



January 26, 2026

To whom it may concern:

Company name: Forum Engineering Inc.
(Securities code: 7088; TSE Prime Market)
Representative: Tsutomu Sato Representative Director,
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Notice of the Holding of an Extraordinary General Shareholders Meeting Concerning Partial Amendment to the Articles of Incorporation, Issuing of Class Shares by Third-party Allotment, Reduction in Stated Capital and Capital Reserves, Share Consolidation, and Abolition of Provision Concerning Number of Shares Per Unit

KJ003 Co., Ltd. (the “Third-Party Tender Offeror”) carried out a transaction (the “Transaction”) as part of privatization of the common shares in the Company (the “Company’s Stock”) by implementing a tender offer (the “Third-Party Tender Offer”) for the Company’s Stock and Share Options (Note) (the Company’s Stock and Share Options are referred to collectively as the “Company’s Shares, Etc.”). The Third-Party Tender Offer was completed on December 23, 2025. In addition, as part of the Transaction, following on from the Third-Party Tender Offer the Company plans:

(1) in order to conduct a tender offer for its own shares (the “Tender Offer for Own Shares”; the Third-Party Tender Offer and Tender Offer for Own Shares will be referred to collectively as the “Two Tender Offers”) for the purpose of acquiring the Company’s Stock held by the Company’s shareholders, including La Terre Holdings Co., Ltd. (“La Terre Holdings”) as the Company’s major shareholder, and to secure funds and distributable amounts for the Tender Offer for Own Shares, to:

(i) partially amend the Articles of Incorporation concerning the establishment of Class A Shares (“Amendment to the Articles of Incorporation (Issuance of Class A Shares)”);

(ii) implement a capital increase by third-party allotment of said Class A shares to the Third-Party Tender Offeror (the “Third-Party Allotment Capital Increase”), and a loan from the Third-Party Tender Offeror to the Company (referred to collectively with the Third-Party Allotment Capital Increase as the “Third-Party Allotment Capital Increase, Etc.”); and

(iii) implement a reduction in the Company’s stated capital and capital reserves pursuant to Article 447, Paragraph 1 and Article 448, Paragraph 1 of the Companies Act (Act No. 86 of 2005; including amendments; the “Companies Act”) (“Capital Reduction”); and

(2) to implement a series of procedures (the “Squeeze-out Procedures”) to make the Third-Party Tender Offeror the sole shareholder of the Company (excluding the Company itself) through the consolidation of the Company’s Stock (“Share Consolidation”) subject to completion of the Tender Offer for Own Shares pursuant to Article 180 of the Companies Act if the Third-Party Tender Offeror, despite the completion of the Two Tender Offers, has not acquired all of the Company’s Shares, Etc. (including the Company’s Stock to be delivered upon exercise of the Share Options, but excluding treasury shares owned by the Company).

Accordingly, at its Board of Directors meeting held today, the Company resolved to convene an extraordinary general shareholders meeting (the “Extraordinary General Shareholders Meeting”) on February 25, 2026, and to submit the following matters for resolution at the meeting as part of the Transaction, as detailed below.

- (I) To implement the Amendment to the Articles of Incorporation (Issuance of Class A Shares)
- (II) To implement the Third-Party Allotment Capital Increase subject to the Amendment to the Articles of Incorporation (Issuance of Class A Shares) taking effect
- (III) To implement the Capital Reduction with the payment date of the Third-Party Allotment Capital Increase as the effective date, subject to completion of payment for the Third-Party Allotment Capital Increase

- (IV) To implement the Share Consolidation subject to completion of the Tender Offer for Own Shares pursuant to Article 180 of the Companies Act, in the event that the Third-Party Tender Offeror, despite the completion of the Two Tender Offers, has not acquired all of the Company's Shares, Etc. (including the Company's Stock to be delivered upon exercise of the Share Options, but excluding treasury shares owned by the Company)
- (V) To implement a partial amendment to the Articles of Incorporation including abolishing the provision concerning the number of shares per unit ("Amendment to the Articles of Incorporation (Share Consolidation)") subject to the Share Consolidation taking effect

(Note) The term "Share Options" collectively refers to the following share acquisition rights.

- (1) First Series Share Options issued pursuant to a resolution made at the Company's Board of Directors meeting held on March 22, 2017 (exercise period from March 24, 2019 to March 22, 2027)
- (2) Second Series Share Options issued pursuant to a resolution made at the Company's Board of Directors meeting held on June 26, 2018 (exercise period from June 28, 2020 to June 26, 2028)
- (3) Third Series Share Options issued pursuant to a resolution made at the Company's Board of Directors meeting held on June 25, 2019 (exercise period from June 27, 2021 to June 25, 2029)

Additionally, after completion of the Tender Offer for Own Shares scheduled to be implemented in early March 2026, in the course of the Squeeze-out Procedures the Company's Stock will fall under the delisting criteria of Tokyo Stock Exchange, Inc. ("Tokyo Stock Exchange"). After being designated as securities to be delisted from the date of disclosure of the completion of the Tender Offer for Own Shares, which is a condition precedent to the Share Consolidation taking effect (scheduled for around early April 2026) until May 12, 2026, the Company's Stock is expected to be delisted as of May 13, 2026. Please note that after the delisting, the Company's Stock will not be able to be traded on the TSE Prime Market.

I. Date, Time and Location of the Extraordinary General Shareholders Meeting

1. Date and time

Wednesday, February 25, 2026 at 10:00 a.m.

2. Venue

Maple Room, 7F, The Okura Prestige Tower, The Okura Tokyo, 2-10-4 Toranomom, Minato-ku, Tokyo

II. Agenda of the Extraordinary General Shareholders Meeting

Matters to be resolved:

- Proposal 1: Partial Amendment to the Articles of Incorporation (Issuance of Class A Shares)
- Proposal 2: Issuance of Shares for Subscription by Way of Third-Party Allotment
- Proposal 3: Reduction in Stated Capital and Capital Reserves
- Proposal 4: Share Consolidation
- Proposal 5: Partial Amendment to the Articles of Incorporation (Share Consolidation)

III. Amendment to the Articles of Incorporation (Issuance of Class A Shares)

(1) Purpose of the Amendment to the Articles of Incorporation (Issuance of Class A Shares)

To enable the issuance of Class A Shares stated in "IV. Third-Party Allotment Capital Increase," provisions in the Articles of Incorporation concerning Class A Shares will be newly established, and other necessary arrangements will be made.

(2) Details of the Amendment to the Articles of Incorporation (Issuance of Class A Shares)

Details of the amendment to the Articles of Incorporation are as follows.

(The changes are underlined.)

Before change	Proposed amendments
<p style="text-align: center;">Chapter 2: Shares</p> <p>Article 6 (Total Number of Authorized Shares) The total number of shares authorized to be issued by the Company shall be 196,800,000 shares.</p> <p>Article 7 (Acquisition of Own Shares) Pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act, the Company may acquire its own shares by way of a resolution of the Board of Directors.</p> <p>Article 8 (Number of Shares Per Unit) The number of shares per unit of the Company's shares shall be 100 shares.</p>	<p style="text-align: center;">Chapter 2: Shares</p> <p>Article 6 (Total Number of Authorized Shares <u>and Total Number of Authorized Class Shares</u>) The total number of shares authorized to be issued by the Company shall be 196,800,000 shares, <u>of which the total number of authorized common shares shall be 196,799,999 shares, and the total number of authorized Class A Shares shall be 1 share.</u></p> <p>Article 7 (Acquisition of Own Shares) <u>With respect to the acquisition of common shares</u>, pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act, the Company may acquire its own shares by way of a resolution of the Board of Directors.</p> <p>Article 8 (Number of Shares Per Unit) The number of shares per unit of the Company's <u>common shares</u> shall be 100 shares, <u>and the number of shares per unit of Class A Shares shall be 1 share.</u></p>
<p style="text-align: center;">(New)</p>	<p style="text-align: center;">Chapter 2-2: Class A Shares</p>
<p style="text-align: center;">(New)</p>	<p><u>Article 11-2 (Transfer Restrictions)</u> <u>For the acquisition of Class A Shares by way of transfer, approval must be obtained from the Board of Directors. However, for the acquisition of Class A Shares by way of transfer to a security interest holder, their subsidiary or affiliate, or a third party they designate, in connection with the exercising of a security interest in the event that the Class A Shares issued by the Company have been pledged as collateral (including the exercising of a security interest through a voluntary sale or substitute performance not subject to statutory procedures in addition to exercising subject to statutory procedures), such approval shall be deemed to have been granted.</u></p>
<p style="text-align: center;">(New)</p>	<p><u>Article 11-3 (Voting Rights)</u> <u>Shareholders holding Class A Shares ("Class A Shareholders") shall not possess voting rights at the Company's General Meeting of Shareholders except as otherwise provided by laws or regulations.</u></p>
<p style="text-align: center;">(New)</p>	<p><u>Article 11-4 (Matters for Resolution at the General Meeting of Class Shareholders)</u> <u>In cases where the Company carries out an act listed under Article 322, Paragraph 1 of the Companies Act, no resolution of a General Meeting of</u></p>

	<p><u>Class Shareholders comprising Class A Shareholders shall be required. However, this shall not apply when an amendment to the Articles of Incorporation stipulated under (i) of Article 322, Paragraph 1 of the Companies Act (excluding amendments concerning the number of shares per unit) is carried out.</u></p> <p><u>2. In cases where the Company issues or disposes of shares for subscription or share options for subscription, no resolution of a General Meeting of Class Shareholders comprising Class A Shareholders shall be required, pursuant to Article 199, Paragraph 4, Article 200, Paragraph 4, Article 238, Paragraph 4, Article 239, Paragraph 4, Article 795, Paragraph 4, or Article 816-3, Paragraph 3 of the Companies Act.</u></p> <p><u>Article 11-5 (Distribution of Residual Assets)</u></p> <p><u>When distributing residual assets, prior to making any distributions to holders of common shares or registered pledgees of common shares (collectively “Common Shareholders, Etc.”), the Company shall pay the holders of Class A Shares or registered pledgees of Class A Shares (collectively “Class A Shareholders, Etc.”) the paid-in amount per share of Class A Shares for each Class A Share held (however, if there has been a share split, share consolidation or similar event, the amount shall be appropriately adjusted based on the resulting proportions) (the “Class A Residual Asset Distribution Amount”.) Class A Shareholders, Etc. shall not be distributed residual assets beyond the provisions set forth in this paragraph.</u></p> <p><u>2. If there remain any residual assets after Class A Shareholders, Etc. have been paid the Class A Residual Asset Distribution Amount, all of the remaining residual assets shall be distributed to the Common Shareholders, Etc.</u></p> <p><u>3. If the amount of residual assets per share distributed to Class A Shareholders, Etc. is insufficient to pay the Class A Residual Asset Distribution Amount in full, the residual assets shall be distributed to Class A Shareholders, Etc. in proportion to the number of Class A Shares they hold.</u></p> <p><u>4. Any fractional amount of less than 1 yen in the total amount of residual assets paid to Common Shareholders, Etc. and Class A Shareholders, Etc. in accordance with the provisions of this article shall be rounded down.</u></p>
(New)	<p><u>Article 11-6 (Dividends)</u></p> <p><u>When paying dividends out of surplus, the Company shall, within the scope defined by laws and regulations, pay dividends out of surplus to Class A Shareholders, Etc. listed or recorded in the final shareholders’ register as of the relevant record date pari passu with Common Shareholders, Etc., at a dividend amount per Class A Share that is equal to the dividend amount per common share.</u></p>
Article 12 to Article 17 (Omitted)	Article 12 to Article 17 (Unchanged)

(New)	<p>Article 17-2 (General Meeting of Class Shareholders)</p> <p><u>The provisions of Article 14, Article 16, Paragraph 1, and Article 17 shall apply to General Meetings of Class Shareholders.</u></p> <p><u>2. The provisions of Article 16, Paragraph 2 shall apply to resolutions of a General Meeting of Class Shareholders in accordance with the provisions of Article 324, Paragraph 2 of the Companies Act.</u></p>
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(3) Schedule for the Amendment to the Articles of Incorporation (Issuance of Class A Shares)

(1)	Date of resolution by the Board of Directors	January 26, 2026
(2)	Date of resolution by the General Shareholders Meeting	February 25, 2026 (planned)
(3)	Effective date	February 25, 2026 (planned)

(4) Conditions of the Amendment to the Articles of Incorporation (Issuance of Class A Shares)

The Amendment to the Articles of Incorporation (Issuance of Class A Shares) shall be subject to the proposal concerning the Third-Party Allotment Capital Increase being approved and adopted as originally proposed at the Extraordinary General Shareholders Meeting.

IV. Third-Party Allotment Capital Increase

1. Overview of offering

(1) Payment date	March 2, 2026
(2) Number of new shares to be issued	1 share of Class A Shares
(3) Issue price	24,504,000,000 yen per share
(4) Capital to be acquired	24,504,000,000 yen
(5) Method of offering or allotment (Scheduled allottee)	All Class A Shares will be allotted to KJ003 Co., Ltd. by way of a third-party allotment.
(6) Others	For details regarding the Class A Shares, see “(2) Details of the Amendment to the Articles of Incorporation (Issuance of Class A Shares)” under “III. Amendment to the Articles of Incorporation (Issuance of Class A Shares),” above.

2. Purpose and reason for offering

As the Company stated in “Notice Concerning Opinion in Favor of, and Recommendation to Tender in the Tender Offer for the Company’s Shares, Etc. by KJ003 Co., Ltd.” (the “Opinion Statement Press Release”) on November 10, 2025 and the “Notice Concerning Result of Tender Offer for the Company’s Shares, Etc. by KJ003 Co., Ltd. and Change of the Parent Company, the Largest Shareholder that is a Major Shareholder, and a Major Shareholder” (the “Press Release on the Third-Party Tender Offer Result”) on December 24, 2025, the Third-Party Tender Offeror (referred to as the “scheduled allottee” in “IV. Third-Party Allotment Capital Increase” below) plans to make the Company a wholly owned subsidiary of the scheduled allottee through the Transaction, and as a part of this, the Third-Party Tender Offer was carried out from November 11, 2025 to December 23, 2025, and as a result, as of December 30, 2025 (settlement commencement date of the Third-Party Tender Offer), the scheduled allottee had come to hold 29,761,258 common shares of the Company’s Stock (ownership ratio (Note 1): 55.89%).

(Note 1) “Ownership ratio” means the percentage (figures are rounded to the nearest two decimal places) of the number of shares (53,245,541 shares; the “Base Number of Shares”) as the denominator, obtained by deducting the number of treasury shares owned by the Company as of the same date (728,659 shares) from the total number of issued

shares of the Company as of September 30, 2025 (53,419,200 shares), as stated in the Consolidated Financial Results for the Second Quarter (Interim) of the Fiscal Year Ending March 31, 2026 (Japanese GAAP) announced by the Company on November 10, 2025, which results in 52,690,541 shares, and adding the number of the Company's Stock (555,000 shares) subject to Share Options (925 units) remaining as of the same date, with the same definition applying hereafter with respect to the ownership ratio.

In addition, as announced in the Opinion Statement Press Release and the "Notice Concerning the Planned Tender Offer for Own Shares" (the "Press Release for Planned Tender Offer for Own Shares") issued on November 10, 2025, at the Company's Board of Directors meeting held on November 10, 2025, the Company resolved to acquire its own shares for the purpose of acquiring the Company's Stock owned by the Company's shareholders, including the Company's Stock owned by La Terre Holdings (19,735,800 shares; ownership ratio: 37.07%) ("Shares Subject to Agreement Not to Tender"), subject to the Capital Reduction taking effect after the completion of the Third-Party Tender Offer, pursuant to Article 156, Paragraph 1 of the Companies Act as applied *mutatis mutandis* pursuant to Article 165, Paragraph 3 of the same Act, and the provisions of the Articles of Incorporation of the Company, and to intend to effect the acquisition by means of a tender offer for own shares as the specific method.

It is planned that the price per share of the Company's Stock in the Tender Offer for Own Shares ("Price for Tender Offer for Own Shares") will be set at 1,530 yen, and that the Tender Offer for Own Shares will commence in early March 2026. Considering the possibility that some shareholders of the Company may wish to make a tender application for the Tender Offer for Own Shares rather than the Third-Party Tender Offer, the Company plans to set the number of shares to be purchased in the Tender Offer for Own Shares at the Base Number of Shares (Note 2), less the total number of the Company's Stock owned by the Third-Party Tender Offeror at the time of the settlement commencement day of the Third-Party Tender Offer (29,761,258 shares), resulting in 23,484,283 shares. The Company plans to purchase all of the Company's Stock tendered in the Tender Offer for Own Shares. Even when purchasing the planned number of shares to be purchased in the Tender Offer for Own Shares, the Company will carry out the Third-Party Allotment Capital Increase and the Capital Reduction so that the total purchase price under the Tender Offer for Own Shares will remain within the Company's distributable amount at the time of settlement of the Tender Offer for Own Shares, and plans to conduct the Tender Offer for Own Shares after the Third-Party Allotment Capital Increase and the Capital Reduction become effective. The Third-party Allotment Capital Increase is a third-party allotment capital increase with the scheduled allottee designated as the allottee as part of the Transaction, and enables the Capital Reduction and Tender Offer for Own Shares to be executed. Furthermore, the Company plans to cover the funds required for settlement and other matters pertaining to the Tender Offer for Own Shares through the Third-Party Allotment Capital Increase, Etc., as well as the Company's own funds.

(Note 2) The Base Number of Shares is based on information current as of November 10, 2025, and due to fluctuations or other developments concerning the number of treasury shares held by the Company from that day onward, the number as of the commencement of the Tender Offer for Own Shares may differ from the Base Number of Shares.

3. Amount and use of funds to be procured, and scheduled timing of expenditure

(1) Amount of funds to be procured

(I) Total amount to be paid in	24,504,000,000 yen
(II) Estimated issuance expenses	90,000,000 yen
(III) Estimated net proceeds	24,414,000,000 yen

(Note 1) Estimated issuance expenses do not include consumption taxes, etc.

(Note 2) The breakdown of estimated issuance expenses includes an amount equivalent to the registration and license tax, attorney's fees, and other expenses.

(2) Specific use of funds to be procured

Specific use of funds	Amount	Scheduled timing of expenditure
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Funds for execution of the Tender Offer for Own Shares	24,414,000,000 yen	April 2026
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4. Views concerning rationality of use of funds

As stated in “(2) Specific use of funds to be procured” under “3. Amount and use of funds to be procured, and scheduled timing of expenditure” above, the Third-Party Allotment Capital Increase aims to secure the funds and distributable amounts to execute the Tender Offer for Own Shares undertaken as part of the Transaction.

In addition, the Transaction is expected to contribute to the further business growth and enhanced corporate value of the Company, through the promotion of growth strategies pursuing both organic (methods leveraging existing management resources) and inorganic (methods based on alliances with or the acquisition of other companies, etc.) growth, utilizing the global human and capital resources, expertise and networks maintained by the scheduled allottee and Kohlberg Kravis Roberts & Co., L.P., an investment advisory firm established under the laws of Delaware, U.S. (including affiliates and related funds; “KKR”).

For that reason, the Company plans to secure the distributable amounts necessary for the Tender Offer for Own Shares by implementing the Capital Reduction after the Third-Party Allotment Capital Increase has taken effect, and allot all of the funds procured from the Third-Party Allotment Capital Increase to fund some of the amount needed for the Tender Offer for Own Shares. However, both of these actions will be undertaken as part of the Transaction by the scheduled allottee, and the Company has determined that the use of those funds is reasonable.

5. Rationality of issuance conditions, etc.

(1) Basis of calculation and specific details of the amount to be paid in

The Company has engaged in repeated discussions with the scheduled allottee regarding the method and details of investment in connection with the Third-Party Allotment Capital Increase. As a result of the repeated discussions held in good faith, the determination was made to set the issue price (i.e., amount to be paid in) of the Class A Shares at 24,504,000,000 yen per share. For its part, the Company believes that the amount to be paid in for the Third-Party Allotment Capital Increase is reasonable, as it is based on an agreement with the scheduled allottee which is expected to be the sole shareholder of the Company as a result of executing the Transaction.

However, since Class A Shares do not have an objective market price, the valuation of class shares is highly advanced and complex, and there are potentially a variety of views regarding the valuation, it cannot be completely ruled out that under the Companies Act, the issue price (i.e., amount to be paid in) of the Class A Shares may be determined to be particularly favorable to the scheduled allottee. For this reason, the Company decided to issue the Class A Shares subject to obtaining approval at the Extraordinary General Shareholders Meeting by way of a special resolution regarding favorable issuance pursuant to Article 199, Paragraph 2 of the Companies Act. Note that as stated in “4. Views concerning rationality of use of funds” above, the Third-Party Allotment Capital Increase aims to secure the funds and distributable amounts needed to execute the Tender Offer for Own Shares to be conducted as part of the Transaction, and in the interest of said purpose, it will be necessary to solicit subscribers for the Class A Shares at the above paid-in amount.

(2) Basis of judgment that the issuance quantity and impact of dilution are reasonable

As the quantity of Class A Shares to be issued (1 shares) has been set to the degree necessary in light of the purpose of the Third-Party Allotment Capital Increase, which is to secure the funds and distributable amounts to execute the Tender Offer for Own Shares, the Company has determined that the issuance quantity related to the Third-Party Allotment Capital Increase is reasonable.

In addition, since the Class A Shares are non-voting shares, and do not include either an acquisition clause for which the Company’s Stock or cash is consideration (right of the Company to acquire the Class A Shares from the shareholders holding such shares (“Class A Shareholders”) in exchange for the Company’s Stock or cash) or an acquisition demanding right for which the Company’s Stock or cash is consideration (right of the Class A Shareholders to request that the Company acquire the Class A Shares in exchange for Company’s Stock or cash), no dilution will occur in the

Company's Stock owned by existing shareholders due to the Third-Party Allotment Capital Increase.

6. Reason for selection of scheduled allottee, etc.

(1) Overview of scheduled allottee

(1)	Name	KJ003 Co., Ltd.
(2)	Location	11th Floor, Meiji Yasuda Seimei Bldg., 1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo
(3)	Job title and name of representative	Burke Malek, Representative Director
(4)	Description of business	Commerce and all businesses incidental to or related to it
(5)	Stated capital	10,000 yen
(6)	Number of issued shares	100,000,000 shares
(7)	Fiscal year-end	September
(8)	Number of employees	0
(9)	Major trading partners	Not applicable
(10)	Main trading banks	Not applicable
(11)	Date of establishment	October 22, 2025
(12)	Major shareholders and ownership ratio	KJ003 Group Co., Ltd. (ownership ratio: 100.00%)
(13)	Relationship between the Company and the scheduled allottee	
	Capital relationship	As of today (January 26, 2026), the scheduled allottee owns 29,761,258 shares of the Company's Stock.
	Personnel relationship	Not applicable.
	Business relationship	Not applicable.
	Related party relationship	As of today (January 26, 2026), the scheduled allottee is the parent company of the Company, and thus constitutes a related party of the Company.

(Note 1) According to the scheduled allottee, as of today, all of its outstanding shares are owned by KJ003 Group Co., Ltd., a joint stock company established on October 22, 2025. Furthermore, as of today, all of the outstanding shares of KJ003 Group Co., Ltd. are owned by KJ003 HD Co., Ltd., a joint stock company established on October 22, 2025, and as of today, all of the outstanding shares of KJ003 HD Co., Ltd. are owned by KJ003 Investment L.P., a limited partnership established under the laws of Ontario, Canada on October 14, 2025, which is indirectly operated by KKR.

(Note 2) The Company has received explanations from the scheduled allottee that the scheduled allottee, as well as its officers and major investors, are not antisocial forces and have no ties whatsoever with antisocial forces, has received representations and warranties in the Master Agreement (defined below) that the scheduled allottee is not an antisocial force and has no ties whatsoever with antisocial forces. On this basis, the Company has determined that the schedule allottee, as well as its related parties, are not constitute antisocial forces, and have no ties whatsoever with antisocial forces.

(Note 3) As the scheduled allottee is a company that was established on October 22, 2025 and there is no information on operating results and financial condition for the past three years, no such information is provided.

(2) Reason for selection of scheduled allottee

See "2. Purpose and reason for offering" above regarding the reasons for the selection of the scheduled allottee.

(3) Holding policy of scheduled allottee

The Company has received an explanation from the scheduled allottee that it plans to hold the Class A Shares that are to be allotted in the medium- to long-term.

(4) Confirmation of existence of assets required for the scheduled allottee to make payment

Regarding payment related to the issuance of the Class A Shares, according to the scheduled allottee, it plans to fund the payment in question by way of an investment from its parent company KJ003 Group Co., Ltd.

As the Company has verified the method the scheduled allottee will use to secure the funds by confirming the certificate of capital contribution and certificate of financing attached to the Tender Offer Registration Statement submitted on November 11, 2025 and the Amendment Statement to the Tender Offer Registration Statement submitted on December 4, 2025, the Company has determined that the scheduled allottee has sufficient financial capacity to make payment for the Third-Party Allotment Capital Increase.

7. Major shareholders and ownership ratio after the third-party allotment

(1) Common Shares

Before Third-Party Allotment Capital Increase (as of January 26, 2026)		After Third-Party Allotment Capital Increase
KJ003 Co., Ltd.	55.71%	Same as left
La Terre Holdings Co., Ltd.	36.95%	

(Note 1) Since the Class A Shares are non-voting shares, and do not include either an acquisition clause for which the Company's Stock or cash is consideration (right of the Company to acquire the Class A Shares from the Class A Shareholders in exchange for the Company's Stock or cash) or an acquisition demanding right for which the Company's Stock or cash is consideration (right of the Class A Shareholders to request that the Company acquire the Class A Shares in exchange for the Company's Stock or cash), no dilution will occur in the Company's Stock, and there will be therefore no change to the ownership ratio of the Company's Stock.

(Note 2) The ownership ratio before the Third-Party Allotment Capital Increase has been rounded to the nearest two decimal places.

(2) Class A Shares

Before Third-Party Allotment Capital Increase (as of January 26, 2026)	After Third-Party Allotment Capital Increase	
Not applicable.	KJ003 Co., Ltd.	100.00%

8. Future prospect

The Third-Party Allotment Capital Increase will not have any impact on the Company's financial results.

9. Procedures pertaining to the Code of Corporate Conduct

With i) the dilution rate being less than 25% and ii) no change taking place in controlling shareholders regarding the Third-Party Allotment Capital Increase, the Company is not required to implement procedures for obtaining opinions from any independent third party, or confirming shareholders' intention, as provided in Article 432 of the Tokyo Stock Exchange's Securities Listing Regulations.

10. Operating results and status of equity finance executed for the past three years

(1) Operating results for the past three years (Consolidated)

Term	43rd Term	44th Term	45th Term
Fiscal Year End	March 2023	March 2024	March 2025
Net sales	—	31,279 million yen	34,688 million yen
Operating profit	—	3,029 million yen	4,201 million yen
Ordinary profit	—	3,017 million yen	4,284 million yen
Net profit attributable to	—	2,039 million yen	2,884 million yen

owners of parent			
Earnings per share	—	39.39 yen	55.08 yen
Dividend per share	50.00 yen	37.50 yen	53.00 yen
Net assets per share	—	248.33 yen	245.66 yen

(Note 1) As the Company began preparing consolidated financial statements starting from the 44th term, figures before such term have not been included.

(Note 2) The Company conducted a two-for-one common stock split on December 1, 2023. Net assets per share and earnings per share were calculated based on the assumption that the stock split had been conducted at the beginning of the 44th term. Note that dividend per share is the actual dividend amount before the stock split.

(2) The number of issued shares and potential shares at present (as of January 26, 2026)

	Number of shares	Ratio to the number of issued shares
Number of issued shares	53,419,200 shares	100.00%
Number of potential shares at current conversion price (exercise price)	30,000	0.06%
Number of potential shares at the lower limit of the conversion price (exercise price)	30,000	0.06%
Number of potential shares at the upper limit of the conversion price (exercise price)	30,000	0.06%

(Note) The number of potential shares above is due to the first and third series share options.

(3) Status of recent share prices

(I) Status for the past three years

Term	43rd Term	44th Term	45th Term
Fiscal Year End	March 2023	March 2024	March 2025
Opening price	405 yen	423 yen	958 yen
Highest price	499 yen	1,040 yen	1,122 yen
Lowest price	401 yen	410 yen	794 yen
Closing price	422 yen	958 yen	1,012 yen

(II) Status for the past six months

	2025 August	September	October	November	December	2026 January
Opening price	1,230 yen	1,350 yen	1,263 yen	1,245 yen	1,705 yen	1,697 yen
Highest price	1,349 yen	1,360 yen	1,291 yen	1,713 yen	1,710 yen	1,704 yen
Lowest price	1,207 yen	1,250 yen	1,200 yen	1,222 yen	1,692 yen	1,691 yen
Closing price	1,332 yen	1,265 yen	1,231 yen	1,705 yen	1,694 yen	1,701 yen

(Note) The share price for January 2026 is up to January 23, 2026.

(III) Share prices on the business day immediately preceding the date of resolution for issuance

	January 23, 2026
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Opening price	1,700 yen
Highest price	1,704 yen
Lowest price	1,700 yen
Closing price	1,701 yen

(4) Status of equity finance executed for the past three years

Not applicable.

11. Particulars of issuance

(1) Class and number of shares for subscription

1 share of Class A Shares

(2) Amount to be paid in

24,504,000,000 yen per share

(3) Total amount to be paid in

24,504,000,000 yen

(4) Increases in the stated capital and capital reserves

Increase in the stated capital: 12,252,000,000 yen

Increase in the capital reserves: 12,252,000,000 yen

(5) Payment date

March 2, 2026

(6) Method of allotment of the shares for subscription

All Class A Shares will be allotted to KJ003 Co., Ltd. by way of a third-party allotment.

12. Matters concerning transactions, etc. with controlling shareholder

(1) Compliance with policy on measures to protect minority shareholders in conducting transactions with the controlling shareholder

As of today, the scheduled allottee is the parent company of the Company, meaning that transactions pertaining to the Third-Party Allotment Capital Increase constitute transactions with the controlling shareholder.

In the Report on Corporate Governance disclosed on December 25, 2025, the Company did not set forth a “policy on measures to protect minority shareholders in conducting transactions with the controlling shareholder.” However, the Company has adopted a policy of taking measures to ensure fairness in the details and terms of any such transactions, such as by seeking advice of legal counsel or third-party organizations as needed, deciding on transactions after careful deliberations at Board of Directors meetings, and taking appropriate actions to ensure that the interests of minority shareholders are not harmed when conducting transactions, etc. with a controlling shareholder.

In connection with the Transaction, when the Company’s Board of Directors expressed its opinion on the Third-Party Tender Offer and recommended that the Company’s shareholders tender their shares in the tender offer, the Company obtained a report dated November 7, 2025 from the Special Committee (as defined in “1. Purpose and reason for the share consolidation” under “VI. Share Consolidation,” below; the same shall apply hereinafter) stating that the series of transactions aimed at taking the Company private, including the Third-Party Tender Offer, Third-Party Allotment Capital Increase, Tender Offer for Own Shares and subsequent Squeeze-out Procedures, “would not be disadvantageous to the Company’s minority shareholders.”

Given the fact that an opinion, as stated above, has been obtained from the Special Committee stating that the Transaction,

including the Third-Party Allotment Capital Increase, is not believed to be disadvantageous to the Company's minority shareholders, at the Board of Directors meeting held on January 26, 2026, the Company determined, following careful deliberations, that the Third-Party Allotment Capital Increase would not disadvantage the minority shareholders, and the Company's directors without conflicts of interest who participated in the deliberations and resolutions at the Company (including Audit and Supervisory Committee members) unanimously (with unanimous consent of all seven directors of the Company) resolved to undertake the Third-Party Allotment Capital Increase. For its part, the Company has taken appropriate actions to ensure that the interests of minority shareholders are not harmed, and has determined that it is in compliance with the aforementioned policies.

(2) Matters concerning measures to secure fairness and avoid conflicts of interest

As measures to secure the fairness of the Third-Party Allotment Capital Increase, as stated in "(1) Compliance with policy on measures to protect minority shareholders in conducting transactions with the controlling shareholder," the Company has obtained an opinion from the Special Committee stating that the Transaction, including the Third-Party Allotment Capital Increase, would not be disadvantageous to the Company's minority shareholders. In addition, the Third-Party Allotment Capital Increase and Amendment to the Articles of Incorporation (Issuance of Class A Shares) are expected to be subject to approval by a special resolution of the Extraordinary General Shareholders Meeting. Furthermore, the Company's directors without conflicts of interest who participated in the deliberations and resolutions at the Company (including Audit and Supervisory Committee members) have unanimously (with unanimous consent of all seven directors of the Company) resolved to undertake the Third-Party Allotment Capital Increase.

(3) Overview of an opinion obtained from a party without a conflict of interest with the controlling shareholder on the fact that the Transaction would not be disadvantageous to minority shareholders

As the Third-Party Allotment Capital Increase constitutes a transaction, etc. with a controlling stakeholder for the Company, as stated in "(1) Compliance with policy on measures to protect minority shareholders in conducting transactions with the controlling shareholder," the Company has obtained an opinion from the Special Committee stating that the Transaction, including the Third-Party Allotment Capital Increase, would not be disadvantageous to the Company's minority shareholders.

V. Capital Reduction

1. Purpose of the Capital Reduction

The Capital Reduction is to reduce stated capital and capital reserves and transfer them to other capital surplus with the aim of securing distributable amounts needed for the Tender Offer for Own Shares, and will be subject to payment being made for the Third-Party Allotment Capital Increase.

2. Details of the Capital Reduction

(1) Reduction of the amount of stated capital

(I) Amount of stated capital to be reduced

Subject to the amount of stated capital increasing by 12,252,000,000 yen due to the Third-Party Allotment Capital Increase, the amount of stated capital will be reduced by 12,252,000,000 yen to 117,313,650 yen.

(II) Amount of increase in surplus

Other capital surplus: 12,252,000,000 yen

(2) Reduction of the amount of capital reserves

(I) Amount of capital reserves to be reduced

Subject to the amount of capital reserves increasing by 12,252,000,000 yen due to the Third-Party Allotment Capital Increase, the amount of capital reserves will be reduced by 12,252,000,000 yen to 129,618,650 yen.

(II) Amount of increase in surplus

Other capital surplus: 12,252,000,000 yen

(3) Method of reduction of stated capital and capital reserves

Pursuant to the provisions of Article 447, Paragraph 1 and Article 448, Paragraph 1 of the Companies Act, the Company's stated capital and capital reserves will be reduced, and the full amount from the reduction in the stated capital and the capital reserves will be transferred to "other capital surplus."

3. Schedule for the Capital Reduction

(1)	Date of resolution by the Board of Directors	January 26, 2026
(2)	Announcement to creditors for submitting their objections	January 27, 2026 (planned)
(3)	Deadline for creditors' objections	February 27, 2026 (planned)
(4)	Date of resolution by the General Shareholders Meeting	February 25, 2026 (planned)
(5)	Effective date	March 2, 2026 (planned)

4. Future prospect

The Capital Reduction will have no impact on the Company's financial results.

VI. Share Consolidation

1. Purpose of and reason for the share consolidation

As stated above, the Third-Party Tender Offeror plans to implement the Squeeze-out Procedures through the Share Consolidation implemented subject to completion of the Tender Offer for Own Shares pursuant to Article 180 of the Companies Act, in the event that the Third-Party Tender Offeror, despite the completion of the Two Tender Offers, has not acquired all of the Company's Shares, Etc. (including the Company's Stock to be delivered upon exercise of the Share Options, but excluding treasury shares owned by the Company).

As stated in the Press Release on the Third-Party Tender Offer Result, as part of the Transaction, the Third-Party Tender Offeror implemented the Third-Party Tender Offer from November 11, 2025, and as a result, as of December 30, 2025, the settlement commencement date of the Third-Party Tender Offer had come to hold 29,761,258 shares of the Company's Stock (ownership ratio: 55.89%).

In addition, as stated in the Press Release for Planned Tender Offer for Own Shares, in order to secure the funds and distributable amounts required for settlement of the Tender Offer for Own Shares, the Company plans to commence the Tender Offer for Own Shares after implementing the Third-Party Allotment Capital Increase and the Capital Reduction, subject to the Capital Reduction taking effect. Pursuant to a master agreement between the Company, the Third-Party Tender Offeror and La Terre Holdings entered into on November 10, 2025 ("Master Agreement"), La Terre Holdings has agreed to tender all of the Shares Subject to Agreement Not to Tender in the Tender Offer for Own Shares. Accordingly, in the Tender Offer for Own Shares, if La Terre Holdings tenders all of the shares it holds and the Company acquires all of those shares, on April 22, 2026 (the settlement commencement date of the Tender Offer for Own Shares), the Third-Party Tender Offeror, as the Company's parent company, major shareholder and largest shareholder, will own 29,761,258 shares of the Company's Stock (ownership ratio after completed settlement of the Tender Offer for Own Shares (Note): 88.81%). Note that according to La Terre Holdings, as a shareholder on the record date of the Extraordinary General Shareholders Meeting, it plans to agree to each of the proposals at the Extraordinary General Shareholders Meeting, in accordance with

the Master Agreement.

(Note) “Ownership ratio after completed settlement of the Tender Offer for Own Shares” refers to the percentage of the Company’s Stock (rounded to the nearest two decimal places) in relation to the number of shares (33,509,741 shares) after deducting the shares of the Company’s Stock (19,735,800 shares) expected to be acquired by the Company from La Terre Holdings by way of the Tender Offer for Own Shares from the Base Number of Shares.

As stated above, although the Third-Party Tender Offer was completed, as the Third-Party Tender Offeror was not able to acquire all of the Company’s Stock (excluding the treasury shares held by the Company) other than the shares held by La Terre Holdings through the Third-Party Tender Offer, it may not be possible to acquire all of the Company’s Shares, Etc. (including the Company’s Stock to be delivered upon exercise of Share Options, but excluding the treasury shares held by the Company) through the Two Tender Offers even if the Tender Offer for Own Shares is completed. For this reason, in order to take the Company’s Stock private, the Third-Party Tender Offeror asked the Company to execute a consolidation of the Company’s Stock, pursuant to Article 180 of the Companies Act. Accordingly, as stated in “(4) Policy for reorganization after the Two Tender Offers (matters concerning “two-step acquisition”)” under “3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer” in the Opinion Statement Press Release, the Company decided to execute the Share Consolidation making 9,920,420 shares of the Company’s Stock 1 share, subject to obtaining the approval of shareholders at the Extraordinary General Shareholders Meeting and the completion of the Tender Offer for Own Shares. Due to the Share Consolidation, the number of shares of the Company’s Stock held by shareholders other than the Third-Party Tender Offeror will be a fraction less than 1 share.

While details of the purpose and background of the Transaction are as announced in the Opinion Statement Press Release, the overview thereof is presented below.

As stated in “(III) Process and reasons leading to the Company’s decision-making” under “(2) Grounds and reasons for the opinion” in “3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer” of the Opinion Statement Press Release, in light of the business environment surrounding the Company, the Company had been considering various measures, including capital participation by new partner companies. In this situation, in late May 2025, the Company received a request from KKR to hold meetings, and from early June to mid-July of the same year, held multiple meetings with KKR and discussed the Company’s management issues (“Management Issues”).

On September 2, 2025, the Company received the initial proposal from KKR setting the purchase price under the Third-Party Tender Offer (“Third-Party Tender Offer Purchase Price”) at 1,510 yen, and the Price for Tender Offer for Own Shares at 1,500 yen. Then on September 4, 2025, in order to obtain advice concerning the fairness of procedures relating to the Transaction, the Company appointed Anderson Mori & Tomotsune (“Anderson Mori & Tomotsune”) as a legal advisor independent of the Company and the Third-Party Tender Offeror, and established a framework to consider the proposal from KKR, by appointing Deloitte Tohmatsu Financial Advisory LLC (currently Deloitte Tohmatsu LLC; referred to as “Deloitte Tohmatsu,” hereafter) as a financial advisor that is independent of both the Company and the Third-Party Tender Offeror. On September 4, 2025, the Company responded to KKR that it would consider the proposal. In response, at the Company’s Board of Directors meeting held on the same day, in considering the contents of the proposal and as described in “(3) Measures to ensure fairness and measures to avoid conflicts of interest” under “3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation” below, the Company resolved to establish a special committee to consider the proposal of the Transaction in order to ensure the fairness of the Third-Party Tender Offer Purchase Price and the Price for Tender Offer for Own Shares and the fairness of the Transaction including the Two Tender Offers (“Special Committee”); for the composition of the members and specific matters to be consulted, please see “(II) Establishment by the Company of an independent special committee and procurement of a written report from the committee” under “(3) Measures to ensure fairness and measures to avoid conflicts of interest” in “3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation.” On the same day, the Special Committee appointed YAMADA Consulting Group Co., Ltd. (“YAMADA Consulting Group”) as the Special

Committee's independent financial advisor and third-party valuator.

Under these arrangements, taking into account the outline of the Two Tender Offers, including the purposes of the Transaction set forth in the initial proposal, the impact of the Transaction on the Company, and the content of the management policy after the Transaction, while receiving advice from Anderson Mori & Tomotsune and Deloitte Tohmatsu, the Company has examined whether to proceed with the Transaction and the reasonableness of the transaction terms.

In addition, the Company resolved to grant the Special Committee the authority to: (a) nominate or approve (including ex-post facto approval) experts of the Company including financial advisor and legal advisors (collectively the "Advisors"); (b) where the Special Committee deems necessary, appoint its own Advisors (the Company shall bear the reasonable costs related to the professional advice of the Special Committee's Advisors); (c) receive from the Company's officers and employees and other persons whom the Special Committee deems necessary such information as is necessary for the review and decision-making regarding the Transaction; and (d) confirm policy in advance regarding negotiations on the terms of the Transaction, receive timely reports on the status thereof, express opinions at important stages, and issue instructions and requests, thereby substantially participate in the negotiation process concerning the terms of the Transaction.

Prior to receiving a legally binding proposal from KKR, on September 22, 2025 the Company and the Special Committee requested that KKR raise the Third-Party Tender Offer Purchase Price to a sufficient level when submitting any legally binding proposal relating to the Transaction, on the ground that the Third-Party Tender Offer Purchase Price proposed in the initial proposal carried only an extremely low premium and that, because the price differential between the Third-Party Tender Offer Purchase Price and the Price for Tender Offer for Own Shares was only 10 yen, it was immediately apparent that the after-tax proceeds to be received by La Terre Holdings by tendering in the Tender Offer for Own Shares would substantially exceed the after-tax proceeds available to the Company's general shareholders, and that such terms were bound to be perceived as preferential to La Terre Holdings. Accordingly, the Company and the Special Committee indicated that the Third-Party Tender Offer Purchase Price proposed in the initial proposal could not be regarded as a fair price for the Company's general shareholders, in that neither the Company's intrinsic corporate value nor the incremental corporate value attributable to the Transaction would be fairly distributed to the Company's general shareholders.

It is noted that KKR conducted due diligence on the Company's business, financial, legal and other matters and management interviews with the Company's management regarding business strategy from September 4, 2025 through October 10, 2025 and proceeded with analysis and consideration of the Transaction. As a result, on October 14, 2025, the Company received the first proposal from KKR regarding the Structure of the Transaction and proposing the Third-Party Tender Offer Purchase Price of 1,650 yen and the Price for Tender Offer for Own Shares of 1,520 yen. In response, on October 16, 2025, the Company and the Special Committee requested an increase in the Third-Party Tender Offer Purchase Price, stating that the Third-Party Tender Offer Purchase Price set out in the first proposal was still far from acceptable as fair consideration to be paid to the Company's general shareholders, as despite the request that KKR raise the Third-Party Tender Offer Purchase Price to a sufficient level when submitting a legally binding proposal, the Third-Party Tender Offer Purchase Price presented in KKR's first proposal was not adjusted accordingly, and the price differential between the Third-Party Tender Offer Purchase Price and the Price for Tender Offer for Own Shares remained at a level that was bound to be perceived as preferential to La Tale Holdings. Subsequently, on October 20, 2025, the Company received from KKR the second proposal to set the Third-Party Tender Offer Purchase Price at 1,680 yen and the Price for Tender Offer for Own Shares at 1,520 yen; however, on October 21, 2025, the Company requested reconsideration of the Third-Party Tender Offer Purchase Price on the grounds that the proposal could not reasonably be considered to reflect the requests of the Company and the Special Committee. Thereafter, on October 28, 2025, the Company received from KKR the third proposal to set the Third-Party Tender Offer Purchase Price at 1,700 yen and the Price for Tender Offer for Own Shares at 1,530 yen; however, on October 29, 2025, the Company requested that KKR consider further increasing the Third-Party Tender Offer Purchase Price from the standpoint of the interests of the Company's general shareholders, on the ground that the terms proposed in the third proposal remained unacceptable as fair consideration payable to the Company's general shareholders. Subsequently, on November 3, 2025, the Company received from KKR the fourth proposal to set the Third-Party Tender Offer Purchase Price at 1,705 yen and the Price for Tender Offer for Own Shares at 1,530 yen; on November 4, 2025, the Company again requested that KKR consider further increasing the Third-Party Tender Offer Purchase Price from the standpoint of the interests of the Company's general shareholders, as the terms of the fourth proposal could not be regarded

as fair consideration payable to the Company's general shareholders. Thereafter, on November 5, 2025, the Company received from KKR the fifth proposal to set the Third-Party Tender Offer Purchase Price at 1,710 yen and the Price for Tender Offer for Own Shares at 1,530 yen. The Company and the Special Committee, on November 6, 2025, orally requested confirmation from KKR, from the standpoint of the interests of the Company's general shareholders, as to whether the terms set forth in the fifth proposal constituted the best offer KKR could present and left no room for further reconsideration. On November 6, 2025, KKR indicated that it would maintain the Third-Party Tender Offer Purchase Price at 1,710 yen since KKR had submitted the fifth proposal as its best and final offer. In response to that, the Company, on November 7, 2025, notified KKR that it would accept the Tender Offer at the Third-Party Tender Offer Purchase Price of 1,710 yen and the Price for Tender Offer for Own Shares at 1,530 yen.

Furthermore, while receiving from Anderson Mori & Tomotsune the necessary legal advice regarding the methods and processes of the Company's Board of Directors' decision-making and other points to note, including procedures related to the Transaction, the Company also received from the Special Committee a written report as of November 7, 2025 ("Written Report"). (For the overview of the Written Report, please see "(II) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(3) Measures to ensure fairness and measures to avoid conflicts of interest" in "3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation") Furthermore, the Company has received from the Special Committee and together with the Written Report, the Company's share valuation report dated November 7, 2025 that the Special Committee received from YAMADA Consulting Group (hereinafter the "Share Valuation Report (YAMADA Consulting Group)"). (For the overview of the Share Valuation Report (YAMADA Consulting Group), please see "(III) Procurement by the special committee of a share valuation report from an independent third-party valuator" under "(3) Measures to ensure fairness and measures to avoid conflicts of interest" in "3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation")

On that basis, while taking into account the legal advice received from Anderson Mori & Tomotsune, the share valuation report obtained from Deloitte Tohmatsu dated November 7, 2025 ("Share Valuation Report (Deloitte Tohmatsu)"), and the Share Valuation Report (YAMADA Consulting Group), and while giving maximum respect to the contents of the Written Report submitted by the Special Committee, the Company carefully deliberated from the perspectives including whether the Transaction can enhance the Company's corporate value, and whether the Transaction, by being carried out through fair procedures, will ensure that the benefits to be enjoyed by general shareholders are secured.

As the market and business environments surrounding the Company are changing, if the Company were to address the Management Issues on its own, it would take time, entail the risk of missing favorable market opportunities, and could result in opportunity losses due to an inability to make sufficient investments. Accordingly, in order to achieve further growth, it was necessary for the Company to consider various initiatives, including capital participation by new partner companies.

The Company examined the benefits and synergies of implementing the Transaction. The Company believes that there are three benefits of taking the Company private through the implementation of the Transaction, namely: (i) the ability to undertake bold investment initiatives in an appropriate and timely manner; (ii) the ability to make management decisions from a medium- to long-term perspective without being concerned with short-term declines in sales or fluctuations in performance; and (iii) obtaining capital participation from new partners possessing the capabilities and expertise to resolve the Management Issues, thereby enabling the Company to address the Management Issue speedily.

With respect to (i) the investment initiatives, for each of the Management Issues referred to above - "continuous securing of engineering personnel," "establishing competitive advantages through technology and business models," and "initiatives for overseas operations" - bold investments at appropriate and timely junctures will be required, and therefore the Company considers the benefits and synergies to be high. With respect to (ii) management decision-making from a medium- to long-term perspective, as the Company advances selection and concentration in future business activities, there may in the short term be declines in sales and profits and management decisions that are difficult to adopt from the standpoint of securing short-term earnings; by going private, the Company can pursue decisions that are not swayed by short-term viewpoints, and therefore the Company considers the benefits and synergies to be high. With respect to (iii) jointly addressing issues with a new partner, the Third-Party Tender Offeror not only possesses knowledge of the staffing industry in which the Company

conducts its business, but also holds substantial resources for “initiatives for overseas operations,” the management issue of the Company, particularly substantial resources in the India region, and thus is an optimal partner for the Company to expand its staffing business in that region; accordingly, the Company considers the benefits and synergies to be extremely high. The Third-Party Tender Offeror is engaged in enhancing the value of various companies in global markets, including companies involved in staffing and recruitment. Moreover, in its global activities it holds substantial resources not only in India but also in the United States, which the Company envisages as a future expansion area, and therefore the Company believes the Third-Party Tender Offeror is a partner with whom the Company can, over the medium to long term, jointly address the Management Issues and enhance corporate value.

On the other hand, the Company also examined the disadvantages of implementing the Transaction. As disadvantages accompanying the taking the Company private through the implementation of the Transaction, the Company would be unable to raise funds by equity financing in the capital markets, and would no longer be able to enjoy benefits it has enjoyed as a listed company, such as increased name recognition and social credibility. However, in terms of financing and particularly with respect to equity financing, taking into account the Company’s current financial condition and the recent low interest-rate environment in indirect finance, it is possible to secure funds through internal resources and borrowings from financial institutions, and for the foreseeable future, the Company does not have a strong need to secure funds through equity financing. Moreover, insofar as improvements in name recognition and social credibility can be achieved through earnest business execution, the Company considers the disadvantages associated with taking the Company private to be limited. In addition, the Company also considered the impact on its business of terminating its capital relationship with its principal shareholders and coming under the Third-Party Tender Offeror’s control, but found no particular disadvantages, and thus believes that the benefits resulting from the Transaction outweigh those disadvantages.

Based on the foregoing, the Company has concluded that the Transaction will contribute to enhancing the Company’s corporate value.

In addition, it is considered that the Third-Party Tender Offer Purchase Price of 1,710 yen as described in “(I) Procurement by the Company of a share valuation report from an independent third-party valuator” and “(III) Procurement by the special committee of a share valuation report from an independent third-party valuator” under “(3) Measures to ensure fairness and measures to avoid conflicts of interest” in “3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation” below; (a) exceeds the upper limit of the range of value per share of the Company’s Stock calculated under the market price method by Deloitte Tohmatsu and YAMADA Consulting Group, (b) is within the range of the value per share of the Company’s Stock calculated under the discounted cash flow method (“DCF method”) by Deloitte Tohmatsu; (c) is within the range of the value per share of the Company’s Stock calculated under the DCF method by YAMADA Consulting Group; and (d) exceeds the upper limit of the range of the value per share of the Company’s Stock calculated under the comparable company method by YAMADA Consulting Group. In light of the above, the Third-Party Tender Offer Purchase Price is considered to have reached a level that is not disadvantageous to the minority shareholders of the Company in terms of comparison with the share value of the Company’s Stock calculated by Deloitte Tohmatsu and YAMADA Consulting Group. Furthermore, the Third-Party Tender Offer Purchase Price is amount obtained by adding 34.12% premium on the closing price of 1,275 yen for the Company’s Stock on the TSE Prime Market on November 7, 2025, the business day prior to the announcement date of the Third-Party Tender Offer, 36.91% on the simple average of the closing price of 1,249 yen for the past one month up to such date, 33.59% on the simple average of the closing price of 1,280 yen for the past three months up to such date, and 40.74% on the simple average of the closing price of 1,215 yen for the past six months up to such date, and is not substantially divergent compared to the median premium to market prices in 136 comparable cases of the same type of transactions that were announced after the Ministry of Economy, Trade and Industry published the “Fair M&A Guidelines” on June 28, 2019 and that had been completed as of October 31, 2025 (38.24% over the closing price on the business day prior to the announcement date, 40.40 % over the simple average of closing prices for the past one month prior to such date, 42.74% over the simple average of closing prices for the past three months prior to such date, and 44.89% over the simple average of closing prices for the past six months prior to such date) and, the premium attached to the Third-Party Tender Offer Purchase Price cannot be said to be at a level materially different from or unreasonable compared with such comparable cases, the Company considers it to be a reasonable level and not materially inferior to those cases.

Based on the above, at the Board of Directors meeting held on November 10, 2025, the Company resolved to express its opinion in favor of the Third-Party Tender Offer, and to recommend that the shareholders of the Company tender their shares in the Third-Party Tender Offer and to entrust the holders of the Share Options (the “Share Option Holders”) to determine whether or not to tender their shares in the Third-Party Tender Offer.

In addition, the Company has noted that as of November 10, 2025:

(i) the Transaction was scheduled to be implemented following a non-tender agreement between the Third-Party Tender Offeror and La Terre Holdings, which was the Company’s largest shareholder, concerning the Third-Party Tender Offer, and upon agreement between the parties regarding the Price for Tender Offer for Own Shares, and that if La Terre Holdings did not agree to the implementation of the Transaction, including the Price for Tender Offer for Own Shares, it was highly likely that the Third-Party Tender Offer itself would not be implemented and the Company’s general shareholders would lose the opportunity to sell the Company’s Stock through the Third-Party Tender Offer;

(ii) the purpose of the Transaction was considered fundamentally reasonable (the Transaction contributes to enhancing the Company’s corporate value), and that as the Company, through sincere negotiations with the Third-Party Tender Offeror, secured a substantial increase from the initial proposed price, the Third-Party Tender Offer Purchase Price had been agreed as a reasonable level reflecting the Company’s intrinsic value, and a reasonable premium had been applied based on comparable transaction precedents, and that, considering that during these negotiations, the Company proposed to the Third-Party Tender Offeror that the Third-Party Tender Offer Purchase Price should be increased, ultimately resulting in a reasonable price differential being established between the Third-Party Tender Offer Purchase Price and the Price for Tender Offer for Own Shares, it was considered that a reasonable level of consideration will be distributed to the Company’s general shareholders through the Third-Party Tender Offer; and

(iii) if the Tender Offer for Own Shares were not implemented in the Transaction and the delisting of the Company’s Stock were pursued solely through the Third-Party Tender Offer, it was anticipated that the consideration obtainable by the Company’s general shareholders through the tender offer (namely, the tender offer price) would be lower, and that on the other hand, the net proceeds after tax from tendering shares in the Tender Offer for Own Shares by La Terre Holdings would depend in part on applicable tax regimes, and therefore the Transaction, including the Third-Party Tender Offer scheduled to be conducted at the Third-Party Tender Offer Purchase Price finally agreed upon, provided the Company’s general shareholders with an appropriate opportunity to sell the Company’s Stock; and as described in “(II) Establishment by the Company of an independent special committee and procurement of a written report from the committee” under “(3) Measures to ensure fairness and measures to avoid conflicts of interest” in “3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation” below,

the Company, having noted that the Special Committee had presented a similar view with respect to the above (i) through (iii), determined that, as part of the Transaction following the implementation of the Third-Party Tender Offer, conducting the Tender Offer for Own Shares at a purchase price of 1,530 yen would be reasonable in light of the interests of the shareholders of the Company, and resolved that, on the condition that all preconditions for the Tender Offer for Own Shares are satisfied, as the second stage of the Transaction following the implementation of the Third-Party Tender Offer, and pursuant to the provisions of the Company’s Articles of Incorporation pursuant to Article 459, Paragraph 1 of the Companies Act and the provisions of Article 156, Paragraph 1 of the same Act, it intends to conduct a Tender Offer for Own Shares at a purchase price of 1,530 yen as the acquisition of treasury shares and the specific method thereof.

For details of the resolution made by the Company’s Board of Directors, please see “(V) Unanimous approval of all disinterested directors (including Audit and Supervisory Committee members) of the Company” under “(3) Measures to ensure fairness and measures to avoid conflicts of interest” in “3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation.”

As the Third-Party Tender Offer was subsequently completed as detailed above, in response to a request by the Third-Party Tender Offeror and as announced in the Opinion Statement Press Release, at the Company’s Board of Directors meeting held on January 26, 2026, the Company resolved to submit to the Extraordinary General Shareholders Meeting a proposal for a Share Consolidation of 9,920,420 shares of the Company’s Stock into one share as stated in “(2) Details of the share consolidation” under “2. Overview of the Share Consolidation” below, in order to make the Third-Party Tender

Offeror the Company’s sole shareholder, subject to shareholder approval at the Extraordinary General Shareholders Meeting and completion of the Tender Offer for Own Shares.

In addition, if the Share Consolidation becomes effective, as of May 15, 2026, the number of the Company’s Stock held by shareholders other than the Third-Party Tender Offeror is expected to be a fraction less than one share.

For details on the background of the Transaction, please also see the Opinion Statement Press Release, the Press Release for Planned Tender Offer for Own Shares and Press Release on the Third-Party Tender Offer Result.

2. Overview of the Share Consolidation

(1) Schedule of the Share Consolidation

(1)	Public notice of the record date for the Extraordinary General Shareholders Meeting	December 16, 2025
(2)	Record date for the Extraordinary General Shareholders Meeting	December 31, 2025
(3)	Date of resolution by the Board of Directors	January 26, 2026
(4)	Date of the Extraordinary General Shareholders Meeting	February 25, 2026 (planned)
(5)	Date of delisting of the Company’s Stock	The date of disclosure of the completion of the Tender Offer for Own Shares, which is a condition precedent to the Share Consolidation taking effect (scheduled for around early April 2026)
(6)	Final date of trading of the Company’s Stock	May 12, 2026 (planned)
(7)	Date of delisting of the Company’s Stock	May 13, 2026 (planned)
(8)	Effective date of the Share Consolidation	May 15, 2026 (planned)

(2) Details of the share consolidation

(I) Type of shares to be consolidated

Common Shares

(II) Ratio of consolidation

Each 9,920,420 shares of the Company’s Stock will be consolidated into one share.

(III) Decrease in the total number of outstanding shares

To be determined

(Note) At the Board of Directors meeting held today, the Company resolved to cancel all treasury shares held as of the day preceding the effective date of the Share Consolidation. As the total number of shares to be cancelled is to be determined, the decrease in the total number of outstanding shares is yet to be determined.

(IV) Total number of outstanding shares before the effective date

To be determined

(Note) As stated in “(III) Decrease in the total number of outstanding shares” above, as the total number of shares to be canceled is yet to be determined, the total number of outstanding shares before the effective date is also yet to be determined.

(V) Total number of outstanding shares after the effective date

4 shares

(VI) Total number of authorized shares on the effective date

16 shares

(VII) Method of treatment of fractional shares less than one share and amount of cash expected to be delivered to shareholders as a result of such treatment

As stated in “1. Purpose of and reason for the share consolidation” above, the Share Consolidation is a procedure designed to make the Third-Party Tender Offeror the sole shareholder of the Company, and as a result of the Share Consolidation, the number of the Company’s Stock held by shareholders other than the Third-Party Tender Offeror is expected to be a fraction less than one share.

Regarding the method of treatment of fractions of less than one share resulting from the Share Consolidation, the Company will sell a number of shares equivalent to the total number of shares (Any fractional amount less than one share in the total number of shares will be rounded down in accordance with Article 235, Paragraph 1 of the Companies Act.) (“Shares Equivalent to Fractional Shares”), and the proceeds from the sale will be delivered to shareholders who hold fractional shares in proportion to the respective number of fractional shares they hold.

Such sale will be carried out as part of the Transaction for the purpose of making the Company a wholly owned subsidiary of the Third-Party Tender Offeror through the Share Consolidation, and given this purpose, since it is consistent for the Third-Party Tender Offeror to be the purchaser of the Shares Equivalent to Fractional Shares, the Company plans to sell the Shares Equivalent to Fractional Shares to the Third-Party Tender Offeror upon obtaining permission from the court, pursuant to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same act.

Regarding the sale price in this case, if the necessary court permission is obtained as planned, the Company plans to set a price that ensures delivery of an amount equivalent to the value obtained by multiplying the number of the Company’s Stock held by shareholders by 1,710 yen, which is the same as the Third-Party Tender Offer Purchase Price. However, the actual amount to be delivered may differ from the above amount in cases where permission of the court cannot be obtained or where fractional adjustments are required in the calculation.

3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation

(1) Basis for and reasons for the amount of cash expected to be delivered to shareholders due to the handling of fractional shares

(I) Considerations to ensure that the interests of the Company’s shareholders other than the parent company, should a parent company or similar entity exist, are not harmed

Although the Share Consolidation will be carried out as part of the Transaction, specifically as the second step procedure in a so-called two-step acquisition following the Two Tender Offers, as of November 10, 2025, when a resolution pertaining to the start of the Third-Party Tender Offer by the Third-Party Tender Offeror was passed, the Company was not a subsidiary of the Third-Party Tender Offeror and the Third-Party Tender Offer did not constitute a tender offer by a controlling shareholder. Furthermore, there are no plans for all or part of the Company’s management to invest directly or indirectly in the Third-Party Tender Offeror, thus the Transaction, which includes the Two Tender Offers, did not constitute a so-called management buyout. However, the Third-Party Tender Offeror (i) has entered into a tender agreement (the “Tender Agreement”) with Mr. Izumi Okubo, La Terre Next Co., Ltd., Ippan Shadan Hojin La Terre Next and La Terre Holdings, to tender all of the Company’s Stock held by Mr. Izumi Okubo (3,999,600 shares; ownership ratio: 7.51%), and Ippan Shadan Hojin La Terre Next (3,785,800 shares; ownership ratio: 7.11%) in the Third-Party Tender Offer and reinvest in the Third-Party Tender Offeror; (ii) had entered into the Master Agreement with the Company and La Terre Holdings under which the Company was expected to acquire the Shares Subject to Agreement Not to Tender from La Terre Holdings in the Tender Offer for Own Shares. In light of the foregoing and given that the interests of Mr. Izumi Okubo, Ippan Shadan Hojin La Terre Next and La Terre Holdings may not necessarily align with the interests of the Company’s minority shareholders, the Company implemented the measures stated in “(3) Measures to ensure fairness and measures to avoid conflicts of interest” below, to ensure the fairness of the Third-Party Tender Offer Purchase Price and the Price

for Tender Offer for Own Shares, and to avoid conflicts of interest.

(II) Matters concerning the method of treatment of fractional shares when fractions of less than one share arise and the amount of cash expected to be delivered to shareholders as a result of such treatment and the reasonableness of that amount

(i) Whether there are plans to implement treatment pursuant to Article 235, Paragraph 1 of the Companies Act, or Article 234, Paragraph 2 of the same act as applied mutatis mutandis pursuant to Article 235, Paragraph 2, and the reasons therefor

As stated in “(VII) Method of treatment of fractional shares less than one share and amount of cash expected to be delivered to shareholders as a result of such treatment” under “(2) Details of the share consolidation” in “2. Overview of the Share Consolidation,” as a result of the Share Consolidation, the number of the Company’s Stock held by shareholders other than the Third-Party Tender Offeror is expected to be a fraction less than one share. Regarding fractions of less than one share that arise as a result of the Share Consolidation, the Company will sell a number of shares equivalent to the total number of shares (Any fractional amount less than one share in the total number of shares will be rounded down.), and the proceeds from the sale will be delivered to shareholders in proportion to the number of fractional shares they hold.

In the sale in question, as the Company’s Stock is expected to be delisted on May 13, 2026 and the shares will subsequently no longer have a market price, and given that, among other factors:

(i) it is highly unlikely that a purchaser of the shares would appear through an auction;

(ii) the Share Consolidation will be conducted to make the Third-Party Tender Offeror the Company’s sole shareholder and take the Company’s Stock private, and the Third-Party Tender Offeror becoming the purchaser of the Shares Equivalent to Fractional Shares is consistent with said purpose; and

(iii) there is no need to increase the Company’s treasury shares,

the Company plans to sell the Shares Equivalent to Fractional Shares to the Third-Party Tender Offeror upon obtaining permission from the court, pursuant to Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same act.

Regarding the sale price in this case, if the necessary court permission is obtained as planned, the Company plans to set a price that ensures delivery of an amount equivalent to the value obtained by multiplying the number of the Company’s shares held by shareholders by 1,710 yen, which is the same as the Third-Party Tender Offer Purchase Price. However, the actual amount to be delivered may differ from the above amount in cases where permission of the court cannot be obtained or where fractional adjustments are required in the calculation.

(ii) Name of the person or entity expected to become the purchaser of the shares related to the sale

KJ003 Co., Ltd. (the Third-Party Tender Offeror)

(iii) Method of securing funds for the payment of the consideration connected with the sale that the person expected to become the purchaser of the shares connected with the sale will use, and the reasonableness of that method

The Third-Party Tender Offeror plans to obtain funding related to the acquisition of the Company’s Stock equivalent to the total number of fractional shares that arise as a result of the Share Consolidation through an investment from its parent company KJ003 Group Co., Ltd.

The Company has verified the method the Third-Party Tender Offeror will use to secure the funds by confirming the certificate of capital contribution and certificate of financing attached to the Tender Offer Registration Statement submitted on November 11, 2025 and the Amendment Statement to the Tender Offer Registration Statement submitted on December 4, 2025. In addition, according to the Third-Party Tender Offeror, no events that could impede the payment of the price for the sale of the Company’s Stock equivalent to the total number of fractional shares of less than one share arising as a result of the Share Consolidation have occurred, and it is not recognized that there is a possibility that such impediments should occur in the future. Therefore, the Company has determined that the method to secure funds for payment of the price for the sale of the Company’s Stock equivalent to the total

number of fractional shares of less than one share arising as a result of the Share Consolidation is reasonable.

(iv) Expected timing of the sale and timing of the delivery of proceeds from the same to shareholders

The Company plans to petition the court for permission to sell the Shares Equivalent to Fractional Shares to the Third-Party Tender Offeror pursuant to Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same act, around early June 2026. The Company anticipates that, upon obtaining permission from the court, it will sell the Company's Stock in question to the Third-Party Tender Offeror from around late June 2026 to early July 2026. The Company anticipates that upon completion of the necessary preparations to deliver the sales proceeds to the shareholders, the disbursements will be made to the shareholders around late August 2026.

The Company has determined that, taking into account the time required for the series of procedures pertaining to the sale from the effective date the Share Consolidation, the Shares Equivalent to Fractional Shares will be sold and the proceeds of the sale will be delivered to shareholders at each of the times set forth above.

(v) Matters concerning the amount of cash expected to be delivered to shareholders due to the handling of fractional shares and the reasonableness of that amount

Under the Share Consolidation, the Company plans to deliver to the shareholders an amount equivalent to the value obtained by multiplying the number of shares of the Company's Stock held by the shareholders by 1,710 yen, which is the same as the Third-Party Tender Offer Purchase Price.

Among the valuation results of the Company's Stock prepared by Deloitte Tohmatsu and YAMADA Consulting Group as stated in "(I) Procurement by the Company of a share valuation report from an independent third-party valuator" and "(III) Procurement by the special committee of a share valuation report from an independent third-party valuator" under "(3) Measures to ensure fairness and measures to avoid conflicts of interest" below, the Third-Party Tender Offer Purchase Price of 1,710 yen

(a) exceeds the upper limit of the range of value per share of the Company's Stock calculated under the market price method;

(b) is within the range of the value per share of the Company's Stock calculated under the DCF method by Deloitte Tohmatsu;

(c) is within the range of the value per share of the Company's Stock calculated under the DCF method by YAMADA Consulting Group; and

(d) exceeds the upper limit of the range of the value per share of the Company's Stock calculated under the comparable company method by YAMADA Consulting Group.

In light of these factors, the Third-Party Tender Offer Purchase Price is considered to have reached a level that is not disadvantageous to the minority shareholders of the Company in terms of comparison with the share value of the Company's Stock calculated by Deloitte Tohmatsu and YAMADA Consulting Group. Furthermore, the Third-Party Tender Offer Purchase Price is an amount obtained by adding a 34.12% premium on the closing price of 1,275 yen for the Company's Stock on the TSE Prime Market on November 7, 2025, the business day prior to the announcement date of the Third-Party Tender Offer, 36.91% on the simple average of the closing price of 1,249 yen for the past one month up to such date, 33.59% on the simple average of the closing price of 1,280 yen for the past three months up to such date, and 40.74% on the simple average of the closing price of 1,215 yen for the past six months up to such date, and is not substantially divergent compared with the median premium to market prices in 136 comparable cases of the same type of transactions that were announced after the Ministry of Economy, Trade and Industry published the "Fair M&A Guidelines" on June 28, 2019 and that had been completed as of October 31, 2025 (38.24% over the closing price on the business day prior to the announcement date, 40.40% over the simple average of closing prices for the past one month up to such date, 42.74% over the simple average of closing prices for the past three months up to such date, and 44.89% over the simple average of closing prices for the past six months up to such date) and, the premium attached to the Third-Party Tender Offer Purchase Price cannot be said to be at a level materially different from or unreasonable compared with such comparable cases.

Therefore, the Company considers it to be a reasonable level and not materially inferior to those cases.

Based on the above, at the Board of Directors meeting held on November 10, 2025, the Company resolved to express its opinion in favor of the Third-Party Tender Offer and to recommend that the shareholders of the Company tender their shares and leave it to the share option holders' discretion whether or not to tender in the Third-Party Tender Offer.

In addition, the Company has confirmed that there have been no major changes to the terms forming the basis for the Company's determination regarding the Third-Party Tender Offer Purchase Price since the time it expressed its opinion in favor of the Third-Party Tender Offer and recommended that the Company's shareholders tender their shares in the tender offer, up to the time the Company's Board of Directors resolved to convene the Extraordinary General Shareholders Meeting on January 26, 2026.

Given the above, the Company has determined that the method of treatment of fractional shares and the amount of money expected to be delivered to shareholders as a result of such treatment are reasonable.

(III) Disposal of important assets, the assumption of significant liabilities and other events that significantly impact the Company's assets that have occurred after the end of the most recent fiscal year

(i) Third-Party Tender Offer

As stated in "1. Purpose of and reason for the share consolidation" above, the Third-Party Tender Offeror implemented the Third-Party Tender Offer for the Company's Stock from November 11, 2025 to December 23, 2025, and as a result, as of December 30, 2025 (the settlement commencement date of the Third-Party Tender Offer), the Third-Party Tender Offeror had come to hold 29,761,258 shares of the Company's Stock (ownership ratio: 55.89%).

(ii) Non-payment of dividends

As announced in "Notice Regarding Revision of Dividend Forecast for the Fiscal Year Ending March 2026 (No Dividend)" released on November 10, 2025, at the Company's Board of Directors meeting held the same day, the Company resolved to revise the dividend forecast for the fiscal year ending March 31, 2026, and not to pay an interim dividend with a record date of September 30, 2025 (the end of the second quarter) or a year-end dividend with a record date of March 31, 2026 (the end of the fiscal year). For further details, please see the details of the release.

(iii) Tender Offer for Own Shares (planned)

As stated in "1. Purpose of and reason for the share consolidation" above, at the Company's Board of Directors meeting held on November 10, 2025, the Company resolved that, subject to all preconditions for the Tender Offer for Own Shares being satisfied, as the second stage of the Transaction following the implementation of the Third-Party Tender Offer, and pursuant to the provisions of the Company's Articles of Incorporation under Article 459, Paragraph 1 of the Companies Act, and the provisions of Article 156, Paragraph 1 of the same act, it intends to conduct a Tender Offer for Own Shares at a purchase price of 1,530 yen as the acquisition of its own shares and the specific method thereof.

(iv) Cancellation of treasury shares

At a meeting of the Board of Directors held on January 26, 2026, the Company resolved to cancel all treasury shares held as of May 14, 2026. This cancellation of treasury shares is conditional upon the approval of the proposal concerning the Share Consolidation at this Extraordinary General Meeting of Shareholders as originally proposed and the successful completion of the Tender Offer for Own Shares.

(2) Expected delisting

(I) Delisting

As stated in "1. Purpose of and reason for the share consolidation" above, the Company plans to have the Company's

Stock delisted by completing the necessary procedures based on the Tokyo Stock Exchange delisting criteria after implementing the Share Consolidation, subject to obtaining shareholder approval at the Extraordinary General Shareholders Meeting and completing the Tender Offer for Own Shares to make the Third-Party Tender Offeror the sole shareholder of the Company.

In terms of the schedule, after being designated as securities to be delisted from the date of disclosure of the completion of the Tender Offer for Own Shares, which is a condition precedent to the Share Consolidation taking effect (planned for around early April 2026), to May 12, 2026, the Company's Stock will be delisted as of May 13, 2026. After the delisting, the Company's Stock will no longer be available for trading on the TSE Prime Market.

(II) Reasons to aim for delisting

As stated in "1. Purpose of and reason for the share consolidation" above, the Company determined that taking the Company's Stock private through the Transaction would help enhance the corporate value of the Company.

(III) Impact on and approach to minority shareholders

As stated in "(II) Establishment by the Company of an independent special committee and procurement of a written report from the committee" under "(3) Measures to ensure fairness and measures to avoid conflicts of interest," on November 7, 2025 the Company received the Written Report from the Special Committee, which stated that the Transaction would not pose a disadvantage to minority shareholders.

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

The Share Consolidation will be carried out as the second step procedure in a so-called two-step acquisition following the Two Tender Offers, and as stated in "(6) Measures to ensure the fairness of the Transaction including the Two Tender Offers, such as measures to ensure the fairness of the prices of purchase and measures to avoid conflicts of interest" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Opinion Statement Press Release, as of the issuance of the Opinion Statement Press Release, the Company was not a subsidiary of the Third-Party Tender Offeror, thus the Third-Party Tender Offer did not constitute a tender offer by a controlling shareholder, and as there were no plans for all or part of the Company's management to invest directly or indirectly in the Third-Party Tender Offeror, the Transaction, which includes the Two Tender Offers, did not constitute a so-called management buyout. However, given that the interests of Mr. Izumi Okubo, Ippan Shadan Hojin La Terre Next, La Terre Holdings, and the Company's minority shareholders may not necessarily align, because of the fact that the Third-Party Tender Offeror: (i) entered into the Tender Agreement with Mr. Izumi Okubo, La Terre Next Co., Ltd., Ippan Shadan Hojin La Terre Next, and La Terre Holdings, under which it was planned that all of the Company's Stock held by Mr. Izumi Okubo and Ippan Shadan Hojin La Terre Next would be tendered in the Third-Party Tender Offer and that the reinvestment would be implemented; and (ii) entered into the Master Agreement with the Company and La Terre Holdings, under which it was planned that the Shares Subject to Agreement Not to Tender would be acquired by the Company from La Terre Holdings in the Tender Offer for Own Shares, the following measures were implemented to ensure the fairness of the Third-Party Tender Offer Purchase Price and the Price for Tender Offer for Own Shares and to avoid conflicts of interest. The following descriptions regarding measures implemented by the Third-Party Tender Offeror are based on explanations received from the Third-Party Tender Offeror.

According to the Third-Party Tender Offeror, setting a minimum number of shares to be purchased equivalent to a so-called "Majority of Minority" could destabilize the completion of the Third-Party Tender Offer and rather may not serve the interests of general shareholders wishing to tender in the Third-Party Tender Offer. Therefore, no minimum number of shares to be purchased equivalent to a "Majority of Minority" was set for the Third-Party Tender Offer. However, the Third-Party Tender Offeror believes that due consideration has been given to the interests of the Company's general shareholders, as the Third-Party Tender Offeror and the Company implemented the following measures.

(I) Procurement by the Company of a share valuation report from an independent third-party valuator

In examining the Third-Party Tender Offer Purchase Price proposed by KKR and expressing the Company's opinion regarding the Third-Party Tender Offer, as a measure to ensure the fairness, the Company obtained the Share Valuation Report (Deloitte Tohmatsu) dated November 7, 2025 from Deloitte Tohmatsu, a financial advisor and third-party valuator independent of the Company, the Third-Party Tender Offeror, Mr. Izumi Okubo, La Terre Holdings, La Terre Next Co., Ltd., and Ippan Shadan Hojin La Terre Next. For the avoidance of doubt, Deloitte Tohmatsu is not a related party of the Company and the Third-Party Tender Offeror and has no material interest in relation to the Transaction, including the Third-Party Tender Offer. The Special Committee has confirmed that there is no issue regarding the independence of Deloitte Tohmatsu. Further, given the measures to ensure the fairness of the Third-Party Tender Offer Purchase Price and measures to avoid conflicts of interest implemented during the Transaction, the Company believes that the interests of its minority shareholders were afforded sufficient consideration, and has not obtained an opinion regarding the fairness of the Third-Party Tender Offer Purchase Price (fairness opinion) from Deloitte Tohmatsu.

For the avoidance of doubt, fees payable to Deloitte Tohmatsu in relation to the Transaction include incentive fees payable subject to the successful completion of the Transaction or other conditions. Taking into account the general practices in transactions of the same type and the appropriateness of the fee system that imposes considerable financial burdens on the Company even if the Transaction fails, the Company determined that inclusion of the incentive fees payable subject to the consummation of the Third-Party Tender Offer would not necessarily negate the independence, and based on such determination, the Company appointed Deloitte Tohmatsu as its financial advisor and third-party valuator under such fee system.

After examining the valuation method to be adopted in the valuation of the Company's Stock from among various valuation methods, based on the premise that the Company is a going concern and the belief that the stock value of the Company should be evaluated from multiple perspectives, Deloitte Tohmatsu used the following methods to analyze the stock value of the Company: the market price method as the Company's Stock is listed on the TSE Prime Market and has a market price; and the DCF method to reflect the details and forecasts of the Company's business performance in the valuation.

The range of the value per share of the Company's Stock calculated by Deloitte Tohmatsu under each of the above methods is as follows:

Market price analysis: 1,215 yen to 1,280 yen

DCF method: 1,556 yen to 1,993 yen

Under the market price method, with November 7, 2025 being set as the valuation reference date, the value per share of the Company's Stock was calculated to range from 1,215 yen to 1,280 yen, based on the closing price of the Company's Stock on the TSE as of the valuation reference date of 1,275 yen, the simple average of the closing prices for the past one month up to such date of 1,249 yen, the simple average of the closing prices for the past three months up to such date of 1,280 yen, and the simple average of the closing prices for the past six months up to such date of 1,215 yen.

Then, under the DCF method, under various assumptions including the earnings and investment plans shown in the business plan developed by the Company for the period from the fiscal year ending March, 2026 to the fiscal year ending March, 2029 ("Business Plan"), as well as publicly disclosed information, the corporate value and share value of the Company were evaluated by discounting the free cash flow expected to be generated by the Company from the third quarter of the fiscal year ending March 2026 onward back to the present value using a certain discount rate, and the value per share of the Company's Stock was calculated to range from 1,566 yen to 1,993 yen.

The Business Plan that Deloitte Tohmatsu adopted as the basis for its valuation under the DCF method includes fiscal years that anticipate substantial year-on-year profit increases. Specifically, it projects that operating income for the fiscal year ending March 31, 2028 will amount to 7.7 billion yen (a year-on-year increase of 41.8%), primarily as a result of increased numbers of engineers on assignment and higher average billing unit rates in the engineer staffing

service. The Business Plan, however, is not premised on the execution of the Transaction, and any synergy effects that might be realized upon execution of the Transaction have not been incorporated into the Business Plan because they cannot be estimated with sufficient specificity at this time.

(Note) In calculating the share value of the Company's Stock, Deloitte Tohmatsu principally adopted the information provided by the Company and information publicly available, on the assumption that such materials and information are complete and accurate and that there are no undisclosed facts to Deloitte Tohmatsu that could have a material impact on the valuation, and it did not independently verify the accuracy or completeness of such materials and information. In addition, with respect to the Business Plan, it was prepared on a reasonable basis based on the best estimates and judgments currently available to the Company's management at this time. Deloitte Tohmatsu did not perform its own appraisal or assessment of the Company's or its affiliates' assets and liabilities (including derivative financial instruments, off-balance-sheet assets and liabilities and other contingent liabilities), nor did it commission independent third-party appraisals or assessments. Deloitte Tohmatsu's valuation reflects the information described above as of November 7, 2025.

(II) Establishment by the Company of an independent special committee and procurement of a written report from the committee

In order to be prudent in the Company's decision making regarding the Transaction, the Company established the Special Committee on September 4, 2025, with the aim of eliminating arbitrariness and potential conflict of interest from and ensuring fairness in the decision making process of the Company's Board of Directors, which consists of three members who are independent of the Company, the Third-Party Tender Offeror, Mr. Izumi Okubo, La Terre Holdings, La Terre Next Co., Ltd., and Ippan Shadan Hojin La Terre Next, and the success or failure of the Transaction, namely, Ms. Kazuko Nakada (the Company's outside director, Audit and Supervisory Committee member, and independent officer), Ms. Yuriko Yoshitsune (the Company's outside director, Audit and Supervisory Committee member, and independent officer), and Mr. Akito Takahashi (attorney-at-law, Takahashi & Katayama). (Among the members of the Special Committee, Ms. Kazuko Nakada and Ms. Yuriko Yoshitsune who are the Company's outside directors will be paid fees on a fixed basis and Mr. Akito Takahashi who is an external expert will be paid fees on a time-based basis and neither fee includes success-based fees, which are typically payable on the condition that the Transaction is successful. The Company has appointed these three members of the Special Committee since its establishment, and the Company has not changed the members of the Special Committee.). Mr. Heizo Takenaka, an outside director of the Company, was not appointed as a member of the Special Committee because, owing to his busy schedule, he was likely to find it difficult to devote himself to participating in and deliberating at Special Committee meetings that are convened multiple times in a short period of time and on short notice. In addition, by election among the members, Ms. Kazuko Nakada was selected as chair of the Special Committee.

Upon establishment of the Special Committee, the Company's Board of Directors consulted with the Special Committee on (1) whether the purpose of the Transaction is considered reasonable (including whether the Transaction contributes to the enhancement of the Company's corporate value); (2) whether the fairness and appropriateness of the terms and conditions of the Transaction (including the appropriateness of the method of implementation and consideration of the Transaction) are ensured; (3) whether the fairness of the procedures of the Transaction is ensured; (4) based on (1) through (3) above, whether the Transaction is considered not disadvantageous to the Company's minority shareholders; and (5) if the Transaction involves a third-party tender offer for the Company's Stock and the Company's share options, whether the Company's Board of Directors should express an opinion in favor of such tender offer and recommend that the Company's shareholders and holders of the Company's share options tender their holdings to the offer. On October 14, 2025, KKR made a legally binding proposal to the Company concerning the implementation of the Transaction, and it was clarified that the Transaction does not fall under MBO, etc. defined in the Securities Listing Regulations of the TSE considering the details of the proposal. Taking this into account, the Company, at the meeting of its Board of Directors held on October 23, 2025, changed "based on (1) through (3) above, whether the Transaction is considered to be fair to the Company's general shareholders" in (4) above among the

consulted matters to “based on (1) through (3) above, whether the Transaction is considered not disadvantageous to the Company’s minority shareholders” (hereinafter the consulted matters after change shall be collectively referred to as the “Consulted Matters”).

Furthermore, the Company’s Board of Directors has also resolved that their decisions concerning the Transaction will be made with the utmost respect for the opinion of the Special Committee and they will not decide to implement the Transaction if the Special Committee determines that the terms and conditions of the Transaction are not appropriate.

In addition, the Company’s Board of Directors has also resolved that the Company will authorize the Special Committee to: (a) appoint or approve (including ex-post facto approval) the Advisors; (b) appoint its own Advisors, if the Special Committee deems it necessary (the reasonable costs associated with the professional advice of the Advisors of the Special Committee will be borne by the Company); (c) receive from the Company’s officers and employees and such other persons as the Special Committee deems it necessary any information necessary to consider and make judgments concerning the Transaction; and (d) be substantially involved in the process of negotiating the terms and conditions of the Transaction by, for example, confirming in advance the policies for negotiating the terms and conditions of the Transaction, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests.

The Special Committee has appointed YAMADA Consulting Group as its own financial advisor and third-party valuator. Furthermore, the Special Committee approved the appointment of Deloitte Tohmatsu, which is a financial advisor and third-party valuator of the Company, and Anderson Mori & Tomotsune, which is a legal advisor of the Company, after confirming each of their degree of independence, expertise, and track record.

Taking into account the above, the Special Committee held discussions with YAMADA Consulting Group, Deloitte Tohmatsu, and Anderson Mori & Tomotsune, and discussed and examined the Consulted Matters. The Special Committee, after such careful discussion and examination on the Consulted Matters, as of November 7, 2025, submitted the Written Report as follows with a unanimous consent of all committee members to the Company’s Board of Directors.

(a) Details of report

1. Regarding “whether the purpose of the Transaction is considered reasonable (including whether the Transaction contributes to the enhancement of the Company’s corporate value),” the purpose of the Transaction is considered reasonable (the Transaction contributes to enhancing the Company’s corporate value).
2. Regarding “whether the fairness and appropriateness of the terms and conditions of the Transaction (including the appropriateness of the method of implementation and consideration of the Transaction) are ensured,” the fairness and appropriateness of the terms and conditions of the Transaction (including the appropriateness of the method of implementation and consideration of the Transaction) are considered to be ensured.
3. Regarding “whether the fairness of the procedures of the Transaction is ensured,” the fairness of the procedures of the Transaction, including the Third-Party Tender Offer is considered to be ensured.
4. Regarding “whether, based on 1. through 3. above, the Transaction is considered not disadvantageous to the Company’s minority shareholders,” based on 1. through 3. above, the Transaction is considered not disadvantageous to the Company’s minority shareholders.
5. Regarding “if the Transaction involves a third-party tender offer for the Company’s Stock and the Company’s share options, whether the Company’s Board of Directors should express an opinion in favor of such tender offer and recommend that the Company’s shareholders and holders of the Company’s share options tender their holdings to the offer,” based on 1. through 4. above, it is appropriate (i.e., “affirmative”) for the Company’s Board of Directors to express an opinion in favor of the Third-Party Tender Offer and to recommend that the Company’s shareholders tender their shares in the Third-Party Tender Offer, while leaving the decision whether to tender in the Third-Party Tender Offer to the discretion of holders of the Company’s share options at this time. (Therefore, it is considered that the Company’s Board of Directors resolving the following would not be disadvantageous to the Company’s minority shareholders: (i) expressing an opinion in favor of the Third-Party Tender Offer and recommending that the Company’s shareholders tender their shares in the Third-Party Tender Offer, while leaving the decision whether to tender in the

Third-Party Tender Offer to the discretion of holders of the Company's share options; and (ii) implementing the Squeeze-Out Procedures using a share consolidation method after the Third-Party Tender Offer.)

(b) Grounds for report

1. Regarding "whether the purpose of the Transaction is considered reasonable (including whether the Transaction contributes to the enhancement of the Company's corporate value)"

(Conclusion)

The purpose of the Transaction is considered reasonable (the Transaction contributes to enhancing the Company's corporate value).

(Reason)

The explanations provided by the Company and the Third-Party Tender Offeror regarding "(a) the purpose, necessity and background of the Transaction" and "(b) the merits of the Transaction to be conducted following the Third-Party Tender Offer" are considered to be specific and reasonable, based on the Company's current business activities and management situation.

(1) Outline of the Company's business activities and management policy

- The Company Group (the Company and the Company's consolidated subsidiary) comprises the Company and one consolidated subsidiary. The Company was established in April 1981, as a company principally engaged in staffing services. Thereafter, while opening offices in various locations and expanding its business, it listed its shares on the First Section of the TSE in March 2020. Subsequently, following the TSE's market reclassification, the Company transitioned from the First Section to the Prime Market, and, as of the submission date of the Written Report, is listed on the Prime Market of the TSE.

- The Company has been proactively promoting the use of AI. In April 2016, it launched an AI enabled talent matching platform service, and in July, 2018, on the basis of that AI platform, it launched "Cognavi," a recruitment site that visualizes engineers' skills. Engineer staffing service is currently the Company Group's principal business, accounting for 98.8% of net sales for the fiscal year ended March 31, 2025. In respect of this engineer staffing service, as of March 31, 2025, the Company Group had dispatched 4,486 engineers employed as regular employees to 1,376 offices. In addition, the Company Group provides four "Cognavi" services intended to support engineers across all career stages—from career support for newly graduated science and engineering students to career change support and education.

- The Special Committee has been informed that the outlines of the engineer staffing service and the "Cognavi" services are as follows.

(A) Engineer staffing

The engineer staffing service primarily targets the eight principal mechanical-and-electrical industries (automotive, transportation machinery, industrial machinery, precision instruments, electrical equipment, home appliances, electronic components, and information and communications) and, within those industries, approximately 3,200 establishments with 100 or more employees, as well as the departments of those establishments. The Company has been able to obtain orders from a large number of clients without concentration in particular companies or projects, and therefore has a broad and stable business base. The Company dispatches engineers to its client companies for roles such as design and development, testing and evaluation, production engineering and quality assurance. As a general principle, the Company employs dispatched engineers as its regular employees and, by selecting workplaces within the employee's commuting distance, provides a stable working environment.

(B) Engineer placement and other (the "Cognavi" services)

Since its establishment, the Company has primarily engaged in engineer staffing services. Taking into account the following three points, the Company is pursuing a new business model that anticipates market trends: (i) to make clear selection and concentration with respect to the Company's client companies and engineers; (ii) to promote sales

activities initiated from job-seeking personnel rather than the client-demand-driven sales activities common in the staffing business; and (iii) to utilize information and communication technology (ICT) to pursue efficiency in business processes, aiming to move away from labor-intensive activities in recruitment. The embodiment of these characteristics is “Cognavi”, a direct-matching system based on engineers’ skills. In order to capture all patterns of personnel flow in the engineer labor market, the Company has established four Cognavi services (“Cognavi Staffing” (engineer staffing service), “Cognavi Career Change,” “Cognavi New Graduates,” and “Cognavi College”) thereby building a business model that covers all routes for hiring engineers.

(2) Outline of the Company’s business environment and management challenges

- The Special Committee has been informed that, in conducting the above businesses, and in light of changes in the market and business environment surrounding the Company, it recognizes, in particular, the following three matters as management issues (“Management Issues”).

- (a) Continuous securing of engineering personnel

The domestic market for engineering personnel in Japan faces a structural shortage of workers against the backdrop of an aging society and population decline, and it is expected that difficulty in securing engineering personnel will continue going forward. Accordingly, the Company considers the securing of engineering personnel to be an important management issue. The Company believes that appropriate and timely investments, including marketing activities, are indispensable to continuously secure engineering personnel.

- (b) Establishing competitive advantages through technology and business models

Against the backdrop of the April 2020 amendment to the Worker Dispatching Act aimed at realizing equal pay for equal work and the recent rise of HR-tech companies, the environment surrounding personnel placement services has been changing. At the same time, although various HR-tech companies have emerged, it is also true that the industry currently lacks innovative technologies or business models that would produce large-scale market-transforming change. In this regard, the Company’s business model, based on proprietary technology and leveraging skill-matching functions to capture all stages of mobility of mechanical and electrical engineering personnel, from students to experienced professionals and from regular employees to temporary agency workers, is an unprecedented and innovative model in the industry. For the Company, the “Cognavi” technology and the “Cognavi” business model are the sources of its differentiation, and the Company considers that continuing to make adequate investments in the technology and business model based on Cognavi in order to establish and maintain competitive advantages is an important management issue.

- (c) Initiatives for overseas operations

The Company Group is conducting business in India, where significant economic growth is expected, principally through Cognavi India Private Limited, which develops and operates a job portal site exclusively for engineers. While the Company’s primary targets in Japan are science and engineering students and manufacturers, in India the Company considers it important to locally develop a job portal site targeting all students in India and to operate a system adapted to the Indian market that connects all companies, universities and students in India. In addition, the Company commenced an initiative called “WORK IN JAPAN” in March 2025 to connect Indian new graduates who wish to seek employment in Japan with Japanese companies, and is promoting its services to Japanese companies seeking to recruit outstanding Indian graduates. In order to grow these overseas businesses smoothly, continuous and timely investment is essential.

- The Special Committee has been informed that, in light of the business environment surrounding the Company, if the Company attempts to address the management issues described above on its own it will require time and there is a risk of missing market opportunities, as well as the possibility of opportunity loss due to an inability to make sufficient investments. Therefore, the Company believes that consideration of various measures, including capital participation by new partner companies, is necessary to realize further growth.

(3) Evaluation of the Company’s recognition

- First, regarding the above “(1) Outline of the Company’s business activities and management policy” and “(2) Outline of the Company’s business environment and management challenges”, both are considered consistent with the specific details of the Company’s business model, the past initiatives undertaken by the Company, and the generally described industry and market environment in which the Company operates. Furthermore, taking into account the Company’s unique strengths, they are considered reasonable as they indicate the fundamental direction the Company should pursue.

- Particularly in “(2) Outline of the Company’s business environment and management challenges”, the Company recognizes that making necessary investments at the appropriate timing and scale is crucial for its future growth, and that such investments may become ongoing and sustained depending on circumstances. This recognition can be considered as a reasonable recognition and organization for the Company’s growth, because it is essential to make timely and swift considerations, judgments, and decisions for investments in fields such as IT, ICT and AI, and sufficient effects may not be achieved unless substantial investment is concentrated within a short timeframe.

- Based on the above, it is considered a reasonable and appropriate course of action for the Company to seek, as a partner for its future growth, an enterprise possessing diverse insights into the Company’s business and related industries, the financial strength to enable necessary investments, and the know-how and resources to support and promote the development of the overseas business the Company aims to pursue.

(4) Significance, purpose and synergies of the Transaction as assumed by the Third-Party Tender Offeror and the Company

- According to the Company, the benefits and synergies arising from the implementation of the Transaction are broadly as follows. Specifically, the benefits of taking the company private through the Transaction are considered to be threefold: (i) enabling bold investment measures to be undertaken as and when appropriate; (ii) allowing management decisions to be made from a medium- to long-term perspective, without concern for short-term fluctuations in sales or performance; and (iii) facilitating swift progress towards resolving the Management Issues by securing the capital participation of new partners possessing the capabilities and expertise required to address the Management Issues.

- According to the Company, regarding investment measures in (i), it is concluded that the benefits and synergies are significant, as bold investment will be required appropriately and at the right time for all aspects mentioned in the Management Issues: “(a) Continuous securing of engineering personnel”, “(b) Establishing competitive advantages through technology and business models”, and “(c) Initiatives for overseas operations”.

- According to the Company, regarding the management decisions from a medium- to long-term perspective in (ii), in pursuing selection and concentration within future business activities, there is a possibility of short-term reductions in sales and profits, and some management decisions may be difficult to implement from the perspective of securing short-term earnings. Therefore, it is concluded that going private enables decisions to be made without being swayed by short-term perspectives, offering significant benefits and synergies.

- According to the Company, regarding the joint resolution of issues with a new partner in (iii), the Third-Party Tender Offeror possesses expertise in the staffing industry where the Company develops its business, and significantly holds resources for “initiatives for overseas operations,” a key management issue for the Company, particularly in the Indian region. Consequently, the Third-Party Tender Offeror is deemed the optimal partner for the Company to expand its staffing business in that region, with extremely high benefits and synergies anticipated.

- According to the Company, the Third-Party Tender Offeror is engaged in enhancing the value of various companies within global markets, including those involved in staffing and recruitment services. Furthermore, within its global activities, the Third-Party Tender Offeror possesses substantial resources not only in India but also in the United States, which the Company foresees as a future target region for expansion. Consequently, the Third-Party Tender Offeror is considered a partner capable of jointly resolving the Management Issues over the medium- to long-term while realizing enhanced corporate value.

- On the other hand, according to the Third-Party Tender Offeror, following the Transaction, the Third-Party Tender Offeror, together with the Company’s officers and employees, aims to further grow the Company’s business and

enhance its corporate value, utilizing the solid business foundation built up by the Company to date, whilst leveraging the Third-Party Tender Offeror's global human and capital resources, know-how, and network, through the promotion of growth strategies via both organic (methods utilizing existing management resources) and inorganic (methods such as alliances with other companies and acquisitions of other companies) means.

- The Special Committee has been informed that, upon completion of the Transaction, the Third-Party Tender Offeror is considering discussing an optimal portfolio strategy with the Company's management to implement measures to drive the Company's revenue growth and improve profitability. The Third-Party Tender Offeror is also contemplating appointing directors nominated by the Third-Party Tender Offeror to the Company's Board of Directors following completion of the Transaction in order to enhance the Company's management efficiency, although the specific number of such directors, the timing of any appointments and the potential candidates remain undecided. Further, the Third-Party Tender Offeror currently has no specific assumptions or requests regarding the Company's post-Transaction management structure or the composition of the Board of Directors.

(5) Reasonableness of the assumed significance, purpose and synergies of the Transaction

- The above "(4) Significance, purpose and synergies of the Transaction as assumed by the Third-Party Tender Offeror and the Company", bearing in mind the Management Issues, represent specific measures aimed at resolving them, and it can be said that beyond the resolution of the Management Issues lies the development of the Company's business and the enhancement of its corporate value. Both are therefore considered reasonable.

- In particular, as previously stated, timely and swift consideration, judgment, and decision-making are essential for investments in fields such as IT, ICT, and AI, and situations may arise requiring concentrated investment of substantial sums within a short timeframe. It is therefore reasonable to conclude that, following the Transaction, the Company will be able to undertake the investments necessary for its growth, assuming the expertise and resources of the Third-Party Tender Offeror.

- As noted above, the Third-Party Tender Offeror is expected, upon completion of the Transaction, generally to respect the independence of the Company's business and management while engaging, drawing on the Third-Party Tender Offeror's expertise in the IT and software sector and the staffing industry, in efforts to enhance the Company's management efficiency, etc. Both the expectation that the Company will be able to make prompt decisions and appropriate investment decisions and executions, and the Third-Party Tender Offeror's indicated willingness to provide the know-how and resources necessary to enable these, are considered reasonable to realize the Company's future growth.

(6) Comparison with other approaches

- In order to implement the various measures aimed at achieving the significance and purpose of the above Transaction, as well as to create the anticipated synergies, it is possible that the Company may incur upfront expenditure. Consequently, there is a risk that this could lead to a deterioration in the Company's financial position and performance in the short term, and it is considered necessary to take into account the interests and independence of minority shareholders whilst maintaining the listing of the Company's Stock. Under such circumstances, there is also concern that significant delays could occur in the swift decision-making by the Company's management team aimed at enhancing corporate value over the medium to long term, and consequently in realizing the aforementioned synergy effects. Therefore, the Company's decision that take-private of the Company will lead to the Company's future growth and enhancement of corporate value, rather than pursuing the Company's growth while maintaining the listing of the Company's Stock is considered a rational response to advance its growth strategy. This decision allows for more rapid decision-making, unconstrained by the potential impact on the share price of temporary upfront expenditure or short-term deterioration in performance.

(7) Other potential impacts of the Transaction

- As disadvantages arising from the delisting of the Company accompanying the Transaction, there are concerns that, generally, losing the status of a listed company may result in (a) an inability to raise funds from the capital markets, and

(b) potential impacts on the recognition, creditworthiness, and ability to secure personnel previously enjoyed as a listed company, etc.

- Regarding point (a) above, considering the Company's current financial position, etc., the necessity for raising funds through equity finance is not necessarily anticipated, and considering the low-interest rate environment, etc. in indirect finance in recent years, it is possible to secure funds through own capital and borrowing from financial institutions, and the necessity for such financing is not high, at least for the time being. Regarding point (b) above, the Company believes that it is considered achievable through sincere business execution, that its brand strength and recognition in the market are already well-established through its business activities to date, and that trust relationships have been built with numerous stakeholders, including employees, business partners, and dispatched personnel. Therefore, it is considered unlikely that taking the Company private would adversely affect the Company's social credibility, recruitment activities, or business operations compared to its current status as a listed company. Taking these circumstances into account, it is reasonable to conclude that the disadvantages arising from the Company going private would be limited.

2. Regarding "whether the fairness and appropriateness of the terms and conditions of the Transaction (including the appropriateness of the method of implementation and consideration of the Transaction) are ensured"

(Conclusion)

The Special Committee considers that the fairness and appropriateness of the terms and conditions of the Transaction (including the appropriateness of the method of implementation and consideration of the Transaction) are ensured.

(Reason)

(1) Ensuring appropriate negotiation conditions

- The Company has appointed and engaged Deloitte Tohmatsu as its experienced financial adviser, and has conducted multiple rounds of negotiations with the Third-Party Tender Offeror regarding the overall terms and conditions of the Transaction, including the Third-Party Tender Offer Purchase Price.

- Although the Transaction, including the Third-Party Tender Offer and the Squeeze-Out Procedures, does not constitute a so-called management buyout transaction, the Third-Party Tender Offeror intends to conduct the Transaction after having reached agreements with the Company's second-largest and third-largest shareholders to tender in the Third-Party Tender Offer, and with the largest shareholder not to tender in the Third-Party Tender Offer and to tender in the Tender Offer for Own Shares. The Company recognizes that, given the interests of these shareholders and the Company's minority shareholders may not necessarily align, it is necessary to carefully ensure the appropriateness and fairness of the terms and conditions of the Transaction while maintaining a review structure independent of the Third-Party Tender Offeror, and has requested the Third-Party Tender Offeror, from an early stage of the consultation process, to establish transaction terms that give full consideration to the interests of minority shareholders.

- More specifically, in response to the non-legally binding proposal received by the Company from the Third-Party Tender Offeror on September 2, 2025, proposing that the Third-Party Tender Offer Purchase Price be set at 1,510 yen, the Company and the Special Committee, based on advice from Deloitte Tohmatsu, YAMADA Consulting Group and Anderson Mori & Tomotsune, requested the Third-Party Tender Offeror to present a purchase price that takes greater consideration of the interests of the Company's minority shareholders in the legally binding proposal.

- Subsequently, in the legally binding proposal received by the Company from the Third-Party Tender Offeror on October 14, 2025, the Third-Party Tender Offer Purchase Price was proposed to be set at 1,650 yen. Thereafter, based on the preliminary valuation results (interim report) of the Company's Stock value by Deloitte Tohmatsu and YAMADA Consulting Group, as well as advice from Anderson Mori & Tomotsune, the Company and the Special Committee requested the Third-Party Tender Offeror to further increase the purchase price on several occasions, and negotiations between the Company and the Third-Party Tender Offeror were held repeatedly.

- As a result, in the second proposal following the proposal in the legally binding proposal from the Third-Party Tender Offeror, a price increase of 30 yen was secured, in the third proposal, a further price increase of 20 yen was secured, in

the fourth proposal, a further price increase of 5 yen was secured, and in the fifth proposal, a further price increase of 5 yen was secured and the Company also verified whether these price premiums represented the maximum levels that the Third-Party Tender Offeror could reasonably be expected to offer, and ultimately reached agreement on the Third-Party Tender Offer Purchase Price (1,710 yen) currently scheduled for resolution by the Company's Board of Directors.

- Throughout this period, the Special Committee has confirmed in advance a negotiation policy aimed at securing a higher purchase price to safeguard the interests of minority shareholders regarding the negotiation of the transaction terms of the Transaction, received timely reports on the status of negotiations from Deloitte Tohmatsu, the Company's financial adviser and the primary negotiator, and the Company itself, has actively expressed opinions at each stage, and has issued instructions and requests, such as that negotiations should be conducted with a stronger stance. Through these means, the Special Committee has been substantially involved in the negotiation process concerning the transaction terms of the Transaction.

- These responses by the Company and the Special Committee are considered reasonable and appropriate as a means to ensure the fairness and appropriateness of the terms and conditions of the Transaction, including the Third-Party Tender Offer, particularly the Third-Party Tender Offer Purchase Price, and to eliminate arbitrariness from the process of the Company's judgment and decision-making regarding these matters.

(2) Reasonableness of business plan

- In consideration of the explanation given to the Special Committee by the Company and Deloitte Tohmatsu and YAMADA Consulting Group with respect to the details of the Business Plan as the basis of the share valuation of Deloitte Tohmatsu and YAMADA Consulting Group, the Special Committee decided to confirm the reasonableness of the Business Plan based on its understanding of, and from the viewpoint that there is no unreasonableness in light of, the circumstances leading to the preparation of the Business Plan and the current status of the Company. In conclusion, the Special Committee believes that the Business Plan is reasonable.

- Specifically, the Business Plan was prepared for the period from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2029 on a so-called stand-alone basis and not on the basis of the implementation of the Transaction. On the presumption that there were existing plans for the period up to the fiscal year ending March 31, 2026, the commencement itself of the preparation was around June 2025 and the preparation period was about three months. The basic policy on the preparation of the plan did not differ from the medium-term management plan at normal times and the earnings forecast for a single fiscal year. There are no other facts that the Third-Party Tender Offeror or its related party was involved in, or had influence on the preparation of the Business Plan.

(3) Reasonableness of the method and basis of valuation of each third-party valuator

- In order to ensure the fairness and appropriateness of the terms and conditions of the Transaction, and in particular the Third-Party Tender Offer Purchase Price, the Company appointed Deloitte Tohmatsu as an independent third-party valuator to evaluate the share value of the Company's Stock when considering and making its decision and obtained the Share Valuation Report (Deloitte Tohmatsu) and used it as a reference.

- In order to ensure the fairness and appropriateness of the terms and conditions of the Transaction, and in particular the Third-Party Tender Offer Purchase Price, the Special Committee appointed YAMADA Consulting Group as an independent third-party valuator to evaluate the share value of the Company's Stock when considering and making its decision and obtained the Share Valuation Report (YAMADA Consulting Group) and used it as a reference.

- The Special Committee has received detailed explanations from Deloitte Tohmatsu and Yamada Consulting Group regarding the results of each share valuation and the valuation methods used in relation to the Company's Stock. Based on these explanations, the Special Committee concluded that there were no particular unreasonable points or significant problems with each share valuation report, since the valuation methods used in the process leading to the conclusion of each share valuation are considered to be general and reasonable in light of current practices, and the content of such valuations is also considered to be reasonable in light of current practices.

- Specifically, the valuation method employed by Deloitte Tohmatsu and YAMADA Consulting Group is a corporate valuation method that assumes that the company is a going concern. Deloitte Tohmatsu employs the market price

analysis and the DCF method, and YAMADA Consulting Group employs the market price analysis, the DCF method, and comparable company method, respectively. The Special Committee believes that the combination of a valuation method that uses the market share price as the standard and the DCF method that incorporates the present value of future cash flows into the valuation to ascertain the valuation ceiling is appropriate and in line with the standard approach to corporate valuation.

- Of the valuation methods employed by Deloitte Tohmatsu and YAMADA Consulting Group, the market price analysis uses the business day immediately preceding the announcement date of the Transaction as the reference date and calculates the share price based on the closing price on the reference date and the respective simple average of the closing prices for the past one month, the past three months, and the past six months up to such date. Since there are no significant fluctuations in the Company's share price that could be attributed to special factors, and there are no unusual movements in the Company's share price trends, the share price valuation period in the valuations by Deloitte Tohmatsu and YAMADA Consulting Group is appropriate, and the price range based on the market price analysis is considered to be sufficiently reasonable.

- Of the valuation methods employed by Deloitte Tohmatsu and YAMADA Consulting Group, under the DCF method, the final valuation results may vary significantly if arbitrary manipulation of figures is made, or unreasonable preconditions are set regarding each valuation factor. The Special Committee has checked the respective valuation processes from this perspective with Deloitte Tohmatsu and YAMADA Consulting Group. On this point, with regard to the various valuation bases employed in the DCF method, there was no arbitrary manipulation of figures or setting of unreasonable preconditions that should be pointed out in particular.

- In the comparable company method, one of the valuation methods employed by YAMADA Consulting Group, the Company's share value was calculated by comparing the financial indicators such as the market share price and profitability of listed companies engaged in relatively similar businesses to those of the Company. The Special Committee has received an explanation from YAMADA Consulting Group that the selection of such similar companies was adopted based on the Company's recognition and market evaluation, and the Special Committee believes that there is nothing particularly unreasonable in this explanation, and that the price range calculated based on each multiple of the companies similar to the Company is sufficiently reasonable.

(4) Results of share valuation by each of the third-party valuers

- Based on the Share Valuation Report (Deloitte Tohmatsu) obtained by the Company, and also taking into consideration the Share Valuation Report (YAMADA Consulting Group) obtained by the Special Committee, the Third-Party Tender Offer Purchase Price agreed upon between the Company and the Third-Party Tender Offeror falls within the range determined by each valuation. Notably, under the valuation using the respective DCF method, the Third-Party Tender Offer Purchase Price is within the valuation range.

- In the Share Valuation Report (Deloitte Tohmatsu), the value per share of the Company's Stock calculated under each of the valuation methods is as follows:

Market price analysis: 1,215 yen to 1,280 yen

DCF method: 1,566 yen to 1,993 yen

- In the Share Valuation Report (YAMADA Consulting Group), the value per share of the Company's Stock calculated under each of the valuation methods is as follows:

Market price analysis: 1,215 yen to 1,280 yen

DCF method: 1,554 yen to 1,972 yen

Comparable company method: 1,010 yen to 1,116 yen

- It is considered that the Third-Party Tender Offer Purchase Price of 1,710 yen per share (i) exceeds the upper limit of the range of the value per share of the Company's Stock calculated under the market price analysis by Deloitte Tohmatsu and YAMADA Consulting Group, respectively, (ii) is within the range of the value per share of the Company's Stock calculated under each DCF method by Deloitte Tohmatsu and YAMADA Consulting Group, respectively, and (iii) exceeds the upper limit of the range of the value per share of the Company's Stock calculated under the comparable company method by YAMADA Consulting Group. In light of the above, the Third-Party

Tender Offer Purchase Price is considered to have reached a level that is not disadvantageous to the minority shareholders of the Company in terms of comparison with the share value of the Company's Stock calculated by Deloitte Tohmatsu and YAMADA Consulting Group.

(5) Premiums for the Transaction (Comparison with other examples)

- The Third-Party Tender Offer Purchase Price represents a premium of approximately 34.12%, 36.91%, 33.59%, and 40.74%, respectively, over the closing price of the Company's Stock (1,275 yen) on the date of submission of the Written Report (the valuation reference date for the market price analysis in the share valuation by Deloitte Tohmatsu and YAMADA Consulting Group respectively), as well as over the simple average of the closing prices for the past one month, the past three months, and the past six months up to such date (1,249 yen, 1,280 yen, and 1,215 yen, respectively). Furthermore, the Third-Party Tender Offer Purchase Price exceeds the historical highest price of the Company's Stock in the stock market and therefore surpasses the acquisition price for all shareholders who purchased the Company's Stock through the stock market

- With respect to tender offers in general, it is considered impossible to establish a uniform and objective standard regarding the appropriate level of premium to be attached to the market share price. Therefore, the Special Committee does not believe that it can immediately declare that the Third-Party Tender Offer Purchase Price is reasonable or unfair on the ground that premiums are attached as described above.

- In light of this, based on the actual premiums observed in similar cases in the past which are described in "(III) Process and reasons leading to the Company's decision-making" under "(2) Grounds and reasons for the opinion" of "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Statement Press Release, the level of the premium attached to the Third-Party Tender Offer Purchase Price is presumed not to be particularly exceptional or unreasonable and can be described as reasonable, compared to aforementioned similar cases without any notable inferiority.

- The following information was provided by Deloitte Tohmatsu, the Company's financial advisor, as examples of premiums in past similar cases. Specifically, the median premium to market prices in 136 comparable cases of the same type of transactions that were announced after the Ministry of Economy, Trade and Industry published the "Fair M&A Guidelines" on June 28, 2019 and that had been completed as of October 31, 2025 was reported as follows: 38.24% over the closing price on the business day prior to the announcement date, 40.40% over the simple average of closing prices for the one-month period prior to the announcement, 42.74% over the simple average of closing prices for the three-month period prior to the announcement, and 44.89% over the simple average of closing prices for the six-month period prior to the announcement. In this regard, the above-mentioned premium rates in this case — namely approximately 34.12%, 36.91%, 33.59% and 40.74% — do not materially deviate from the median premium observed in comparable cases of the same type of transactions, and a substantial number of those comparable cases in fact recorded premiums below the median. Considering these circumstances, the level of the premium attached to the Third-Party Tender Offer Purchase Price is presumed not to be particularly exceptional or unreasonable and can be described as reasonable compared to the aforementioned similar cases without any notable inferiority.

(6) Appropriateness of schemes, etc.

- In the Transaction, a method of implementing share consolidation as a so-called two-step acquisition procedure is planned after the Third-Party Tender Offer. Such method is commonly employed in similar take-private transactions, and makes it possible, in the second step of the procedure, to file a petition to the court for price determination after the request for purchase of shares.

- In addition, the method of the Transaction is considered desirable in that the consideration to be received by shareholders is cash, which is easy to understand, and in that the value of the consideration is stable and highly objective. It is considered desirable from the viewpoint of enabling both the request to promptly take the Company's Stock private and the securing of opportunities and time for minority shareholders to make appropriate judgments based on sufficient information. The Third-Party Tender Offeror has made clear that, upon implementing the share consolidation, the amount of money to be delivered to the shareholders of the Company as consideration will be calculated to be equal

to the price obtained by multiplying the Third-Party Tender Offer Purchase Price by the number of the Company's Stock held by each such shareholder.

- Furthermore, in the Third-Party Tender Offer, the maximum number of shares to be purchased has not been set and the issue of coercion is considered to be minor. As the method of the Transaction, it is considered reasonable to adopt a method of conducting a two-step acquisition that involves a tender offer where the consideration for acquisition is cash.

- In addition to the above, in the Transaction, the following are planned to be implemented between the Third-Party Tender Offer and the share consolidation as a two-step acquisition procedure: (a) (i) "Amendment to Articles of Incorporation" (amendment to the Articles of Incorporation concerning the establishment of non-voting class shares by the Company), (ii) "Third-Party Allotment Capital Increase, Etc." (a capital increase by a third-party allotment of said non-voting class shares with the Third-Party Tender Offeror as the subscriber and a loan from the Third-Party Tender Offeror to the Company, or an issuance of corporate bonds by the Company to the Third-Party Tender Offeror), and (iii) "Capital Reduction" (a reduction in the Company's stated capital and capital reserves pursuant to Article 447, Paragraph 1 and Article 448, Paragraph 1 of the Companies Act) aimed at securing funds and distributable amounts to implement the Tender Offer for Own Shares and (b) "Tender Offer for Own Shares" (the tender offer for its own shares by the Company for the purpose of acquiring the Company's Stock owned by the shareholders of the Company, including La Terre Holdings as the Company's major shareholder and largest shareholder, whose commencement is subject to successful completion of the Third-Party Tender Offer).

- According to the Third-Party Tender Offeror, the Price for Tender Offer for Own Shares is planned to be 180 yen lower than the Third-Party Tender Offer Purchase Price. This price is set to ensure that it is economically rational for La Terre Holdings, which is expected to tender its shares in the Tender Offer for Own Shares, to do so, taking into account that the provision for exclusion of deemed dividends from gross profit under the Corporation Tax Act is expected to apply to corporate shareholders in the Tender Offer for Own Shares.

- Furthermore, the difference of 180 yen between the Third-Party Tender Offer Purchase Price and the Price for Tender Offer for Own Shares was agreed upon in the Master Agreement to which the Third-Party Tender Offeror is also a party following discussions and negotiations between La Terre Holdings and the Company, taking into account the following factors: (i) The Price for Tender Offer for Own Shares is set such that the net proceeds after tax for La Terre Holdings upon tendering its shares in the Tender Offer for Own Shares would be higher than the net proceeds after tax for La Terre Holdings upon tendering its shares in the Third-Party Tender Offer. This is because setting the Price for Tender Offer for Own Shares such that the net proceeds after taxes would be the same as if La Terre Holdings had tendered its shares in the Third-Party Tender Offer would have made it impossible to obtain La Terre Holdings' agreement to sell its Company's Stock. Without La Terre Holdings' agreement, the take-private of the Company could not be achieved, and it would not be possible to provide the minority shareholders of the Company with an opportunity to sell their Company's Stock in the first place; (ii) Setting the Price for Tender Offer for Own Shares lower than the Third-Party Tender Offer Purchase Price will make it possible to provide the minority shareholders of the Company with an opportunity to sell their Company's Stock at a higher sale price through the Third-Party Tender Offer compared to not implementing the Tender Offer for Own Shares after the Third-Party Tender Offer. Therefore, implementing the Tender Offer for Own Shares under the terms agreed with La Terre Holdings will be in the interests of the minority shareholders of the Company; (iii) Conversely, if the Price for Tender Offer for Own Shares is set at a price significantly lower than the Third-Party Tender Offer Purchase Price, implementing the Tender Offer for Own Shares may no longer be in the interests of the corporate shareholders of the Company in general, even considering that the tax treatment for tendering in the Tender Offer for Own Shares differs from that for tendering in the Third-Party Tender Offer; and (iv) The corporate shareholders of the Company may experience differing economic benefits depending on their respective tax treatment and the acquisition price per share of the Company's Stock. Considering the tax treatment, corporate shareholders can determine which transaction terms—the Third-Party Tender Offer or the Tender Offer for Own Shares—are more favorable and choose to tender accordingly. This provides a sale opportunity to a greater number of shareholders on an equal basis and is therefore not considered to undermine equal treatment among shareholders.

- In this regard, it is also possible to adopt the idea that the net proceeds after tax for La Terre Holdings upon tendering in the Tender Offer for Own Shares should be, for example, in the same amount as or at the same level as that of the net proceeds after tax for La Terre Holdings upon tendering in the Third-Party Tender Offer. On the other hand, the Transaction is expected to be implemented after the Third-Party Tender Offeror entered into a non-tender agreement with La Terre Holdings, the largest shareholder of the Company, in connection with the Third-Party Tender Offer, and after making an agreement on the Price for Tender Offer for Own Shares as stated above. If La Terre Holdings does not agree to the implementation of the Transaction, including the Price for Tender Offer for Own Shares, it is considered to be highly likely that the Third-Party Tender Offer itself will not be implemented, and the Company's minority shareholders will likely lose the opportunity to sell their Company's Stock through the Third-Party Tender Offer.

- As stated above, taking into account that the purpose of the Transaction is considered to be reasonable (the Transaction contributes to the enhancement of the Company's corporate value) in the first place, that the Third-Party Tender Offer Purchase Price is considered to have been agreed upon as a price of an appropriate level based on the Company's intrinsic value, that a reasonable premium is considered to be attached based on cases similar to the Transaction, that the Company drew out a considerable increase in the initially proposed price after sincerely holding negotiations with the Third-Party Tender Offeror, that in the negotiations the Company proposed to the Third-Party Tender Offeror that any increase should be applied to the Third-Party Tender Offer Purchase Price and that, ultimately, a reasonable price differential between the Third-Party Tender Offer Purchase Price and the Price for Tender Offer for Own Shares was established, and other factors, it is considered that considerations at a reasonable level are allocated to the Company's minority shareholders through the Third-Party Tender Offer.

- Furthermore, if the Tender Offer for Own Shares is not implemented in the Transaction and the Company's Stock is to be taken private solely through the Third-Party Tender Offer, it is estimated that the consideration that the Company's minority shareholders could obtain through the tender offer (i.e., the tender offer price) would become lower. On the other hand, the net proceeds after tax in the case where La Terre Holdings tendered in the Tender Offer for Own Shares as aforementioned are partly dependent on the applicable tax regimes. Therefore, the Transaction including the Third-Party Tender Offer to be implemented with the Third-Party Tender Offer Purchase Price that has now been finally agreed upon is not considered to be disadvantageous to the minority shareholders of the Company, given that it provides them with an appropriate opportunity to sell their Company's Stock.

(7) Reasonableness of the purchase price of Share Options

- The purchase price for the Share Option shall be one yen per Share Option.
- This reflects the consideration that the Share Options require holders to remain continuously as a director, auditor, executive officer or employee of the Company or its subsidiaries until exercise, and therefore, even if the Third-Party Tender Offeror were to acquire the Share Options through the Third-Party Tender Offer, it would not be able to exercise them.

- The Company's holders of share options will decide whether to tender in the Third-Party Tender Offer after exercising their Share Options, and, taking into account that, as noted above, the Third-Party Tender Offeror would be unable to exercise those Share Options even if it were to acquire them, it is considered reasonable to agree that the purchase price for the Share Option for each Share Option shall be one yen.

3. Regarding whether the fairness of the procedures of the Transaction is ensured

(Conclusion)

The Special Committee considers that the fairness of the procedures of the Transaction, including the Third-Party Tender Offer, has been ensured.

(Reason)

(1) Establishment of a special committee and procurement of a written report from the special committee

- The Company, in considering the handling of the Transaction, established the Special Committee, independent of the Company, the Third-Party Tender Offeror and the success or failure of the Transaction, with the objective of eliminating arbitrariness in decision-making with respect to the Transaction by the Company as a listed company and of ensuring fairness, transparency and objectivity in the Company's decision-making process. The Special Committee is generally organized as described below and is considered to function effectively as a measure to ensure fairness.
- After receiving a non-legally binding proposal dated September 2, 2025 from the Third-Party Tender Offeror, the Company resolved on September 4, 2025 at a meeting of the Board of Directors to establish the Special Committee, and the first meeting of the Special Committee was held on the same day. The Special Committee can therefore be said to have been established and convened as promptly as practicable following the acquirer's acquisition proposal.
- Of the three members of the Special Committee, two members, constituting a majority, are the Company's independent outside directors (Audit and Supervisory Committee members), and the remaining member is an external expert, namely an attorney. It has been confirmed that each member is independent of the Company, the Third-Party Tender Offeror and the success or failure of the Transaction and is qualified to serve as a committee member.
- Furthermore, one of the aforementioned independent outside directors was elected as chair of the Special Committee by the committee members.
- The Special Committee has confirmed that it possesses the authority to be substantively involved in the negotiation process concerning the terms of the Transaction, including by confirming policy in advance for negotiations over the Transaction terms, receiving timely reports on the status thereof, expressing opinions at critical junctures, and issuing directions and requests, has secured an appropriate framework for that purpose.
- The Special Committee has confirmed that it has been granted the authority to nominate or approve (including ex-post facto approval) experts of the Company including financial advisors and legal advisors, and that, where the Special Committee deems it necessary, it has been granted the authority to appoint its own advisors (the reasonable costs of professional advice provided by the Special Committee's advisors shall be borne by the Company).
- Accordingly, at the first meeting of the Special Committee, the Special Committee confirmed and approved Deloitte Tohmatsu Financial Advisory, as the Company's financial advisor (and as a third-party valuator) Deloitte Tohmatsu nor its legal advisor Anderson Mori & Tomotsune had any issues in terms of independence or expertise, each were approved as advisors. In conjunction with this, on the premise of the aforementioned independence and expertise, it was confirmed that the Special Committee will also receive expert advice or explanations from each of the Company's advisors as necessary.
- Further, at the first meeting, the Special Committee, unanimously by all committee members, appointed YAMADA Consulting Group as the Special Committee's own financial advisor (and a third-party valuator) and confirmed that there are no issues with respect to its independence or expertise.
- It has been confirmed that Special Committee has the right to receive the information necessary for examining and making determinations about the Transaction from the Company's officers and employees, and any other persons deemed necessary by the Special Committee. Furthermore, the Special Committee has been gathering the information necessary for examining and making determinations about the Transaction, for example by sending questions to and receiving responses from the Third-Party Tender Offeror and receiving explanations from the Company's top management after sending questions.
- The remuneration of the members of the Special Committee is not structured so as to be contingent on the contents of the written report, such as determining whether payment is made or the amount thereof, and no "success fee" conditioned on the public announcement or consummation of the Transaction has been adopted.
- Upon establishing the Special Committee, the Company's Board of Directors resolved that the board's decision-making with respect to the Transaction shall give maximum respect to the determinations of the Special Committee, and, in particular, that if the Special Committee determines that the transaction terms are unreasonable, the board will not approve the Transaction on those terms.

(2) Decision-making process (independent deliberation framework within the Company)

- According to the Company, the Special Committee has been informed that, at a meeting of the Company's Board of Directors, by unanimous vote of all seven of the Company's directors, it intends to resolve to express its opinion in favor of the Third-Party Tender Offer and to recommend that the shareholders of the Company tender their shares in the Third-Party Tender Offer and to leave the decision on whether or not to tender in the Third-Party Tender Offer to the discretion of holders of the Company's share options. It is noted that none of the seven directors has a material interest in the Transaction. The fact that, in the board resolution concerning the Transaction, all directors other than those having material interests in the Transaction vote in favor of the Tender Offer is one of the circumstances that underpin the effective functioning of the measures to ensure fairness.

- The Special Committee has been informed that, none of the officers and employees of the Company who are responsible for, or engaged in, consideration of and negotiations concerning the Transaction concurrently serve as officers or employees of the Third-Party Tender Offeror, and accordingly, the Company is considered to have secured an independent deliberation framework with respect to the Transaction vis-à-vis the Third-Party Tender Offeror.

- As noted above, upon establishing the Special Committee, the Company's Board of Directors resolved that the board's decision-making with respect to the Transaction shall give maximum respect to the determinations of the Special Committee, and, in particular, that if the Special Committee determines that the transaction terms are unreasonable, the board will not approve the Transaction on those terms. In this respect as well, it is considered that arbitrariness in the Company's decision-making concerning the Transaction is eliminated and that the fairness, transparency and objectivity of the process are ensured.

(3) Procurement of advice from an independent law firm (legal advisor)

- The Company has, in order to ensure the transparency and rationality of the decision-making process concerning the Transaction, appointed Anderson Mori & Tomotsune as a legal advisor that is independent of the Company, the Third-Party Tender Offeror, Mr. Izumo Okubo, La Terre Holdings and Ippan Shadan Hojin La Terre Next, and independent of the success or failure of the Transaction, and has obtained advice from such legal advisor regarding the establishment of the Special Committee, the selection of committee members and other measures to ensure fairness.

- As noted above, at its first meeting the Special Committee confirmed that there are no issues with respect to the independence or expertise of Anderson Mori & Tomotsune and approved it as an advisor, and, on the basis of such independence and expertise, the Special Committee has received, as necessary, professional advice and explanations from Anderson Mori & Tomotsune.

(4) Procurement by the Company of a share valuation report from an independent third-party valuator (financial advisor)

- The Company, in order to ensure the fairness of the Third-Party Tender Offer Purchase Price, appointed Deloitte Tohmatsu as an independent third-party valuator (financial advisor) that is independent of the Company, the Third-Party Tender Offeror, Mr. Izumo Okubo, La Terre Holdings, and Ippan Shadan Hojin La Terre Next, and of the success or failure of the Transaction, and procured the Share Valuation Report (Deloitte Tohmatsu) as materials concerning the value of the Company's Stock.

- The Share Valuation Report (Deloitte Tohmatsu) adopts multiple valuation methodologies and contains safeguards to prevent arbitrary valuation. In preparing the Business Plan that serves as the basis for the valuation, there is no indication that officers or employees of the Company or the Third-Party Tender Offeror engaged in arbitrary conduct; accordingly, there are no circumstances that would give rise to doubts as to the fairness of the share valuation.

- Although the Company has not obtained a so-called fairness opinion, obtaining a fairness opinion is not regarded as mandatory in practice, and, in light of the other measures to ensure fairness to be implemented in the Transaction, it is considered that procuring the Share Valuation Report (Deloitte Tohmatsu) and, based thereon, determining whether to express its opinion in favor of the Transaction, including the Third-Party Tender Offer and whether to recommend tendering therein does not impair the fairness of the Transaction.

(5) Procurement by the Special Committee of a share valuation report from an independent third-party valuator

(financial advisor)

- The Special Committee, in order to ensure the fairness of the Third-Party Tender Offer Purchase Price, appointed YAMADA Consulting Group as an independent third-party valuator (financial advisor) that is independent of the Company, the Third-Party Tender Offeror, Mr. Izumo Okubo, La Terre Holdings, and Ippan Shadan Hojin La Terre Next, and of the success or failure of the Transaction, and procured the Share Valuation Report (YAMADA Consulting Group) as materials concerning the value of the Company's Stock.
- The Share Valuation Report (YAMADA Consulting Group) also adopts multiple valuation methodologies and contains safeguards to prevent arbitrary valuation. Moreover, same as the foregoing, there is no indication that officers or employees of the Company or the Third-Party Tender Offeror engaged in arbitrary conduct in preparing the Business Plan that serves as the basis for the valuation; accordingly, there are no circumstances that would give rise to doubts as to the fairness of the share valuation.
- Although the Special Committee has not obtained a so-called fairness opinion, as noted above obtaining a fairness opinion is not regarded as mandatory in practice, and, in light of the other measures to ensure fairness to be implemented in the Transaction, the Special Committee considers that the omission of a fairness opinion does not impair the fairness of the Transaction.

(6) Market check

- The Special Committee has been informed that, the tender offer period is scheduled to be set at 30 business days in the Third-Party Tender Offer, which is longer than the statutory minimum period of 20 business days. In addition, the Company has not entered into any agreement with the Third-Party Tender Offeror that includes so-called deal-protection provisions that would prohibit the Company from contacting potential competing bidders uniformly or comprehensively, or otherwise unduly restrict the Company's ability to contact such competing bidders. In light of these circumstances, in the Transaction, an environment is expected to be put in place in which opportunities for competing bids after the announcement of the Transaction may be secured, and therefore, from the perspective of an indirect market check, there is nothing particularly unreasonable about the situation.
- With respect to so-called proactive market checks to investigate and consider whether there are potential acquirers in the market, such implementation is not necessarily easy in practice for reasons including information-management considerations. Accordingly, the mere fact that such measures have not been undertaken in the Transaction does not, by itself, give rise to an unreasonable situation with respect to market checks.

(7) Majority of minority

- The Special Committee has been informed that, in the Third-Party Tender Offer, the minimum number of shares to be purchased has been set, and the tender offer will not be completed if the number of shares tendered by the Company's minority shareholders does not reach a certain level, thereby taking into account the intentions of minority shareholders. On the other hand, in the Third-Party Tender Offer, so-called majority-of-minority condition will not be set. In this regard, the Third-Party Tender Offeror intends to carry out the Third-Party Tender Offer after reaching agreement to tender in connection with the Third-Party Tender Offer with the Company's second largest shareholder and third largest shareholder and reaching agreement not to tender in connection with the Third-Party Tender Offer with the largest shareholder, and the setting of a minimum purchase threshold equivalent to a majority-of-minority condition could, conversely, render the consummation of the Third-Party Tender Offer unstable. In other words, given that agreements with the Company's second largest shareholder and third largest shareholder to tender, and an agreement with the largest shareholder not to tender, are expected to be reached, once the Third-Party Tender Offeror has indicated its intention to implement the Transaction, even if the Third-Party Tender Offer does not consummated this time, a similar transaction could be implemented again at some future time, and minority shareholders could be placed in an unstable position.
- In addition, setting a majority-of-minority condition may not serve the interests of minority shareholders who wish to tender in the Third-Party Tender Offer (i.e., shareholders who wish to have an opportunity to sell their Company's Stock). Therefore, taking into account that substantial consideration has been given to other measures to ensure the

fairness of the Transaction, the lack of a formal majority-of-minority condition alone does not constitute grounds for doubting the fairness of the Transaction.

(8) Enhancement of information provision to minority shareholders (improvement of process transparency)

- The Special Committee has been informed that, substantial information will be provided in the various disclosure materials to be prepared and disclosed by the Third-Party Tender Offeror and the Company with respect to the Transaction. Specifically, information concerning the contents of the authority delegated to the Special Committee, the Special Committee's deliberative history and the extent of its involvement in the negotiation process of the transaction terms with the Third-Party Tender Offeror, the contents of the Special Committee's written report and the structure of committee member remuneration, summaries of the Share Valuation Report (Deloitte Tohmatsu) and the Share Valuation Report (YAMADA Consulting Group), and the process and negotiation history leading to the implementation of the Transaction are to be disclosed.

- Further, with respect to the methods including so-called two-step acquisitions, early and detailed disclosure and explanations are also scheduled to be provided. In light of the foregoing, it is considered that the disclosure documents to be prepared and disclosed by the Third-Party Tender Offeror and the Company are expected to include the information that is necessary and appropriate for the Company's shareholders (particularly minority shareholders) to assess the reasonableness of the various conditions of the Transaction, including the Third-Party Tender Offer, and that the Company is taking steps to ensure that the shareholders (including, where applicable, holders of the Company's share options) are given an appropriate opportunity to make informed decisions in the Transaction.

(9) Elimination of coercion

- In the Transaction, procedures constituting a so-called two-step acquisition are planned for the privatization of the Company's Stock, and, as things currently stand, such procedures are expected to be effected through a share consolidation. With respect to the terms of the share consolidation, it is planned that, absent any particular circumstances in the future, such terms will be calculated and determined based on the same price as the Third-Party Tender Offer Purchase Price.

- In this regard, as noted above, the aforesaid squeeze-out procedures are planned to be conducted after the Third-Party Tender Offer as procedures following the Third-Party Tender Offer (i.e., procedures as part of a two-step acquisition) (however, in the Transaction, the procedures will be progressed after the Third-Party Tender Offer, and the share consolidation is scheduled to take effect after the Tender Offer for Own Shares), and it is considered reasonable to align the transaction terms in both procedures, which will be temporally proximate.

- Moreover, as statutory provisions under the Companies Act intended to protect the rights of minority shareholders in connection with a share consolidation, under prescribed conditions the Company's shareholders may request the Company to purchase, at a fair price, all of their fractional shares resulting in amounts less than one whole common share that they own, and may apply to the court for determination of the price of the Company's common shares. If such an application is made, the price determination will ultimately be decided by the court, and the Company's minority shareholders are thereby afforded the possibility of securing economic benefits through such procedure. For these reasons, it is considered that due consideration has been given to the elimination of coercion in connection with the two-step acquisition procedures in the Transaction.

4. Regarding whether, based on 1. through 3. above, the Transaction is considered not disadvantageous to the Company's minority shareholders

(Conclusion)

Based on above 1. through 3., the Special Committee has concluded that the Transaction is not disadvantageous to the interests of the Company's minority shareholders.

(Reason)

• With respect to matters other than those considered in 1. through 3. above, the Special Committee does not, at present, identify any circumstances that would lead it to conclude that decisions relating to the Transaction, including the Third-Party Tender Offer (including the decision to express an opinion regarding the Third-Party Tender Offer) are disadvantageous to the Company's minority shareholders; accordingly, the Special Committee considers that the decisions relating to the Transaction (including the decision to express an opinion regarding the Third-Party Tender Offer) are not disadvantageous to the Company's minority shareholders.

5. "If the Transaction involves a third-party tender offer for the Company's Stock and the Company's share options, whether the Company's Board of Directors should express an opinion in favor of such tender offer and recommend that the Company's shareholders and holders of the Company's share options tender their holdings to the offer"

(Conclusion)

Based on above 1. through 4., we conclude that, at this time, it is appropriate (i.e., "affirmative") for the Company's Board of Directors to express an opinion in favor of the Third-Party Tender Offer and to recommend that the Company's shareholders tender their shares to the Third-Party Tender Offer, while leaving it to the judgment of holders of the Company's share options whether to participate in the Third-Party Tender Offer. Accordingly, we consider that (i) it would not be detrimental to the Company's minority shareholders for the Board of Directors to adopt a resolution to express such support for the Third-Party Tender Offer, to recommend that the Company's shareholders tender their shares, and to leave to holders of the Company's share option the decision whether to tender their options, and (ii) it would not be detrimental to the Company's minority shareholders for the Board of Directors to adopt a resolution to implement, after the Third-Party Tender Offer, the Squeeze-out Procedures by means of a share consolidation.

(Reason)

As described above, and for 1. the purpose of the Transaction is considered reasonable (i.e., the Transaction is expected to contribute to enhancement of the Company's corporate value); 2. the fairness and reasonableness of the transaction terms relating to the Transaction (including the method of implementation of the Transaction and the reasonableness of the consideration) are considered to be ensured; 3. the fairness of the procedures relating to the Transaction, including the Third-Party Tender Offer, is considered to be ensured; and 4. in view of the fact that, based on 1. through 3. above, the Transaction is not considered disadvantageous to the Company's minority shareholders it is appropriate (i.e., "affirmative") for the Company's Board of Directors to express an opinion in favor of the Third-Party Tender Offer and to recommend that the Company's shareholders tender their shares in the Third-Party Tender Offer, and to leave to holders of the Company's share option the decision whether to tender their options in the Third-Party Tender Offer at this time. Therefore, it is considered that the Company's Board of Directors resolving the following would not be disadvantageous to the Company's minority shareholders: (i) expressing an opinion in favor of the Third-Party Tender Offer and recommending that the Company's shareholders tender their shares in the Third-Party Tender Offer, and leaving to holders of the Company's share option the decision whether to tender their options in the Third-Party Tender Offer; and (ii) implementing the Squeeze-Out Procedures using a share consolidation method after the Third-Party Tender Offer, and no circumstances to the contrary are discernible at this time.

(III) Procurement by the special committee of a share valuation report from an independent third-party valuator

To ensure the fairness of the terms of the Transaction including the Third-Party Tender Offer Purchase Price when considering the Consulted Matters, the Special Committee requested a statement of opinion concerning the valuation of the Company's Stock and the fairness of the Third-Party Tender Offer Purchase Price from a financial standpoint from YAMADA Consulting Group, a third-party valuator that is independent of the Company, the Third-Party Tender Offeror, Mr. Izumi Okubo, La Terre Holdings, La Terre Next Co., Ltd. and Ippan Shadan Hojin La Terre Next. On November 7, 2025, the Special Committee received the Share Valuation Report (YAMADA Consulting Group) regarding the value of the Company's Stock. For the avoidance of doubt, YAMADA Consulting Group is not a related party of the Company and the Third-Party Tender Offeror and has no material interest in relation to the Transaction,

including the Third-Party Tender Offer. The Special Committee has confirmed that there is no issue regarding the independence of YAMADA Consulting Group. Further, when considering measures to ensure the fairness of the Third-Party Tender Offer Purchase Price and measures to avoid conflicts of interest implemented during the Transaction, the Special Committee believes that the interests of its general shareholders were afforded sufficient consideration, and has not obtained an opinion regarding the fairness of the Third-Party Tender Offer Purchase Price (fairness opinion) from YAMADA Consulting Group. For the avoidance of doubt, fees payable to YAMADA Consulting Group in relation to the Transaction consist only of fixed fees payable regardless of the success or failure of the Transaction and do not include any incentive fees payable subject to the successful completion of the Transaction or other conditions.

After examining the valuation method to be adopted to calculate the value of the Company's Stock from among various valuation methods, based on the premise that the Company is a going concern and the belief that the value of the Company's Stock should be evaluated from multiple perspectives, YAMADA Consulting Group used the following methods to analyze the value of the Company's Stock: the market price method as the Company's Stock is listed on the TSE Prime Market and has a market price; the comparable company method as there are several listed companies comparable with the Company and the value of the Company's Stock can be analogized by the comparable company method; and the DCF method to reflect the details and forecast of the Company's business performance in the valuation.

The range of the value per share of the Company's Stock calculated by YAMADA Consulting Group under each of the above methods is as follows:

Market price method: 1,215 yen to 1,280 yen

Comparable company method: 1,010 yen to 1,116 yen

DCF method: 1,554 yen to 1,972 yen

Under the market price method, with November 7, 2025 being set as the valuation reference date, the value per share of the Company's Stock was calculated to range from 1,215 yen to 1,280 yen, based on the closing price of the Company's Stock on the TSE as of the valuation reference date of 1,275 yen, the simple average of the closing prices for the past one month up to such date of 1,249 yen, the simple average of the closing prices for the past three months up to such date of 1,280 yen, and the simple average of the closing prices for the past six months up to such date of 1,215 yen.

Under the comparable company method, YAMADA Consulting Group conducted a valuation of the Company's Stock by comparing the market prices and financial metrics indicative of profitability of publicly listed companies engaged in businesses relatively similar to the Company's, and estimated the per-share value range of the Company's Stock to be 1,010 yen to 1,116 yen.

Then, under the DCF method, under various assumptions including the earnings and investment plans shown in the Business Plan developed by the Company, as well as publicly disclosed information, the corporate value and share value of the Company were evaluated by discounting the free cash flow expected to be generated by the Company back to the present value using a certain discount rate, and the value per share of the Company's Stock was calculated to range from 1,554 yen to 1,972 yen.

The Business Plan used as the basis for the valuation under the DCF method includes fiscal years that anticipate substantial fluctuations in operating profit and loss and free cash flow. Specifically, for the fiscal year ending March 31, 2028, operating income under the Business Plan is projected to be 7.7 billion yen (a year-on-year increase of 41.8%), and free cash flow for the same fiscal year is projected to be 5.2 billion yen (a year-on-year increase of 30.6%). These projections primarily reflect a net increase in ongoing assignment volumes and higher average billing rates in the engineer staffing service, in addition to anticipated growth in Cognavi Graduates and the India business. Furthermore, the Business Plan does not take the implementation of the Transaction into account.

(Note) YAMADA Consulting Group has prepared the Share Valuation Report (YAMADA Consulting Group) on the assumption that all materials and information on which the report is based were complete and accurate, that YAMADA Consulting Group has not independently verified the accuracy or completeness of such materials and information and does not assume any obligation or responsibility therefor, and that the Company is not aware of any fact or circumstance indicating that any information provided to YAMADA Consulting Group was inaccurate or misleading. In addition, YAMADA Consulting Group has not conducted any independent appraisal, evaluation or assessment of the Company's assets or liabilities, nor has it requested any such appraisal, evaluation or assessment from any third-party institution. If the accuracy or completeness of the materials or information relied upon is found to be deficient, the valuation results may differ materially. Furthermore, YAMADA Consulting Group has assumed that there are no undisclosed litigation, disputes, claims or liabilities (including environmental or tax matters), contingent liabilities, off-balance-sheet liabilities or other facts or circumstances that would have a material adverse effect on the Share Valuation Report (YAMADA Consulting Group). YAMADA Consulting Group has also assumed that the business plans and other documents used in the Share Valuation Report (YAMADA Consulting Group) were prepared by the Company in a reasonable and appropriate manner and reflect the Company's best estimates and judgments as of the valuation reference date. Where YAMADA Consulting Group has performed analyses based on assumptions provided to it together with the materials and information so provided, it has assumed that such materials, information and assumptions are accurate and reasonable. YAMADA Consulting Group has not independently verified, and does not assume any obligation or responsibility for, the accuracy, reasonableness or achievability of such assumptions. The valuation results produced by YAMADA Consulting Group were submitted to the Special Committee solely for the purpose of assisting the Special Committee in considering the Consulted Matters, and do not constitute an expression by Yamada Consulting Group of any opinion as to the fairness of the Third-Party Tender Offer Purchase Price.

(IV) Advice procured by the Company from an independent law firm

In order to carefully consider the Company's decision-making regarding the Transaction, including the Third-Party Tender Offer, and to ensure the fairness and appropriateness of the decision-making by the Company's Board of Directors, the Company appointed Anderson Mori & Tomotsune as its legal advisor, independent from the Company, the Third-Party Tender Offeror, Mr. Izumi Okubo, La Terre Holdings, La Terre Next Co., Ltd., and Ippan Shadan Hojin La Terre Next, and the success or failure of the Transaction, as described in "(II) Establishment by the Company of an independent special committee and procurement of a written report from the committee" above. The Company received legal advice from Anderson Mori & Tomotsune regarding various procedures for the Transaction, including the Third-Party Tender Offer, the method and process of decision-making by the Board of Directors, and other points to note when making decisions regarding the Transaction (including, but not limited to, the scope of interested directors of the Company, the establishment of the special committee and the timing of its establishment, and the fact that it is desirable to make decisions with the utmost respect for the recommendations of the special committee).

Anderson Mori & Tomotsune is not a related party of the Company and the Third-Party Tender Offeror, and does not have any material interest in the Transaction, including the Third-Party Tender Offer. Furthermore, the Special Committee has confirmed that there are no issues regarding the independence of Anderson Mori & Tomotsune.

(V) Unanimous approval of all disinterested directors (including Audit and Supervisory Committee members) of the Company

The Company has comprehensively considered the advice received from Anderson Mori & Tomotsune from a legal perspective and from Deloitte Tohmatsu from a financial perspective, as well as the Share Valuation Report (Deloitte Tohmatsu) and the Share Valuation Report (YAMADA Consulting Group) obtained by the Special Committee from YAMADA Consulting Group, while giving the utmost respect to the judgment of the Special Committee as indicated in the Written Report, and carefully deliberated and examined whether the Transaction, including the Third-Party

Tender Offer, would contribute to the enhancement of the Company's corporate value, whether the terms and conditions of the Transaction, including the Third-Party Tender Offer Purchase Price, were fair, and whether the Transaction would secure the benefits to be enjoyed by the general shareholders by being conducted through fair procedures. As a result, as detailed in "(III) Process and reasons leading to the Company's decision-making" under "(2) Grounds and reasons for the opinion" of "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" in the Opinion Statement Press Release, the Company has determined with respect to the Third-Party Tender Offer that the Transaction, including the Third-Party Tender Offer, will contribute to enhancing the Company's corporate value, that the Third-Party Tender Offer Purchase Price and other terms and conditions of the Transaction, including the Third-Party Tender Offer, are appropriate for the Company's shareholders, and that the Third-Party Tender Offer provides the Company's shareholders with a reasonable opportunity to sell their shares. Accordingly, at a meeting of the Company's Board of Directors held on November 10, 2025, with the unanimous consent of all seven directors of the Company (including Audit and Supervisory Committee members) who had no conflicts of interest in the Transaction participating in the deliberations and resolution, a resolution was passed to express an opinion in favor of the Third-Party Tender Offer, to recommend that the Company's shareholders tender their shares in the Third-Party Tender Offer, and to leave the decision on whether or not to tender in the Third-Party Tender Offer to the discretion of the Share Option Holders.

(VI) Measures to secure purchase opportunities from other buyers

According to the Third-Party Tender Offeror, the Third-Party Tender Offeror has set the tender offer period at 30 business days, while the statutory minimum period for a tender offer is 20 business days. By setting the tender offer period longer compared to the minimum period prescribed by law, the Third-Party Tender Offeror intends to ensure the fairness of the Third-Party Tender Offer by ensuring that the Company's shareholders have an opportunity to make appropriate judgments regarding tendering in the Third-Party Tender Offer, while also ensuring that those other than the Third-Party Tender Offeror have an opportunity to make competing offers to purchase the Company's Stock. In addition, the Third-Party Tender Offeror has not entered into any agreement with the Company which unduly restrict the competing bidders' ability to engage with the Company, such as an agreement which includes deal protection provisions that would prohibit the Company from contacting potential competing bidders other than the Third-Party Tender Offeror uniformly or comprehensively. As such, by setting the tender offer period as described above and ensuring opportunities for competing bids, etc., consideration is given to the ensuring of the fairness of the Third-Party Tender Offer.

(VII) Elimination of coercion

According to the Third-Party Tender Offeror, as described in "(4) Policy for reorganization after the Two Tender Offers (matters concerning "two-step acquisition")" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" of the Opinion Statement Press Release, it has been made clear by the Third-Party Tender Offeror: (i) that it plans to request that the Company hold an Extraordinary General Shareholders Meeting including, on its agenda, the implementation of the Share Consolidation and a partial amendment to the Company's Articles of Incorporation to abolish the provision concerning the number of shares that constitute one unit subject to effectuation of the Share Consolidation, after completion of settlement of the Third-Party Tender Offer, and thereby any method shall not be adopted unless it secures rights to request price determination for the shareholders of the Company; and (ii) that, when the Share Consolidation is implemented, the amount of money to be delivered to the shareholders of the Company as consideration will be calculated so that it will be the same as the price obtained by multiplying the Third-Party Tender Offer Purchase Price, by the number of the Company's Stock held by each such shareholder (excluding the Company). As a result of these measures, the Company's shareholders will have the opportunity to make appropriate judgments as to whether to tender in the Third-Party Tender Offer, thereby ensuring that there is no coercion.

4. Future Prospect

Due to implementation of the Share Consolidation, the Company's Stock is scheduled to be delisted, as stated in "(I)

Delisting” under “(2) Prospects of delisting” in “3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation,” below.

5. Matters concerning transactions, etc. with controlling shareholder

As the Third-Party Tender Offeror constitutes the parent company of the Company, transactions pertaining to the Share Consolidation constitute transactions, etc. with the controlling shareholder.

In its Report on Corporate Governance, the Company did not set forth a policy on measures to protect minority shareholders in conducting transactions, etc. with the controlling shareholder. However, when conducting transactions, etc. with a controlling shareholder, the Company takes measures to ensure fairness in the details and terms of any such transactions, such as by seeking the advice of legal counsel or third-party organizations as needed, decides on transactions after careful deliberation at Board of Directors meetings, and has adopted a policy of taking appropriate action to ensure that the interests of minority shareholders are not harmed.

Even when the Share Consolidation is carried out, as stated in “(3) Measures to ensure fairness and measures to avoid conflicts of interest” under “3. Basis for, and other matters related to, the amount of cash expected to be delivered to shareholders due to the handling of fractional shares in relation to the Share Consolidation,” taking into account the Share Valuation Report (Deloitte Tohmatsu) submitted by Deloitte Tohmatsu, the Share Valuation Report (YAMADA Consulting Group) submitted by YAMADA Consulting Group, the legal advice received from its legal advisor Anderson Mori & Tomotsune regarding various procedures for the Transaction including the Share Consolidation, including the method and process of decision-making by the Board of Directors, and other points to note when making decisions regarding the Transaction, the report submitted by the Special Committee, and other related materials, the Company’s Board of Directors has carefully deliberated over and considered the Share Consolidation, and for its part, the Company has determined that appropriate action has been taken to avoid harming the interests of minority shareholders, and that the Share Consolidation is consistent with the above policy.

VII. Amendment to the Articles of Incorporation (Share Consolidation)

(1) Purpose of the Amendment to the Articles of Incorporation (Share Consolidation)

- (i) If the proposal on the Share Consolidation is approved and adopted as originally proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation takes effect, the total number of authorized shares of the Company’s Stock will be reduced to 16 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. To clarify this point, Article 6 of the Articles of Incorporation (Total Number of Authorized Shares and Total Number of Authorized Class Shares) will be amended, subject to the Share Consolidation taking effect.
- (ii) If the proposal on the Share Consolidation is approved and adopted as originally proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation takes effect, the Company’s total number of outstanding shares will be 4 shares, and it will no longer be necessary to specify the number of shares in a share unit. Accordingly, subject to the Share Consolidation taking effect, in order to abolish the provisions concerning the number of shares per unit of the Company’s Stock, Article 8 (Number of Shares Per Unit) and Article 9 (Rights in Relation to Shares Less than One Unit) of the Articles of Incorporation will be deleted entirely, and the affected article numbers will be shifted up due to the amendment.
- (iii) If the proposal on the Share Consolidation is approved and adopted as originally proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation takes effect, the Company’s shares will be delisted and the Company’s shareholders will be reduced to the Third-Party Tender Offeror only. Accordingly, it will no longer be necessary to specify a record date for voting rights at the annual general meetings of shareholders. Accordingly, subject to the Share Consolidation taking effect, Article 13 (Record Date of Annual General Meeting of Shareholders) of the Articles of Incorporation will be deleted entirely, and the affected article numbers will be shifted up due to the amendment.
- (iv) If the proposal on the Share Consolidation is approved and adopted as originally proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation takes effect, as the Company’s shares will be delisted, and the Third-Party Tender Offeror will become the Company’s sole shareholder, there will no longer be a need to stipulate

provisions concerning systems on the provision of electronic materials for general meetings of shareholders. Accordingly, subject to the Share Consolidation taking effect, Article 15 (Electronic Provision Measure, etc.) of the Articles of Incorporation will be deleted entirely, and the affected article numbers will be shifted up due to the amendment.

(2) Details of the Amendment to the Articles of Incorporation (Share Consolidation)

Details of the amendment to the Articles of Incorporation are as follows.

(The changes are underlined.)

Before amendment (Note)	Proposed amendments
<p style="text-align: center;">Chapter 2: Shares</p> <p>Article 6 (Total Number of Authorized Shares) The total number of shares authorized to be issued by the Company shall be <u>196,800,000 shares</u>, of which the total number of authorized common shares shall be <u>196,799,999 shares</u>, and the total number of authorized Class A Shares shall be 1 share.</p> <p>Article 7 (Omitted)</p> <p><u>Article 8 (Number of Shares Per Unit)</u> The number of shares per unit of the Company's common shares shall be 100 shares, and the number of shares per unit of Class A Shares shall be 1 share.</p> <p><u>Article 9 (Rights in Relation to Shares Less than One Unit)</u> None of the Company's shareholders may exercise rights other than those listed below concerning their shares less than one unit. (1) The rights specified in the items of Article 189, Paragraph 2 of the Companies Act (2) The right to make a claim as specified in Article 166, Paragraph 1 of the Companies Act (3) The right to receive an allotment of shares for subscription and an allotment of share acquisition rights according to the number of shares held by shareholders</p> <p>Article <u>10</u> to Article <u>12</u> (Omitted)</p> <p><u>Article 13 (Record Date of an Annual General Meeting of Shareholders)</u> The record date of voting rights at the Annual General Meeting of Shareholders of the Company shall be March 31 of every year.</p> <p>Article <u>14</u> (omitted)</p>	<p style="text-align: center;">Chapter 2: Shares</p> <p>Article 6 (Total Number of Authorized Shares) The total number of shares authorized to be issued by the Company shall be <u>16 shares</u>, of which the total number of authorized common shares shall be <u>15 shares</u>, and the total number of authorized Class A Shares shall be 1 share.</p> <p>Article 7 (Unchanged)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p>Article <u>8</u> to Article <u>10</u> (Unchanged)</p> <p style="text-align: center;">(Deleted)</p> <p>Article <u>11</u> (Unchanged)</p>

