[Translation]

August 10, 2026

For Immediate Release

Company name:	J.S.B. Co., Ltd.
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	(Stock code: 3480; Tokyo Stock Exchange Prime Market)
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Notice Regarding Decision by Ursa 4 Kabushiki Kaisha to Make a Demand for Share, Etc. Cash-Out for the Share Certificates, Etc. of the Company, the Company's Approval of that Demand, and the Delisting of the Company Shares

As announced in the "Notice Regarding Results of the Tender Offer for the Share Certificates, Etc. of the Company by Ursa 4 Kabushiki Kaisha and Changes in the Status of Parent Companies and Largest Shareholder (Which is Also a Major Shareholder)" dated July 28, 2026, Ursa 4 Kabushiki Kaisha ("Ursa 4") conducted a tender offer (the "Tender Offer") for the shares of common stock of J.S.B. Co., Ltd. (the "Company"; such shares, the "Company Shares") and the Stock Acquisition Rights (Note 1) (the Company Shares and the Stock Acquisition Rights are hereinafter collectively referred to as the "Share Certificates, Etc. of the Company") from June 15, 2026. As a result, Ursa 4 owns 19,737,531 Company Shares (ownership ratio (Note 2): 92.91%) as of August 3, 2026 (the commencement date of settlement of the Tender Offer), making Ursa 4 a special controlling shareholder ("Special Controlling Shareholder") of the Company under the Companies Act (Act No. 86 of 2005, as amended; the same applies hereinafter).

Note 1: "Stock Acquisition Right(s)" refers to the Second Series of Stock Acquisition Rights issued pursuant to the resolution at the Company's general meeting of shareholders held on October 14, 2016 and the resolution at the Company's board of directors meeting held on October 28, 2016 (the exercise period is from November 1, 2018 to September 30, 2026); the same applies hereinafter.

Note 2: "Ownership ratio" means the ratio to the number of voting rights (212,446 rights) represented by the number of shares (21,244,676 shares) obtained by (i) deducting the number of treasury shares held by the Company as of April 30, 2026 (794,124 shares) (which represents the number of treasury shares held by the Company as of the same date (888,178 shares) as stated in the Consolidated Financial Results for the First Six Months (Interim Period) Ended April 30, 2026 (Japanese GAAP) published by the Company on June 12, 2026 minus the number of Company Shares held by the Officers' Compensation BIP Trust and the Stock Grant ESOP Trust (94,054 shares)) from the total number of issued shares of the Company as of the same date (21,961,200 shares) as stated in such financial results, and (ii) adding to that number (21,167,076 shares) the number of Company Shares (77,600 shares) underlying the Stock Acquisition Rights (388 units) outstanding as of the same date (rounded to two decimal places); the same applies hereinafter.

The Company received, on August 10, 2026, a notice from Ursa 4 pursuant to Article 179-3, Paragraph 1 of the Companies Act to the effect that Ursa 4 came to own 90% or more of the voting rights of all shareholders of the Company as a result of the successful completion of the Tender Offer, and therefore, as stated in "(4) Policies on the organization restructuring, etc. after the Tender Offer" in "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" in the "Notice Regarding Expression of Opinion on the Tender Offer for the Share Certificates, Etc. of the Company by Ursa 4 Kabushiki Kaisha" published by the Company on June 12, 2026 (the "Expression of Opinion Press Release"), Ursa 4 intends to make a demand to all of the shareholders of the Company (excluding the Company and Ursa 4; the "Selling Shareholders") to sell all of the shares of common stock of the Company they hold (the "Shares for Sale") to Ursa 4 (that demand, the "Demand for Share Cash-Out") and to make a demand to all of the stock acquisition right holders of the Company (excluding Ursa 4; the "Selling Stock Acquisition Right Holders"; together with the Selling Shareholders, the "Selling Shareholders, Etc.") to sell all of the stock acquisition rights of the Company they hold (the "Stock Acquisition Rights for Sale"; together with the Shares for Sale, the "Shares, Etc. for Sale") to Ursa 4 (that demand, the "Demand for Stock Acquisition Rights Cash-Out"; together with the Demand for Share Cash-Out, the "Demand for Share, Etc. Cash-Out") in accordance with Article 179, Paragraph 1 of the Companies Act, as part of a series of transactions aimed at making Ursa 4 the sole shareholder of the Company and making the Company a wholly owned subsidiary of Ursa 4 (the "Transactions") by having Ursa 4 acquire all of the Company Shares (including the Company Shares to be delivered upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company) and all of the Stock Acquisition Rights.

In response thereto, the Company hereby announces that it resolved at its board of directors meeting held today to approve the Demand for Share, Etc. Cash-Out, as described below.

As a result of the approval of the Demand for Share, Etc. Cash-Out, the Company Shares meet the criteria for delisting prescribed by the Tokyo Stock Exchange, Inc. (the "TSE"), and therefore the Company Shares will be designated as a security to be delisted from today until September 1, 2026, and will thereafter be delisted on September 2, 2026. Please also note that the Company Shares will no longer be traded on the TSE Prime Market after the delisting.

1. Outline of the Demand for Share, Etc. Cash-Out

(1) Outline of the Special Controlling Shareholder

(1) Name	Ursa 4 Kabushiki Kaisha
(2) Location	12th Floor, Marunouchi Building, 2-4-1 Marunouchi, Chiyoda-ku, Tokyo
(3) Name and title of representative	Steven G. Glenn, Representative Director
(4) Description of business	(1) Acquiring, holding, and disposing of securities;

	controlling and managing the business activities of the issuers of securities through the holding of such securities (2) Any businesses incidental to the above
(5) Capital	1 yen (as of August 10, 2026)
(6) Date of incorporation	May 25, 2026
(7) Major shareholders and shareholding ratios (as of August 10, 2026)	Ursa 3 Kabushiki Kaisha 100%
(8) Relationships between the Company and Ursa 4	
Capital relationship	As of today, Ursa 4 holds 19,737,531 Company Shares (ownership ratio: 92.91%).
Personnel relationship	N/A
Business relationship	N/A
Status as a related party	Ursa 4 is the parent company of the Company, and Ursa 4 and the Company are related parties to each other.

(2) Schedule of the Demand for Share, Etc. Cash-Out

Date of the Demand for Share, Etc. Cash-Out	August 10, 2026 (Monday)
Date of the resolution by the Company's board of directors	August 10, 2026 (Monday)
Last trading day	September 1, 2026 (Tuesday) (scheduled)
Delisting date	September 2, 2026 (Wednesday) (scheduled)
Acquisition date	September 4, 2026 (Friday) (scheduled)

(3) Sale consideration

(i) 9,000 yen per Company Share

(ii) 1,735,000 yen per Stock Acquisition Right

2. Details of the Demand for Share, Etc. Cash-Out

The Company received, on August 10, 2026, a notice from Ursa 4 to the effect that Ursa 4 will make the Demand for Share, Etc. Cash-Out, the details of which are as follows.

(1) A statement to the effect that the Demand for Share Cash-Out will not be made to the Special Controlling Shareholder's wholly owned subsidiaries, and the names of those subsidiaries (Article 179-2, Paragraph 1, Item (i) of the Companies Act)

Not applicable.

(2) The amount and allocation of money to be delivered to the Selling Shareholders as consideration for the Shares for Sale in connection with the Demand for Share Cash-Out (Article 179-2, Paragraph 1, Items (ii) and (iii) of the Companies Act)

Ursa 4 will allocate and deliver 9,000 yen per Share for Sale to the Selling Shareholders as consideration for the Shares for Sale held by the Selling Shareholders (the "Sale Consideration for Shares").

(3) A statement to the effect that the Demand for Stock Acquisition Rights Cash-Out will not be made to the Special Controlling Shareholder's wholly owned subsidiaries, and the names of those subsidiaries (Article 179-2, Paragraph 1, Item (iv)(a) of the Companies Act)

Not applicable.

(4) The amount and allocation of money to be delivered to the Selling Stock Acquisition Right Holders as consideration for the Stock Acquisition Rights for Sale in connection with the Demand for Stock Acquisition Rights Cash-Out (Article 179-2, Paragraph 1, Item (iv)(b) and (c) of the Companies Act)

Ursa 4 will allocate and deliver 1,735,000 yen per Stock Acquisition Right for Sale to the Selling Stock Acquisition Right Holders as consideration for the Stock Acquisition Rights for Sale held by the Selling Stock Acquisition Right Holders (the "Sale Consideration for Stock Acquisition Rights"; together with the Sale Consideration for Shares, the "Sale Consideration").

(5) Date on which the Special Controlling Shareholder will acquire the Shares, Etc. for Sale (the "Acquisition Date") (Article 179-2, Paragraph 1, Item (v) of the Companies Act)

September 4, 2026

(6) Means of securing the funds for payment of the Sale Consideration (Article 179-2, Paragraph 1, Item (vi) of the Companies Act; Article 33-5, Paragraph 1, Item (i) of the Rules for Enforcement of the Companies Act)

Ursa 4 will pay the Sale Consideration from its own funds. Ursa 4 has submitted a certificate of capital contribution dated June 12, 2026 prepared by Ursa 3 Kabushiki Kaisha as an attachment to the Tender Offer Registration Statement for the tender offer conducted by Ursa 4 for the Company Shares and the Stock Acquisition Rights from June 15, 2026. Since June 12, 2026, no event has occurred that would hinder payment of the Sale Consideration, and Ursa 4 is not currently aware of any possibility that such an event will occur in the future.

(7) Other terms and conditions for the Demand for Share, Etc. Cash-Out (Article 179-2, Paragraph 1, Item (vi) of the Companies Act; Article 33-5, Paragraph 1, Item (ii) of the Rules for Enforcement of the Companies Act)

The Sale Consideration will be delivered in the same manner as the delivery of dividend property by the Company within a reasonable period on or after the Acquisition Date to the addresses of the Selling Shareholders, Etc. stated or recorded in the final shareholder register and stock acquisition rights register of the Company as of the day before the Acquisition Date, or to the places notified to the Company by the Selling Shareholders, Etc.

However, if delivery by the above method is not possible, the Sale Consideration will be delivered to the Selling Shareholders, Etc. by the method designated by the Company at the head office of the Company (or, if Ursa 4 has designated another place and method for delivery of the Sale Consideration, at the place and by the method designated by Ursa 4).

3. Grounds and reasons for the decision to approve the Demand for Share, Etc. Cash-Out

(1) Grounds and reasons for the decision to approve the Demand for Share, Etc. Cash-Out

The Demand for Share, Etc. Cash-Out is conducted as part of the Transactions. The Sale Consideration for Shares is the same as the price for purchase, etc. per Company Share in the Tender Offer (the "Tender Offer Price"), and the Sale Consideration for the Stock Acquisition Rights is the same as the price for purchase, etc. per Stock Acquisition Right in the Tender Offer (the "Stock Acquisition Right Purchase Price").

As stated in "(iv) Decision-making process leading to the Company's decision to support the Tender Offer and reasons therefor" in "(2) Grounds and reasons for opinions" in "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" in the Expression of Opinion Press Release, the Company resolved at its board of directors meeting held on June 12, 2026 to express an opinion in support of the Tender Offer and also to recommend that its shareholders and the holders of the Stock Acquisition Rights (the "Stock Acquisition Right Holders") tender their Company Shares and Stock Acquisition Rights in the Tender Offer based on the process and reasons stated below. The resolution of the board of directors above was made in the manner set out in "(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection" in "(4) Measures to ensure fairness" below. Of the following statements, those concerning Ursa 4 are based on explanations given by Ursa 4.

(A) Background to the establishment of a review framework

The Company received, on October 15, 2025, from Ms. Yasuko Oka ("Ms. Oka"), who is a former Representative Director and Chairman as well as the largest shareholder of the Company who owns 7,187,800 Company Shares (shareholding ratio: 33.83%), a letter stating that, subject to the Company's support, the Oka Family was considering, as one of its principal options, selling the Company Shares held by Ms. Oka and OM Investment Co., Ltd., which is an asset management company of Ms. Oka and a shareholder of the Company (collectively with Ms. Oka, the "Oka Family") to a buyer that would contribute to the realization of the Company's medium- to long-term enhancement of corporate value (the "Sale of Company Shares Held by the Oka

Family”), and requesting that the Company also hold meetings with several candidates proposed by Ms. Oka from among the private equity funds and operating companies with which Ms. Oka had held interviews from June 2025 to September 2025, taking into account their potential synergies, investment track records and level of interest in the Sale of Company Shares Held by the Oka Family, and for the Company to confirm the views of those companies (the “Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family”). At that time, Ms. Oka also informed the Company that, as a means of contributing to the enhancement of the Company’s corporate value over the medium to long term, in addition to the sale of the Company Shares held by the Oka Family, she was considering, as one possible option, the possibility of the Oka Family making a re-investment in the purchaser of such Company Shares.

In response, the Company considered that, if the Sale of Company Shares Held by the Oka Family was implemented, the purchaser would come to have significant influence over the Company’s management, and therefore that proceeding with a process to confirm whether there were candidates who, with the Company’s active involvement, could become partners contributing to the enhancement of the Company’s medium- to long-term corporate value (the “Bidding Process”; the candidates participating in the Bidding Process, the “Potential Acquirers”) would contribute to the Company’s corporate value and the common interests of its shareholders. The Company also considered that, depending on the results of the Bidding Process, a transaction involving taking the Company Shares private, including making the Company a consolidated subsidiary, might be implemented. Accordingly, in mid-November 2025, in implementing the Bidding Process, after considering expertise, track record and other factors, the Company appointed Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (“Mitsubishi UFJ Morgan Stanley Securities”) as its third-party appraiser and financial advisor, and Mori Hamada & Matsumoto (“Mori Hamada”) and Irokawa Law Office (“Irokawa Law Office”) as its legal advisors, subject to the approval of the Special Committee (as defined below). The Company then began establishing a framework for conducting negotiations and making decisions from a standpoint independent of the Company, the Potential Acquirers including Ursa 4, the Oka Family, and HIKARI TSUSHIN, INC. (number of shares held: 267,900 shares; ownership ratio: 1.26%), Hikari Tsushin K.K. Investment Limited Partnership (number of shares held: 1,219,700 shares; ownership ratio: 5.74%), UH Partners 2 Investment Limited Partnership (number of shares held: 1,579,600 shares; ownership ratio: 7.44%), and UH Partners 3, Inc. (number of shares held: 1,025,400 shares; ownership ratio: 4.83%) (collectively, the “Hikari Tsushin Group”; the Oka Family and the Hikari Tsushin Group are hereinafter collectively referred to as the “Major Shareholders”), based on advice from Mori Hamada, its legal advisor, and taking into account the above perspectives, with the aim of considering potential impacts on the Company’s shareholders, eliminating arbitrariness in the Company’s decision-making process regarding the Bidding Process, and establishing a fair, transparent and objective decision-making process.

Specifically, as described in “(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom” in “(4) Measures to ensure fairness” below, from mid-November 2025, the Company began preparations to establish a special committee comprising the Company’s independent outside directors and an external expert, and at the board of directors meeting of the Company held on December 12, 2025, established a special committee comprising three members: Mr. Toru Watanabe (attorney-at-law and partner at Kitahama Partners), Mr. Hiroki Fukushima (independent outside director of the Company and Representative Member of Corporate Concierge LLC), and Mr. Yuhei Kiyohara (independent outside director of the Company, Principal of Kiyohara Certified Public Accountant and Tax

Accountant Office, Managing Partner of Kiyohara Consulting G.K., part-time lecturer at Japan University of Economics, and auditor of the Osaka Destination Campaign Promotion Council) (the "Special Committee"). Mr. Toru Watanabe was requested to serve as a member of the Special Committee in his capacity as an external expert because, from the perspective of the composition of the Special Committee, it was considered desirable to supplement the Special Committee's expertise in M&A transactions and legal matters of the same type as the Contemplated Transactions Following the Bidding Process (as defined in "(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom" in "(4) Measures to ensure fairness" below; the same applies hereinafter), and because he has extensive experience as an attorney-at-law involved in numerous M&A transactions. For the background to the establishment of the Special Committee, the specific matters commissioned to the Special Committee, the authority granted to it, the background of its deliberations and its determination, please see "(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom" in "(4) Measures to ensure fairness" below.

In addition, as described in "(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom" in "(4) Measures to ensure fairness" below, after confirming that there were no issues with the independence from the Company, the Potential Acquirers including Ursa 4, and the Major Shareholders with respect to Mitsubishi UFJ Morgan Stanley Securities, the Company's financial advisor and third-party appraiser, and Mori Hamada and Irokawa Law Office, the Company's legal advisors, the Company obtained the approval of the Special Committee for their appointment.

Furthermore, as described in "(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom" in "(4) Measures to ensure fairness" below, the Company obtained confirmation from the Special Committee that the Company's internal review framework (i) has no material interest in the Potential Acquirers including Ursa 4, or the major shareholders, (ii) is independent of the Potential Acquirers including Ursa 4, and the Major Shareholders, (iii) has no material interest in whether or not the Contemplated Transactions Following the Bidding Process are successful, and (iv) is independent of the Contemplated Transactions Following the Bidding Process.

(B) Background to review and negotiations

As described in "(A) Background to the establishment of a review framework" above, due to having received the Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family on October 15, 2025, around early December 2025 the Company determined that it would be desirable to implement the Bidding Process, given that, if the Sale of Company Shares Held by the Oka Family was implemented, the purchaser would come to have significant influence over the Company's management, and that proceeding with the Bidding Process to confirm whether there were candidates who, with the Company's active involvement, could become partners contributing to the enhancement of the Company's medium- to long-term corporate value, would contribute to the Company's corporate value and the common interests of its shareholders.Subsequently, the Company also considered other prospective Potential Acquirers and, in addition to the candidates listed in the Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family, it added new candidates, and from mid-January 2026, the Company commenced the first-round bidding process, with February 16, 2026 as the deadline for the Initial Letters of Intent (the "First-Round Bidding Process") with several candidate private equity funds and operating companies that had expressed interest in participating in the Bidding Process, including Warburg Pincus LLC or its affiliates (including related funds, vehicles, and entities; collectively "Warburg Pincus"). Thereafter, in mid-February 2026, the Company received initial letters of intent from several Potential Acquirers that had participated in the First-Round Bidding Process, including Warburg Pincus. Accordingly, while receiving opinions, instructions and requests from the Special Committee, and advice from Mitsubishi UFJ Morgan Stanley Securities and Mori Hamada, the Company carefully compared and considered the details of each proposal set forth in the initial letters of intent submitted by the Potential Acquirers, primarily from the perspective of whether each proposal was feasible and would contribute to the Company's corporate value and, in turn, the common interests of its shareholders, and selected several Potential Acquirers, including Warburg Pincus, to be invited to participate in the second-round bidding process (the "Second-Round Bidding Process").

Subsequently, from early March 2026, the Company commenced the Second-Round Bidding Process, and following due diligence conducted by the Potential Acquirers that participated in the Second-Round Bidding Process on the Company, in late April 2026, the Company received legally binding final proposals from several Potential Acquirers, including Warburg Pincus, regarding the acquisition of the Company Shares and Stock Acquisition Rights on the premise of making the Company a wholly owned subsidiary.

In response, from May 1, 2026 onward, while receiving opinions, instructions and requests from the Special Committee, the Company conducted written inquiries and interviews with several Potential Acquirers, including Warburg Pincus, that had submitted the legally binding final proposals described above, regarding more detailed information concerning the significance and purpose of the series of transactions involving making the Company a wholly owned subsidiary described in each such final proposal (the "Transactions Described in the Final Proposal"), the management structure and business policies following the Transactions Described in the Final Proposal, and the terms and conditions of the Transactions Described in the Final Proposal. Specifically, on May 1, 2026, the Company sent questionnaires regarding the final proposals, including the transaction structure and financing methods for the Transactions Described in the Final Proposal, to each such Potential Acquirers, and on May 5, 2026, received written responses from each of the Potential Acquirers. In addition, on May 11, 2026, the Company and the Special Committee conducted an interview with Warburg Pincus, which was considered to have submitted a proposal that was superior overall from the perspectives of the proposed Tender Offer Price, the likelihood of implementation of the proposed transaction, and the post-transaction management strategy and support framework, and conducted additional confirmation regarding the contents of its responses to the questionnaire.

Thereafter, the Company and the Special Committee determined to select Warburg Pincus as the final candidate because (i) they considered that the proposed measures for enhancing the Company's corporate value did not contain any particularly unreasonable elements (for the reasons why the Company determined that the Transactions would contribute to the enhancement of the Company's corporate value, please see "(C) Details of the Company's decision" below), and (ii) among the Potential Acquirers that submitted legally binding final proposals in the Bidding Process, no Potential Acquirer proposed a Tender Offer Price higher than that proposed by Warburg Pincus, and the Tender Offer Price was considered to include a sufficient premium for the Company's minority shareholders (for the Company's assessment of the Tender Offer Price, please see "(C) Details of the Company's decision" below). Accordingly, on May 12, 2026, the Company notified Warburg Pincus that discussions would continue with Warburg Pincus as the final candidate.

(C) Details of the Company's decision

Under these circumstances, at the board of directors meeting held on June 12, 2026, the Company carefully discussed and considered whether the Transactions, including the Tender Offer, would contribute to the enhancement of the Company's corporate value, and whether the terms and conditions of the Transactions, including the Tender Offer Price, are reasonable, while taking into account the advice from a legal standpoint received from Mori Hamada and Irokawa Law Office, the advice from a financial standpoint received from Mitsubishi UFJ Morgan Stanley Securities, and the contents of the share valuation report obtained from Mitsubishi UFJ Morgan Stanley Securities as of June 11, 2026 (the "Share Valuation Report"), and also respecting, to the maximum possible extent, the judgment of the Special Committee as indicated in the report obtained from the Special Committee as of June 11, 2026 (the "Report"; for a summary of the Report, please see "(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom" in "(4) Measures to ensure fairness" below).

As a result, the Company concluded that making the Company a wholly owned subsidiary of Ursa 4 through the Transactions and, under a flexible and agile decision-making framework aimed at achieving medium- to long-term growth, implementing the following measures in collaboration with Warburg Pincus would contribute to the further enhancement of the Company's corporate value.

(a) Further growth of the Student Housing business and strengthening of the business foundation

As described in "(B) Discussions between the Tender Offeror and the Company, and the Tender Offeror's decision-making process, etc." under "(ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer" in "(2) Grounds and reasons for opinions" in "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release, the Company believes that strongly promoting the development of new properties and expanding the number of managed units through increasing proposal opportunities by dedicated sales personnel and offering competitive terms to property owners are important challenges for realizing further growth of the Company's business of housing for students ("Student Housing"). In particular, the Company believes that demand for student housing and development opportunities in the metropolitan area centered on Tokyo remain significant, and that it can further expand the number of managed units by strengthening its sales structure for corporate property owners, improving productivity and securing new management contracts.

In addition, the Company believes that, beyond further strengthening its existing domestic business foundation, it will be able to capture business opportunities in overseas markets for student-only accommodations ("PBSA") operated by private companies, where strong growth is expected due to expanding demand, by utilizing Warburg Pincus's global network and the Company's operational know-how in the Student Housing business.

Furthermore, the Company recognizes that M&A and the utilization of external capital, both in Japan and overseas, may also be effective options for achieving expansion in the number of managed units through these initiatives, and believes that the feasibility of such initiatives can be enhanced by leveraging Warburg Pincus's investment track record, network and expertise in external financing.

(b) Differentiation and enhancement of competitiveness through active development and operations

In addition to further strengthening the existing business foundation through the initiatives described in "(a) Further growth of the Student Housing business and strengthening of the business foundation" above, the Company believes that it is important to continue focusing on Student Housing, in which the Company has particular strengths, as its core business in order to establish new pillars of growth. In this regard, the Company recognizes that traditional student housing has primarily focused on providing residential functions and has not necessarily provided sufficient added value in areas such as support for students, including international students, in establishing their daily lives, promoting interaction among residents, fostering communities, and providing educational experiences. Accordingly, the Company believes that developing and operating student dormitories for international students and community-style student dormitories serving as educational facilities, thereby enhancing residents' sense of security and convenience and increasing their satisfaction, will contribute to the differentiation and enhancement of the competitiveness of the Company's Student Housing business and, in turn, improve its profitability. Together with strengthening initiatives relating to student housing for international students, which the Company believes are currently insufficient, the Company believes that it will be possible to enhance residents' sense of belonging to the student housing operated by the Company by providing networking opportunities through community-building among students, including international students, and tutors, and through the operation of education-related events and other activities. As a result, the Company believes that it will be possible to enhance recognition of the "UniLife" brand and expand the number of managed units by broadening the range of proposals that can be made to property owners.

Furthermore, over the medium to long term, the Company believes that by establishing a data infrastructure that appropriately manages and accumulates data relating to residents, it will become possible to develop student housing that is better suited to the needs of residents, while also exploring opportunities to expand into adjacent businesses such as education- and human resources-related services. In the process of nurturing these businesses as new growth engines, the Company believes that such initiatives can be advanced expeditiously by making maximum use of Warburg Pincus's extensive investment experience and expertise, as well as its network based on its overseas business experience.

(c) Management reforms and strengthening of the management foundation and organizational capabilities for sustainable growth

As the digital society continues to develop, the Company recognizes that, in order to achieve the sustainable growth of the corporate group comprised of the Company and its nine consolidated subsidiaries (Note 3) (the "Company Group"), it is essential not only to expand investment, but also to create and reallocate the human resources necessary to execute its growth strategy through improving operational efficiency and enhancing its organizational structure. Warburg Pincus has a track record of providing management support tailored to the stage of growth of its portfolio companies, and the Company believes that effective support can be expected with respect to the promotion of operational efficiency initiatives, enhancement of DX and data utilization, recruitment and development of highly specialized personnel, and strengthening of the organizational foundation, all of which the Company recognizes as important challenges. The Company believes that, by improving operational efficiency through the promotion of DX and data utilization and other initiatives supported by Warburg Pincus, it will be possible to redirect human resources that had previously been engaged in existing operations to new property development, strengthening leasing capabilities and promoting overseas business operations.

Note 3: This is the number of consolidated subsidiaries as of the announcement date of the Expression of Opinion Press Release (June 12, 2026). Please note that the number of the consolidated subsidiaries of the Company as of August 10, 2026 is seven.

The Company recognizes that, although these initiatives are expected to contribute to the enhancement of the Company's corporate value, they will require a certain amount of time and upfront investment before contributing to the performance of the Company Group, and may result in a decline in short-term profit levels and deterioration of cash flow during the implementation phase. In order to achieve the enhancement of corporate value over the medium to long term while avoiding the above impacts on the Company's shareholders, the Company determined that the best course of action would be to make the Company a wholly owned subsidiary of Ursa 4 through the implementation of the Transactions, thereby establishing a flexible and agile decision-making framework, while also enabling the active allocation of management resources from a medium- to long-term perspective and promoting investments that, although not directly contributing to short-term profits, are expected to generate significant growth over the medium to long term.

The Company recognizes that potential disadvantages associated with delisting include a decline in credibility and name recognition, adverse effects on the motivation of officers and employees and on future recruitment efforts, and negative impacts on relationships with stakeholders such as business partners. However, the Company believes that such adverse effects on relationships with stakeholders, including officers and employees and business partners, will be limited because the implementation of the Transactions will provide the additional support of Warburg Pincus's credibility and, furthermore, the brand strength and name recognition that the Company has built over many years through its business and social activities will not immediately diminish as a result of delisting. In addition, although some of the Company's business partners may hold Company Shares, the Company believes that any impact on relationships with stakeholders, including such business partners, resulting from the termination of those capital relationships would be limited because the Company's relationships with such business partners are primarily based on pre-existing business relationships and, even if the capital relationships with such business partners are terminated as a result of the Transactions, such termination would not immediately have an adverse effect on the business relationships.

In addition, according to Warburg Pincus, it intends to introduce an appropriate incentive program for the officers and employees of the Company Group following the implementation of the Transactions. The Company believes that the introduction of such an incentive program will contribute to improving employee morale and strengthening recruitment capabilities, and will also facilitate the implementation of various initiatives and provision of higher value-added proposals under a flexible and agile decision-making framework Accordingly, the Company believes that such measures will also benefit its business partners.

Based on the foregoing considerations, the Company determined that, in light of the expanding business opportunities expected in the future, establishing an appropriate framework to respond to such opportunities at an early stage and implementing the various initiatives promptly would best contribute to the enhancement of the Company's corporate value.

In addition, as described above, the Company believes that the Transactions, including the Tender Offer, will contribute to the enhancement of the corporate value of the Company Group. Furthermore, although the Company did not engage in negotiations with Ursa 4 regarding the terms and conditions of the Tender Offer described in the final proposal, the Company determined that the terms and conditions of the Transactions, including the Tender Offer Price, set forth in the legally binding final proposal submitted by Warburg Pincus, are reasonable from the perspective of the Company's shareholders in light of the reasons set out in a. to f. below, and that the Tender Offer provides the Company's shareholders and Share Acquisition Right Holders with a reasonable opportunity to sell their Company Shares at a price that includes a sufficient premium.

a. As described in "(B) Background to review and negotiations" above, among the Potential Acquirers that submitted legally binding final proposals in the Bidding Process, there was no Potential Acquirer that proposed a Tender Offer Price higher than the Tender Offer Price proposed by Warburg Pincus.

b. The Tender Offer Price significantly exceeds the upper end of the range of values for the Company Shares determined by Mitsubishi UFJ Morgan Stanley Securities in the Share Valuation Report described in "(iv) Obtainment by the Company of a share valuation report from an independent third-party appraiser" under "(4) Measures to ensure fairness" below, under each of the market price analysis, comparable company analysis and discounted cash flow analysis (the "DCF Analysis").

c. The market price of the Company Shares rose sharply following the Merger Market speculative report regarding the commencement of the Second-Round Bidding Process by the Company after the close of trading on March 23, 2026 (the "March 23 Speculative Report") (the closing price on March 24, 2026 and March 25, 2026 was 4,005 yen and 4,600 yen, respectively, compared to the closing price of 3,305 yen on March 23, 2026, prior to such speculative report). The Tender Offer Price represents a premium of 172.31% to the closing price of 3,305 yen on March 23, 2026, prior to the March 23 Speculative Report, a premium of 162.16% to the simple average closing price of 3,433 yen over the one-month period ending on such date, a premium of 165.49% to the simple average closing price of 3,390 yen over the three-month period ending on such date, and a premium of 151.68% to the simple average closing price of 3,576 yen over the six-month period ending on such date (collectively, the "Reference Premiums Prior to the March 23 Speculative Report"). In addition, the Tender Offer Price represents a premium of 28.57% to the closing price of 7,000 yen on June 11, 2026, the business day immediately preceding the date of announcement of the Tender Offer, a premium of 43.63% to the simple average closing price of 6,266 yen over the one-month period ending on such date, a premium of 68.79% to the simple average closing price of 5,332 yen over the three-month period ending on such date, and a premium of 104.78% to the simple average closing price of 4,395 yen over the six-month period ending on such date. In addition, after the close of trading on May 19, 2026, there was a Merger Market speculative report stating that the Company had received a legally binding proposal from Warburg Pincus (the "May 19 Speculative Report"), following which the market price of the Company Shares rose sharply again (the closing price on May 20, 2026, May 21, 2026 and May 22, 2026 was 5,860 yen, 5,940 yen and 6,250 yen, respectively, compared to the closing price of 5,260 yen on May 19, 2026, prior to such speculative report). In light of the foregoing, it is reasonable to view the market price of the Company Shares following the March 23 Speculative Report and the May 19 Speculative Report as having been significantly influenced by expectations regarding the Transactions arising from such speculative reports. Against this background, the Reference Premiums Prior to the March 23 Speculative Report significantly exceed the level of premiums observed in 227 comparable transactions (Note 4), including the average and median premiums to the closing price on the business day immediately preceding the announcement (53.46% and 42.58%), the average and median premiums over the preceding one-month period (55.22% and 44.58%), the average and median premiums over the preceding three-month period (56.41% and 45.81%), and the average and median premiums over the preceding six-month period (56.81% and 46.34%).

Note 4: Refers to tender offer transactions announced between August 31, 2023, the date on which the Ministry of Economy, Trade and Industry published the "Guidelines for Corporate Takeovers," and April 30, 2026, that were completed by such date and were intended to take the target company private, excluding transactions in which the premium was negative. The same applies hereinafter.

d. As described in "(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom" under "(4) Measures to ensure fairness" below, the Report obtained from the Special Committee also concludes that the Tender Offer Price is at a level that is sufficient for the Company's minority shareholders and that the terms and conditions of the Transactions are reasonable.

e. The measures to ensure the fairness of the Transactions and avoid conflicts of interest described in "(4) Measures to ensure fairness" below have been implemented.

f. It has been determined that the Stock Acquisition Right Purchase Price, based on the circumstances described in a. through e. above, will be set at an amount obtained by multiplying (i) the difference between the Tender Offer Price and the exercise price per Company Share underlying each Stock Acquisition Right by (ii) the number of Company Shares underlying one Stock Acquisition Right.

Based on the foregoing, at the board of directors meeting held on June 12, 2026, the Company resolved, as its opinion regarding the Tender Offer, to express an opinion in support of the Tender Offer and to recommend that the Company's shareholders and Stock Acquisition Right Holders tender their Company Shares and Stock Acquisition Rights in the Tender Offer. The Company then, based on such resolution, notified Ursa 4 that it accepted the implementation of the Tender

Offer at a Tender Offer Price of 9,000 yen per Company Share and a Stock Acquisition Right Purchase Price of 1,735,000 yen.

For the method regarding the resolution at the abovementioned board of directors meeting, please refer to "(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection" under "(4) Measures to ensure fairness" below.

Thereafter, on June 12, 2026, the Company received notice from Ursa 4 that it had decided, as described in the final proposal, to implement the Tender Offer at a Tender Offer Price of 9,000 yen per Company Share and a Stock Acquisition Right Purchase Price of 1,735,000 yen for the purpose of making the Company a wholly owned subsidiary.

Subsequently, on July 28, 2026, the Company received a report from Ursa 4 that, as a result of the Tender Offer, 19,737,531 shares of the Share Certificates, Etc. of the Company had been tendered and the Tender Offer had been successfully completed, and accordingly Ursa 4 would acquire all of the tendered share certificates, etc. As a result, as of August 3, 2026 (the commencement date of settlement of the Tender Offer), the shareholding ratio of Company Shares held by Ursa 4 became 92.91%, and Ursa 4 became a Special Controlling Shareholder of the Company.

Following the above events, the Company received a notice from Ursa 4 on August 10, 2026 that Ursa 4 will conduct the Demand for Share, Etc. Cash-Out as part of the Transactions, as stated in "(4) Policies on the organization restructuring, etc., after the Tender Offer" in "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release. Upon receiving that notice, the Company carefully discussed and examined whether or not to approve the Demand for Share, Etc. Cash-Out.

As a result, the Company, at its board of directors meeting held on August 10, 2026, determined that the Demand for Share, Etc. Cash-Out gives due consideration to the interests of the Selling Shareholders, Etc. and the terms and conditions, etc. of the Demand for Share, Etc. Cash-Out are appropriate, and resolved to approve the Demand for Share, Etc. Cash-Out as notified by Ursa 4 based on, among other matters, the following reasons: (i) the Demand for Share, Etc. Cash-Out is being conducted as part of the Transactions, and at the meeting of the board of directors held on June 12, 2026, the Company, while giving the utmost respect to the opinion of the Special Committee established in connection with the Transactions, determined, for the reasons and through the decision-making process described above, that the Transactions would contribute to the enhancement of the Company's corporate value, and there are no special circumstances sufficient to conclude that there has been any change in the circumstances underlying that determination; (ii) in light of the fact that, among other factors, that the Sale Consideration for Shares is the same price as the Tender Offer Price and the Sale Consideration for Stock Acquisition Rights is the same price as the Stock Acquisition Right Purchase Price, and the measures to ensure the fairness of the Transactions were sufficiently implemented as described in "(4) Measures to ensure fairness" below, and in addition, as described in "(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom" in "(4) Measures to ensure fairness" below, the Report obtained from the Special Committee also concluded that the fairness of the procedures for the Transactions and the reasonableness of the terms and conditions of the Transactions are considered to have been ensured, the Sale Consideration is considered to be reasonable for the Selling Shareholders, Etc. and sufficient consideration has been given so that the interests of the Selling Shareholders, Etc. are not harmed;

(iii) Ursa 4 plans to pay the Sale Consideration using its own funds and has submitted, as an attachment to the Tender Offer Registration Statement in relation to the Tender Offer, a certificate of capital contribution dated June 12, 2026 prepared by Ursa 3 Kabushiki Kaisha, and the Company believes that the status of the preparation for and means of securing the funds for Ursa 4 to pay the Sale Consideration are appropriate and that the delivery of the Sale Consideration is expected to be made; (iv) no unreasonable matters are found in regard to the amount of time required until the delivery of the Sale Consideration or the payment method thereof, and therefore the Company considers the transaction terms and conditions of the Demand for Share, Etc. Cash-Out to be appropriate; and (v) no material change has occurred in the corporate value of the Company from the commencement of the Tender Offer until today.

(2) Matters Related to valuation

As the Demand for Share, Etc. Cash-Out is to be conducted as part of the Transactions as the second step of the two-step acquisition after the Tender Offer and the Sale Consideration for Shares is the same price as the Tender Offer Price and the Sale Consideration for Stock Acquisition Rights is the same price as the Stock Acquisition Right Purchase Price, the Company did not obtain another share valuation report when making the decision to approve the Demand for Share, Etc. Cash-Out.

(3) Prospects for delisting

The Company Shares are listed on the Prime Market of the TSE as of today, but due to the approval of the Demand for Share, Etc. Cash-Out, the Company Shares will fall under the delisting criteria prescribed by the TSE; therefore, the Company Shares will be designated as a security to be delisted from today until September 1, 2026, and thereafter delisted on September 2, 2026. Please note that after delisting, the Company Shares will no longer be tradable on the Prime Market of the TSE.

(4) Measures to ensure fairness

The Demand for Share, Etc. Cash-Out is being made as part of the Transactions and as the second step in the so-called two-step acquisition following the Tender Offer. As described in "(3) Measures to ensure fairness of the Tender Offer" in "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release, as of June 12, 2026, Ursa 4 does not hold any Company Shares or Stock Acquisition Rights, and thus the Tender Offer does not constitute a tender offer by a controlling shareholder. In addition, because neither all nor any part of the management team of the Company plans to make any direct or indirect contribution to Ursa 4, the Transactions, including the Tender Offer, do not constitute a so-called "management buyout (MBO)" transaction (Note 5). However, because (i) the Transactions will be implemented after the Bidding Process, which was initiated in response to the expression of the intention of Ms. Oka, the largest shareholder of the Company who holds 7,187,800 Company Shares (shareholding ratio: 33.83%), to carry out the Sale of Company Shares Held by the Oka Family, and, accordingly, there is a possibility that the interests of the Oka Family and those of the Company's minority shareholders are not necessarily aligned and (ii) the Tender Offer will be conducted as part of the Transactions which will be implemented on the premise that the Company will be made a wholly owned subsidiary of Ursa 4, Ursa 4 and the Company have implemented the following measures from the perspective of ensuring the fairness of the Transactions and avoiding conflicts of interest. Of the following statements, those concerning the measures implemented by Ursa 4 are based on explanations given by Ursa 4.

Note 5: A "management buyout (MBO)" refers to a transaction in which Ursa 4 conducts a tender offer pursuant to an agreement with an officer of the Company and shares common interests with such officer of the Company.

Ursa 4 believes that setting the minimum number of shares to be purchased in the Tender Offer as a so-called "majority of minority" ("MoM") condition would make the successful completion of the Tender Offer unstable and, conversely, would potentially not benefit the interests of the Company's minority shareholders who wish to tender shares in the Tender Offer, and therefore a minimum number of shares to be purchased in the Tender Offer has not been set as an MoM condition. However, Ursa 4 and the Company believe they have given adequate consideration to the interests of the Company's minority shareholders in light of the fact that Ursa 4 and the Company have taken the measures detailed below in order to ensure the fairness of the Transactions and to avoid conflicts of interest.

(i) Implementation of the Bidding Process

As described in "(iv) Decision-making process leading to the Company's decision to support the Tender Offer and reasons therefor" in "(2) Grounds and reasons for opinions" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release, upon receipt of the Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family on October 15, 2025, around early December 2025, the Company determined that it would be desirable to implement the Bidding Process, given that, if the Sale of Company Shares Held by the Oka Family was implemented, the purchaser would come to have significant influence over the Company's management, and that proceeding with the Bidding Process to confirm whether there were candidates who, with the Company's active involvement, could become partners contributing to the enhancement of the Company's medium- to long-term corporate value, would contribute to the Company's corporate value and the common interests of its shareholders. Subsequently, the Company also considered other prospective Potential Acquirers and, in addition to the candidates listed in the Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family, it added new candidates, and from mid-January 2026, the Company commenced the First-Round Bidding Process with several candidates that had expressed interest in participating in the Bidding Process, including Warburg Pincus. Thereafter, in mid-February 2026, the Company received initial letters of intent from several candidates that had participated in the First-Round Bidding Process, including Warburg Pincus. Subsequently, the Company carefully compared and considered the details of each proposal set forth in the initial letters of intent submitted by the Potential Acquirers, primarily from the perspective of whether each proposal was feasible and would contribute to the Company's corporate value and, in turn, the common interests of its shareholders, and selected several Potential Acquirers, including Warburg Pincus, to be invited to participate in the Second-Round Bidding Process.

Subsequently, from early March 2026, the Company commenced the Second-Round Bidding Process, and following due diligence conducted by the Potential Acquirers that participated in the Second-Round Bidding Process on the Company, in late April 2026, the Company received legally binding final proposals from several Potential Acquirers, including Warburg Pincus, regarding the acquisition of the Company Shares and the Stock Acquisition Rights on the premise that the Company would be made a wholly owned subsidiary.

As described in "(iv) Decision-making process leading to the Company's decision to support the Tender Offer and reasons therefor" in "(2) Grounds and reasons for opinions" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release, the Company, while receiving opinions, instructions, and requests from the Special Committee, conducted written inquiries and interviews regarding the Transactions Described in the Final Proposal with several Potential Acquirers, including Warburg Pincus, that had submitted the legally binding final proposals described above. As a result, the Company considered that (i) the proposed measures for enhancing the Company's corporate value did not contain any particularly unreasonable elements, and (ii) among the Potential Acquirers that submitted legally binding final proposals in the Bidding Process, no Potential Acquirer proposed a Tender Offer Price higher than that proposed by Warburg Pincus, and the Tender Offer Price was considered to include a sufficient premium for the Company's minority shareholders. Accordingly, the Company selected Warburg Pincus as the final candidate.

As described above, the Company conducted the Bidding Process and secured opportunities to receive proposals from multiple Potential Acquirers regarding measures to enhance the corporate value of the Company, and then compared and examined such proposals while proceeding with negotiations. It is in this way that the Company endeavored to foster and maintain a competitive environment among the Potential Acquirers.

(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom

(A) Background to establishment, etc.

Upon receipt of the Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family on October 15, 2025, from around mid-November 2025, the Company proceeded with preparations for the establishment of a special committee composed of the Company's independent outside directors and external experts. The Company did so based on its belief that if the Sale of Company Shares Held by the Oka Family were implemented, the purchaser would come to have significant influence over the Company's management, and that proceeding with the Bidding Process to confirm whether there were candidates who, with the Company's active involvement, could become a partner contributing to the enhancement of the Company's medium- to long-term corporate value would contribute to the Company's corporate value and the common interests of its shareholders. The Company also took into account the fact that a transaction involving taking the Company Shares private, including making the Company a wholly owned subsidiary, might be implemented depending on the outcome of the Bidding Process, while also giving due consideration to the potential impact on the Company's shareholders, and proceeded with the preparations for establishing a special committee for the purpose of eliminating arbitrariness in the

Company's decision-making relating to the Bidding Process and establishing a decision-making process with fairness, transparency, and objectivity. Accordingly, at the meeting of the Company's board of directors held on December 12, 2025, the Company established the Special Committee composed of three members, namely, Mr. Toru Watanabe (attorney-at-law and partner at Kitahama Partners), Mr. Hiroki Fukushima (independent outside director of the Company and Representative Member of Corporate Concierge LLC), and Mr. Yuhei Kiyohara (independent outside director of the Company, Principal of Kiyohara Certified Public Accountant and Tax Accountant Office, Managing Partner of Kiyohara Consulting G.K., part-time lecturer at Japan University of Economics, and auditor of the Osaka Destination Campaign Promotion Council), in order to conduct negotiations and make determinations regarding the Bidding Process and the transactions to be implemented as a result of the Bidding Process (including any alternative transactions thereto, the "Contemplated Transactions Following the Bidding Process"), from a standpoint independent of the Company, the Potential Acquirers, including Ursa 4, and the Major Shareholders. Mr. Toru Watanabe was requested to serve as a member of the Special Committee in his capacity as an external expert because, from the perspective of the composition of the Special Committee, it was considered desirable to supplement the Special Committee's expertise in M&A transactions and legal matters of the same type as the Contemplated Transactions Following the Bidding Process and because he has extensive experience as an attorney-at-law involved in numerous M&A transactions, and the composition of the Special Committee has remained unchanged since its initial establishment. In addition, the compensation for the duties of the members of the Special Committee consists of a fixed fee, an hourly fee, or a combination thereof, regardless of the content of the report, and does not include any contingent fee that is payable upon the consummation of the Transactions.

The Company consulted with the Special Committee and requested it to perform the following: (a) examine and make a recommendation to the Company's board of directors on whether to implement the Contemplated Transactions Following the Bidding Process (i.e., whether the Company's board of directors should support a tender offer for the purpose of taking the Company Shares private as one of the Contemplated Transactions Following the Bidding Process (the "Contemplated Tender Offer Following the Bidding Process"), and whether the Company's board of directors should recommend the shareholders of the Company to tender their shares in the Contemplated Tender Offer Following the Bidding Process), and (b) examine and express its opinion to the Company's board of directors on whether the decision to be made by the Company's board of directors regarding the Contemplated Transactions Following the Bidding Process would be disadvantageous to the minority shareholders of the Company ((a) and (b) collectively, the "Consulted Matters"). When examining the matters stated in (a), the Special Committee was to examine and determine whether to implement the Contemplated Transactions Following the Bidding Process from the standpoint of whether they would contribute to the corporate value of the Company as well as whether the transaction terms were appropriate and the procedures would be fair from the standpoint of promoting the interests of the general shareholders of the Company. It should be noted that the Consulted Matters were subject to the reservation that, if a transaction structure other than a tender offer for the purpose of taking the Company Shares private and the subsequent squeeze-out transaction were to be adopted in the course of, or as a result of, the Bidding Process (including cases in which there was a possibility thereof), the Consulted Matters could possibly be amended as appropriate to reflect such transaction structure. When establishing the Special Committee, the Company's board of directors also resolved (a) that it shall make decisions regarding the Contemplated Transactions Following the Bidding Process by giving utmost respect to the decisions of the Special Committee, and (b) that if the Special Committee determined that the implementation or the terms of the Contemplated Transactions Following the Bidding Process were not appropriate, the Company's board of directors shall not approve the Contemplated Transactions Following the Bidding Process. At the same time, the Company's board of directors resolved to grant the Special Committee the following authorities: (i) to negotiate with the counterparty to the Contemplated Transactions Following the Bidding Process (including indirect negotiations through the Company's officers, employees, and advisors) regarding the transaction terms and similar matters; (ii) to appoint or nominate its own advisors or third-party appraisers (collectively, "Advisors"), as necessary, in examining the Consulted Matters (in which case the costs thereof were to be borne by the Company) and to nominate or approve (including ex post facto approval) the Advisors of the Company (in addition, if the Special Committee were to determine that it could rely on and seek professional advice from the Company's Advisors, that it may do so); (iii) to request persons deemed necessary by the Special Committee to attend Special Committee meetings, and request such attendees to provide explanations on necessary information; (iv) to receive from the officers and employees of the Company Group the information reasonably necessary to examine and make decisions regarding the Contemplated Transactions Following the Bidding Process; and (v) other matters deemed necessary by the Special Committee in examining and making decisions regarding the Contemplated Transactions Following the Bidding Process.

(B) Background to review

The Special Committee held a total of 10 meetings between December 22, 2025 and June 11, 2026, and discussed and examined the Consulted Matters by, among other means, reporting, sharing information, deliberating, and making decisions via e-mail between such meetings.

Specifically, the Special Committee first confirmed that there were no problems with the independence of Mitsubishi UFJ Morgan Stanley Securities, which had been appointed by the Company as its financial advisor and third-party appraiser, nor with Mori Hamada and Irokawa Law Office, which had been appointed by the Company as its legal advisors, from the Company, the Potential Acquirers, including Ursa 4, and the Major Shareholders, and approved their appointments.

Furthermore, the Special Committee confirmed that the Company's internal review framework did not include any persons with a material interest in the Potential Acquirers, including Ursa 4, or the Major Shareholders, that such review framework was independent from the Potential Acquirers, including Ursa 4, and the Major Shareholders, that such review framework did not include any persons with any material interest in whether the Contemplated Transactions Following the Bidding Process would be consummated, and that such review framework was independent from the Contemplated Transactions Following the Bidding Process.

In addition, in considering the Consulted Matters, the Special Committee received explanations from the Company regarding the content of the non-legally-binding initial letters of intent submitted by each Potential Acquirer in the First-Round Bidding Process and the legally-binding final proposals submitted by each Potential Acquirer in the Second-Round Bidding Process, including the status of the Company's evaluation and consideration of the proposals made by the respective Potential Acquirers, and engaged in question-and-answer sessions concerning these matters. The Special Committee also reviewed the written questions submitted by the Company in response to the proposals from the Potential Acquirers and responses received from the Potential Acquirers. Furthermore, in the Second-Round Bidding Process, the Special Committee conducted an interview with Warburg Pincus, which was considered to have submitted a proposal that was superior overall from the perspectives of the proposed Tender Offer Price, the likelihood of implementation of the proposed transaction, and the management strategy and support framework, etc. following the Transactions Described in the Final Proposal, and conducted confirmation regarding Warburg Pincus's views and related information, etc. regarding the contents of its proposal.

In addition, the Special Committee received explanations regarding matters such as the content of the Business Plan (as defined in "(iv) Obtainment by the Company of a share valuation report from an independent third-party appraiser" below; the same applies hereinafter) prepared by the Company, the material assumptions underlying the Business Plan, and the process through which it was prepared, engaged in question-and-answer sessions concerning these matters while taking into account the advice received from Mitsubishi UFJ Morgan Stanley Securities from a financial perspective, and, after confirming the reasonableness of these matters, approved the Business Plan.

The Special Committee also received explanations regarding the valuation methods used by Mitsubishi UFJ Morgan Stanley Securities when calculating the value of the Company Shares, the reasons for adopting such valuation methods, the details of the valuations derived from each valuation method, and the material assumptions underlying such valuations, engaged in question-and-answer sessions concerning these matters, and confirmed the reasonableness thereof.

In addition, the Special Committee received explanations from Mitsubishi UFJ Morgan Stanley Securities and Mori Hamada regarding the content of the draft of the Expression of Opinion Press Release that was scheduled to be publicly announced by the Company, and confirmed that sufficient and full information disclosure consistent with the facts would be made.

(C) Determination

Following such process, the Special Committee carefully examined and deliberated on the Consulted Matters and, on June 11, 2026, submitted to the Company's board of directors a written report which outlined the following conclusions, with the unanimous approval of all members of the Special Committee.

(a) Conclusions

The Special Committee has reached the following conclusions with the unanimous approval of all members.

The Special Committee finds that the Transactions will contribute to the enhancement of the corporate value of the Company, and also finds that the transaction terms are appropriate and the procedures are fair from the standpoint of promoting the interests of the general shareholders of the Company. Accordingly, the Company's board of directors should support the Tender Offer and recommend that the shareholders of the Company and Stock Acquisition Right Holders tender their shares and Stock Acquisition Rights in the Tender Offer. The Special Committee therefore finds that the Transactions should be approved.

The Special Committee finds that the decision made by the Company's board of directors regarding the Transactions is not disadvantageous to the minority shareholders of the Company.

(b) Reasons

<u>Appropriateness of the Transactions</u>

The Special Committee believes that the proposal concerning the Tender Offer by Ursa 4 will contribute to the enhancement of the corporate value of the Company for the following reasons.

a. The Special Committee confirmed the understanding and views of Warburg Pincus through the written responses to questions as well as question and answer session conducted during an interview with Warburg Pincus at the 6th meeting of the Special Committee held on May 11, 2026, and did not find any particular issues or concerns requiring comment.

- With respect to the business environment in which the Company Group operates, even amidst an expected decline in the population of 18 year olds due to Japan's ageing population and declining birthrate, the demand for PBSA has remained steady as a result of rising rates of student progression to higher education institutions, and, with the Japanese government also proactively attracting international students, it is expected that PBSA demand from international students will significantly increase. In addition, although conventional private rental housing, including apartments and rental units, currently accounts for between 75% and 80% of the student rental market, there are also impacts due to factors including rising housing prices and rents in Japan, regulations concerning one-room apartments, and declines in housing supply due to surging construction costs. Accordingly, the market share for PBSA, which conforms to students' particular needs, is expected to further increase. Further, in recent years initiatives by the Ministry of Education, Culture, Sports, Science and Technology, such as the "Top Global University Project" (SGU), which is aimed at strengthening the international competitiveness of Japanese higher education, have also contributed to the expected future demand for PBSA capable of responding to internationalization and functioning as educational facilities.
- Warburg Pincus believes that it will be able to enhance the Company's corporate value based on the Company's strong capabilities in attracting customers through its nationwide office network and its own website by increasing proposal opportunities through dedicated sales personnel, particularly in the Tokyo and metropolitan areas, which still have abundant development potential, promoting the development of new properties through offering competitive terms aimed at owners, and seeking the expansion of the number of managed units. In addition, Warburg Pincus is actively considering M&A in Japan and overseas and the utilization of external capital to acquire units and promote active development.
- While focusing on Student Housing, in which the Company has particular strengths,

as its core business, Warburg Pincus believes that it is important to expand the Student Housing business in areas expected to grow going forward, such as student dormitories for international students and community-style student dormitories as educational facilities. Warburg Pincus believes that by utilizing its financial capabilities and global network, it will be able to provide comprehensive support for further business expansion, including in promoting active real estate development, recruiting highly specialized personnel, and developing new development projects.

- Warburg Pincus believes that by expanding the Company's options for capital utilization, it will be possible to further enhance management flexibility, improve capital efficiency, and obtain stable recurring fee income. In addition, Warburg Pincus believes that, in order to increase the number of managed units going forward, it will be essential to enhance business processes and customer experience through DX and data utilization in order to ensure high operational and management quality at the Company. In particular, Warburg Pincus believes that, for rental housing with a large number of managed units, there is room to utilize PMS. To that end, Warburg Pincus believes that it will be necessary to bring in personnel with expertise, and that it would also be effective to utilize the networks and know-how of Warburg Pincus's global portfolio companies. Furthermore, in promoting full-scale DX and strengthening global business, Warburg Pincus plans to actively provide the Company with the knowledge it has developed in the real estate field, including proprietary PMS development and improvement of operational efficiency and profit margins.

- Warburg Pincus positions M&A and strategic alliances as important growth drivers for expanding existing businesses to strongly promote further unit acquisition and active development by the Company, acquiring know-how in new areas, and entering global markets. Warburg Pincus believes that it has an extensive track record of providing consistent M&A support, and plans to support the Company from a broad range of perspectives. Furthermore, with regard to the possibility of overseas expansion, Warburg Pincus believes that it will be able to provide support for the entire process.

- Warburg Pincus has personnel with high expertise in areas such as external recruitment and human resource development, PR and media, investor communications (IR), and capital markets, and believes that it can provide support to strengthen the Company's management foundation. In addition, Warburg Pincus plans to comprehensively support the Company by utilizing the extensive networks possessed by the investment professionals of Warburg Pincus.

b. The Company's understanding of and views on the above policies of Warburg Pincus are as follows, and the Special Committee has not identified any particular issues or concerns and believes that they are not inconsistent with Warburg Pincus's understanding or views described in a. above.

- The Company believes that strongly promoting the development of new properties and expanding the number of managed units through increasing proposal opportunities by dedicated sales personnel and offering competitive terms to property owners are important challenges for realizing further growth of the Company's Student Housing business. In particular, the Company believes that demand for student housing and development opportunities in the Tokyo metropolitan area remain significant, and that it will be possible to further expand the number of managed units by strengthening its sales structure for corporate property owners, improving productivity and securing new management contracts.

- In addition, the Company believes that, beyond further strengthening its existing domestic business foundation, it will be able to capture business opportunities in overseas PBSA markets, where strong growth is expected due to expanding demand, by utilizing Warburg Pincus's global network and the Company's operational know-how in the Student Housing business.
- Furthermore, the Company recognizes that M&A and the utilization of external capital, both in Japan and overseas, may also be effective options for achieving expansion in the number of managed units through these initiatives, and believes that the feasibility of such initiatives can be enhanced by leveraging Warburg Pincus's investment track record, network and expertise in external financing.
- The Company believes that, going forward, developing and operating student dormitories for international students and community-style student dormitories serving as educational facilities, thereby enhancing residents' sense of security and convenience and increasing their satisfaction, will contribute to the differentiation and enhancement of the competitiveness of the Company's Student Housing business and, in turn, improve its profitability.
- Over the medium to long term, the Company believes that by establishing a data infrastructure that appropriately manages and accumulates data relating to residents, it will become possible to develop student housing that is better suited to the needs of residents, while also exploring opportunities to expand into adjacent businesses such as education- and human resources-related services. The Company further believes that in the course of pursuing such initiatives, they can be advanced expeditiously by making maximum use of Warburg Pincus's extensive investment experience and expertise, as well as its network based on its overseas business experience.
- The Company believes that Warburg Pincus has a track record of providing management support tailored to the stage of growth of its portfolio companies, and that effective support can be expected with respect to the promotion of operational efficiency initiatives, enhancement of DX and data utilization, recruitment and development of highly specialized personnel, and strengthening of the organizational foundation, all of which the Company recognizes as important challenges.
- The Company believes that, although the above initiatives are expected to contribute to the enhancement of the Company's corporate value, they will require a certain amount of time and upfront investment before contributing to the performance of the Company Group, and may result in a decline in short-term profit levels and deterioration of cash flow during the implementation phase. In order to achieve the enhancement of corporate value over the medium to long term while avoiding the above impacts on the Company's shareholders, the Company considers that the best course of action would be to make the Company a wholly owned subsidiary of Ursa 4 through the implementation of the Transactions, thereby establishing a flexible and agile decision-making framework, while also enabling the active allocation of

management resources from a medium- to long-term perspective and promoting investments that are expected to generate significant growth over the medium to long term.

- The Company believes that potential disadvantages associated with becoming a wholly owned subsidiary of Ursa 4 and delisting include a decline in credibility and name recognition, adverse effects on the motivation of officers and employees and on future recruitment efforts, and negative impacts on relationships with stakeholders such as business partners. However, the Company believes that such adverse effects described above will be limited because the implementation of the Transactions will provide the additional support of Warburg Pincus's credibility and, furthermore, the brand strength and name recognition that the Company has established to date through its business and social activities will not immediately diminish as a result of delisting. In addition, although some of the Company's business partners may hold Company Shares, the Company believes that the relationships with such business partners are primarily based on pre-existing business relationships and that, even if the capital relationships with such business partners are terminated as a result of the Transactions, such termination would not immediately have an adverse effect on the business relationships. Accordingly, the Company believes that any impact on relationships with stakeholders, including such business partners, resulting from the termination of those capital relationships would be limited.

c. After careful deliberation and consideration, the Special Committee believes that the explanations provided by Warburg Pincus and the Company regarding the significance and purpose of the Transactions are reasonably specific and do not contain any unreasonable elements. In addition, the explanations provided by the Company and Warburg Pincus are not inconsistent with each other. In light of the fact that the Company and Warburg Pincus share a common understanding of the Company's challenges and the future direction of its business operations, the Special Committee considers that the Company's view that the Transactions will contribute to the enhancement of the Company's corporate value is reasonable. In addition, with respect to the disadvantages associated with the Company becoming a wholly owned subsidiary of Ursa 4 and being delisted (including the possibility of a decline in credibility and name recognition, adverse effects on the motivation of officers and employees and on future recruitment efforts, and negative impacts on relationships with stakeholders such as business partners), the Special Committee also considers that such adverse effects described above would be limited because, as a result of the implementation of the Transactions, the credibility of Warburg Pincus would newly supplement that of the Company and the brand strength and name recognition that the Company has built through its past business and social activities would not immediately diminish as a result of delisting. In addition, although some of the Company's business partners may hold Company Shares, the relationships with such business partners are primarily based on pre-existing business relationships and, even if the capital relationships with such business partners are terminated as a result of the Transactions, such termination would not immediately have an adverse effect on the business relationships. Accordingly, any impact on relationships with stakeholders, including such business partners, resulting from the termination of those capital relationships would be limited. Taking all of the foregoing into consideration, the Special Committee believes that the benefits of implementing the Transactions outweigh the above disadvantages.

Appropriateness of transaction terms

a. Tender Offer Price

The Special Committee finds that the Tender Offer Price is at an adequate level for the minority shareholders of the Company based on the following reasons.

- The Special Committee finds that the Tender Offer Price was agreed to by the Company with the substantial involvement of the Special Committee after the Company took adequate measures to ensure the appropriateness of the terms of the Transactions, including the Tender Offer Price.
- The Business Plan prepared by the Company on which Mitsubishi UFJ Morgan Stanley Securities based its DCF Analysis was formulated by officers and employees of the Company who are independent of Ursa 4, and no one with an interest, or the risk of having an interest, in Warburg Pincus was involved therein. In addition, at the second meeting of the Special Committee held on January 13, 2026, the Special Committee received explanations from and engaged in a question-and-answer session with the Company regarding matters such as the content of the Business Plan, the material assumptions underlying the Business Plan, and the process through which it was prepared, and the Special Committee confirmed the reasonableness of these matters while taking into account the advice received from Mitsubishi UFJ Morgan Stanley Securities from a financial perspective. Following that process, the Special Committee approved the Business Plan on January 15, 2026.
- The Tender Offer Price significantly exceeds the upper end of the valuation of the Company Shares through the market price analysis, comparable company analysis, and DCF Analysis conducted by Mitsubishi UFJ Morgan Stanley Securities stated in the Share Valuation Report. In addition, the Special Committee received explanations from and engaged in question-and-answer sessions with Mitsubishi UFJ Morgan Stanley Securities regarding matters such as the content of the Share Valuation Report, the material assumptions underlying the Share Valuation Report, and the process through which it was prepared, and it thereby confirmed the reasonableness of these matters.
- The Tender Offer Price is the price that was proposed by Warburg Pincus (9,000 yen) through a competitive process via the implementation of the Bidding Process stated in “a. Implementation of Bidding Process” under “Fairness of procedures” below, and it was higher than the prices proposed by other Potential Acquirers.
- The market price of the Company Shares rose sharply following the March 23 Speculative Report (the closing price on March 24, 2026 and March 25, 2026 was 4,005 yen and 4,600 yen, respectively, compared to the closing price of 3,305 yen on March 23, 2026, prior to such speculative report). The Tender Offer

Price represents, as the Reference Premiums Prior to the March 23 Speculative Report, a premium of 172.31% to the closing price of 3,305 yen on March 23, 2026, prior to the March 23 Speculative Report, a premium of 162.16% to the simple average closing price of 3,433 yen over the one-month period ending on such date, a premium of 165.49% to the simple average closing price of 3,390 yen over the three-month period ending on such date, and a premium of 151.68% to the simple average closing price of 3,576 yen over the six-month period ending on such date. In addition, the Tender Offer Price represents a premium of 28.57% to the closing price of 7,000 yen on June 11, 2026, the business day immediately preceding the date of announcement of the Tender Offer, a premium of 43.63% to the simple average closing price of 6,266 yen over the one-month period ending on such date, a premium of 68.79% to the simple average closing price of 5,332 yen over the three-month period ending on such date, and a premium of 104.78% to the simple average closing price of 4,395 yen over the six-month period ending on such date. In addition, the market price of the Company Shares rose sharply again following the May 19 Speculative Report (the closing price on May 20, 2026, May 21, 2026 and May 22, 2026 was 5,860 yen, 5,940 yen and 6,250 yen, respectively, compared to the closing price of 5,260 yen on May 19, 2026, prior to such speculative report). In light of the foregoing, it is reasonable to view the market price of the Company Shares following the March 23 Speculative Report and the May 19 Speculative Report as having been significantly influenced by expectations regarding the Transactions arising from such speculative reports. Against this background, the Reference Premiums Prior to the March 23 Speculative Report significantly exceed the level of premiums observed in 227 comparable transactions, including the average and median premiums to the closing price on the business day immediately preceding the announcement (53.46% and 42.58%), the average and median premiums over the preceding one-month period (55.22% and 44.58%), the average and median premiums over the preceding three-month period (56.41% and 45.81%), and the average and median premiums over the preceding six-month period (56.81% and 46.34%).

- The Stock Acquisition Right Purchase Price is consistent with the Tender Offer Price as it has been set at the difference between the Tender Offer Price and the exercise price of 325 yen per Stock Acquisition Right.
- When calculating PBR based on the book-value net assets of the Company as of April 30, 2026, the Tender Offer Price results in a PBR of approximately 4.1x, which significantly exceeds 1x.

b. Amount of cash to be delivered to general shareholders in the Squeeze-Out Procedures

- In the Squeeze-Out Procedures (a series of procedures carried out by Ursa 4 that will, in the event where all of the Company Shares (including Company Shares to be delivered upon exercise of the Stock Acquisition Rights, but excluding treasury shares held by the Company) and the Stock Acquisition Rights are not acquired through the Tender Offer, result in Ursa 4 becoming the sole shareholder of the Company following the successful completion of the Tender Offer; the same applies hereinafter) planned to be implemented if Ursa 4 is unable to acquire all of the Company Shares in the Tender Offer, if, as a result of the successful completion of the Tender Offer, the total number of voting rights held by Ursa 4 in the Company becomes 90% or more of the number of the voting rights of all shareholders of the Company, and Ursa 4 becomes a special controlling shareholder as provided for in Article 179, Paragraph 1 of the Companies Act, the amount of cash to be delivered to general shareholders in the Demand for Share Cash-Out (as defined in "(i) Demand for Share, Etc. Cash-Out" in "(4) Policies on the organization restructuring, etc., after the Tender Offer" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release; the same applies hereinafter) is planned to be calculated in a manner so that it is equal to the Tender Offer Price multiplied by the number of Company Shares held by each shareholder (excluding Ursa 4 and the Company), and therefore, the Special Committee finds that amount to be fair based on the same reasoning as in regard to the Tender Offer Price. In addition, in regard to the Demand for Stock Acquisition Rights Cash-Out (as defined in "(i) Demand for Share, Etc. Cash-Out" in "(4) Policies on the organization restructuring, etc., after the Tender Offer" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release) as well, the amount of cash to be delivered to the Stock Acquisition Right Holders is planned to be calculated in a manner so that it is equal to the Stock Acquisition Right Purchase Price multiplied by the number of Stock Acquisition Rights held by each Stock Acquisition Right Holder, and therefore, in the same way, the Special Committee finds that amount to be fair based on the same reasoning as in regard to the Stock Acquisition Right Purchase Price.

- If, after the successful completion of the Tender Offer, the total number of voting rights held by Ursa 4 in the Company is less than 90% of the number of voting rights of all shareholders of the Company, the Squeeze-Out Procedures will be implemented through the Share Consolidation (as defined in "(ii) Share consolidation" in "(4) Policies on the organization restructuring, etc., after the Tender Offer" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release), and due to the Share Consolidation, the numbers of shares that shareholders of the Company receive include fractions less than one share, such shareholders whose shares include fractions less than one share will receive an amount of cash obtained by selling the Company Shares equivalent to the total sum of the fractions less than one share (with such aggregate sum rounded down to the nearest whole number; the same applies hereinafter in this paragraph) to the Company or Ursa 4, or the like as per the procedures specified in Article 235 of the Companies Act and other applicable laws and regulations. With respect to the selling price for the number of shares equivalent to the total sum of the fractions less than one share in the Company, Ursa 4 intends to request the Company to file a petition to the court for permission to sell such Company Shares by private contract on the basis that they will be valued so that the amount of cash received by each shareholder who did not tender its shares in the Tender Offer as a result of the sale will be equal to the price obtained by multiplying the Tender Offer Price by the number of Company Shares with a fraction of less than one share held by each such shareholder. Therefore, the Special Committee finds that amount to be fair based on the same reasoning as in regard to the Tender Offer Price. In addition, if Ursa 4 is unable to acquire all of the Stock Acquisition Rights through the Tender Offer, and the Stock Acquisition Rights remain unexercised, then Ursa 4 intends to request the Company to implement the acquisition and cancellation of the Stock Acquisition Rights as well as any other procedures that are reasonably required for the execution of the Transactions. It is intended that if the Stock Acquisition Right Holders of the Company who do not tender their Stock Acquisition Rights in the Tender Offer are paid cash consideration, then the amount of consideration to be paid to the Stock Acquisition Right Holders will be calculated in a manner so that it is equal to the number of Stock Acquisition Rights held by such Stock Acquisition Right Holders multiplied by the Stock Acquisition Right Purchase Price. Therefore, the Special Committee finds that amount to be fair based on the same reasoning as in regard to the Stock Acquisition Right Purchase Price.

- It is intended that the first step of the Transactions will be to conduct a tender offer, and the second step will be to conduct a demand for share, etc. cash-out or share consolidation. This method is commonly used in this type of transaction to take a company private, and there are provisions in the Companies Act for the purpose of protecting the rights of shareholders in both a demand for share, etc. cash-out or a share consolidation in that two-step process. In addition, as stated above, whether a demand for share, etc. cash-out or share consolidation is performed, the amount of cash to be delivered as consideration is planned to be calculated so that it is equal to the Tender Offer Price multiplied by the number of shares held by each shareholder (excluding Ursa 4 and the Company) or the Stock Acquisition Right Purchase Price multiplied by the number of Stock Acquisition Rights held by each Stock Acquisition Right Holder. Due to the above, the Special Committee finds it reasonable to use a two-step acquisition method involving a tender offer as the method of acquisition for the Transactions.

c. Amount of contribution in the Re-Investment

In the Transactions, Ursa 4 plans to agree to the Re-Investment (Note 6) in the tender agreement to be executed with the Oka Family, and the valuation price of the Company Shares in the Re-Investment is planned to be 9,000 yen (subject to a formal adjustment based on the ratio of the consolidation of the Company Shares in the Share Consolidation, if the Share Consolidation is to be implemented as part of the Squeeze-Out Procedures), which is equal to the Tender Offer Price, so as not to conflict with the purpose of the regulation on uniformity with respect to tender offer prices (Article 27-2, Paragraph 3 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended)), and no issuance of shares at a valuation price lower than that amount is anticipated. In addition, the Special Committee finds that, by conducting the Re-Investment in the Ursa 4 Ultimate Holding Company through OM Investment, all of whose voting rights are directly held by Ms. Oka, and thereby having Ms. Oka retain an incentive to enhance the Company's corporate value even after the Transactions, the Re-Investment will be carried out with the expectation of constructive advice from Ms. Oka, a former Representative Director and Chairman of the Company, who has continuously monitored the Company's business conditions and business environment as a major shareholder of the Company, in Ursa 4's implementation of the Transactions and Warburg Pincus's implementation of the measures aimed at promoting the Company's sustainable growth and development following the Transactions, and that the Re-Investment was considered independently of whether or not the Oka Family would tender their shares in the Tender Offer, and the Special Committee finds no particularly unreasonable matters in regard thereto.

Note 6: "Re-Investment" means a transaction agreed upon in the re-investment agreement entered into on June 12, 2026 between the WP Holding Vehicle (Note 7), Ms. Oka and OM Investment in which, as part of the Transactions and subject to the successful completion of the Tender Offer, OM Investment will acquire shares of common stock equivalent to 30% of the voting rights of Ursa 4 Ultimate Holding Company (Note 8) from Ursa 4 Ultimate Holding Company, with the payment date being five business days after the commencement date of settlement for the Tender Offer or such other date as may be separately agreed upon by the WP Holding Vehicle and Ms. Oka.

Note 7: "WP Holding Vehicle" means Uvite Investments L.P. which directly holds all of the issued shares of Ursa 4 Ultimate Holding Company and is a limited partnership established on May 12, 2026 under the laws of the Cayman Islands, all of whose equity interests are indirectly held by Warburg Pincus LLC.

Note 8: "Ursa 4 Ultimate Holding Company" means Ursa 1 Kabushiki Kaisha. All of the issued shares of Ursa 4 are held by Ursa 3 Kabushiki Kaisha, all of the issued shares of Ursa 3 Kabushiki Kaisha are held by Ursa 2 Kabushiki Kaisha, and all of the issued shares of Ursa 2 are held by Ursa 1 Kabushiki Kaisha.

Fairness of procedures

The Special Committee finds that the procedures relating to the Transactions are fair, including finding that adequate procedures to ensure the fairness of the transaction terms have been taken, based on the following reasons.

a. Implementation of the Bidding Process

When selecting a counterparty for the Contemplated Transactions Following the

Bidding Process, the Company conducted a multi-stage Bidding Process from mid-January 2026, provided multiple Potential Acquirers who participated in the Second-Round Bidding Process, including Warburg Pincus, with an opportunity to conduct due diligence from early March to late April 2026, and secured an opportunity for the Company to receive a proposal from each candidate regarding measures to enhance the Company's corporate value.

During that time, at the second meeting of the Special Committee held on January 13, 2026, the Special Committee confirmed matters such as the candidates to be invited to the First-Round Bidding Process, and at the fourth meeting of the Special Committee held on February 25, 2026, taking into account the results of the First-Round Bidding Process, it approved limiting the Potential Acquirers to be invited to the Second-Round Bidding Process to several companies, including Warburg Pincus, from perspectives such as the proposed price and the likelihood of implementation.

Following that, at the fifth meeting of the Special Committee held on May 7, 2026, the Special Committee considered the proposals received from each Potential Acquirer invited to the Second-Round Bidding Process in detail, and at the sixth meeting of the Special Committee held on May 11, 2026, it conducted an interview with Warburg Pincus, which was considered to have submitted a proposal that was superior overall from perspectives such as the proposed tender offer price and management strategy and support framework after the Transactions, and confirmed matters such as the likelihood of implementation of the transaction proposed by Warburg Pincus. Based on the results thereof, the Special Committee approved selecting Warburg Pincus as the final candidate.

b. Establishment of the Special Committee

- The Company received the Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family from Ms. Oka on October 15, 2025, which stated that she was considering the Sale of Company Shares Held by the Oka Family. Therefore, from around mid-November 2025, the Company proceeded with preparations for the establishment of a special committee composed of the Company's independent outside directors and external experts. The Company did so based on its belief that if the Sale of Company Shares Held by the Oka Family were implemented, the purchaser would come to have significant influence over the Company's management, and that proceeding with the Bidding Process to confirm whether there were candidates who, with the Company's active involvement, could become partners contributing to the enhancement of the Company's medium- to long-term corporate value would contribute to the Company's corporate value and the common interests of its shareholders. The Company also took into account the fact that a transaction involving taking the Company Shares private might be implemented depending on the outcome of the Bidding Process, while also giving due consideration to the potential impact on the Company's shareholders, and proceeded with the preparations for establishing a special committee for the purpose of eliminating arbitrariness in the Company's decision-making relating to the Bidding Process and establishing a decision-making process with fairness, transparency, and objectivity.

Thereafter, at the meeting of the Company's board of directors held on December 12, 2025, in order to ensure an overall balance of knowledge, skills, and abilities and an appropriate size for the committee, the Company established the Special Committee composed of members independent from the Potential Acquirers, including Ursa 4, and the Major Shareholders (the three members are namely Mr. Hiroki Fukushima (independent outside director of the Company), Mr. Yuhei Kiyohara (independent outside director of the Company), and Mr. Toru Watanabe (attorney-at-law)), and the Company consulted with the Special Committee.

In this way, following the receipt of the Letter Regarding Consideration of the Sale of Company Shares Held by the Oka Family, the Company prepared for establishing and established the Special Committee before commencing the procedures for selecting specific Potential Acquirers by implementing the Bidding Process. The Special Committee therefore finds that the Company created a framework through which the Special Committee could be involved in the entire process of the Transactions.

- The Special Committee finds that it has the necessary experience and knowledge to examine the Consulted Matters as it is composed of Mr. Hiroki Fukushima, who has abundant experience and insight regarding the businesses in which the Company is involved and significant knowledge of business management, Mr. Yuhei Kiyohara, who has expert knowledge and abundant experience and insight regarding finance and accounting, and Mr. Toru Watanabe, who has abundant legal knowledge as an attorney.
- The Special Committee held a total of 10 meetings from December 22, 2025 to June 11, 2026 and deliberated for a total of approximately 11 hours and 25 minutes.
- As stated in "a. Implementation of Bidding Process" above, the Special Committee was substantially involved in the Bidding Process, and it confirmed the selection of Warburg Pincus as the final candidate after determining that the proposal from Warburg Pincus regarding the Tender Offer was superior overall from perspectives such as the proposed tender offer price, the likelihood of implementation of the proposed transaction, and the management strategy and support framework after the Transactions.
- The compensation for the duties of the members of the Special Committee does not include any contingent fee that is payable upon the consummation of the Transactions.

c. Obtainment by the Company of a share valuation report from an independent third-party appraiser

- In expressing its opinion on the Tender Offer, the Company appointed Mitsubishi

UFJ Morgan Stanley Securities as its financial advisor and third-party appraiser independent of the Company, the Potential Acquirers, including Warburg Pincus, and the Major Shareholders, and the Special Committee approved those appointments after confirming that there were no problems with matters such as the independence, expertise, and track record of Mitsubishi UFJ Morgan Stanley Securities.

- Following that, the Company received the valuation of the Company Shares and advice from a financial perspective from Mitsubishi UFJ Morgan Stanley Securities, including advice regarding negotiations with Warburg Pincus, and on June 11, 2026, the Company obtained the Share Valuation Report.
- The Company has not obtained an opinion on the fairness of the Tender Offer Price (a fairness opinion), but given that other measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest have been taken, the Special Committee finds that adequate consideration has been given to the interests of the Company's general shareholders and does not consider it unreasonable for the Company to not obtain a fairness opinion.

d. Advice received by the Company from an independent law firm

- In order to ensure fairness and appropriateness in the decision-making of the Company's board of directors regarding the Transactions, the Company has appointed Mori Hamada and Irokawa Law Office as its legal advisors independent from the Company, the Potential Acquirers, including Warburg Pincus, and the Major Shareholders, and the Special Committee approved that appointment after confirming that there were no problems with matters such as the independence, expertise, and track record of Mori Hamada and Irokawa Law Office.
- Following that, the Company received legal advice from Mori Hamada and Irokawa Law Office, including advice on matters such as measures to ensure the fairness of the procedures for the Transactions and the method and process for the Company's decision-making in regard to the Transactions.

e. Establishment of an independent review framework by the Company

In regard to the members of the framework for internally reviewing the Transactions and of the secretariat of the Special Committee, the Company selected persons who were found to be independent and who do not currently and have not in the past had any material interests in the Potential Acquirers, including Warburg Pincus, or the Major Shareholders, and the Special Committee approved the selection of those members after confirming that there were no problems with their independence.

f. Opinions of the disinterested directors and statutory auditors

At the Company's board of directors meeting planned to be held on June 12, 2026, the Company plans to form an opinion regarding the Tender Offer with the unanimous agreement of the disinterested directors of the Company who are planned to participate in the deliberations and resolution (all six of the Company's directors). Furthermore, three of the four statutory auditors of the Company (excluding Mr. Daisuke Kunii) are planned to attend the abovementioned board of directors meeting. Mr. Daisuke Kunii is connected with the attorney in charge at the legal advisor of the Oka Family, and therefore, in order to eliminate arbitrariness in the Company's decision-making and to achieve the purpose of establishing a fair, transparent, and objective decision-making process, it is planned that he will not participate in the abovementioned board of directors meeting and will not be present during the deliberations or resolution at the board of directors meeting by way of precaution.

g. Measures for securing opportunities for purchase by persons other than Ursa 4

- The Tender Offer Period has been set at 30 business days, which is longer than the minimum period of 20 business days stipulated by law, and the Transactions have established an environment that does not obstruct competing offers by potential competing offerors after the announcement of the Transactions. It can therefore be found that an indirect market check has been implemented.
- The Company commenced the Bidding Process for the Potential Acquirers, including Warburg Pincus, from mid-January 2026 and provided those Potential Acquirers with certain materials, an opportunity to engage in question-and-answer sessions, and an opportunity to submit a letter of intent. Following that, after selecting multiple Potential Acquirers to participate in the Second-Round Bidding Process and receiving final proposals, the Company selected Warburg Pincus as the final candidate and engaged in negotiations therewith. It can therefore be found that an active market check has been implemented as an opportunity was provided for persons other than Ursa 4 to purchase the Company Shares or conduct other such transactions.

h. MoM condition

Setting an MoM condition would make the successful completion of the Tender Offer unstable and, conversely, would potentially not benefit the interests of the Company's general shareholders who wish to tender shares in the Tender Offer, and in the Transactions, a substantial degree of other measures to ensure fairness have been taken. Therefore, the Special Committee finds that adequate consideration has been given to the interests of the Company's general shareholders even without setting the minimum number of shares to be purchased in the Tender Offer to satisfy an MoM condition.

i. Implementation of other measures to ensure fairness

Promptly after the completion of the settlement of the Tender Offer, based on the number of shares acquired by Ursa 4 through the successful completion of the

Tender Offer, Ursa 4 plans to either (a) make the Demand for Share Cash-Out in regard to all of the Company Shares (however, excluding the Company Shares held by Ursa 4 and the treasury shares held by the Company) and make a demand to all of the Stock Acquisition Right Holders to sell the Stock Acquisition Rights they hold, or (b) request the Company to hold an extraordinary shareholders meeting at which proposals will be made to conduct the Share Consolidation and to conduct a partial amendment of the Company's articles of incorporation to abolish the share unit number provisions on the condition that the Share Consolidation becomes effective, and therefore the Transactions use a method that ensures the right of the Company's shareholders and Stock Acquisition Right Holders to demand purchase of shares, etc. and to petition for the determination of the purchase price. Ursa 4 has made clear that when conducting the Demand for Share, Etc. Cash-Out (as defined in "(i) Demand for Share, Etc. Cash-Out" in "(4) Policies on the organization restructuring, etc., after the Tender Offer" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release) or the Share Consolidation, the amount of cash to be delivered as consideration to the Company's shareholders will be calculated in a manner so that it is equal to the Tender Offer Price multiplied by the number of Company Shares held by each shareholder (excluding Ursa 4 and the Company), and the amount of cash to be delivered as consideration to the Stock Acquisition Right Holders will be calculated in a manner so that it is equal to the Stock Acquisition Right Purchase Price multiplied by the number of Stock Acquisition Rights held by each Stock Acquisition Right Holder. If Ursa 4 is unable to acquire all of the Stock Acquisition Rights through the Tender Offer, and the Stock Acquisition Rights remain unexercised, then Ursa 4 intends to request the Company to implement the acquisition and cancellation of the Stock Acquisition Rights as well as any other procedures that are reasonably required for the execution of the Transactions, and it is intended that if the Stock Acquisition Right Holders of the Company who do not tender their Stock Acquisition Rights in the Tender Offer are paid cash consideration, then the amount of consideration to be paid to the Stock Acquisition Right Holders will be calculated in a manner so that it is equal to the number of Stock Acquisition Rights held by such Stock Acquisition Right Holders multiplied by the Stock Acquisition Right Purchase Price. Ursa 4 has thereby ensured an opportunity for the Company's shareholders and Stock Acquisition Right Holders to appropriately decide whether to tender their shares, etc. in the Tender Offer, and the Special Committee therefore finds that consideration has been given to ensure that the Transactions are not coercive.

j. Robust provision of information to general shareholders

The draft of the Expression of Opinion Press Release that the Company plans to issue is planned to provide robust information disclosure regarding matters such as information on the qualifications of the members of the Special Committee (such as their independence and expertise), the details of authorities granted to the Special Committee, the status of the Special Committee's involvement in the process of review and negotiations, the content of the Report, the structure of compensation for the members of the Special Committee, a summary of the Share Valuation Report, the process leading to the implementation of the Transactions, and the process of negotiations in regard thereto. The Special Committee therefore finds that the Company is providing material information that will contribute to its general shareholders' judgment of matters such as the appropriateness of the terms of the Transactions.

The Transactions are not disadvantageous to minority shareholders

As stated in "Appropriateness of the Transactions" through "Fairness of procedures" above, the Special Committee finds that the Transactions will contribute to enhancing the Company's corporate value, and from the perspective of promoting the interests of the Company's general shareholders as well, it finds that the transaction terms are appropriate and the procedures are fair. Therefore, the Special Committee finds that the Transactions are not disadvantageous to minority shareholders.

Summary

As stated above, the Special Committee finds that the Transactions will contribute to enhancing the Company's corporate value and that the terms of the Transactions are appropriate, in addition to which it finds that fair procedures have been taken in the Transactions from the perspective of promoting the interests of general shareholders. Therefore, the Special Committee finds that the Company's board of directors should support the Tender Offer and recommend that the Company's shareholders tender their Company Shares and Stock Acquisition Right Holders tender their Stock Acquisition Rights in the Tender Offer, and it finds that the decision to do so is not disadvantageous to the Company's minority shareholders.

(iii) Advice received by the Company from independent law firms

In order to ensure fairness and appropriateness in the decision-making of the Company's board of directors regarding the Transactions, including the Tender Offer, the Company has appointed Mori Hamada and Irokawa Law Office as its legal advisors, and has received necessary legal advice from each firm concerning the procedures for the Transactions, including the Tender Offer, the process and method of decision-making by the Company's board of directors, and other matters to be noted.

It should be noted that neither Mori Hamada nor Irokawa Law Office is a related party of the Company, the Potential Acquirers, including Ursa 4, or the Major Shareholders, and neither of them has any material interests that should be noted in relation to the Transactions, including the Tender Offer. In addition, compensation for Mori Hamada and Irokawa Law Office in relation to the Transactions will be calculated by multiplying the number of hours worked by an hourly rate regardless of whether the Transactions are consummated, and does not include any contingent fees that are payable upon the satisfaction of certain conditions, such as the consummation of the Transactions. Furthermore, the Special Committee confirmed that there were no problems with the independence of Mori Hamada and Irokawa Law Office from the Company, the Potential Acquirers, including Ursa 4, or the Major Shareholders, and has approved their appointments as the Company's legal advisors.

(iv) Obtainment by the Company of a share valuation report from an independent third-party appraiser

(A) Name of third-party appraiser and relationship of third-party appraiser to the Company and Ursa 4

In examining the Tender Offer Price proposed by Ursa 4 and expressing its opinion on the Tender Offer, the Company, as a measure to ensure fairness in its decision-making process, requested Mitsubishi UFJ Morgan Stanley Securities, a third-party appraiser independent of the Company, the Potential Acquirers, including Ursa 4, and the Major Shareholders with no material interest in the Transactions, to conduct the valuation of the Company Shares, and obtained the Share Valuation Report on June 11, 2026 from Mitsubishi UFJ Morgan Stanley Securities.

Mitsubishi UFJ Morgan Stanley Securities is not a related party of the Company, the Potential Acquirers, including Ursa 4, or the Major Shareholders. Mitsubishi UFJ Morgan Stanley Securities is a corporation with the same parent company as MUFG Bank. MUFG Bank is also engaged in financing transactions with the Company as part of its ordinary banking operations and plans to make a loan to Ursa 4 for the settlement funds of the Tender Offer. However, according to Mitsubishi UFJ Morgan Stanley Securities, in accordance with the applicable provisions of Article 36, Paragraph 1 of the Financial Instruments and Exchange Act and Article 70-4 of the Cabinet Office Order on Financial Instruments Business (Cabinet Office Order No. 52 of 2007, as amended), as measures to prevent adverse effects, Mitsubishi UFJ Morgan Stanley Securities and MUFG Bank have established and implemented, between them and within each of them, an appropriate management system to handle conflicts of interest, such as having an information barrier to strictly manage information regarding the Company. Therefore, Mitsubishi UFJ Morgan Stanley Securities has performed its duties for the Company as its financial advisor and third-party appraiser without being affected by the decisions of MUFG Bank and has calculated the value of the Company Shares from a position independent of that of MUFG Bank as a lender of the Company. Based on factors including that measures to prevent adverse effects have been established both between and internally within each of Mitsubishi UFJ Morgan Stanley Securities and MUFG Bank and the fact that Mitsubishi UFJ Morgan Stanley Securities has experience as a third-party appraiser for similar transactions, the Company has appointed Mitsubishi UFJ Morgan Stanley Securities as its financial advisor and third-party appraiser. The Special Committee approved the appointment of Mitsubishi UFJ Morgan Stanley Securities as the Company's financial advisor and third-party appraiser after confirming that there were no problems with its independence from the Company, the Potential Acquirers, including Ursa 4, and the Major Shareholders. In addition, contingent fees payable upon the announcement of the Transactions, including the Tender Offer, and the consummation of the Transactions are included in the remuneration for the Transactions of Mitsubishi UFJ Morgan Stanley Securities. However, the Company determined that, by considering factors such as general practices in similar transactions and the fact that it is debatable whether or not the remuneration system whereby the Company would be required to pay a corresponding amount even if the Transactions are not consummated is appropriate, the fact that such contingent fees are included does not negate the independence of Mitsubishi UFJ Morgan Stanley Securities.

(B) Overview of valuations of the Company Shares

After considering the valuation methods in connection with the Tender Offer, and keeping in mind that it is appropriate to calculate the value of the Company Shares from various perspectives, Mitsubishi UFJ Morgan Stanley Securities analyzed the value of the Company Shares by using the following methods: (i) the market price analysis, because the Company Shares are listed on the Prime Market of the TSE, (ii) the comparable company analysis, because there are several listed companies that are engaged in relatively similar businesses to those of the Company and it is possible to make an analogical inference of the value of the Company Shares by comparing similar companies, and (iii) the DCF Analysis, in order to reflect the status of the Company's future business activities in the valuation.

The Company has not obtained an opinion on the fairness of the Tender Offer Price (a fairness opinion) from Mitsubishi UFJ Morgan Stanley Securities because Ursa 4 and the Company have implemented measures to ensure the fairness of the Tender Offer and to avoid conflicts of interests as described in this section "(3) Measures to ensure fairness of the Tender Offer."

The following are the ranges of values per share of the Company Shares that were calculated by Mitsubishi UFJ Morgan Stanley Securities based on each valuation method mentioned above.

Market price analysis (Reference Date (1)): 3,305 yen to 3,576 yen

Market price analysis (Reference Date (2)): 4,395 yen to 7,000 yen

Comparable company analysis: 2,566 yen to 3,334 yen

DCF Analysis: 3,914 yen to 5,211 yen

Under the market price analysis, in order to eliminate any impact on the market price of the Company Shares that could have been caused by the March 23 Speculative Report that was released after the close of trading on March 23, 2026, the first reference date ("Reference Date (1)") was set as March 23, 2026, which was the trading day before the March 23 Speculative Report was released after the close of trading on that day, and the value per share of the Company Shares was calculated to range from 3,305 yen to 3,576 yen, based on (i) the closing price of the Company Shares on the Prime Market of the TSE on Reference Date (1) (3,305 yen), (ii) the simple average closing price for one month immediately preceding Reference Date (1) (3,433 yen), (iii) the simple average closing price for the three months immediately preceding Reference Date (1) (3,390 yen), and (iv) the simple average closing price for the six months immediately preceding Reference Date (1) (3,576 yen). The second reference date ("Reference Date (2)") was set as June 11, 2026, which is the business day immediately preceding the announcement date of the Tender Offer (June 12, 2026), and the value per share of the Company Shares was calculated to range from 4,395 yen to 7,000 yen, based on (i) the closing price of the Company Shares on the Prime Market of the TSE on Reference Date (2) (7,000 yen), (ii) the simple average closing price for one month immediately preceding Reference Date (2) (6,266 yen), (iii) the simple average closing price for the three months immediately preceding Reference Date (2) (5,332 yen), and (iv) the simple average closing price for the six months immediately preceding Reference Date (2) (4,395 yen).

Under the comparable company analysis, the value per share of the Company Shares was calculated to range from 2,566 yen to 3,334 yen by analyzing the value of the Company Shares through comparisons of market share prices and financial indicators of listed companies that engage in relatively similar businesses with those of the Company.

Under the DCF Analysis, the value per share of the Company Shares was calculated to range from 3,914 yen to 5,211 yen, after calculating the corporate value and share value of the Company by discounting to the present value at a given discount rate the free cash flow that the Company is expected to generate going forward based on factors such as the business plans from the fiscal year ending October 2026 to the fiscal year ending October 2030 (the “Business Plan”) and publicly available information.

Although the Business Plan that was used as a basis for the valuations using the DCF Analysis does not include any fiscal years in which a significant increase or decrease in profit is expected, it does include fiscal years in which significant increases or decreases in free cash flow are expected. Specifically, for the fiscal years ending October 2026, October 2027, and October 2029, the Company expects significant increases in free cash flow as a result of the sale of properties owned by the Company; specifically increases of (i) 1,579 million yen in the fiscal year ending October 2026, (ii) 5,896 million yen in the fiscal year ending October 2027, and (iii) 2,169 million yen in the fiscal year ending October 2029, each compared to the previous fiscal year. In addition, the synergy effects expected to be achieved by the Tender Offer are not reflected in the Business Plan because it was difficult to specifically estimate those effects at the time the valuations were performed.

Note: The analysis of Mitsubishi UFJ Morgan Stanley Securities and the value analysis of the Company Shares underlying it were provided solely for the purpose of reference for the Company’s board of directors and were addressed solely to the Company’s board of directors with respect to the considerations for its opinion regarding the Tender Offer for the Company Shares by Ursa 4. This analysis does not constitute either a financial opinion of or a recommendation by Mitsubishi UFJ Morgan Stanley Securities or any of its affiliates, and does not express any opinion or make any recommendations to the shareholders of the Company or Ursa 4 concerning any actions by their respective shareholders in relation to the Tender Offer, or any voting rights exercised by any shareholder in relation to the Transactions at a shareholders’ meeting, or any other action in connection with the Tender Offer.

In evaluating the value of the Company Shares, Mitsubishi UFJ Morgan Stanley Securities adopted, without any change, the information provided by the Company, information that has already been disclosed, and other relevant materials, and, assuming that all of such information and materials are accurate and complete, has not independently verified the accuracy or completeness of such information and materials. In addition, Mitsubishi UFJ Morgan Stanley Securities assumes that the information related to the financial forecasts of the Company has been reasonably prepared by the Company based on best forecasts and judgments available to the Company as of June 11, 2026 (the "Reference Date"). Mitsubishi UFJ Morgan Stanley Securities has assumed that it is possible to receive all the necessary governmental, regulatory, or other approvals and consents required for the Transactions, and in connection with such approvals and consents, no delays, limitations, conditions, or restrictions will be imposed that would have a material adverse effect on the Transactions. Mitsubishi UFJ Morgan Stanley Securities is not a legal, accounting, or tax advisor. Mitsubishi UFJ Morgan Stanley Securities is a financial advisor only and has relied upon, without independent verification, the assessment of the Company and its legal, accounting, and tax advisors with respect to legal, accounting, or tax matters. With respect to the assets and liabilities (including off-balance-sheet assets and liabilities, and other contingent liabilities) of the Company and its affiliates, Mitsubishi UFJ Morgan Stanley Securities has not independently evaluated or assessed these assets or liabilities, or ordered any appraisal or assessment from a third-party institution. The evaluation by Mitsubishi UFJ Morgan Stanley Securities reflects the aforementioned information up to the Reference Date, and is based on, among others, financial and market factors, as well as the information obtained by Mitsubishi UFJ Morgan Stanley Securities as of the Reference Date. Events occurring after the Reference Date may have an impact on the analysis by Mitsubishi UFJ Morgan Stanley Securities and on the assumptions used in preparing the Share Valuation Report, but Mitsubishi UFJ Morgan Stanley Securities assumes no responsibility for updating, correcting, or reconfirming the Share Valuation Report or its analysis results. The preparation of the Share Valuation Report and the analysis serving as the basis for the Share Valuation Report have gone through a complex process which cannot be adequately described by partial analysis or summary descriptions. The evaluation range listed in the Share Valuation Report based on the specific analysis cannot be relied upon as an evaluation by Mitsubishi UFJ Morgan Stanley Securities of the actual value of the Company.

Mitsubishi UFJ Morgan Stanley Securities provides services as a financial advisor for the Company in connection with the Transactions, and plans to accept a fee as compensation for its services. A substantial portion of the fees collectable by Mitsubishi UFJ Morgan Stanley Securities are contingent on the consummation of the Transactions.

(C) Overview of valuations of the Stock Acquisition Rights

It has been determined that the Stock Acquisition Right Purchase Price will be set at an amount obtained by multiplying (i) the difference between the Tender Offer Price and the exercise price per Company Share underlying each Stock Acquisition Right by (ii) the number of the Company Shares underlying one Stock Acquisition Right. The Company has not obtained a valuation report or a written opinion (a fairness opinion) from any third-party appraiser with respect to the purchase price of the Stock Acquisition Rights.

In addition, it is provided under the terms of issuance of stock acquisition rights that the acquisition of the Stock Acquisition Rights by transfer requires the approval of the

Company's board of directors and the transfer of the Stock Acquisition Rights is prohibited under the stock acquisition rights allotment agreements. To enable the transfer of the Stock Acquisition Rights, at the meeting of the Company's board of directors held on June 12, 2026, subject to the successful completion of the Tender Offer, the Company resolved to provide a blanket approval for the transfer of the Stock Acquisition Rights held by the Stock Acquisition Right Holders to Ursa 4 only if the Stock Acquisition Rights in question are actually tendered by the relevant Stock Acquisition Right Holders through the Tender Offer, and, with those Stock Acquisition Right Holders who wish to effect a transfer, to amend the terms of the stock acquisition rights allotment agreements relating to such Stock Acquisition Rights so as to permit the transfer.

(v) Unanimous approval of the disinterested directors of the Company and unanimous opinion of its disinterested statutory auditors that they have no objection

The Company carefully discussed and deliberated whether the Transactions, including the Tender Offer, would contribute to enhancing the corporate value of the Company, and whether the terms of the Transactions, including the Tender Offer Price, were appropriate, while taking into account the advice from a legal standpoint received from Mori Hamada, the advice from a financial standpoint received from Mitsubishi UFJ Morgan Stanley Securities, and the content of the Share Valuation Report, while respecting, to the maximum possible extent, the judgment of the Special Committee as indicated in the Report.

As a result, as stated in "(iv) Decision-making process leading to the Company's decision to support the Tender Offer and reasons therefor" in "(2) Grounds and reasons for opinions" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release, the Company determined that the Transactions, including the Tender Offer, would contribute to the enhancement of the corporate value of the Company, and that the Tender Offer Price and other terms and conditions of the Transactions, including the Tender Offer, are appropriate, and at its board of directors meeting held on June 12, 2026, the Company resolved with the unanimous approval of the disinterested directors of the Company who participated in the deliberations and resolution (all six of the Company's directors), to express an opinion in support of the Tender Offer and also to recommend that the Company's shareholders and the Stock Acquisition Right Holders tender their Company Shares and Stock Acquisition Rights in the Tender Offer. Furthermore, three of the four statutory auditors of the Company (excluding Mr. Daisuke Kunii) attended the abovementioned board of directors meeting, all of whom stated an opinion that they had no objection to adopting the resolution above. Although Mr. Daisuke Kunii does not have an interest in Ursa 4 or the Tender Offer, he is connected with the attorney in charge at the legal advisor of the Oka Family. Therefore, in order to eliminate arbitrariness in the Company's decision-making and to achieve the purpose of establishing a fair, transparent, and objective decision-making process, he did not participate in the abovementioned board of directors meeting and was not present during the deliberations or resolution at the board of directors meeting by way of precaution.

(vi) Measures taken by Ursa 4 for securing opportunities for purchase by other tender offerors

Ursa 4 has set the Tender Offer Period to be 30 business days, whereas the minimum period stipulated by law is 20 business days. By setting the Tender Offer Period longer than the minimum period stipulated by law, Ursa 4 is taking measures to guarantee the fairness of the Tender Offer by ensuring an appropriate opportunity for all of the shareholders of the Company to make a decision regarding whether to tender their share certificates, etc. in response to the Tender Offer and by providing the opportunity for parties other than Ursa 4 to purchase the Company Shares.

Ursa 4 and the Company have not entered into any agreement that would obligate the Company to support Ursa 4 or recommend shareholders to tender their shares in the Tender Offer, nor have they entered into any agreement that would restrict competing offerors from contacting the Company, such as any agreement containing a transaction protection clause that forbids the Company from contacting competing offerors other than Ursa 4. In this way, together with the setting of the Tender Offer Period, Ursa 4 is taking measures to guarantee the fairness of the Tender Offer.

As stated in "(ii) Background, purpose and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer" in "(2) Grounds and reasons for opinions" under "3. Details of, grounds and reasons for, and other matters relating to opinions on the Tender Offer" of the Expression of Opinion Press Release, the Bidding Process was conducted prior to the Tender Offer, and Ursa 4 was selected through a comparison with several other Potential Acquirers in a competitive environment. Therefore, Ursa 4 believes that sufficient opportunities for parties other than Ursa 4 to acquire the Company Shares have already been provided.

4. Future prospects

Regarding the Company's management structure and other matters following the implementation of the Demand for Share, Etc. Cash-Out, the Company and Ursa 4 plan to hold discussions and conduct reviews in the future.

5. Matters relating to Transactions, etc. with the controlling shareholder

(1) Status as transaction, etc. with the controlling shareholder and conformity to the policy on protection of minority shareholders

Because Ursa 4 is the controlling shareholder (parent company) of the Company, the approval of the Demand for Share, Etc. Cash-Out is a transaction, etc. with the controlling shareholder. In its Corporate Governance Report disclosed on January 30, 2026, the Company did not establish a "policy on the protection of minority shareholders when conducting transactions, etc. with the controlling shareholder," but it has a policy of taking measures as necessary to ensure the fairness of transactions, etc. with the controlling shareholder and to avoid conflicts of interest when conducting transactions, etc. with the controlling shareholder, such as by receiving advice from experts, third parties, and the like with no material interest in the Company or the controlling shareholder, and otherwise taking appropriate steps to ensure that the interests of minority shareholders are not harmed.

The Company also took measures to ensure fairness and measures to avoid conflicts of interest with respect to the Transactions including the approval of the Demand for Share, Etc. Cash-Out as described in "(4) Measures to ensure fairness" in "3. Grounds and reasons for the decision to approve the Demand for Share Etc. Cash-Out," which the Company considers to be consistent with that policy.

(2) Matters relating to measures to ensure fairness and measures to avoid conflicts of interest

See “(4) Measures to ensure fairness” in “3. Grounds and reasons for the decision to approve the Demand for Share, Etc. Cash-Out.”

(3) Outline of opinion received from person independent of the controlling shareholder to the effect that the transactions, etc. are not disadvantageous to minority shareholders

The Company received the Report on June 11, 2026 from the Special Committee independent of the Company, the Potential Acquirers, including Ursa 4, and the Major Shareholders to the effect that the Special Committee believes that the decisions of the Company’s board of directors regarding the Transactions are not disadvantageous to the minority shareholders of the Company.

See “(ii) Establishment of an independent special committee by the Company and obtainment of a report therefrom” in “(4) Measures to ensure fairness” in “3. Grounds and reasons for the decision to approve the Demand for Share, Etc. Cash-Out” for details. Note that the Report is in regard to the Transactions, including the Demand for Share, Etc. Cash-Out, and therefore, the Company has not obtained another opinion from a person independent of the controlling shareholder.

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