

May 11, 2026

Company Name: Maruzen Showa Unyu Co., Ltd.
Representative: Hirotsugu Okada, President
(Securities Code: 9068; Prime Market of
Tokyo Stock Exchange)
Inquiries: Masako Fujii, General Manager
of General Affairs Dept.
(Telephone: +81-45-671-5715)

Continuation of the Policy for Responding to a Large-scale Purchases of the Company's Shares, Etc.
(Policy for Responding to Takeovers)

The Company hereby announces that, at a meeting of the Board of Directors held today, the Company resolved to submit a proposal to the Annual General Meeting of Shareholders scheduled to be held on June 26, 2026 (hereinafter, this "Annual General Meeting of Shareholders") regarding the continuation of the "Policy for Responding to a Large-scale Purchase of the Company's Shares, Etc." (hereinafter, the "Current Plan"), which was approved by shareholders at the Company's Annual General Meeting of Shareholders held on June 29, 2023.

As the effective period of the Current Plan is until the conclusion of this Annual General Meeting of Shareholders, the Company has considered its status, including the appropriateness of its continuation, from the perspective of maintaining and enhancing shareholders' common interests and corporate value. As a result, with consideration for changes in relevant circumstances, trends for institutional investors and other factors, the Company has decided to continue the Current Plan, subject to receiving the approval of shareholders (hereinafter, the policy after continuation shall be referred to as the "Plan"). If shareholders' approval is received at this Annual General Meeting of Shareholders, the effective period of the Plan shall be from the point approval is received until the conclusion of the Annual General Meeting of Shareholders of the Company to be held in June 2029.

In continuing the Plan, the Company has conducted a comprehensive review of the content of the Current Plan, taking into account the amendments to the Financial Instruments and Exchange Act, recent court precedents and practical trends concerning policies for responding to takeovers, and other factors.

I. Basic Policy Regarding the Status of Persons Controlling Decisions about the Company's Financial and Business Policies

As an entity whose shares are listed on a financial instruments exchange, the Company respects the free transaction of its shares on the exchange, and even in the case of a large-scale purchase of the Company's shares by a specific person, the Company shall not categorically deny it, provided it contributes to securing and enhancing the corporate value of the Group and shareholders' common interests. In addition, the Company believes that ultimately, whether or not to accept a large-scale purchase of shares should be entrusted to the determination of shareholders.

However, among proposals for large-scale purchases of shares, there are some for which the necessary information for shareholders to make a final decision has not been provided, some that cannot be said to sufficiently reflect the value of the Group, and some that may harm the corporate value of the Group and shareholders' common interests, such as those for which there is a possibility that favorable relationships with stakeholders may not be maintained. For such proposals by persons attempting to conduct a large-scale purchase who are deemed unsuitable for controlling the financial and business policies of the Company, the Board of Directors of the Company believes that, as the responsibility of persons entrusted by shareholders, they must secure for shareholders the necessary time and information, negotiate with the person making the large-scale purchase proposal for the Company's shares, etc.

II. Special Initiatives to Contribute to the Realization of the Basic Policy

II-i. Initiatives to Enhance Corporate Value

The Company has engaged in intermodal transportation across land, sea, and air throughout our history as a comprehensive logistics company established in 1931, making full use of the latest IT technology and a global network integrated with Group companies and affiliated companies in Japan and overseas, and have defined the philosophy of “customer first” as the first concept of our management principles under our company motto of “Enthusiasm and Effort.”

We believe that the sources of corporate value for the Company and the Group are the following: (1) our capacity to build and propose global logistics services that are able to respond immediately to the diverse needs of the increasingly sophisticated logistics market; (2) high-quality skills and motivation in on-site activities that combine the newest logistics facilities, extensive experience and advanced technology; and (3) efforts on the SDGs through safety-related initiatives, environmental preservation, quality improvement, etc., with compliance as our first priority, maintaining an awareness that logistics is a business that holds a deep connection to public interest.

First, (1) our capacity to build and propose logistics services has received high praise from customers through the provision of made-to-order logistics systems utilizing our 3PL (third-party logistics) system as a tool for centralizing logistics processes and information (referred to as the “MLP” system by the Company, an acronym for “Maruzen Logistics Partner”).

Next, in (2) high-quality skills and motivation in on-site activities, we have earned a deep sense of trust from our customers for many years by providing high-quality logistics services, made possible by dispatching talented human resources with advanced logistics management skills who are well versed in the unique characteristics of the cargo entrusted to us by our customers and professional engineers who demonstrate unparalleled technical skills in each individual task.

Finally, in strengthening (3) efforts on the SDGs, we have built our internal control systems up in concert with the establishment of the CSR Promotion Council (chaired by the President) as a framework for promoting CSR, and have introduced multiple committees overseen by the Council, including the Internal Control Committee, Compliance Committee, Risk Management Committee, Information Security Committee, Personal Information Management Committee, Safety and Quality Committee, Environmental Committee, and Health Management Promotion Committee. In doing so, we have built a management system that enables us to fulfill our social responsibilities through consistent and systematic efforts related to CSR.

In this way, the accumulated history of efforts undertaken by the Company and the Group since our establishment has served as a source for our current corporate value, and we believe that enhancing the social significance of the Company through continuing and developing the Company’s corporate culture will lead to maximizing corporate value and shareholders’ common interests as a result.

The labor shortage in the domestic logistics market is becoming an increasingly serious issue with each passing year, and customers are yearning for the continuation of stable logistics services. As such, looking ahead toward the substantial progress that will be made in the automation of transportation and operations in the near future, on top of providing labor, the capacity to identify customer’s issues and propose relevant solutions will become even more important.

Against this backdrop, the Group formulated the Ninth Medium-term Management Plan, a three-year plan starting in the fiscal year ended March 31, 2026, and has implemented the plan since April 2025. In order for the Group to enhance its own significance and achieve a leap forward, it must realize its vision of becoming “a logistics partner for creating the future of our customers by leveraging our technologies, as well as skills and motivation in on-site activities,” and enhance corporate value at the fastest possible pace. Since its establishment in 1931, the Company has continued to grow steadily alongside the development of the Japanese economy. However, simply following conventional methods and relying on past successes will not be enough to respond to these changes in the business environment. During the period of this

Medium-term Management Plan, the next core systems will become fully operational, establishing a foundation for transforming the Group's business model into one driven by information utilization. The Group will begin structural reform initiatives, aiming to evolve into a company that leverages these systems to implement business strategies more efficiently.

1. Expansion of sales

(1) Expanding sales in the 3PL business

While continuing to provide company-specific services customized to the operations of each shipper, the Company will also set targets by shipper industry in order to acquire a broader range of shippers, and aim to increase sales through proposals that combine its expertise in 3PL and joint logistics.

(2) Expanding sales in growth target areas

The Company will focus on fields where future growth is expected and where it can leverage the logistics know-how it has cultivated — (1) industrial machinery, (2) semiconductor materials, (3) storage batteries, (4) electronic components, and (5) circular economy* — as well as fields in which the Company is promoting differentiation, namely hazardous goods and agricultural products. By providing high-quality logistics services in these fields, the Company aims to become the logistics partner of choice for customers and thereby expand sales.

* Circular economy: A new economic system that continues to generate added value by circulating and utilizing resources and products.

(3) Expanding sales from new and existing shippers

The Company will work to expand sales from targeted new and existing shippers included in the budgets of each division. For trunk-line transportation between Tokyo, Nagoya, and Osaka, where the volume handled is trending upward, the Company will continue to focus on cargo collection by leveraging its strengths in hazardous goods handling, quality, and other areas.

(4) Expanding sales in global logistics operations

Although overseas logistics needs differ by shipper, including reshoring of production to Japan, shifts of production overseas, and stronger support for local production for local consumption, the Company will seek to expand sales through proposals that capture the overseas logistics needs of major shippers, in collaboration with overseas local affiliates and overseas partners.

2. Enhancement of business competitiveness

(1) Enhancing the 3PL business

- 1) Standardizing 3PL operations
- 2) Promoting in-house handling of 3PL operations

(2) Strengthening the foundation of the logistics business

- 1) Increasing company-owned vehicles
- 2) Expanding domestic logistics bases

(3) Expanding global logistics operations

- 1) Expanding overseas logistics bases

(4) Strengthening yard operations / other businesses

- 1) Securing operational execution capabilities
- 2) Promoting mechanization and labor-saving measures

3. Transformation of the corporate foundation

(1) Reforming the organization

- 1) Establishing specialized organizations (base development, M&A)
- 2) Reorganizing operational structures (harbor transportation operations, vehicle dispatch operations, etc.)

(2) Promoting capital investment

- 1) Considering incentives for proposing divisions and related parties

(3) Implementing M&As and strengthening alliances

- 1) Executing M&As (targets: logistics subsidiaries, companies that can lead to new businesses, actual

transportation operators that can lead to 3PL, and companies with strengths in equipment maintenance)

- 2) Strengthening competitiveness through alliances with industry peers
- (4) Utilizing and strengthening human capital
 - 1) Continuously securing human resources
 - 2) Establishing personnel systems at Group companies
 - 3) Developing career paths and promoting diversity
 - 4) Enhancing capabilities through education and developing professionals
- (5) Promoting DX strategy
 - 1) Building and launching the next core systems
 - 2) Building logistics platform
 - 3) Promoting digitization
- (6) Strengthening the sales promotion structure and functions
 - 1) Establishing a company-wide sales promotion system
 - 2) Developing sales support tools
- (7) Promoting sustainability initiatives
 - 1) Responding to climate change
 - 2) Creating rewarding workplaces
 - 3) Responding to risks
 - 4) Strengthening governance
 - 5) Taking initiatives for appropriate information disclosure and improved market evaluation

II-ii. Strengthening Corporate Governance

1. Basic policy

In order to respond to the drastically changing business environment in a prompt and appropriate manner and establish a system that facilitates the realization of sustainable growth and enhanced corporate value over the medium to long term, the Company endeavors to strengthen and enhance corporate governance by further improving management transparency for shareholders and other stakeholders while enforcing a strict adherence to the social standards set forth in our management principles.

2. Corporate governance system

The Company strives to enhance corporate governance by strengthening the supervisory functions of the Board of Directors and realizing greater transparency in management by assigning responsibility for auditing and supervising the legality and appropriateness of business operations to the Audit and Supervisory Committee, the majority of whose members are outside Directors, for the purpose of building a system that can more accurately meet the expectations of stakeholders in Japan and overseas. At the 118th Annual General Meeting of Shareholders held in June 2020, the Company resolved to amend the Articles of Incorporation to transition to a Company with an Audit and Supervisory Committee, and on the same date, the Company transitioned from a Company with an Audit & Supervisory Board to a Company with an Audit and Supervisory Committee. Explanations of the various organizational bodies of the Company are as follows.

(Board of Directors)

- The Board of Directors serves the purpose of making decisions on matters prescribed by laws and regulations and important matters related to management while providing strict supervision of business execution, ensuring a system that facilitates the holding of regular Board of Directors meetings once a month and extraordinary Board of Directors meetings as necessary.
- In order to expedite decision-making, the Articles of Incorporation stipulate that all or part of the important decisions on business execution may be delegated to the Directors by a resolution of the Board of Directors.
- The details of considerations at the Board of Directors include the selection of the Representative Director and Directors with specific titles; decisions on basic management policies; approval of financial statements and supplementary schedules; approval of capital expenditure budgets, cash flows,

and profit plans for the first half and the second half of the fiscal year; decisions on interim dividends and the convening of a General Meeting of Shareholders, agenda to be presented to and proposals to be submitted to a General Meeting of Shareholders and documents thereof; and reports on the status of business operations.

(Managing Director Committee)

- The Managing Director Committee serves the purpose of deliberating and discussing important management matters and receiving important reports in regard to management in response to the President exercising their executive authority over business operations and decisions on business operations as determined and delegated by the Board of Directors. Meetings of the Committee are held once a week.
- The Managing Director Committee deliberates or discusses agenda matters to be presented to the Board of Directors and proposals submitted to the Managing Director Committee by Executive Officers with specific titles.
- In addition, the system facilitates Audit and Supervisory Committee Members in attending meetings of the Managing Directors Committees in order for them to gain an understanding on the status of business execution.

(Executive Officers)

- The Executive Officer system, defining the primary role of the Board of Directors as a body of decision-making for management and supervision of business execution, serves the purpose of increasing the flexibility of management by seeking to clarify executive authority and responsibilities through establishing a system in which Executive Officers carry out the business operations of the Company under the direction and supervision of the Representative Director.
- The Executive Officers cooperate with the Board of Directors by attending important meetings such as those of the Board of Directors, etc., in a system that facilitates their duties in executing the business of the Company.

(Audit and Supervisory Committee)

- The Audit and Supervisory Committee, the majority of whose members are outside Directors, serves the purpose of auditing and supervising the legality and appropriateness of business execution.
- Each Audit and Supervisory Committee Member attends important meetings such as those of the Board of Directors, etc. based on the formulated audit policies and plans as a system that facilitates the audit and supervision of the execution of duties by Directors through investigating the status of business activities and assets, etc. In addition, we are working to strengthen the functions of the Audit and Supervisory Committee by receiving reports from the Internal Audit Department and strengthening cooperation by providing instruction and direction as necessary.

(Nomination and Remuneration Advisory Committee)

- The Nomination and Remuneration Advisory Committee serves the purpose of seeking to strengthen the fairness, transparency, and objectivity of procedures related to the nomination and remuneration of Directors and Executive Officers and enhance the Company's corporate governance.
- The Nomination and Remuneration Advisory Committee deliberates on matters related to the nomination and remuneration of Directors and Executive Officers as requested by the Board of Directors, and reports the results thereof to the Board of Directors in turn.
- The Nomination and Remuneration Advisory Committee deliberates, as requested by the Board of Directors, on specific matters including the selection and dismissal of Directors and Executive Officers, the remuneration system for Directors and Executive Officers, and policies for determining remuneration, and reports the results thereof to the Board of Directors.

III. Measures to Prevent Persons Deemed Unsuitable in Light of the Basic Policy from Controlling the Financial and Business Policies of the Company

1. Overview and Purpose of the Plan

The Board of Directors of the Company has decided to continue the Plan in order to make clear the rules that persons attempting to conduct a large-scale purchase of the Company's shares, etc. should follow, and

to secure the necessary and sufficient information and time for shareholders to make an appropriate assessment, together with opportunities to negotiate with the person attempting to conduct the large-scale purchase.

As follows, the Plan sets forth the rules that persons attempting to conduct a large-scale purchase of the Company's shares, etc. should follow, and makes it clear that any persons attempting to conduct a large-scale purchase might incur damages as a result of the Company taking countermeasures in certain cases, and by making prompt disclosure thereof, a warning is hereby given to any persons attempting to conduct a large-scale purchase that will not contribute to the Company's corporate value and shareholders' common interests.

Furthermore, under the Plan, in order to enable the Board of Directors of the Company to make more appropriate decisions when activating countermeasures, etc., the Company shall respect the recommendation of an independent committee (hereinafter, the "Independent Committee") made up solely of persons independent from the management team conducting the business operations of the Company who are Outside Directors of the Company or outside experts (corporate managers with a track record of performance, former government employees, attorneys, certified public accountants, academic experts, or other equivalent persons), in accordance with the Independent Committee Regulations (please refer to Attachment 1 for an overview thereof), in addition to ensuring transparency by making prompt disclosure of related information to shareholders.

In addition, in the event that the Company activates countermeasures, it shall, in principle, hold a General Meeting of Shareholders to confirm the will of shareholders. For the members of the Independent Committee at the time of the continuation of the Plan, the Company intends to appoint the three persons listed in Attachment 2.

In addition, the status of major shareholders of the Company as of March 31, 2026 is as shown in Attachment 3, "Status of Shareholdings by Major Shareholders of the Company." The Company has not received any proposals regarding a large-scale purchase of the Company's shares, etc. at the present time.

2. Details of the Plan

(1) Procedures Relating to the Plan

1) Applicable Large-scale Purchases

The Plan shall apply in cases when a purchase or other similar action pertaining to the Company's shares, etc. that falls under item (i), (ii) or (iii) below is conducted (including a proposal¹ thereof) (however, excluding those that have been approved by the Board of Directors of the Company; hereinafter, the relevant actions are referred to as "Large-scale Purchase(s)"). Persons conducting or attempting to conduct a Large-scale Purchase (hereinafter, the "Purchaser(s), etc.") must comply with the procedures set forth in advance in the Plan.

- (i) Purchases or any other acts whereby the ownership ratio of shares, etc.² of a holder³ in relation to shares, etc.⁴ issued by the Company will be 20% or more;
- (ii) A tender offer⁵ for shares, etc.⁶ (including the commencement of a tender offer) issued by

¹ Including any acts of soliciting a third party to make a purchase, etc..

² Refers to the ownership ratio of share certificates, etc. as provided for in Article 27-23, paragraph (4) of the Financial Instruments and Exchange Act. The same shall apply hereinafter. Furthermore, in the event of amendments to laws and regulations, etc. cited in the Plan (including changes to the names of laws and regulations and the establishment of new laws, etc. that succeed the former laws and regulations, etc.), each provision or term of the law or regulation, etc. cited in the Plan shall be deemed to be replaced with the provision or term in the law or regulation, etc. that substantially succeeds these provisions or terms of laws or regulations, etc. after the amendment, unless otherwise determined by the Board of Directors of the Company.

³ Refers to a holder as defined in Article 27-23, paragraph (1) of the Financial Instruments and Exchange Act, and includes persons included as holders pursuant to paragraph (3) of the same. The same shall apply hereinafter.

⁴ Refers to share certificates, etc. as defined in Article 27-23, paragraph (1) of the Financial Instruments and Exchange Act. The same applies hereinafter unless otherwise provided for.

⁵ Refers to a tender offer as provided for in Article 27-2, paragraph (6) of the Financial Instruments and Exchange Act. The same shall apply hereinafter.

⁶ Refers to share certificates, etc. as defined in Article 27-2, paragraph (1) of the Financial Instruments and Exchange Act. The

the Company or any other acts, whereby the total of the ownership ratio of shares, etc.⁷ pertaining to the shares, etc. that the tender offer concerns and the ownership ratio of shares, etc. of any specially related parties⁸ thereof will be 20% or more;

- (iii) Regardless of whether or not any of the acts provided for in (i) or (ii) above has been carried out, any agreement or other act conducted by a specific shareholder with any other shareholder or other holder of the Company's shares, etc. (including cases where there are multiple such shareholders or holders; the same shall apply hereinafter in this item (iii)) that results in such other shareholder or other holder becoming a joint holder⁹ of the specific shareholder, or any act¹⁰ that establishes a relationship¹¹ between the specific shareholder and such other shareholder or other holder in which one party substantially controls the other or in which they act jointly or in concert; provided, however, that this shall be limited to cases where the total of the ownership ratio of shares, etc. or the ownership ratio of shares, etc. pertaining to the Company's shares, etc. held or owned by the specific shareholder and such other shareholder or other holder is 20% or more.

2) Prior Submission of Letter of Intent to the Company

The Purchaser, etc. shall submit to the Board of Directors of the Company a written statement that includes a pledge (which shall be made without any conditions, reservations, or qualifications) to comply with the procedures set forth in the Plan when conducting a Large-scale Purchase (hereinafter, the "Letter of Intent") in Japanese, in the form specified by the Company, ahead of the implementation of any Large-scale Purchase.

Specifically, the following items shall be provided in the Letter of Intent.

- (i) Overview of the Purchaser, etc.
- (a) Name or corporate name and address or location
 - (b) Position and name of representative
 - (c) Objective and business details of the company, etc.
 - (d) Overview of major shareholders or major investors (top ten by shares held or investment ratio)
 - (e) Contact details in Japan
 - (f) Governing law of incorporation
- (ii) Number of the Company's shares, etc. actually held by the Purchaser, etc., and status of transactions in the Company's shares, etc. by the Purchaser, etc. over the 60 days prior to the submission of the Letter of Intent
- (iii) Overview of the Large-scale Purchase proposed by the Purchaser, etc. (including the type and number of the Company's shares, etc. that the Purchaser, etc. intends to acquire through

same shall apply in item (ii) hereinafter.

⁷ Refers to the ownership ratio of share certificates, etc. as provided for in Article 27-2, paragraph (8) of the Financial Instruments and Exchange Act. The same shall apply hereinafter.

⁸ Refers to a specially related party as defined in Article 27-2, paragraph (7) of the Financial Instruments and Exchange Act. However, in regard to persons set forth in item (i) of the same, this shall exclude persons provided for in Article 3, paragraph (2) of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer. The same shall apply hereinafter.

⁹ Refers to a joint holder as defined in Article 27-23, paragraph (5) of the Financial Instruments and Exchange Act, and includes persons recognized by the Board of Directors of the Company to be deemed as joint holders pursuant to paragraph (6) of the same. The same shall apply hereinafter.

¹⁰ The determination as to whether or not such "a relationship between the specific shareholder and such other shareholder or other holder in which one party substantially controls the other or in which they act jointly or in concert" has been established shall be made on the basis of factors such as current or past capital relationships, business alliances, transaction or contractual relationships, family relationships, concurrent officer positions, funding relationships, credit granting relationships, substantial interests in the Company's shares, etc. formed through derivatives, securities lending, or other means, and the direct or indirect influence exerted by the specific shareholder and such other shareholder on the Company.

¹¹ The determination as to whether any of the acts specified in the main text has been conducted shall be made by the Board of Directors of the Company with the utmost respect for the recommendation of the Independent Committee. In addition, the Board of Directors of the Company may request the Company's shareholders to provide necessary information to the extent required to determine whether the above requirements are satisfied.

the Large-scale Purchase and the objective of the Large-scale Purchase (the acquisition of control or participation in management, portfolio investment or strategic investment, the transfer, etc. of the Company's shares, etc. to a third party after the Large-scale Purchase, or if there is any other objective, such as making a Material Proposal¹², notice to that effect and the details thereof; furthermore, in the event that there are multiple objectives, all shall be given))

3) Provision of the Required Information

If the Letter of Intent described in the above item 2) is submitted, then the Purchaser, etc. shall then provide to the Company information, in Japanese, that is necessary and sufficient for shareholders and investors to make an assessment and the Board of Directors to make an evaluation and consideration regarding the Large-scale Purchase (hereinafter, the "Required Information"), in accordance with the procedure below.

First, within ten business days¹³ (not including the first day) of the submission of the Letter of Intent, the Company shall dispatch to the Purchaser, etc. at his or her contact address in Japan in the above item 2) (i) (e) a list of the information that should initially be provided, and the Purchaser, etc. shall thus provide sufficient information to the Company in accordance with the list of information.

In addition, in the event that the Board of Directors and the Independent Committee of the Company reasonably judges that the information provided by the Purchaser, etc. in accordance with the above list of information is insufficient for the assessment of shareholders or the evaluation and consideration of the Board of Directors of the Company, etc., in light of the details and format, etc. of the Large-scale Purchase then the Purchaser, etc. shall provide additional information as separately requested by the Board of Directors of the Company.

However, to enable the Company to be provided the information by the Purchaser, etc. in an expeditious way and to avoid the situation where the Board of Directors of the Company be arbitrarily operated and demand additional information only in an attempt to delay the process and so forth, the period for providing information shall be limited to up to 60 days following the receipt of the Statement of Intent, and even where the Required Information is not sufficiently provided by the completion of the period for providing information, the "Board of Directors' Evaluation Period" (defined later in item 4)) shall commence immediately at that point (however, where the Purchaser, etc. presents reasonable justification to request a time extension, such request may be granted and the period for providing information may be extended for a suitable amount of time as necessary).

Furthermore, regardless of the details and format, etc. of the Large-scale Purchase, information pertaining to each of the items below shall, in principle, be included in part of the list of information.

- (i) Details of the Purchaser, etc. and its group (including any joint holders, specially related parties, and, in the case of funds, each member and other constituents) (including history, specific name, capital structure, business details, financial details, and the names and past experience of officers)
- (ii) Purpose of the Large-scale Purchase (details of the purpose disclosed in the Letter of Intent), method and details (including whether or not the Purchaser, etc. intends to participate in

¹² Refers to a Material Proposal as defined in Article 27-26, paragraph (1) of the Financial Instruments and Exchange Act, Article 14-8-2, paragraph (1) of the Order for Enforcement of the Financial Instruments and Exchange Act, and Article 16 of the Cabinet Office Ordinance on Disclosure of the Status of Large-Volume Holdings in Share Certificates, etc. The same applies hereinafter unless otherwise provided for.

¹³ A business day refers to days other than those listed in each item of Article 1, paragraph (1) of the Act on Holidays of Administrative Organs. The same shall apply hereinafter.

management, the type and amount of consideration for the Large-scale Purchase, timing of the Large-scale Purchase, the structure of any related transactions, the number of shares, etc. the Purchaser, etc. intends to purchase and the ownership ratio of shares, etc. after the purchase, etc., and the legality of the method of Large-scale Purchase)

- (iii) Calculation basis for the Large-scale Purchase consideration (including assumptions and facts used in the calculation, the calculation method, numerical data used in the calculation and the details of any synergies expected to arise as a result of transactions related to the Large-scale Purchase and, in the event that any outside experts have been consulted when performing the calculation, the names of those outside experts, a summary of their opinions, and the process that led to the Purchaser, etc. determining the amount in light of these opinions)
- (iv) Financial Backing for the Large-scale Purchase (including the specific name of fund providers (including any ultimate providers), the method of financing, and the details of any related transactions.)
- (v) Information on the past acquisitions or disposals of the Company's shares, etc. by the Purchaser, etc.
- (vi) Whether or not there has been any communication of intent with any third parties in connection with the Large-scale Purchase and, in the event that there has been a communication of intent, the details thereof and an overview of those third parties
- (vii) In the event that there is any lending agreement, pledge agreement, resale agreement, engagement agreement for purchase and sale, or other agreement or arrangement (hereinafter, the "Pledge Agreement, etc.") that the Purchaser, etc. has entered with a third party pertaining to the Company's shares, etc., the specific details of the Pledge Agreement, etc., including the type of agreement, agreement counterparty, and number of shares, etc. to which the agreement applies
- (viii) In the event that the Purchaser, etc. intends to enter a Pledge Agreement, etc. or other form of agreement with a third party in relation to the Company's shares, etc. that it plans to acquire in the Large-scale Purchase, the specific details of the agreement, including the type of agreement planned, agreement counterparty, and the number of shares, etc. to which the agreement applies
- (ix) Management policies, business plans, capital strategy, and dividend strategy for the Company and the Group after the Large-scale Purchase
- (x) Policies regarding the treatment, etc. of the Company's employees, labor unions, business partners, customers, local communities, and other stakeholders of the Company after the Large-scale Purchase
- (xi) In the event that a conflict of interest with other shareholders of the Company may occur, specific measures to avoid said conflict of interest

The Board of Directors of the Company shall promptly disclose the fact that there was a proposal for a Large-scale Purchase from a Purchaser, etc., and shall make prompt disclosure of an overview of the proposal, an overview of the Required Information, and any other information recognized as necessary for the judgment of shareholders and investors, if there is such information.

In addition, if the Board of Directors of the Company recognizes that the Required Information has been sufficiently provided by the Purchaser, etc. or 60 days has passed from the receipt of the Statement of Intent, it shall notify the Purchaser, etc. to that effect (hereinafter, the "Completion Notice of Information Provision"), and shall make prompt disclosure to that effect.

- 4) Establishment of the Board of Directors' Evaluation Period, etc.

After the Completion Notice of Information Provision, the Board of Directors of the Company will establish a period counted from the day immediately following in accordance with items (i)

or (ii) below depending on the difficulty of evaluating the Large-scale Purchase, as a period (hereinafter, the “Board of Directors’ Evaluation Period”) for the Board of Directors of the Company to evaluate, consider, negotiate, form an opinion, and formulate an alternative proposal, and shall make prompt disclosure to that effect.

- (i) A period of up to 60 days in the event of a tender offer for all of the Company’s shares, etc. where the consideration is cash only (Japanese yen)
- (ii) A period of up to 90 days for any other Large-scale Purchases

However, in either case (i) or (ii) above, the Board of Directors’ Evaluation Period may be extended only if the Board of Directors and the Independent Committee reasonably recognize that it is insufficient for evaluation and consideration, and in that case, the Purchaser, etc. shall be notified of the specific extension period and reasons the extension period is necessary, and disclosure shall be promptly made to shareholders and investors. In addition, the extension period shall be up to a maximum of 30 days.

During the Board of Directors’ Evaluation Period, the Board of Directors of the Company shall perform such actions as sufficiently evaluating and considering the Required Information provided by the Purchaser, etc. while appropriately obtaining advice from outside experts, etc. as necessary, and consider the content of the Large-scale Purchase by the Purchaser, etc. from the perspective of securing and enhancing the corporate value of the Company and shareholders’ common interests. Through these considerations, etc., the Board of Directors of the Company will carefully form the opinion of the Board of Directors in regard to the Large-scale Purchase and notify the Purchaser, etc. thereof, in addition to making timely, appropriate disclosure to shareholders and investors. In addition, if necessary, the Board of Directors of the Company may negotiate the terms and method of the Large-scale Purchase with the Purchaser, etc., and furthermore, present an alternative proposal to shareholders and investors.

The Board of Directors of the Company receives the Statement of Intent and the Required Information from the Purchaser, etc., and at the same time as the Board of Directors’ Evaluation Period begins, consults the Independent Committee on the pros and cons of implementing a policy for responding to takeovers. At that time, all information submitted by the Purchaser, etc. will be provided to the Independent Committee.

- 5) Recommendation of the Independent Committee regarding the Activation of Countermeasures
The Independent Committee shall, within the Board of Directors’ Evaluation Period, make recommendations to the Board of Directors of the Company regarding the pros and cons of taking countermeasures in accordance with the following procedures in parallel with the evaluation, examination, negotiation, opinion formation, and formulation of alternative proposals by the Board of Directors of the Company as described in 4) above.

When doing so, in order to ensure that the judgment of the Independent Committee is made in a manner that contributes to the securing and enhancing of the corporate value of the Company and shareholders’ common interests, the Independent Committee may, at the Company’s expense, obtain the advice of outside experts who are independent of the management team engaged in the business execution of the Company (including investment banks, securities firms, financial advisers, certified public accountants, attorneys, consultants, and other experts).

Furthermore, in the event that the Independent Committee provides a recommendation to the Board of Directors of the Company as defined in items (i) or (ii) below, the Board of Directors of the Company shall promptly disclose information relating the fact that the recommendation was made, an overview thereof, and any other matters judged appropriate by the Board of Directors of the Company.

- (i) If the Purchaser, etc. has not Complied with the Procedures set forth in the Plan
In principle, if the Purchaser, etc. fails to comply with the procedures stipulated in items 2)

to 4) above, the Independent Committee recommends that the Board of Directors of the Company activates countermeasures.

(ii) If the Purchaser, etc. has Complied with the Procedures set forth in the Plan

In principle, if the Purchaser, etc. complies with the procedures set forth in the Plan, the Independent Committee recommends that the Board of Directors of the Company does not activate countermeasures.

However, even in the case that the Purchaser, etc. complies with the procedures set forth in the Plan, if the Large-scale Purchase is recognized as falling under any of the types listed in Attachment 4 and it is determined that activating countermeasures would be appropriate, it may be recommended that countermeasures are activated as an exceptional measure.

6) Resolution of the Board of Directors and Confirmation of Shareholders' Will

Respecting the recommendation of the Independent Committee set forth in the above item 5) to the fullest extent possible, the Board of Directors of the Company shall promptly make a resolution regarding the activation or non-activation of countermeasures, from the perspective of securing and enhancing the corporate value of the Company and shareholders' common interests.

If the Board of Directors make a resolution to activate countermeasures and conducts a gratis allotment of the Stock Acquisition Rights as defined in the below item (2), the Board of Directors of the Company, in principle¹⁴, shall convene a General Meeting of Shareholders to confirm the will of shareholders (hereinafter, the "Shareholder Will Confirmation General Meeting"^{15, 16}).

If a proposal regarding the activation of countermeasures is approved at the Shareholder Will Confirmation General Meeting, then, in accordance with the decision made at the Shareholder Will Confirmation General Meeting, the Board of Directors of the Company shall make a resolution regarding the activation of countermeasures and take the necessary procedures. On the other hand, if a proposal regarding the activation of countermeasures is rejected at the Shareholder Will Confirmation General Meeting, the Board of Directors of the Company shall make a resolution regarding the non-activation of countermeasures.

If the Board of Directors of the Company makes a resolution as set forth above, then regardless of whether the content of that resolution is to activate or not activate countermeasures, the Board of Directors of the Company shall promptly disclose information relating to an overview of the resolution and any other matters judged to be appropriate by the Board of Directors the Company and the Independent Committee, and in the event that the Company held a Shareholder Will Confirmation General Meeting, information relating to the results thereof and any other matters judged to be appropriate by the Board of Directors the Company and the Independent Committee.

¹⁴ For example, in the event that the Purchaser, etc. fails to comply with the procedures set forth in the Plan and attempts to implement a purchase, etc., the Board of Directors of the Company may conduct a gratis allotment of stock acquisition rights without holding a General Meeting of Shareholders, giving due regard to the recommendation of the Independent Committee to the fullest extent possible, due to a lack of time to hold a General Meeting of Shareholders or a failure to secure the necessary information for shareholders to assess the appropriateness of such purchases, etc.

¹⁵ The will of shareholders shall be confirmed, in principle, by an ordinary resolution at a General Meeting of Shareholders. However, after comprehensive consideration of the objective, method, and details of the Large-scale Purchase, as well as various factors including the possibility of a conflict of interest between the Purchaser, etc. and general shareholders, the Company may, in calculating the votes required for the approval and adoption of the proposals, exclude from such calculation any persons recognized by the Purchaser, etc. or the Independent Committee as having a special interest with the Purchaser, etc. in relation to the proposals.

¹⁶ A General Meeting of Shareholders shall include any General Meeting of Shareholders held after the resolution of the Board of Directors to conduct a gratis allotment of the Stock Acquisition Rights and before the effective date of such gratis allotment of the Stock Acquisition Rights.

7) Cancellation of Countermeasures or Suspension of Activation

After the Board of Directors of the Company has resolved to activate countermeasures in accordance with the procedures set forth in the above item 6), or even after it has activated them, it shall cancel or suspend the activation of countermeasures if: (i) the Purchaser, etc. cancels the Large-scale Purchase; or (ii) changes arise to the facts, etc. that formed the basis of the decision on whether or not to activate countermeasures, leading to circumstances where it is believed that maintaining the activated countermeasures would not be appropriate from the perspective of securing and enhancing the corporate value of the Company and shareholders' common interests.

If the Board of Directors of the Company makes the above resolution, it shall promptly disclose information relating to an overview of that resolution and any other matters judged to be appropriate by the Board of Directors of the Company.

8) Commencement of the Large-scale Purchase

The Purchaser, etc. shall comply with the procedures stipulated the above items 1) through 6), and may not commence the Large-scale Purchase until a resolution is made by the Board of Directors regarding whether to activate or not activate countermeasures.

(2) Details of Specific Countermeasures under the Plan

The specific countermeasure to be activated by the Board of Directors of the Company based on a resolution as described in the above item (1) 6) shall be a gratis allotment of stock acquisition rights (hereinafter, the "Stock Acquisition Rights"). An overview of the gratis allotment of the Stock Acquisition Rights is as described in Attachment 5, "Overview of the Gratis Allotment of Stock Acquisition Rights."

After the Board of Directors of the Company has resolved to activate countermeasures, and even after activation, it may decide to cancel the countermeasures or suspend activation, as described in the above item (1) 7).

For example, in cases when the Board of Directors of the Company resolves to conduct a gratis allotment of the Stock Acquisition Rights as a countermeasure, if the Purchaser, etc. cancels the Large-scale Purchase and the Board of Directors of the Company makes a resolution as described in the above item (1) 7), it may suspend the activation of countermeasures by measures including canceling the gratis allotment of the Stock Acquisition Rights prior to the ex-rights date pertaining to the record date established for the gratis allotment of the Stock Acquisition Rights, and, on or after the effective date of the gratis allotment of the Stock Acquisition Rights, the Company acquiring the Stock Acquisition Rights without consideration prior to the day before the commencement date of the Stock Acquisition Rights' exercise period.

(3) Effective period, discontinuation, and amendment of the Plan

If the effective period of the Plan is approved at this Annual General Meeting of Shareholders, said effective period shall be until the conclusion of the Annual General Meeting of Shareholders to be held in June 2029.

However, even before the end of the effective period, if a resolution to discontinue the Plan is made by the Board of Directors, which comprises Directors elected at the General Meeting of Shareholders of the Company, then the Plan shall be discontinued at that time.

Furthermore, if the Board of Directors of the Company judges that formal amendments are necessary in accordance with amendments to the Companies Act, the Financial Instruments and Exchange Act, other laws and regulations or financial instruments exchange rules, or their interpretation or implementation, or changes to the tax system or judicial precedents, etc., then it may make corrections or amendments to the Plan as needed, after obtaining the approval of the Independent Committee.

If the Plan is discontinued or amendments are made to the content of the Plan that will have a material

effect on the Company's shareholders, then the Company shall promptly disclose information relating to the fact of the discontinuation or the amendments, and (in the case of amendments) details of the amendments, and any other matters judged to be appropriate by the Board of Directors of the Company.

3. Reasonableness of the Plan

(1) Fulfills All the Requirements of the Guidelines Regarding Policy for Responding to Takeover

The Plan fulfills all three principles set forth in the "Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" announced by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005 (the principle of protecting and enhancing corporate value and the interests of shareholders as a whole, the principle of prior disclosure and shareholder will, and the principle of necessity and reasonableness), and also takes into consideration the "Takeover Defense Measures in Light of Recent Environmental Changes" announced by the Corporate Value Study Group on June 30, 2008, as well as the contents of "Principle 1.5 Anti-Takeover Measures" in Japan's Corporate Governance Code revised by Tokyo Stock Exchange, Inc. on June 11, 2021 and the "Guidelines for Corporate Takeovers" announced by the Ministry of Economy, Trade and Industry on August 31, 2023.

(2) Introduced for the Purpose of Securing and Enhancing the Corporate Value of the Company and Shareholders' Common Interests

As described in the above item 1., the Plan is being introduced with the objective of securing and enhancing the corporate value of the Company and shareholders' common interests, by making it possible to secure the necessary information and time for shareholders to judge whether or not to accept a Large-scale Purchase in the event that such a Large-scale Purchase is conducted for the Company's shares, etc., and for the Board of Directors of the Company to present an alternative proposal, in addition to making it possible to conduct negotiations with the Purchaser, etc. on shareholders' behalf, etc.

(3) Prioritizes Shareholders' Will

The Plan will be continued upon receiving shareholders' approval at this Annual General Meeting of Shareholders.

In addition, the Board of Directors of the Company shall, in principle, confirm the will of shareholders as to whether or not to activate countermeasures at a General Meeting of Shareholders to confirm the will of shareholders.

Furthermore, the Plan is subject to a so-called sunset clause that sets its effective period at approximately three years, and even before the expiration of the effective period, if the Board of Directors, composed of Directors elected at the Company's General Meeting of Shareholders, adopts a resolution to discontinue the Plan, the Plan shall be discontinued at that time in accordance with such resolution.

Therefore, the will of shareholders shall be fully respected at the continuation, amendment, and discontinuation of the Plan, as well as the activation of countermeasures.

(4) Establishment of Reasonable and Objective Activation Requirements

As described in the above item 2. (1), a mechanism is ensured to prevent arbitrary activation by the Board of Directors of the Company, as the Plan is established such that activation will not occur unless reasonable and objective activation requirements are fulfilled.

(5) Prioritization of the Judgment of Highly Independent External Persons, and Information Disclosure

Under the Plan, in order to enable the Board of Directors of the Company to make more appropriate decisions, the Independent Committee shall be established as an advisory body to the Board of Directors that is able to objectively make resolutions and recommendations in relation to the activation of countermeasures and other factors involved in the operation of the Plan.

The Independent Committee comprises three or more members elected from among persons independent of the management team engaged in the business execution of the Company, namely Outside Directors of the Company or other outside experts (corporate managers with a track record of performance, former government employees, attorneys, certified public accountants, academic experts, etc.).

In addition, a mechanism is ensured whereby the Plan will be implemented in a transparent manner that contributes to the corporate value of the Company and shareholders' common interests, as the Company shall promptly disclose information to shareholders as necessary in relation to an overview of the judgment of the Independent Committee.

(6) Not Dead-hand or Slow-hand Takeover Defense Measures

As described in the above item 2. (3), the Plan may be discontinued at any time by the Board of Directors, which comprises Directors elected at the General Meeting of Shareholders of the Company. Accordingly, the Plan is not a dead-hand takeover defense measure (a takeover defense measure whose activation cannot be prevented even if a majority of the members of the Board of Directors are replaced).

In addition, as the Company does not use a staggered term system, the Plan is not a slow-hand takeover defense measure (a takeover defense measure that requires time to prevent its activation, as the members of the Board of Directors cannot all be replaced at one time).

4. Effect on shareholders and investors, etc.

(1) Effect on Shareholders and Investors at the Time of Continuation of the Plan

At the time of the continuation of the Plan, the Stock Acquisition Rights will not actually be issued. Accordingly, at the time of the continuation of the Plan, there will be no direct, specific effect on the legal rights and economic interests pertaining to the Company's shares held by shareholders. Furthermore, as described in the above item 2. (1), the Company's policy for responding to a purchase will differ according to whether or not the Purchaser, etc. complies with the Plan, etc., so shareholders and investors are advised to keep the actions of the Purchaser, etc. in mind.

(2) Effect on Shareholders and Investors at the Time of a Gratis Allotment of the Stock Acquisition Rights

If the Board of Directors of the Company decides to activate countermeasures and conducts a gratis allotment of the Stock Acquisition Rights, the Stock Acquisition Rights shall be allotted gratis to shareholders recorded in the shareholder register on the Allotment Date, which will be separately determined, at a ratio of up to one Stock Acquisition Rights per share held. With this type of system, although dilution to the economic value per share held by shareholders will occur when a gratis allotment of the Stock Acquisition Rights is conducted, there will be no dilution of the value of the Company's shares held as a whole, and therefore no direct, specific effect is expected on the legal rights or economic interests pertaining to the Company's shares held by shareholders.

However, the legal rights and economic interests of the Purchaser, etc. may be affected as a result of the activation of these countermeasures.

Furthermore, even if the Board of Directors of the Company resolves to conduct a gratis allotment of the Stock Acquisition Rights, if it resolves to cancel activated countermeasures or suspend activation in accordance with the procedures, etc. set forth in the above item 2. (1) 7), there may be a corresponding fluctuation in the share price of the Company's shares. For example, please note that in the event that after the shareholders to receive the gratis allotment of the Stock Acquisition Rights have been determined, the Company suspends the activation of countermeasures, acquires the Stock Acquisition Rights without consideration, and does not deliver new shares, then shareholders and investors who have conducted transactions based on the assumption that a dilution in the economic value per share of the Company will occur may suffer a loss owing to fluctuation in the share price, as the dilution in the economic value per share in the Company held by shareholders will not occur.

In addition, if discriminatory terms are attached relating to the exercise or acquisition of the Stock Acquisition Rights, it is expected that the legal rights and economic interests of the Purchaser, etc. will be affected, but even in this case, no direct, specific impact is expected on the legal rights or economic interests pertaining to the Company's shares held by shareholders other than the Purchaser, etc.

(3) Required Procedures for Shareholders Accompanying the Gratis Allotment of the Stock Acquisition Rights

On the effective date of the gratis allotment of the Stock Acquisition Rights, shareholders recorded in the final shareholder register on the date of the gratis allotment of the Stock Acquisition Rights will automatically become stock acquisition rights holders, and therefore no application procedures are necessary.

In addition, if the Company takes procedures to acquire stock acquisition rights with an attached acquisition provision, then shareholders other than the Purchaser, etc. will receive shares in the Company as consideration for the acquisition of stock acquisition rights by the Company, without making monetary payment of an amount equivalent to the exercise price of the stock acquisition rights, and therefore no procedures are required for payment, etc. in relation to the stock acquisition rights.

In addition to the above, after the Board of Directors of the Company makes a resolution regarding the gratis allotment of the Stock Acquisition Rights, the Company will provide timely and appropriate disclosure or notice of the details of procedures relating to the allotment method, exercise method, method of acquisition by the Company, method of delivery of shares, etc., pursuant to the applicable laws and regulations and financial instruments exchange rules, and therefore shareholders are advised to confirm the content of the disclosure or notices.

Overview of the Independent Committee Regulations

1. The Independent Committee shall be established as an advisory body to the Board of Directors by resolution of the Board of Directors of the Company in order to enable the Board of Directors of the Company to make more appropriate decisions in relation to the activation of countermeasures against a Large-scale Purchase and ensure the objectivity and reasonableness of any judgment or response of the Board of Directors.
2. The Independent Committee shall comprise three or more members, who shall be persons independent from the management team conducting the business operations of the Company who are (1) Outside Directors of the Company or (2) outside experts (corporate managers with a track record of performance, former government employees, attorneys, certified public accountants, academic experts, or other equivalent persons), and shall be elected based on a resolution of the Board of Directors of the Company. Furthermore, the Company shall enter into an agreement with the Independent Committee Members that includes provisions relating to the duty of due care of a prudent manager and the duty of confidentiality.
3. The term of office of the Independent Committee Members shall be until the date of the conclusion of the Annual General Meeting of Shareholders held with respect to the final fiscal year ending within three years of the time of election, or until a date separately determined by the Independent Committee Member and the Company. However, this shall not apply in cases separately provided for by resolution of the Board of Directors of the Company.
4. The Independent Committee shall be convened by a Representative Director of the Company or by each Independent Committee Member.
5. The Chairman of the Independent Committee shall be selected by mutual selection from the members of the Independent Committee.
6. In principle, resolutions of the Independent Committee shall be made by a majority of votes at meetings of the Independent Committee when all members are present. However, at times when any Independent Committee Members are unable to act, or when there are other special reasons, resolutions shall be made by a majority of votes at meetings of the Independent Committee when a majority of members are present.
7. The Independent Committee shall conduct deliberations and make resolutions relating to the matters listed in each of the below items, and shall make recommendations to the Board of Directors of the Company based on the content of those resolutions, together with the reasons thereof.
 - (1) Whether or not to activate countermeasures under the Plan (including whether or not to obtain confirmation of the shareholders' will with respect to activation in advance);
 - (2) Cancellation of countermeasures or suspension of activation under the Plan;
 - (3) Discontinuation or amendment of the Plan;
 - (4) Any other matters that the Board of Directors of the Company consults the Independent Committee about in relation to the Plan.

When conducting deliberations and making resolutions in the Independent Committee, each Independent Committee Member must do so solely from the perspective of whether or not it contributes to the corporate value of the Company and shareholders' common interests, and must not do so in order to further their own personal interests, or those of the management team of the Company.
8. The Independent Committee may request that Directors of the Company, employees, or other persons deemed necessary attend meetings as necessary, and may request opinions or explanations regarding matters specified by the Independent Committee.
9. When executing these duties, the Independent Committee may obtain, at the Company's expense, the advice of outside experts who are independent of the management team engaged in the business execution of the Company (including investment banks, securities firms, financial advisers, certified public accountants, attorneys, consultants, and other experts).

Career Summary of the Independent Committee Members

Etsuko Kawaguchi (Born January 15, 1973)

Oct. 1995 Joined Tohmatsu & Co. (currently, Deloitte Touche Tohmatsu LLC)
 Mar. 1999 Registered as a certified public accountant
 June 2000 Joined PwC Financial Advisory Services Co., Ltd.
 June 2002 Joined ChuoAoyama Audit Corporation
 June 2011 Established Kawaguchi Certified Public Accountant Office as President (current position)
 June 2025 Outside Audit & Supervisory Board member of Zuken Inc. (current position)

* Ms. Kawaguchi is a candidate for outside director as defined in Article 2, paragraph (15) of the Companies Act, and is scheduled to assume office subject to approval at this Annual General Meeting of Shareholders.

* The Company intends to submit notification to the Tokyo Stock Exchange to designate her as an independent officer as provided for by the aforementioned exchange.

Izumi Kuwano (Born August 1, 1964)

Feb. 1988 Joined Tamanoyu Co., Ltd.
 Apr. 1995 Senior Managing Director of Tamanoyu Co., Ltd.
 Oct. 2003 Representative Director and President of Tamanoyu Co., Ltd. (current position)
 June 2012 Outside Director of The Oita Bank, Ltd.
 June 2014 Director of Kyushu Railway Company (part-time)
 June 2022 Outside Director of the Company (current position)

* Ms. Kuwano is an outside director as defined in Article 2, paragraph (15) of the Companies Act. The Company has submitted notification to the Tokyo Stock Exchange that she has been designated as an independent officer.

Akinobu Naito (Born December 12, 1948)

Apr. 1971 Joined Mitsubishi Corporation
 July 1998 President of CALIFORNIA OILS CORP.
 June 2002 Representative Director and President of KOKUSAI BULK TERMINAL CO., LTD.
 June 2009 Counselor of KOKUSAI BULK TERMINAL CO., LTD.
 June 2011 Outside Director of the Company (current position)

* Mr. Naito is an outside director as defined in Article 2, paragraph (15) of the Companies Act. The Company has submitted notification to the Tokyo Stock Exchange that he has been designated as an independent officer.

* There is no special interest between any of the three above Independent Committee Members and the Company.

Status of Shareholdings by Major Shareholders of the Company

List of Major Shareholders

As of March 31, 2026

Shareholder name	Number of shares held (thousands)	Ratio of voting rights (%)
Maruzen Shoji Co., Ltd.	1,645	8.40
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,586	8.09
Meiji Yasuda Life Insurance Company	1,219	6.22
The Bank of Yokohama, Ltd.	903	4.61
Maruzen Showa Unyu Business Partner Stock Ownership Association	827	4.22
THE SFP VALUE REALIZATION MASTER FUND LTD.	791	4.04
Mitsubishi UFJ Trust and Banking Corporation	653	3.33
AVI JAPAN OPPORTUNITY TRUST PLC	583	2.98
Custody Bank of Japan, Ltd. (Trust Account)	475	2.43
YOKOHAMA SHINKO Co., Ltd.	441	2.25

* The Company held 1,015,431 treasury shares, but was excluded from the above list of major shareholders.

* The ratios of shareholding were calculated excluding treasury shares (1,015,431 shares).

Types of Purchase, etc. Deemed to Significantly Harm the Corporate Value of the Company and Shareholders' Common Interests

1. Cases when it is judged that despite having no intention of truly participating in corporate management, the Purchaser, etc. is acquiring, or attempting to acquire, the Company's shares, etc. in order simply to increase the share price and make the Company or its related parties buy back the Company's shares, etc. at a high price (a so-called green mailer);
2. Cases when it is judged that the Company's shares, etc. are being acquired in order to take temporary control of the corporate management of the Company and transfer to the Purchaser, etc. or its group companies, etc., assets of the Company or companies in the Group that are necessary for the management of the businesses of the Company or companies in the Group, such as intellectual property rights, expertise, confidential corporate information, main business partners or clients;
3. Cases when it is judged that the Company's shares, etc. are being acquired in order to take control of the corporate management of the Company and subsequently use the assets of the Company or companies in the Group as collateral or repayment funds for the liabilities of the Purchaser, etc. or its group companies, etc.;
4. Cases when it is judged that the Company's shares, etc. are being acquired in order to take temporary control of the corporate management of the Company, cause the Company to sell or otherwise dispose of highly valued assets, etc. that are not immediately related to the businesses of the Company or companies in the Group, such as real estate or marketable securities, and use the profits from the disposal to cause the Company to pay a one-time high dividend, or alternatively to take advantage of the sudden increase in the share price caused by the one-time high dividend to sell the Company's shares, etc. at a high price;
5. Cases when it is judged that the method of purchase of the Company's shares, etc. proposed by the Purchaser, etc. will restrict shareholders' opportunity to make an assessment or freedom, and may effectively force shareholders to sell the Company's shares, etc., such as a so-called two-tier coercive purchase (refers to the conducting of a purchase, etc. of shares, etc. by a tender offer or other methods, whereby the Purchaser, etc. does not solicit all of the Company's shares, etc. for purchase in the initial purchase, and sets unfavorable purchase terms for the second stage, or does not make the terms clear);
6. Cases when it is judged that the purchase terms for the Company's shares, etc. proposed by the Purchaser, etc. (including but not limited to the type or amount of consideration for the purchase, the calculation basis for the amount, any other specific details of the terms (including the timing and method of the acquisition), and the legality and feasibility of the purchase, etc.) are insufficient or inappropriate in view of the corporate value of the Company;
7. Cases when it is judged that there is a significant risk that the purchase, etc. will hinder the securing and enhancement of the corporate value of the Company and shareholders' common interests, such as when the acquisition of control by the Purchaser, etc. will destroy relationships with the Company's shareholders and customers, employees, and other stakeholders that are the sources of corporate value, and significant damage to the corporate value of the Company and shareholders' common interests is expected;
8. Cases when it is judged that the corporate value of the Company in the event that the Purchaser, etc. acquires control would be inferior to the corporate value of the Company in the event that the Purchaser, etc. does not acquire control, in a comparison of future corporate value over the medium to long term;
9. Cases when it is judged that the Purchaser, etc. would be extremely inappropriate as a controlling shareholder of the Company from the perspective of public order and standards of decency;
10. Other cases when it is judged that there is a significant risk that the purchase, etc. will harm the corporate value of the Company and shareholders' common interests according to items 1. through 9. above.

Overview of the Gratis Allotment of Stock Acquisition Rights

1. Total Number of the Stock Acquisition Rights to be Allotted

The total number of Stock Acquisition Rights to be allotted shall be a number separately determined in the resolution of the Board of Directors relating to the gratis allotment of the Stock Acquisition Rights (hereinafter, the “Stock Acquisition Rights Gratis Allotment Resolution”), of a maximum of the same amount of the final total number of shares of the Company outstanding (however, this shall exclude the number of the Company’s shares held by the Company at that point) on a certain day separately determined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution (hereinafter, the “Allotment Date”).

2. Shareholders Eligible for Allotment

The Company shall make a gratis allotment of the Stock Acquisition Rights at a ratio separately determined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution of up to one stock acquisition rights per share of common stock of the Company held (however, this shall exclude shares in the Company held by the Company at that time) to shareholders recorded in the final shareholder register on the Allotment Date.

3. Effective date of the gratis allotment of Stock Acquisition Rights

The effective date shall be a date separately determined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution.

4. Type and Number of Shares Underlying the Stock Acquisition Rights

The type of shares underlying the Stock Acquisition Rights shall be the common stock of the Company, and the number of shares underlying each of the Stock Acquisition Rights shall be a number separately determined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution of up to one share per stock acquisition right (hereinafter, the “Applicable Number of Shares”). However, the Company shall make the necessary adjustments if it conducts a share split or consolidation of shares, etc.

5. Details and Amount of Assets to be Contributed Upon Exercise of the Stock Acquisition Rights

Contributions upon the exercise of the Stock Acquisition Rights shall be in cash, and the amount of assets to be contributed per share of common stock in the Company upon the exercise of the Stock Acquisition Rights shall be an amount separately determined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution, of one yen or more.

6. Restrictions on the Transfer of the Stock Acquisition Rights

Any transfer of the Stock Acquisition Rights shall require the approval of the Board of Directors of the Company.

7. Conditions for exercising the Stock Acquisition Rights

The following persons shall not be able to exercise the Stock Acquisition Rights: (1) Purchaser(s), etc.; (2) joint holders of Purchaser(s), etc. (includes persons with whom the joint holders have a special capital relationship¹⁷); (3) specially related parties of Purchaser(s), etc. (includes persons with whom the specially related parties have a special capital relationship); or (4) any transferee or successor to the Stock Acquisition Rights from a person falling under any of the categories (1) through (3) without the permission

¹⁷ This is defined in Article 9, paragraph (1) of the Order for Enforcement of the Financial Instruments and Exchange Act. The same shall apply hereinafter.

of the Board of Directors of the Company (includes joint holders or specially related parties thereof); and (5) any related person¹⁸ to persons falling under any of the categories (1) through (4) (hereinafter, collectively referred to as “Non-qualified Parties”). When the Board of Directors of the Company determines whether or not a person falls under Non-qualified Parties¹⁹, it shall consult with a special committee and shall treat the decision of the Independent Committee with utmost respect.

8. Acquisition of the Stock Acquisition Rights by the Company

The Company may acquire the Stock Acquisition Rights held by persons other than Non-qualified Parties on a day separately determined by the Board of Directors of the Company, and in exchange deliver the Applicable Number of Shares of common stock of the Company for each of the Stock Acquisition Rights.

The Company may acquire all the Stock Acquisition Rights held by Non-qualified Parties on a day separately determined by the Board of Directors of the Company, and in exchange for the Stock Acquisition Rights, deliver as consideration stock acquisition rights in the same number as the Stock Acquisition Rights to be acquired that are in principle not permitted to be exercised by the Non-qualified Parties²⁰. (No cash will be delivered in exchange as consideration for the acquisition of the Stock Acquisition Rights held by Non-qualified Parties.) Details of such stock acquisition rights shall be separately determined in the Stock Acquisition Rights Gratis Allotment Resolution.

9. Acquisition without Consideration in Case of Suspension of the Activation of Countermeasures, etc.

The Company may acquire all of the Stock Acquisition Rights without consideration if the Board of Directors of the Company suspends the activation of countermeasures, or in other cases separately defined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution.

10. Exercise Period of the Stock Acquisition Rights, etc.

The exercise period of the Stock Acquisition Rights and other necessary matters shall be separately determined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution.

11. Other Matters

In addition to the above, details of the Stock Acquisition Rights shall be separately determined in the Stock Acquisition Rights Gratis Allotment Resolution.

¹⁸ A person’s “related persons” are those who effectively control that person, who are controlled by that person, or who are under the same control as that person (included persons to whom this is deemed to apply by the Board of Directors of the Company), or alternatively, persons whom the Board of Directors of the Company have recognized as effectively acting together with or in concert with that person. Furthermore, “control” refers to “controls decisions on the financial and business policies” of another company, etc. (referring to cases defined in Article 3, paragraph (3) of the Ordinance for Enforcement of the Companies Act).

¹⁹ However, persons whom the Board of Directors of the Company recognizes will not harm the corporate value of the Company and shareholders’ common interests by acquiring and holding the Company’s shares, etc., and any other persons separately defined by the Board of Directors of the Company in the Stock Acquisition Rights Gratis Allotment Resolution, shall not fall under Non-qualified Parties.

²⁰ However, conditions may be attached that the exercise of such stock acquisition rights by Non-qualified Parties is permitted in certain cases. Specifically, the following condition may be prescribed; after the purchases, etc. that have already commenced are paused or withdrawn (if the purchases, etc. are made through a tender offer, public notice of the withdrawal of the tender offer (the main clause of Article 27-11, paragraph (2) of the Financial Instruments and Exchange Act) is required to be made), if the Purchaser(s), etc. submit a written covenant that 1) they will not implement the purchases, etc. for a certain period of time, 2) they will decrease their ownership ratio of shares, etc. to a certain level within a certain period of time, and 3) they will not exercise the right to request an extraordinary general meeting of shareholders for a certain period of time, and they comply with the covenant, the Purchaser(s), etc. or any other Non-qualified Parties may exercise such stock acquisition rights held by them only within a certain percentage.