the Company's Common Stock at reasonable price valued at a suitable premium, based on the following: (a) the Company having duly agreed to the price pursuant to ample successive rounds of negotiation with the Tender Offeror, with the substantive involvement of the Special Committee, under sufficiently comprehensive measures for ensuring fairness of the terms and conditions of the Transaction, including the Tender Offer Price, as set out in "(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest" below; (b) the price being above the results of the market stock price analysis in the results of the stock valuation performed by MUFG Corporate Finance & Strategic Advisory Division set out in the Stock Valuation Report, and being within the range of results calculated through comparative analysis of similar companies and a DCF analysis, as set out in the section "1) Obtaining a stock valuation report from the Company's independent third party appraiser" of "(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest," (c) assuming a record date of March 6, 2025, being the business day preceding the day that the implementation of the Tender Offer was announced, the price represents a premium of 60.48% of the closing price of the Company's Common Stock of 2,533 yen on the Prime Market of the TSE on March 6, 2025, being the last trading day of the Prime Market of the TSE before the record date; 63.58% of the simple average of the closing price of the Company's Common Stock of 2,485 yen for the one-month period ending on the record date; 56.77% of the simple average of the closing price of the Company's Common Stock of 2,593 yen for the three-month period ending on the record date; and 49.67% of the simple average of the closing price of the Company's Common Stock of 2,716 yen for the six-month period ending on the record date. The average premiums across 103 successful precedent transactions within the period commencing on June 28, 2019, being the date the M&A Guidelines were announced, and ending on March 6, 2025, being uncapped tender offers with the purpose of converting a listed company into a wholly-owned subsidiary (excluding management buyouts (MBO); transactions in which the tender offer price represented a negative premium over the closing price of the stock as of the business day preceding the date of announcement (that is, a discounted TOB) are also excluded), are 44.64% of the closing price of the stock on the business day preceding the announcement date; 45.84% of the simple average of the closing price of the stock for the one-month period ending on the business day preceding the announcement date; 49.26% of the simple average of the closing price of the stock for the three-month period ending on the business day preceding the announcement date; and 51.74% of the simple average of the closing price of the stock for the six-month period ending on the business day preceding the announcement date. In comparison, the premiums for the Tender Offer are 60.48%, 63.58%, 56.77%, and 49.67% (based on the closing price of the stock on the business day immediately preceding the announcement date, and based on the simple average of the closing price for the one-month, three-month, and six-month periods preceding that date respectively), and accordingly, the Tender Offer Price may be regarded as representing a reasonable premium over the market price of the Company's Common Stock; and (d) the Report of the Special Committee having judged that the price is deemed appropriate, as set out in the

section “2) Establishment of an independent special committee within the Company and obtaining the report of the special committee” of “(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest” below.

Further, the Company confirms that from the March 7, 2025 meeting of the Board of Directors at which it was resolved that the Company would issue a statement that it approves of the Tender Offer and recommend that shareholders tender their shares therein to the May 20, 2025 meeting of the Company’s Board of Directors at which it was resolved that the Notice of Convocation of this Extraordinary General Meeting of Shareholders will be issued, there have been no critical changes in the terms and conditions based on which the Company evaluated the Tender Offer.

Following from the above, the Company judges that the amount of money expected to be distributed to shareholders pursuant to the treatment of fractional shares is reasonable.

- 3) Disposal of major assets, significant debts, and other events that critically affect corporate assets that have occurred after the last day of the previous fiscal year

As set forth in “1. Reasons for the consolidation of shares” above, the Tender Offeror implemented the Tender Offer from March 10, 2025 to April 21, 2025, and as a result, as of April 28, 2025 (the date of commencement of settlement of the Tender Offer), the Tender Offeror owns 6,455,448 shares of the Company’s Common Stock.

Further, at the meeting of the Board of Directors held on May 20, 2025, it was resolved that 869,479 shares of the Company’s treasury stock (equivalent to the entirety of the treasury stock as of April 28, 2025) be cancelled on July 10, 2025. The said cancellation of treasury stock is subject to the proposal concerning the Share Consolidation being approved as originally proposed at this Extraordinary General Meeting of Shareholders.

- (3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest

The Share Consolidation is undertaken as the second step of proceedings in the Tender Offer, which is a so-called two-step acquisition. As the Tender Offer was implemented as a part of a transaction to take the Company’s Common Stock private, the Company applied measures to ensure fairness and transparency and remove arbitrariness in the decision-making process through which it decided to proceed with the Tender Offer while also ensuring the fairness of the Tender Offer Price, as set out below.

- 1) Obtaining a stock valuation report from the Company’s independent third party appraiser
(i) Name of appraiser and appraiser’s relationship with the Tender Offeror

With regard to the Company’s statement approving of the Tender Offer, the Company requested the MUFJ Corporate Finance & Strategic Advisory Division, which the Company appointed as a third party appraiser independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and of the success or failure of the Transaction so as to ensure the fairness of the decision-making process in connection with the Tender Offer, to appraise the share value of the Company’s Common Stock. The MUFJ Corporate Finance & Strategic Advisory Division is not a related party with respect to the Group, the Tender Offeror Group, Mr. Toda, and AST, and the MUFJ Corporate Finance & Strategic Advisory Division has no significant interest in the Transaction, including the Tender Offer. MUFJ Bank as a corporation has set up and operates systems to manage conflicts of interest and internal information barrier protocols and other measures to comply with legal obligations under Article 13-3-2, Paragraph 1 of the Banking Act (Act No. 59 of 1981, as amended; the same applies hereinafter) and Article 14-11-3-3 of the Regulation for Enforcement of the Banking Act (Ministry of Finance Order No. 10 of 1982, as amended; the same applies hereinafter) and other applicable laws and regulations, and the MUFJ Corporate Finance & Strategic Advisory Division, as a financial advisor, is regarded as having a system capable of performing the analysis of the share price of the Company’s Common Stock from a position that is independent from the said bank’s other departments that handle investments and loans. The Company therefore judged that the MUFJ Corporate Finance & Strategic Advisory Division has appropriate measures in place to prevent adverse effects and has a track record of acting as third party appraiser in similar past transactions, and selected the MUFJ Corporate Finance & Strategic Advisory Division as third party appraiser to perform the analysis of the share price of the Company’s Common Stock from a position that is independent from the Group, the Tender Offeror Group, Mr. Toda, and AST, and of the success or failure of the Transaction.

In addition, at the Special Committee's first meeting, the Special Committee approved of the selection of MUFJ Corporate Finance & Strategic Advisory Division as financial advisor and third party appraiser for the Company, having verified that there were no questions as to its independence and expertise. In consideration of the interests of minority shareholders, the Tender Offeror and the Company applied measures for ensuring fairness of the Tender Offer as set out in "(3) Measures for ensuring fairness of the Transaction and measures for preventing conflicts of interest," and the Company therefore did not obtain a fairness opinion from the MUFJ Corporate Finance & Strategic Advisory Division.

The compensation payable to the MUFJ Corporate Finance & Strategic Advisory Division in connection with this Transaction includes contingency fees payable subject to the successful completion of the Transaction and other events. Taking into account customary practices in similar transactions, the Company judges that the inclusion of contingency fees subject to the completion of the Tender Offer would not necessarily negate independence, and therefore appointed the MUFJ Corporate Finance & Strategic Advisory Division as financial advisor and third party appraiser pursuant to the above-mentioned contingency fee system.

(Note) The MUFJ Corporate Finance & Strategic Advisory Division has not independently verified the accuracy and completeness of the materials and information used in the preparation of the stock valuation report and on which the said report is based, and assumes no responsibilities or duties regarding the same, and assumes that the Company is not aware of any event, circumstance, or other matter that would render the information provided inaccurate or misleading. The MUFJ Corporate Finance & Strategic Advisory Division assumes that the estimated values in the financial forecasts and other material included in the information used in the preparation of the stock valuation report were prepared by the Company in a reasonable manner and based on best estimates as judged by the Company, and has used the said information as-is. The MUFJ Corporate Finance & Strategic Advisory Division assumes no responsibility over the accuracy, suitability, or feasibility of the said financial forecasts and expresses no opinion on the said financial forecasts and other material nor on the assumptions relating thereto. The MUFJ Corporate Finance & Strategic Advisory Division has not carried out an independent evaluation, appraisal, or assessment of the assets and liabilities of the Company nor of its affiliated companies (including off-balance sheet assets and liabilities and other contingent liabilities), nor has the MUFJ Corporate Finance & Strategic Advisory Division entrusted a third party institution to do so (in the event that the accuracy and completeness of the said materials and information come into question, it is possible that the valuation results may vary significantly). It is assumed that the business plans, etc. used in the preparation of the stock valuation report have been prepared by the Company based on its best estimates and judgments as of the record date of the valuation, following reasonable and suitable procedures. To the extent that the stock valuation report contains analyses rely on assumptions that are based on materials and information provided by the MUFJ Corporate Finance & Strategic Advisory Division, it assumed that the materials, information, and assumptions so provided are accurate and reasonable. The MUFJ Corporate Finance & Strategic Advisory Division has not independently verified the accuracy, appropriateness, and feasibility of the said assumptions and assumes no responsibilities or duties regarding the same. The assumptions and conditions underlying the valuation would change depending on the truthfulness and accuracy, etc. of the information used in the preparation of the stock valuation report and on the contents of additional information that may be acquired in future, and accordingly, the contents of the stock valuation report may also change significantly. The stock valuation report assumes that there is no undisclosed litigation, conflict, environmental, taxes etc., or other contingent liability or off-balance sheet liability nor any other facts concerning the Company or its affiliated companies that would critically affect the stock valuation report. The stock valuation report assumes that the Transaction is executed legally and has effect, and that all consents and permits from governments, regulatory authorities, and other bodies will be obtained without any loss in the profits expected to be gained from the Transaction, and the MUFJ Corporate Finance & Strategic Advisory Division assumes no responsibility for independently verifying these matters.

(ii) Summary of calculations

The MUFJ Corporate Finance & Strategic Advisory Division performed the valuation of the Company's stock in the Tender Offer having studied the valuation method that should be used to perform the stock valuation for the Company from among multiple valuation methods, on the assumption that the Company is being operated as a going concern, and being of the view that a multi-faceted evaluation of the Company's stock value is appropriate. The MUFJ Corporate Finance & Strategic Advisory Division used market analysis in view that the Company's Common Stock is listed on the Prime Market of the TSE, the similar company comparison method in view of the several comparable listed companies in existence by which it is possible to infer the price of the Company's stock using the similar company comparison method, and DCF analysis in order to reflect future business activities in its calculations, and the Company received the Stock Valuation Report from the MUFJ Corporate Finance & Strategic Advisory Division on March 6, 2025.

The range of results of the calculation of the price per share of the Company's Common Stock based on each of the above-mentioned methods in the Stock Valuation Report are as follows.

Market analysis	: 2,485 yen to 2,716 yen
Similar company comparison analysis	: 3,296 yen to 4,147 yen
DCF analysis	: 3,841 yen to 5,095 yen

In the market analysis, the results of the calculation of the price per share of the Company's Common Stock ranged from 2,485 yen to 2,716 yen, assuming a record date of March 6, 2025, and based on the closing price of the Company's Common Stock of 2,533 yen on the Prime Market of the TSE on March 6, 2025, being the last trading day before the record date, the simple average of the closing price of the Company's Common Stock of 2,485 yen for the one-month period ending on the record date, the simple average of the closing price of the Company's Common Stock of 2,593 yen for the three-month period ending on the record date, and the simple average of the closing price of the Company's Common Stock of 2,716 yen for the six-month period ending on the record date.

In the similar company comparison analysis, the valuation of the shares of the Company's Common Stock was performed by comparing market prices and financial indices that indicate profitability, etc. of listed companies assessed to be similar to the Company from the perspective of business types, and the results of the calculation of the price per share of the Company's Common Stock ranged from 3,296 yen to 4,147 yen.

In the DCF analysis, the corporate value and equity value of the Company was calculated using the free cash flow generated and forecasted to be generated by the Company from December 2024 discounted to the present value by a specified percentage based on the profitability forecasts and investment plan in the five-year business plan covering December 2025 to December 2029 based on the Business Plan prepared by the Company and based on other factors including publicly available information. The results of the calculation of the price per share of the Company's Common Stock ranged from 3,841 yen to 5,095 yen. The Business Plan used by the MUFJ Corporate Finance & Strategic Advisory Division in the DCF analysis does not include fiscal years in which a significant increase or decrease in profits compared to the previous year are expected. However, the said Business Plan includes fiscal years in which significant increases and decreases in free cash flow are expected. Specifically, the Company expects to record free cash flow of 1,821 million yen for the period ending December 31, 2025 due to capital investments in connection with new warehouses in Korea and Japan. However, as capital investment for the period ending December 31, 2026, will be lower than in the period ending December 31, 2025, free cash flow is expected to amount to 2,760 million yen for the period ending December 31, 2026 (an increase of 939 million yen). In addition, although the Business Plan prepared by the Company and used as a basis for the MUFJ Corporate Finance & Strategic Advisory Division's DCF analysis differs from the MTMP, considering the changes in the market environment that have taken place from the time the MTMP was prepared to date, specifically, global instability due to the situation in Ukraine and tensions in the Middle East, and in the period ended December 31, 2024, the congestion that troubled major ports around the world beginning with the deteriorating situation in the Red Sea, tightening container space demand and supply due to an increase in shipments from China, the trend of rising ocean freight rates, and the current earnings environment and financial performance of the Company, the

Company judged that it was appropriate to calculate its corporate value and study the appropriateness of the Tender Offer Price based on objective and reasonable financial forecasts that are more accurate to actual conditions. The Special Committee verified the rationality of the Business Plan during the process of its preparation for the purposes of this Transaction, having received the Company's explanation of the contents, significant assumptions and conditions, and other aspects of the business plan and having ascertained the rationality of the final version of the contents, significant assumptions and conditions, and other aspects of the business plan, and with regard to the divergence between the numerical quantities in MTMP and the financial forecasts, having taking into consideration the significant changes to the market environment from the time the MTMP was prepared to date, based on the earnings environment and financial performance of the Company.

2) Establishment of an independent special committee within the Company and obtaining the report of the special committee

(i) Events leading to establishment, etc.

As set out in the section "(1) Events leading to the creation of the system for studying the matter" of "1. Reasons for the consolidation of shares" above, the Special Committee was established by way of a resolution passed at the extraordinary meeting of the Board of Directors held on October 30, 2024. The Company, having ascertained that these candidates were independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and from the success or failure of the Transaction, and that they had no significant conflicts of interest different from the general shareholders of the Company in connection with the success or failure of the Transaction, discussed the matter with its above-mentioned Independent Outside Directors and Independent Outside Directors serving as Audit & Supervisory Committee Members and sought the advice of Anderson Mori & Tomotsune on the matter, and in order that the Special Committee as a whole would embody a balance of knowledge, experience, and abilities while being of an appropriate scale, the Company selected three candidates for members of the Special Committee, being Mr. Hiromitsu Toshimori (Independent Outside Director serving as Audit & Supervisory Committee Member of the Company), Mr. Mitsunori Yabe (Independent Outside Director of the Company), and Mr. Akito Takahashi (attorney, Takahashi-Katayama Legal Office) (the members of the Special Committee have remained the same since its establishment). The Special Committee elected Mr. Hiromitsu Toshimori as its chairman.

Although Special Committee member Mr. Akito Takahashi is not an officer of the Company, the Company considers him a suitable candidate due to his experience serving as a member of similar special committees in transactions similar to this Transaction, and as an external expert possessing expertise and extensive experience acquired through his several years of experience in the legal profession including corporate law.

Thereafter, as set out in "1. Reasons for the consolidation of shares" above, in addition to establishing the Special Committee by way of the resolution passed at the extraordinary meeting of the Board of Directors held on October 30, 2024, the Company consulted the Special Committee on the Consulted Matters. Further, with regard to the establishment of the Special Committee, the Company's Board of Directors regards the Special Committee as a panel independent from the Board of Directors and demonstrates maximum respect for the opinions of the Special Committee when making decisions that concern the Transaction. In particular, it was resolved that where the Special Committee judges that the terms and conditions relating to the Transaction are not appropriate, the Company's Board of Directors shall not agree to the Transaction based on the said terms and conditions, and further that the Board of Directors grants the Special Committee authority to negotiate the price of the Tender Offer and other terms and conditions of the Tender Offer with the Tender Offeror. In addition, it was also resolved that in studying the Consulted Matters, the Special Committee may entrust to third party or other institutions a stock price valuation and such other matters as the Special Committee may judge to be necessary, and in the event of such entrustment, the Company shall bear the reasonable costs of the entrustment.

Each of the members of the Special Committee only receive fixed compensation and time-based compensation as compensation for their duties regardless of the contents of their report, and such compensation does not include contingent fees conditional on the success of the Transaction.

(ii) The study process

The Special Committee met a total of thirteen times, all thirteen meetings taking place between November 21, 2024 to March 6, 2025, and reported, shared information, deliberated and made decisions through electronic mail and other measures on an as-needed basis between meetings, among other activities in the performance of their duties.

Specifically, the Special Committee approved the appointments of the MUFJ Corporate Finance & Strategic Advisory Division as the Company's financial advisor and third party appraiser and Anderson Mori & Tomotsune as the Company's legal advisor after having ascertained that there were no questions as to their independence and expertise, having verified that neither organization was a related party with respect to the Group, the Tender Offeror Group, Mr. Toda, and AST and that neither organization had a significant interest in the Transaction, including the Tender Offer. MUFJ Bank as a corporation has set up and operates systems to manage conflicts of interest and internal information barrier protocols and other measures to comply with legal obligations under Article 13-3-2, Paragraph 1 of the Banking Act and Article 14-11-3-3 of the Regulation for Enforcement of the Banking Act and other applicable laws and regulations, and the MUFJ Corporate Finance & Strategic Advisory Division, as a financial advisor, is regarded as having a system capable of performing the analysis of the share price of the Company's Common Stock from a position that is independent from the said bank's other departments that handle investments and loans. The Company therefore judged that the MUFJ Corporate Finance & Strategic Advisory Division has appropriate measures in place to prevent adverse effects and has a track record of acting as third party appraiser in similar past transactions, and selected the MUFJ Corporate Finance & Strategic Advisory Division as third party appraiser to perform the analysis of the share price of the Company's Common Stock from a position that is independent from the Group, the Tender Offeror Group, Mr. Toda, and AST, and of the success or failure of the Transaction. In addition, pursuant to the above-mentioned authority granted to the Special Committee to entrust to third party or other institutions the stock price valuation in respect of the Transaction, on February 19, 2025, having investigated its expertise and track record, the Special Committee appointed Plutus Consulting as an independent third party appraiser in a position independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and from the success or failure of the Transaction.

Furthermore, the Special Committee, having verified that there were no questions as to the independence and fairness of the internal system created by the Company for studying the matter (including the scope and duties of the officers and employees participating in the systems to study, negotiate, and evaluate the Transaction) approved of the same, as set out in "5) Creation of an independent system for studying the matter within the Company" below. Following this, and based on the opinions received from Anderson Mori & Tomotsune, the Special Committee proceeded to study the measures necessary for ensuring the fairness of the procedures of the Transaction. In addition, the Special Committee received the Company's explanation concerning the contents, key assumptions, preparation process, and other aspects of the Business Plan prepared by the Company, verified the rationality of, and approved the same.

The Special Committee received the Company's explanation concerning the purpose and significance of the Transaction and its impact on the Company's business and raised questions to seek answers concerning these points, presented questions to the Tender Offeror, and sought answers from the Tender Offeror in an interview format concerning the purpose and background of the Transaction and management policy after the completion of the Transaction.

In addition, as set out in "1) Obtaining a stock valuation report from the Company's independent third party appraiser" above and in "3) Special Committee obtains a stock valuation report and fairness opinion from independent third party appraisers" below, the MUFJ Corporate Finance & Strategic Advisory Division and Plutus Consulting performed the valuations of the Company's Common Stock based on the Business Plan, and the Special Committee received the explanations of the MUFJ Corporate Finance & Strategic Advisory Division and Plutus Consulting concerning the calculation methods used in the stock valuation, the reasons for adopting them, the details of the calculations performed using each of these methods, and key assumptions on which these were based, and having engaged in question and answer sessions, deliberations, and studies, the Special Committee verified the rationality of the same. Further, as set out in "3) Special Committee obtains a stock valuation report and fairness opinion from independent third party appraisers" below, the Special Committee

received the fairness opinion submitted by Plutus Consulting on March 6, 2025, and thereupon received Plutus Consulting's explanation concerning the contents and key assumptions of the fairness opinion and verified the same.

The Special Committee communicated to the Company its view that it did not object to the Company's intentions to request that the Tender Offeror reconsider the Tender Offer Price, and communicated to the Company its view concerning the matters that the Company ought to discuss with the Tender Offeror so as to achieve its intent and purpose of the Transaction, among other activities, and participated fully in the consultations and negotiations between the Company and the Tender Offeror concerning the terms and conditions of the Transaction, including the Tender Offer Price. As a result, through a total of five rounds of proposals from the Tender Offeror, including the first proposal of February 7, 2025 for a Tender Offer Price of 3,955 yen per share, the Tender Offer Price was raised by 2.78% compared to price in the first proposal.

Further, the Special Committee received several explanations from Anderson Mori & Tomotsune concerning the contents of the draft press releases to be announced or submitted by the Company in connection with the Tender Offer, and verified that the press releases would achieve appropriate information disclosure.

(iii) Details of decisions

Subsequent to the above-mentioned events, and pursuant to several rounds of careful discussion and consideration of the Consulted Matters based on the contents of the financial advice requested by the Company and received from the MUFJ Corporate Finance & Strategic Advisory Division, the financial advisor and third party appraiser of the Company, the financial advice received from Plutus Consulting, the independent third party appraiser of the Special Committee, the Stock Valuation Report (Plutus) and the Fairness Opinion, as well as the legal advice received from Anderson Mori & Tomotsune, the Special Committee unanimously submitted the Report to the Company's Board of Directors on March 6, 2025, the contents of which are summarized below.

(a) Contents of the report

- (A) The Special Committee believes that the purpose of the Transaction is proper and rational (the Transaction contributes to raising the Company's corporate value).
- (B) The Special Committee believes that the fairness and appropriateness of the terms and conditions of the Transaction (including the Tender Offer Price) have been ensured.
- (C) The Special Committee believes that the interests of the Company's shareholders are given due consideration through fair Transaction procedures.
- (D) The Special Committee believes that in addition to the statements in (A) to (C) above, the Transaction is not disadvantageous to minority shareholders of the Company.
- (E) Further, taking into account (A) to (D) above, the Special Committee believes that is reasonable for the Company to issue a statement to the effect that the Company's Board of Directors approves of the Tender Offer and recommends that shareholders tender their shares therein (and accordingly, that the following would not put the minority shareholders of the Company at a disadvantage: 1) the passing of a resolution by the Company's Board of Directors for the issuance of a statement to the effect that the Company's Board of Directors approves of the Tender Offer and recommends that shareholders tender their shares therein, and 2) the passing of a resolution by the Company's Board of Directors to proceed with the series of procedures planned to be carried out based on the circumstances after completion of the Tender Offer for making the Tender Offeror the ultimate only shareholder of the Company, thereby making the Company a wholly-owned subsidiary of the Tender Offeror and taking the Company's Common Stock private (hereinafter, the "Procedures for Making the Company a Wholly-owned Subsidiary").

(b) Grounds for report

- (A) With regard to the conclusion that the purpose of the Transaction was proper and rational (including the conclusion that the Transaction would contribute to raising the Company's corporate value)
 - The Company's explanations of "(a) the purpose of the Transaction and the necessity for and background events of the same" and "(b) advantages of carrying out the Transaction through

the Tender Offer” are specific and based on the Company’s actual business operations and management situation

- Firstly, with regard to (a) above, to summarize the market environment in which the Company finds itself and the Company’s basic response strategy, since its establishment, the Company’s growth had been centered around international ocean freight consolidation. However, in recent years, manufacturing facilities continue to shift overseas resulting in a rapid increase in overseas production and sales, and the Company has had to respond to major structural changes in domestic industry. Specifically, amid the shrinking overall domestic market for international ocean freight consolidation, which is its core business, the Company has been forced to develop businesses other than freight forwarding between ports in Japan and expand its share of the consolidation business, while also diligently expanding forwarding as its second core business. These changes are taking place against a background in which the Company is currently striving to expand its business from the ocean freight consolidation cargo business focused mainly on international ocean freight consolidation to the general logistics business and transform itself into an international general freight forwarder. The specific strategy for expanding the Company’s business involves focusing particularly on the businesses of air transportation, warehousing (specifically, the execution of ancillary operations such as using warehouses to receive and store cargo and prepare it for shipping (packaging and labeling, etc.)), and clearing customs (specifically, filing export and import custom declarations and requests other than custom declarations relating to other laws and regulations, handling customs inspections, payment of taxes and other arrangements), as a result of which their respective volumes of net sales and importance are steadily increasing. On the other hand, the building of more meticulous networks particularly in Asia and the each of the other measures for promoting overseas business expansion are consistent with the environments of the industry and market to which the Company belongs as they are typically described, and are founded on the actual circumstances faced by the Company, and may be reasonably be regarded as an indication of the basic direction in which the Company should take action
- In addition, also with regard to (a) above, the international freight transportation business, which is the Group’s main business, is easily affected by economic trends, and may be affected by domestic and international business and economic trends, business customers’ shipping needs, political and social factors, natural disaster, bad weather, terrorist attacks, and regional conflicts, pandemics etc., and various other factors. Specific examples are the congestion that troubled major ports around the world beginning with the deteriorating situation in the Red Sea, tightening container space demand and supply due to an increase in shipments from China, and the trend of rising ocean freight rates which took place in the period ended December 31, 2024. In addition, the future outlook continues to remain uncertain with rising commodity prices accompanying domestic inflation, among others, and it is expected that the future will remain difficult to predict. While it is anticipated that in Japan, freight demand will continue to remain sluggish, profits will come under even more pressure from rising transportation costs against a background of labor shortages of the so-called “2024 problem,” among others. Amid such a business environment, the Company aims to maintain and expand its cargo consolidation transportation business while diligently expanding freight forwarding as its “second core business,” and working to achieve its envisioned policy of becoming a truly global general freight forwarder, and to achieve future long-term growth in these areas it is thought to be necessary for the Company to pursue “(a) DX promotion,” “(b) drastic operational reforms,” and “(c) business expansion.” Based on the above-mentioned market environment in which the Company operates and the direction of the Company’s basic responses thereto, and having regard to the cooperation and relationship between the Company and the Tender Offeror Group to date as well as the recent specific market and industry circumstances facing the international freight transportation business, proceeding with the study of this Transaction may be regarded as a reasonable response
- Furthermore, in the logistics industry, spread of digitalization and reorganizations that transcend industry borders are gaining speed as a result of the above-mentioned labor shortages of the “2024 problem,” etc., and competition is likely to intensify as a result of digital forwarders (businesses that provide cloud-based services for optimizing customers’ trading operations in addition to sea and air transport, customs clearance and land transportation arrangements, and other traditional forwarding services) earning a growing

share of the market as well as the bringing in-house of various logistics services including LCL (consolidation) of sea and air transportation companies. From this, the Tender Offeror Group concluded that from 2021 onwards it was imperative for the Group to raise its position in the ocean freight consolidation industry even further in order to achieve sustainable growth and continue to create additional value for its stakeholders while accumulating knowledge in the logistics industry and based on trends in the said industry. Specifically, the Tender Offeror Group believes that it is necessary to implement the measures of “(i) expanding order volume and customer development by increasing sales capabilities through leveraging digital tools” and “(ii) enhancing the business management system by leveraging the Tender Offeror Group’s know-how.” Separately, the Tender Offeror Group believes that achieving sustainable growth for the Group through the above-mentioned measures would not be possible by extending the Company’s existing business operations, and that radical reforms of the business structure are needed, and despite the potential for the Company to achieve significant growth, during the process the Company may not be able to directly generate profits in the short-term. Further, while the Company remains listed, it is not certain that it will be favorably valued by the capital market in the short term and it is not possible to rule out that this may have an adverse impact on the Company’s share prices, and it is likely that the Company will face difficulties achieving growth so long as it remains listed. Based on the above, delaying the DX promotion, radical business reforms, and expansion of the Company’s business domains which the Group believes are necessary would likely lead to a decrease in the Group’s medium- to long-term competitiveness. The swift implementation of the same, which the Group recognizes and places as its most important priority in its management strategy, would be a reasonable course of action for raising the Company’s corporate value in a sustainable manner

- As regards (b) above, based on the measures considered by the Tender Offeror Group to be necessary as aforesaid, and pursuant to the Company’s study of the matter, the following specific synergies that could be achieved as a result of the Transaction have been identified: “(a) enhanced competitiveness as a result of a variety of long-term investments,” “(b) investing in DX,” “(c) implementation of radical business reforms,” “(d) an increase in shareholders’ equity accompanying the abolishment of dividends; implementation of various investments,” and “(e) a reduction in the costs of remaining listed and of the operational burden on the administration division.” Specific details are as set out in the draft Statement of Position PR as of March 6, 2025 (hereinafter, the “Company’s Latest Draft PR”). Through synergies (a), (b), and (c), the Company would maximize the insight and know-how of the Tender Offeror Group, and synergies (d) and (e) are specific outcomes that can be expected as a result of the privatization of the Company, and all five synergies may be regarded as reasonable
- Meanwhile, implementing each of the above-mentioned measures would involve implementing steady and proactive investments and reforms to the Company’s management and operational base, among others. Although this would contribute to raising the Group’s corporate value in the medium- to long-term, it may pose a short-term risk of a temporary dip in profitability and poor cash flow. Furthermore, in the capital market, the tendency to prioritize ensuring short-term profitability over proactive measures for growth over the medium- to long-term has strengthened in recent years. In such an environment, in the event that the Company was to proceed with each of the above-mentioned measures while remaining listed, the strategy required to achieve intrinsic growth for the Group would deviate from the expectations of the capital market and would not necessarily be received well, and the Company would not have been able to rule out the possibility that this would have a negative impact on its stock prices and put its current shareholders at a disadvantage. Taking the Company’s Common Stock private and transforming it into a wholly-owned subsidiary of the Tender Offeror by executing the planned Transaction without being exposed to the impact of the possibility of share prices being affected by temporary expenses and poor performance in the short-term would allow for swifter decision making and would be a reasonable course of action for advancing the Company’s growth strategy
- A possible disadvantage of taking the Company’s Common Stock private due to the Transaction is an impact on the Company’s ability to secure excellent human resources and its relationships with business associates by virtue of the social trust and reputation the Company has benefited from as a listed company. However, all other companies whose core business is the LCL business are non-listed companies, and as the Company had the

highest share of the domestic LCL business in the fiscal year ended in March 31, 2024, going private is likely to impact the Company's reputation with consumers and business associates to a small extent. In addition, directing funds that no longer need to be used to pay dividends after privatization to improving the working environment and other initiatives to explore measures that prevent employee motivation from falling will make it possible to secure excellent human resources, and improving added value and competitiveness and achieving sustainable growth by going private would lead to maintaining and raising the morale of the Company's employees. Further, although the Company will no longer be able to raise funds through equity financing in the capital market, it will receive financial support through equity from the Tender Offeror Group when needed, and with this, in addition to indirect financing from financial institutions, which has been the Company's primary mode of financing, this is not expected to make a large negative impact on the Group's business. Based on these circumstances, it is reasonable to regard the disadvantages resulting from bringing the Company private (turning it into a wholly-owned subsidiary) limited in nature

(B) With regard to the conclusion that the fairness and appropriateness of the terms and conditions of the Transaction (including the Tender Offer Price) have been ensured

- In order to ensure the fairness and appropriateness of the terms and conditions of the Transaction, in particular the Tender Offer Price for the Company's Common Stock in the Tender Offer, for studying and evaluating them, the Company appointed the MUFJ Corporate Finance & Strategic Advisory Division as an independent third party appraiser for performing a valuation of the shares of the Company's Common Stock, pursuant to the Stock Valuation Report received from the MUFJ Corporate Finance & Strategic Advisory Division
- The calculation methods employed by the MUFJ Corporate Finance & Strategic Advisory Division in arriving at the conclusions in the Stock Valuation Report are reasonable in light of current practices
- Considering the above-mentioned calculations to be reasonable in light of current practices, and based on the Company's and the MUFJ Corporate Finance & Strategic Advisory Division's explanation to the Special Committee of the contents of the Company's business plan on which the calculations are based, the Special Committee, having understood the circumstances of the process by which the Company prepared its business plan and having verified that it is reasonable in light of the said circumstances, concludes that the said business plan is rational
- Based on the foregoing, the Stock Valuation Report is not particularly unreasonable nor does it raise serious issues (the three main methods used to assess corporate value in the said report are the income approach, the cost approach, and the market approach. As the Transaction is being valued on the assumption that it will remain a going concern, it is appropriate to adopt the income approach as in addition to the market price of the Company's shares, which directly reflects the listed share price of the Company, it accounts for expected future earnings or cash flows in assigning present value. It is understood that the cost approach, which essentially determines value based on net assets, is not used as a general method since it does not take into account the Company's potential for future earnings as a going concern.)
- In addition, the Company can be said to have examined the Tender Offer Price through a comprehensive consideration of the circumstances, including the necessity and advantages of the Transaction and the impact it will have on the Company's business going forward, based on the Stock Valuation Report
- The Company can be said to have engaged in multiple rounds of negotiation with the Tender Offeror concerning the overall terms and conditions of the Transaction, including the Tender Offer Price through the MUFJ Corporate Finance & Strategic Advisory Division, a financial advisor with abundant experience
- The Tender Offer Price agreed to by the Company and the Tender Offeror is within the range of the prices in the calculations of the Stock Valuation Report from the MUFJ Corporate Finance & Strategic Advisory Division, on which the negotiations were based. In particular, the price was within the range of results produced using the DCF calculation method
- In addition to the Company's appointment of the MUFJ Corporate Finance & Strategic Advisory Division, in order to verify the fairness and reasonableness of the terms and

conditions of the Transaction, in particular the Tender Offer Price, the Special Committee appointed Plutus Consulting as an independent third party appraiser for performing a valuation of the shares of the Company's Common Stock, pursuant to the Stock Valuation Report (Plutus Consulting) received from Plutus Consulting

- The calculation methods employed in arriving at the conclusions in the Stock Valuation Report (Plutus Consulting) are reasonable in light of current practices
- Considering the above-mentioned calculations to be reasonable in light of current practices, and based on above-mentioned explanation by the Company and the MUFJ Corporate Finance & Strategic Advisory Division of the contents of the Company's business plan on which the calculations are based, the Special Committee, having understood the circumstances of the process by which the Company prepared its business plan and having verified that it is reasonable in light of the said circumstances and from the perspective whether it is reasonable or not, concludes that the said business plan is rational
- Based on the foregoing, the Stock Valuation Report (Plutus Consulting) is not particularly unreasonable nor does it raise serious issues
- The Tender Offer Price agreed to by the Company and the Tender Offeror is within the range of the prices in Plutus Consulting's calculations. In particular, the price was above the median of the range of results produced using the DCF calculation method
- The price represents premiums of approximately 49.67% to 63.58% of the closing transaction price of the Company's Common Stock on the date of submission of the Report (the record date for the two above-mentioned market price calculations using the market share price method) (2,533 yen), the simple average of the said closing price for the one-month period before the said record date, the simple average of the said closing price for the three-month period before the said record date, and the simple average of the said closing price for the six-month period before the said record date (2,485 yen, 2,593 yen, and 2,716 yen respectively). Based on premiums in previous similar transactions listed in the Company's Latest Draft PR (the specific details and numerical data are set out in the following item) (the details and numerical data for premiums in previous similar transactions are set out in the Company's Latest Draft PR concerning the transaction, and the Special Committee did not find any particularly unreasonable points in the contents of the explanation provided by the Company's financial advisor regarding these), the premiums represented by Tender Offer Price do not appear to differ markedly and are sufficiently of reasonable levels
- In addition, the details of above-mentioned premiums in previous similar transactions are as set out below, and the Special Committee carried out its study of each of the below-mentioned details based on the explanation of the said below-mentioned details provided by the Company's financial advisor, the MUFJ Corporate Finance & Strategic Advisory Division. That is to say, based on the fact that the premiums for the Tender Offer are 60.48%, 63.58%, 56.77%, and 49.67% (based on the closing price of the stock on the business day immediately preceding the announcement date, and based on the simple average of the closing price for the one-month, three-month, and six-month periods preceding that date respectively), whereas the average premiums across 103 similar transactions in which a company is made into a wholly-owned subsidiary (within the period commencing on June 28, 2019, when the Ministry of Economy, Trade and Industry announced the "M&A Guidelines" and ending on March 7, 2025, being uncapped tender offers with the purpose of converting a listed company into a wholly-owned subsidiary (excluding management buyouts (MBO); transactions in which the tender offer price represented a negative premium over the closing price of the stock as of the business day preceding the date of announcement (that is, a discounted TOB) are also excluded)) are 44.64%, 45.84%, 49.26%, and 51.74% (based on the closing price of the stock on the business day immediately preceding the announcement date, and based on the simple average of the closing price for the one-month, three-month, and six-month periods preceding that date respectively), the Tender Offer Price may be regarded as representing a reasonable premium over the market price of the Company's Common Stock
- Furthermore, the Tender Offer Price is higher than the price at which the planned acquisition by the Company of its treasury shares owned by AST, which is subject to the successful completion of the Tender Offer and the Share Consolidation taking effect (hereinafter, the "Acquisition of Treasury Shares") is intended to take place, which serves the purpose of maximizing profits for the Company's minority shareholders, and contributes to ensuring the fairness and appropriateness of the terms and conditions of the Transaction, in particular

the Tender Offer Price

- The aforesaid responses of the Company ensure the fairness and reasonableness of the terms and conditions of the Transaction including the Tender Offer, in particular the Tender Offer Price, and eliminated arbitrariness from the processes by which the Company made judgments and decisions concerning these and are rational and reasonable methods
- In addition, according to the Company's explanation, to the extent that no future special circumstances arise, the terms and conditions of the Procedures for Making the Company a Wholly-owned Subsidiary will be calculated and determined based on the same price as the Tender Offer Price
- In this regard, as the Procedures for Making the Company a Wholly-owned Subsidiary after the Tender Offer are planned to be carried out after the Tender Offer as procedures continuing from the Tender Offer (that is to say, a two-step acquisition), it is reasonable to adopt the same terms and conditions for the two sets of procedures that will occur close in time to each other
- The terms and conditions of the Transaction other than the Tender Offer Price such as terms and conditions concerning the upper and lower limits of the number of shares to be purchased and withdrawal rights and other matters concerning the two-step acquisition do not destabilize or coerce the completion of the Tender Offer, do not impose disadvantageous terms and conditions on minority shareholders, and are appropriate

(C) With regard to the conclusion that the interests of the Company's shareholders are given due consideration through fair Transaction procedures

- In studying how to handle the Transaction, the Company established the Special Committee, a body that is independent of both the Company and the Tender Offeror, in order to eliminate any influence by the Tender Offeror on the Company's study and decision-making process
- The Special Committee has three members, a majority of two of whom are both Independent Outside Directors of the Company. The remaining member is a lawyer who is an external expert
- One of the said Independent Outside Directors (a Director serving as Audit & Supervisory Committee Member) was appointed by the Special Committee to serve as its chairman
- As part of its study of the Transaction, in order to ensure the fairness of the Transaction, in particular the Tender Offer Price, the Company entrusted the valuation of the shares of the Company's Common Stock to the MUFJ Corporate Finance & Strategic Advisory Division, an organization independent of the Company, the Tender Offeror Group, the Company's founder, Mr. Toda, and his family asset management company as well as the largest shareholder of the Company, AST, and then obtained the Stock Valuation Report. In addition, the Special Committee verified the aforesaid independence of the MUFJ Corporate Finance & Strategic Advisory Division through receiving the necessary explanations
- In addition, the Company selected Anderson Mori & Tomotsune, an organization independent from the Company, the Tender Offeror Group, Mr. Toda, and AST in order to obtain legal advice concerning the Transaction, and the Special Committee verified the said independence of Anderson Mori & Tomotsune through receiving the necessary explanations
- Further, in order to ensure the fairness of the Tender Offer, in particular the Tender Offer Price, the Special Committee entrusted the valuation of the shares of the Company's Common Stock as well as the preparation of a fairness opinion in respect of the Tender Offer Price to Plutus Consulting, an organization independent of the Company, the Tender Offeror Group, Mr. Toda, and AST, and then the Special Committee obtained the Stock Valuation Report (Plutus Consulting) and the Fairness Opinion. In addition, the Special Committee verified the aforesaid independence of Plutus Consulting through receiving the necessary explanations
- In this Transaction, including the Procedures for Making the Company a Wholly-owned Subsidiary, the Tender Offeror does not own any of the Company's Common Stock nor is the Tender Offer a tender offer by a controlling shareholder. Further, it is not contemplated that all or some of the Company's top management will invest in the Tender Offeror whether directly or indirectly, nor is the Transaction, including the Tender Offer a management buyout. Meanwhile, the Tender Offeror and AST will enter into an agreement to the effect that AST will not tender all of its shares in the Tender Offer (hereinafter, the "Non-Tender

Agreement”). Further, as the Company plans to acquire its treasury stock from AST through the Acquisition of Treasury Shares, it is not possible to rule out a conflict of interests between AST and the Company’s minority shareholders. In addition, bearing in mind that the Tender Offer is intended to be executed as part of the Transaction on the basis that the Company’s Common Stock will be taken private, the Company has considered the need to eliminate arbitrariness from the decision-making process in connection with the Transaction and to ensure the fairness, transparency, and objectivity of the Company’s decision-making, and to avoid concerns pertaining to conflicts of interest while ensuring the fairness of the Tender Offer Price, and has acknowledged the need to carefully protect the appropriateness and fairness of the terms and conditions of the Transactions using the above-mentioned system, and it can be said that from an early stage of the consultation process, the Company has requested of the Tender Offeror transaction terms and conditions that give due consideration to the interests of minority shareholders

- The negotiations between the Company and the Tender Offeror proceeded based on the negotiation policy validated by the Special Committee pursuant to the explanations of the Company and the Company’s financial advisor, the MUFJ Corporate Finance & Strategic Advisory Division, to the Special Committee on the said policy
- The specific circumstances of the consultations and negotiations between the Company and the Tender Offeror were reported to the Special Committee in a timely manner. With regard to consultations and negotiations concerning the Tender Offer Price, in particular, the Special Committee conveyed its opinions thereon to the Company and its financial advisor, the MUFJ Corporate Finance & Strategic Advisory Division, based on the contents of such reports while also providing guidance and making requests as needed, and the system ensured that the Special Committee was fully involved in the negotiations concerning the terms and conditions of the Tender Offer, in particular the Tender Offer Price
- The reasonableness of the Tender Offer Price was verified through multiple rounds of consultation with the Tender Offeror after intensive and comprehensive study by the Company concerning the appropriateness, fairness, and feasibility of the terms and conditions, and final adjustments were made to the expected price at which the Board of Directors was expected to pass its resolution
- Thereafter, the final terms and conditions of the Transaction, including the Tender Offer Price were agreed between the Company and the Tender Offeror, and the said agreed price was to be the Tender Offer Price to be approved by a resolution of the Board of Directors
- Further, in relation to the so-called two-step acquisition, the Company endeavors to secure sufficient opportunities for its shareholders to make appropriate judgments, intending to make prompt and detailed disclosure and explanations, and in relation to other various materials to be prepared and disclosed by the Tender Offeror and the Company, the Company plans to make the necessary and suitable disclosures in order so that its shareholders (particularly minority shareholders) may judge the appropriateness of the various terms and conditions of the Transaction, including the Tender Offer
- The Company has endeavored to eliminate arbitrariness from the decision-making process in that Directors of the Company who are identified as being in conflict of interest have been excluded from the Company’s study of the Transaction, and will be excluded from participating in future meetings of the Board of Directors concerning the Transaction, among others
- A minimum number of shares to be purchased will be set, as set out in the Company’s Latest Draft PR concerning the Tender Offer (the said minimum being more stringent than a majority-of-minority condition). In this regard, if a low number of shares are tendered in the Tender Offer as a result of setting the above-mentioned minimum, the purchase of the Company’s Common Stock through the Tender Offer does not take place, and the Company will honor the intentions of its minority shareholders (so called general shareholders of the Company) to the greatest extent possible
- As the purchasing period for the Tender Offer is thirty business days, which is longer than the twenty-business day minimum stipulated under laws and regulations, and further, as there is no agreement between the Company and the Tender Offeror that restricts the Company from communicating with proponents of counter offers, such as agreements that contain transaction protection clauses that prohibit the Company from communicating with proponents of counter offers, the Tender Offer is not particularly unreasonable from a so-called market check perspective. With regard to an active market check, in which the

existence of other potential buyers on the market is investigated and studied, it would not necessarily be easy to implement from an information management perspective. Therefore, it cannot be concluded that it is unreasonable from a market check perspective on the basis that the active market check was not undertaken in relation to this matter

- In the Transaction, it is scheduled to adopt a so-called two-step acquisition (which is currently planned to take the form of a share consolidation), to take the Company's Common Stock private. As a provision of the Companies Act to protect the rights of minority shareholders (owners of common stock) in the share consolidation, under the prescribed conditions, the shareholders of the Company may request the Company to acquire all of their shares at a fair price notwithstanding that the number of shares they own amount to less than one share in total, and a petition will be filed with the court to determine the price of the Company's common stock. Where such petition is filed, the final determination of the said price will be judged by the court, and this process allows for the protection of the financial interests of the minority shareholders of the Company (general shareholders of the Company). After the execution of the above-mentioned consolidation of shares, the Company plans to execute the Acquisition of Treasury Shares with the Tender Offer Price set at a high price and the acquisition price for Acquisition of Treasury Shares set at a low price in order to leverage AST's tax benefits and maximize the financial interests of the Company's minority shareholders. In more specific terms, the Company plans to set the price such that the amount AST would receive if it accepted the Tender Offer at the Tender Offer Price is equal to the amount it would receive if it acceded to the Acquisition of Treasury Shares, and the setting of such conditions may be considered reasonable for the purposes of protecting the interests of the Company's minority shareholders
- It is reasonable to regard the Company has having taken specific measures to maintain objectivity in ensuring the fairness of the conditions of the Procedures for Making the Company a Wholly-owned Subsidiary as described in the above-mentioned points, and it can be said that the Company's shareholders have been given due consideration through fair transaction procedures

(D) With regard to the conclusion that in addition to the statements in (A) to (C) above, the Transaction is not considered disadvantageous to minority shareholders

- Considering matters outside of the purview of the study examined (A) to (C) above, the Special Committee believes that the decisions concerning the Transaction (including the decision to issue an expression of opinion regarding the Tender Offer) are not disadvantageous to the Company's minority shareholders, as there are were no particular circumstances surrounding the decisions concerning the Transaction (including the decision to issue an expression of opinion regarding the Tender Offer) that may be thought of as disadvantageous to the Company's minority shareholders.

(E) With regard to the conclusion that it is reasonable for the Company to issue a statement to the effect that the Company's Board of Directors supports the Tender Offer and recommends that shareholders tender their shares therein

- At present, on the basis that (A) the purpose of the Transaction was proper and rational (including the conclusion that the Transaction would contribute to raising the Company's corporate value), (B) the fairness and appropriateness of the terms and conditions of the Transaction (including the Tender Offer Price) have been ensured, (C) the interests of the Company's shareholders are given due consideration through fair Transaction procedures, and (D) based on (A) to (C) above, the Transaction is not considered disadvantageous to minority shareholders, and it is reasonable for the Board of Directors of the Company to express an opinion in support of the Tender Offer and recommends that the Company's shareholders tender their shares therein at this point in time (and accordingly, that 1) the passing of a resolution for the issuance of an expression of opinion that the Company's Board of Directors supports the Tender Offer and recommends that shareholders tender their shares therein, and 2) the passing of a resolution to proceed with the Procedures for Making the Company a Wholly-owned Subsidiary through a consolidation of shares and acquisition of treasury shares after the Tender Offer are not disadvantageous to the Company's minority shareholders), and there are no particular circumstances to suggest otherwise at this point in time.

3) Special Committee obtains a stock valuation report and fairness opinion from independent third party appraisers

(i) Name of appraiser and appraiser's relationship with the Tender Offeror

In its study of the Consulted Matters, for the purpose of ensuring the fairness of the terms and conditions of the Transaction, including the Tender Offer Price, the Special Committee obtained the Stock Valuation Report (Plutus Consulting) and the Fairness Opinion on March 6, 2025, having requested a calculation of the share price of the Company's Common Stock and an opinion on the fairness of the Tender Offer Price from a financial perspective from Plutus Consulting as an organization independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and of the success or failure of the Transaction.

Plutus Consulting is not a related party with respect to the Group, the Tender Offeror Group, Mr. Toda, and AST, and has no significant interest in the Transaction, including the Tender Offer. The compensation payable to Plutus Consulting in connection with this Transaction comprises fixed compensation payable regardless of the outcome of the Transaction and does not include contingency fees or other fees payable subject to the successful completion of the Transaction, including the Tender Offer.

(ii) Summary of calculations

Plutus Consulting performed the valuation of the Company's stock in the Tender Offer having studied the valuation method that should be used to perform the stock valuation for the Company from among multiple valuation methods, on the assumption that the Company is being operated as a going concern, and being of the view that a multi-faceted evaluation of the Company's stock value is appropriate. Plutus Consulting used the market share price method in view that the Company's Common Stock is listed on the Prime Market of the TSE, the similar company comparison method in view of the several comparable listed companies in existence by which it is possible to infer the price of the Company's stock using the similar company comparison method, and the DCF method in order to reflect future business activities in its calculations, and the Company received the Stock Valuation Report (Plutus Consulting) from Plutus Consulting on March 6, 2025.

The range of results of the calculation of the price per share of the Company's Common Stock based on each of the above-mentioned methods in the Stock Valuation Report (Plutus Consulting) are as follows.

Market method	: 2,485 yen to 2,716 yen
Similar company comparison method	: 3,743 yen to 3,926 yen
DCF method	: 3,721 yen to 4,198 yen

Under the market share price method, the results of the calculation of the price per share of the Company's Common Stock ranged from 2,485 yen to 2,716 yen, assuming a record date of March 6, 2025, and based on the closing price of the Company's Common Stock of 2,533 yen on the Prime Market of the TSE on March 6, 2025, being the last trading day before the record date, the simple average of the closing price of the Company's Common Stock of 2,485 yen for the one-month period ending on the record date, the simple average of the closing price of the Company's Common Stock of 2,593 yen for the three-month period ending on the record date, and the simple average of the closing price of the Company's Common Stock of 2,716 yen for the six-month period ending on the record date.

Under the similar company comparison method, the valuation of the shares of the Company's Common Stock was performed by comparing market prices and financial indices that indicate profitability, etc. of listed companies assessed to be similar to the Company from the perspective of business types, and the results of the calculation of the price per share of the Company's Common Stock ranged from 3,743 yen to 3,926 yen.

Under the DCF method, the corporate value and equity value of the Company was calculated using the free cash flow forecast to be generated by the Company from December 2024 discounted to the present value by a specified percentage based on the profitability forecasts and investment plan in the five-year business plan covering December 2025 to December 2029 based on the Business Plan prepared by the Company and based on other factors including publicly available information. The results of the calculation of the price per share of the Company's Common Stock ranged from 3,721 yen to 4,198 yen. The Business Plan

used by Plutus Consulting under the DCF method does not include fiscal years in which a significant increase or decrease in profits compared to the previous year are expected. In addition, although the financial forecasts prepared by the Company and used by Plutus Consulting as a basis for the DCF method differs from the MTMP, considering the changes in the market environment that have taken place from the time the MTMP was prepared to date, specifically, global instability due to the situation in Ukraine and tensions in the Middle East, and in the period ended December 31, 2024, the congestion that troubled major ports around the world beginning with the deteriorating situation in the Red Sea, tightening container space demand and supply due to an increase in shipments from China, the trend of rising ocean freight rates, and the current earnings environment and financial performance of the Company, the Company believes that the financial forecasts consist of objective and reasonable financial forecasts that are more accurate to the actual conditions. The Special Committee verified the rationality of the Business Plan during the process of its preparation for the purposes of this Transaction, having received the Company's explanation of the contents, significant assumptions and conditions, and other aspects of the business plan and having ascertained the rationality of the final version of the contents, significant assumptions and conditions, and other aspects of the business plan, and with regard to the divergence between the numerical quantities in MTMP and the financial forecasts, having taking into consideration the significant changes to the market environment from the time the MTMP was prepared to date, based on the earnings environment and financial performance of the Company.

(iii) Summary of the Fairness Opinion

On March 6, 2025, the Special Committee received the Fairness Opinion from Plutus Consulting to the effect that the Tender Offer Price of 4,065 yen per share was fair to the general shareholders of the Company from a financial perspective.

(Note 1) The Fairness Opinion expressed the opinion that the Tender Offer Price of 4,065 yen per share was fair to the general shareholders of the Company from a financial perspective, in light of the results of the calculation of the stock valuation based on the business plan prepared by the Company.

The Fairness Opinion was issued by Plutus Consulting pursuant to a review carried out by a board independent of Plutus Consulting's engagement team, based on the results of the calculation of the Company's stock valuation after having received the Company's disclosures of the Group's business circumstances and business outlook, etc. and explanations regarding the same, based on questions raised and answers received concerning the summary, background and purpose of the Tender Offer and pursuant to Plutus Consulting's study of the business environment, economic, market, and financial conditions of the Group within the scope deemed necessary by Plutus Consulting.

(Note 2) In preparing and submitting the Fairness Opinion and in performing the share value calculations which form the basis of the said opinion, Plutus Consulting assumes that the information and essential materials provided by the Company or discussed with the Company and all publicly available materials are accurate and complete, and that there are no facts undisclosed to Plutus Consulting that may have a critical impact on the analyses and calculations of the share price of the Company's Common Stock, and Plutus Consulting has not independently investigated or verified the said information and materials on which it relies and assumes no responsibility for investigating or verifying the same.

Plutus Consulting has not carried out an independent evaluation or appraisal of the assets and liabilities of the Company and its affiliated companies (including off-balance sheet assets and liabilities and other contingent liabilities), including an analysis and evaluation of its non-consolidated assets and liabilities, nor has Plutus Consulting received a valuation report or appraisal report concerning the same. Accordingly, Plutus Consulting has not carried out an evaluation of the Company's ability to pay, nor of the ability of its affiliated companies to pay.

Plutus Consulting assumes that the Company's business forecasts and other materials on which the Fairness Opinion is founded have been prepared reasonably by the Company's top management based on its best estimates and judgments as of the time of preparation. Plutus

Consulting does not guarantee the feasibility thereof and does not express any opinion on the analyses and estimates on which the said forecasts and materials are based nor on the assumptions on which the said analyses and estimates are based.

Plutus Consulting is not a professional legal, accounting, or tax organization. Accordingly, Plutus Consulting assumes no responsibility for any opinions it might express concerning legal, accounting, or tax issues in connection with the Tender Offer.

The Fairness Opinion is provided for the purpose of expressing an opinion on the fairness of the Tender Offer Price from a financial perspective in the form of a report that addresses the matters the Company has entrusted to the Special Committee. Accordingly, the Fairness Opinion does not express any opinion concerning the relative benefits of other options that may serve as a substitute to the Tender Offer, the benefits that may accrue as a result of the execution of the Tender Offer, and the advantages and disadvantages of executing the Tender Offer.

The Fairness Opinion evaluates the fairness of the Tender Offer Price for the general shareholders of the Company from a financial perspective based on the financial and capital markets, economic, and other conditions as of the date of its preparation, and the opinions expressed therein are the opinions of Plutus Consulting as of the said preparation date based on the information acquired by Plutus Consulting as of that date. While the contents of the Fairness Opinion would be affected by subsequent changes to the above-mentioned conditions, Plutus Consulting assumes no responsibility for revising, amending, or supplementing the contents of the Fairness Opinion in the event that such changes occur. Further, the Fairness Opinion does not induce nor suggest any opinion concerning matters other than those expressly stated in the Fairness Opinion nor matters occurring after the date the Fairness Opinion was submitted.

Plutus Consulting is not authorized to solicit investments in the Company and does not solicit any such investments. The Fairness Opinion only express opinions that the Tender Offer Price is fair and not disadvantageous to the general shareholders of the Company from a financial perspective, and is not an opinion or recommendation on the advantages and disadvantages of executing the Tender Offer nor to tender shares in the Tender Offer or take any other action. The Fairness Opinion expresses no opinion whatsoever concerning holders of securities issued by the Company, the creditors of the Company, or other parties related to the Company. Accordingly, Plutus Consulting assumes no responsibility for shareholders or third parties who rely on the Fairness Opinion.

In addition, the Fairness Opinion was submitted by Plutus Consulting for use as materials based on which the Company's Board of Directors and the Special Committee would make judgments concerning the Tender Offer Price, and is not intended to be relied on by any other party.

4) The Company obtains legal advice from an independent law office

As set out in the section "(1) Events leading to the creation of the structure for studying the matter" of "1. Reasons for the consolidation of shares" above, for the purpose of ensuring the transparency and fairness of the decision-making process of the Company's Board of Directors in connection with the Transaction, the Company selected Anderson Mori & Tomotsune, being a legal advisor independent of the Group, the Tender Offeror Group, Mr. Toda, AST, and of the success or failure of the Transaction. The Company received from Anderson Mori & Tomotsune the necessary advice from a legal perspective on matters to note in the process and method of decision-making concerning the Transaction, including the Tender Offer, and on other decision-making concerning the Transaction.

Anderson Mori & Tomotsune is not a related party with respect to the Group, the Tender Offeror Group, Mr. Toda, or AST, and Anderson Mori & Tomotsune has no significant interest in the Transaction, including the Tender Offer. Further, at the first meeting of the Special Committee, the Special Committee ascertained that there were no questions as to the independence of Anderson Mori & Tomotsune and approved its appointment as legal advisor. In addition, the compensation payable to Anderson Mori & Tomotsune does not include contingency fees payable subject to the successful completion of the Transaction or similar conditions.

5) Creation of an independent system for studying the matter within the Company

With a view to eliminating questions of conflicts of interest, the Company established an internal system for studying the Transaction and negotiations and judgments therein from a position independent of the Tender Offeror Group and of AST, that executed the Non-Tender

Agreement with the Tender Offeror as set out the section “4 Matters concerning tendering of shares in the Tender Offer by the Company’s shareholders and other critical agreements relating to the Tender Offer” of the Statement of Position PR, comprising twenty officers and employees independent of the Tender Offeror Group and AST (eleven Directors of the Company, excluding Ms. Sachiko Toda, and nine employees). As Director of the Company, Ms. Sachiko Toda owns 80% of the shares of AST in connection with the Transaction, in order to avoid conflicts of interest with the Tender Offeror, Ms. Sachiko Toda did not participate in the above-mentioned system nor in the deliberations and resolutions at meetings of the Board of Directors, nor did she participate in the discussions and negotiations with the Tender Offeror on behalf of the Company.

Further, the said measures, as well as the formulation of business plans and discussions and negotiations with the Tender Offeror concerning the Tender Offer Price and other transaction terms and conditions and other duties relating to matters which may involve a conflict between AST’s interests and the interests of the general shareholders of the Company were carried out as part of the above-mentioned study system. The above-mentioned establishment of the system was implemented based on the advice of Anderson Mori & Tomotsune, and approval was obtained from the Special Committee that there were no questions as to its independence.

6) Approval of all Directors of the Company who are not interested parties (including Directors serving as Audit & Supervisory Committee Members)

The Company carefully discussed and studied the Tender Offer based on the Report submitted by the Special Committee set out in “(2) Establishment of an independent special committee within the Company and obtaining the report of the special committee” above, the legal advice set out in “(4) The Company obtains legal advice from an independent law office” above, the Stock Valuation Report set out in “(1) Obtaining a stock valuation report from the Company’s independent third party appraiser” above, and the Stock Valuation Report (Plutus Consulting) and Fairness Opinion set out in “(3) Special Committee obtains a stock valuation report and fairness opinion from independent third party appraisers” above.

As a result, as set out in “1. Reasons for the consolidation of shares” above, the Company judged that the Transaction, including the implementation of the Tender Offer would contribute to raising the Company’s corporate value, and further that the terms and conditions of the Transaction, including the Tender Offer Price secures the financial benefit to which the minority shareholders of the Company are entitled and the Tender Offer provides the minority shareholders of the Company with an opportunity to sell the Company’s Common Stock at reasonable price, valued at a suitable premium, and at the meeting of the Board of Directors held on March 7, 2025, resolved to issue an expression of opinion in support of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer.

At the above-mentioned meeting of the Board of Directors, pursuant to the deliberations of eleven of the Company’s twelve Directors (including three Directors serving as Audit & Supervisory Committee Members) excluding Ms. Sachiko Toda, resolved unanimously to express an opinion in support of the Tender Offer and to recommend that the shareholders of the Company tender their shares in the Tender Offer. Further, Director Ms. Sachiko Toda, who owns 80% of the shares in AST that has executed the Non-Tender Agreement with the Tender Offeror as set out the section “4 Matters concerning tendering of shares in the Tender Offer by the Company’s shareholders and other critical agreements relating to the Tender Offer” of the Statement of Position PR, did not participate in the deliberations and resolutions of the Company’s Board of Directors in connection with the Transaction commencing from and subsequent to the resolution of the meeting of the Board of Directors on October 30, 2024 concerning the establishment of the Special Committee, so as to eliminate potential effects of questions of structural conflicts of interests and information asymmetry on the Transaction.

Thereafter, the Tender Offer was completed as set out in “1. Reasons for the consolidation of shares” above. However, the Tender Offeror was unable to acquire the entirety of the Company’s Common Stock (excluding, however, treasury stock owned by the Company and the Company’s Common stock owned by AST). Thus, in response to the Tender Offeror’s request, the Company by a resolution of the Board of Directors passed on May 20, 2025 resolved to refer for discussion at this Extraordinary General Meeting of Shareholders the matter of the consolidation of 1,060,900 shares of the Company’s Common Stock into one

share subject to the approval by the shareholders present at this Extraordinary General Meeting of Shareholders. Of the Company's Directors, Ms. Sachiko Toda did not participate in the deliberations and resolution at the said meeting of the Board of Directors, so as to eliminate potential effects of questions of structural conflicts of interests and information asymmetry on the Transaction.

4. Disposal of major assets, significant debt burdens, and other events that critically affect corporate assets that have occurred after the last day of the previous fiscal year

(1) The Tender Offer

As set forth in "1. Reasons for the consolidation of shares" above, the Tender Offeror implemented the Tender Offer from March 10, 2025 to April 21, 2025, and as a result, as of April 28, 2025, being the date of commencement of settlement of the Tender Offer, became the owner of 6,455,448 shares of the Company's Common Stock (percentage of shares held: 65.68%).

(2) Cancellation of treasury stock

At the meeting of the Board of Directors held on May 20, 2025, it was resolved that 869,479 shares of the Company's treasury stock (equivalent to the entirety of the treasury stock as of April 28, 2025) be cancelled on July 10, 2025. The said cancellation of treasury stock is subject to the proposal concerning the Share Consolidation being approved as originally proposed at this Extraordinary General Meeting of Shareholders.

Proposal 2: Partial amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) Upon the approval and coming into effect of Proposal 1 “Consolidation of shares” as originally proposed, the total number of authorized shares of the Company will decrease to thirty-six (36) shares pursuant to Article 182, Paragraph 2 of the Companies Act. Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation shall be amended to clearly reflect this change, subject to the Share Consolidation taking effect.
- (2) Upon the approval and coming into effect of Proposal 1 “Consolidation of shares” as originally proposed, the total number of issued shares of the Company will be nine (9) shares, and it will no longer be necessary to stipulate the number of shares that constitute one share unit. Therefore, subject to the Share Consolidation taking effect, for the purpose of abolishing the stipulation that one share unit of shares of the Company is constituted by one hundred (100) shares, Article 7 (Shares Constituting One Share Unit), Article 8 (Rights Relating to Shareholdings of Less Than One Share Unit), and Article 9 (Additional Purchase of Certificates Indicating Fractions of One Unit) shall be entirely deleted and the Article numbers shall be renumbered to accompany the deletions.
- (3) Upon the approval of Proposal 1 “Consolidation of shares” as originally proposed, along with the implementation of the Share Consolidation, the Company’s shares will be delisted and the Tender Offeror and AST will be the only shareholders of the Company, and the provisions relating to the record date for the ordinary general meeting of shareholders and system for electronic provision of reference documents for the general meeting of shareholders will no longer be necessary. Therefore, subject to the Share Consolidation taking effect, Article 13 (Record Date for the Company’s Annual General Meeting of Shareholders) and Article 15 (Measures for Electronic Provision, etc.) shall be deleted, and the Article numbers shall be renumbered to accompany the deletions.

2. Details of the amendments

The details of the amendments are as follows. The amendments to the Articles of Incorporation in this proposal shall take effect on July 11, 2025, the effective date of the Share Consolidation, subject to the approval of Proposal 1 “Consolidation of shares” as originally proposed at the Extraordinary General Meeting of Shareholders and to the Share Consolidation taking effect.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Total Number of Authorized Shares) Article 6 The total number of authorized shares of the Company shall be <u>thirty-two million (32,000,000)</u> .	(Total Number of Authorized Shares) Article 6 The total number of authorized shares of the Company shall be <u>thirty-six (36)</u> .
(Shares Constituting One Share Unit) Article 7 The number of shares constituting one share unit of shares of the Company shall be one hundred (100) shares.	(Deleted)
(Rights Relating to Shareholdings of Less Than One Share Unit) Article 8 The Company’s shareholders shall not exercise rights other than the following with respect to fractional share units. (1) Rights provided for under Article 189, Paragraph 2 of the Companies Act (2) Rights of demand provided for under Article 166, Paragraph 1 of the Companies Act	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<p><u>(3) Rights to allocations of shares in stock offerings and to allocations of subscription warrants that are proportional to the number of shares held by the shareholder</u></p> <p><u>(4) Rights of demand stipulated in the following Article</u></p> <p><u>(Additional Purchase of Certificates Indicating Fractions of One Unit)</u></p> <p><u>Article 9 A shareholder who owns fractional units of the Company's shares may request (hereinafter, the "Additional Purchase Request") that the Company sell to the shareholder such number of shares that will, when combined with the fractional unit shares held by shareholder, constitute one (1) unit of shares. However, this shall not apply where the Company does not own the number of treasury shares required in the Additional Purchase Request.</u></p> <p><u>2. The period during which Additional Purchase Requests may be made, the method of making Additional Purchase Requests, and other matters shall be in accordance with the share handling regulations established by the Board of Directors.</u></p>	<p>(Deleted)</p>
<p>Articles <u>10</u> to <u>12</u> (Omitted)</p> <p><u>(Record Date for the Company's Annual General Meeting of Shareholders)</u></p> <p><u>Article 13 The record date for voting rights at the Company's Annual General Meeting of Shareholders shall be December 31st of each year.</u></p> <p>Article <u>14</u> (Omitted)</p> <p><u>(Measures for Electronic Provision, etc.)</u></p> <p><u>Article 15 When convening a general meeting of shareholders, the Company shall take measures for the electronic provision of information contained in the reference documents for the general meeting of shareholders, etc.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p>Articles <u>16</u> to <u>42</u> (Omitted)</p>	<p>Articles <u>7</u> to <u>9</u> (Unchanged)</p> <p>(Deleted)</p> <p>Article <u>10</u> (Unchanged)</p> <p>(Deleted)</p> <p>Articles <u>11</u> to <u>37</u> (Unchanged)</p>