



May 10, 2024

To whom it may concern

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| Company | MARUBUN CORPORATION |
| Representative | Toru Iino CEO and Representative Director (Securities Code:7537 Prime Market) |
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**Notice of Continuation of Response Policy to Large-Scale Purchases of
the Company's Shares or Other Securities**

Marubun Corporation (hereinafter referred to as the “Company”) introduced countermeasures against large-scale purchases of the Company’s shares and other securities (hereinafter referred to as the “Current Plan”) with the approval of shareholders at the 74th Ordinary General Meeting of Shareholders held on June 25, 2021, as efforts to prevent the decisions on the financial and business policies of the Company from being controlled by inappropriate persons in light of the basic policies related to the way in which a person is to control the decisions on the financial and business policies of the Company (i.e. the “Basic Policies” as defined in the Ordinance for Enforcement of the Companies Act, Article 118, Item 3 and hereinafter referred to as the “Basic Policies”) (i.e. the efforts provided in Article 118, Item 3(b)(2) of the Ordinance for Enforcement of the Companies Act) and for the purpose of securing and enhancing the corporate value of the Company, namely, the common interests of the shareholders. The effective period of the Current Plan will end upon completion of the session of the 77th Ordinary General Meeting of Shareholders to be held on June 26, 2024 (the “Ordinary Shareholders’ Meeting”).

The Company has been reviewing the Current Plan to consider whether it is appropriate as an effort to secure and enhance the corporate value of the Company, namely, the common interests of the shareholders and whether it should be continued, in view of the changes in social and economic situations as well as various attitudes and the development of discussions with regard to response policies to takeover since the introduction of the Current Plan.

As a result, the Company has confirmed, at the meeting of the Board of Directors held today, that it will continue to uphold the Basic Policies and has resolved to continue the Current Plan as indicated below (the plan to continue the Current Plan is hereinafter simply referred to as the “Plan”) as efforts to prevent the decisions on the financial and business policies of the Company from being controlled by inappropriate persons in light of the Basic Policies, subject to the approval of the Ordinary Shareholders’ Meeting.

The Plan includes some minimal changes to the wording of the Current Plan that do not substantially alter the meaning of the contents.

The meeting of the Board of Directors which resolved to adopt the Plan was attended by all four (4) of the outside directors who are serving as Audit & Supervisory Committee Members, and in the same meeting they all stated their

opinion agreeing to the contents of the Plan subject to the condition that specific operation of the Plan would be appropriately conducted.

The status of the major shareholders of the Company as of March 31, 2024 is as provided in the “Status of Major Shareholders” chart shown in Appendix 1, and the Company has not received any proposals or similar actions for any large-scale purchases of the Company’s shares or other securities by any specific third party at this moment.

I. Basic Policies Related to the Way a Person is to Control Decisions on Financial and Business Policies

The Company believes that, in principle, it should make the final decision, in accordance with the decision of its shareholders, as to the way a person is to control the decisions on the financial and business policies of the Company since transactions of the shares and other securities of the Company (being a publicly traded company) are left up to the free judgment of the shareholders and investors thereof. In addition, the Company believes that it should also make the final decision, in accordance with the decision of the whole body of shareholders, as to whether the Company should accept a large-scale purchase of the Company’s shares and other securities involving any transfer of control of the management of the Company. Furthermore, the Company will not deny even a large-scale purchase of the Company’s shares or other securities if the same will contribute to the corporate value of the Company, namely, the common interests of the Company’s shareholders.

Nevertheless, among large-scale purchases of the Company’s shares and other securities conducted without prior agreement of the Board of Directors, there may be examples which are likely to damage the corporate value of the Company, namely, the common interest of the shareholders, such as those which clearly damage the corporate value of the Company, namely, the common interests of the shareholders in light of the purposes and other circumstances of such large-scale purchases, which are, by their nature, likely to force shareholders to sell the shares, which do not give sufficient time and information for the Board of Directors and shareholders to examine the contents and other conditions of the large-scale purchases of shares and other securities or for the Board of Directors to make an alternative proposal, and/or which require the Company to discuss and negotiate with such large-scale purchasers to obtain more beneficial conditions than those proposed by such large-scale purchasers.

We believe that the persons who control the decision making on the financial and business policies of the Company must fully understand the Company’s management philosophy, the various sources of the Company’s corporate value, and the trusting relationships with the stakeholders who support the Company, and must secure and enhance the corporate value, namely, the common interest of the shareholders, in the medium to long term. Further, we believe that persons like those mentioned above who engage in large-scale purchases of shares and other securities despite the lack of benefit to the Company’s corporate value and the common interests of the shareholders are not appropriate to become persons who control the decision making over the financial and business policies of the Company, and therefore, necessary and appropriate countermeasures should be implemented against large-scale purchases by such persons to secure the corporate value, namely, the common interest of the shareholders.

II. Special Initiatives Contributing to Achievement of the Basic Policies

1. Characteristics of the Group’s Business and Our Thoughts on Corporate Value

Starting its history as a fabric and textile wholesaler in 1844, the Company was incorporated in July 1947 under the present name Marubun Corporation. It has led the way as a pioneer in the industry and helped to build up the foundations of the industrial and R&D fields based on technology in the field of electronics. For example, the Company imported and introduced integrated circuits and laser devices to Japan at an early stage. Today, the Company develops global activities at no less than 50 locations around the world and offers products, technologies, and services of no less than 800 suppliers to more than 3,000 companies.

The Marubun Group is a consolidated group of entities with Marubun Corporation as the consolidating entity, and the Group conducts three (3) businesses: 1) the Electronic Devices Business mainly covering the fields of semiconductors and electronic components, 2) the Electronic Systems Business covering electronic application equipment such as aerospace equipment, laser equipment and medical equipment, and 3) the Electronic Solutions Business covering ICT solution and AI-Robotics products. The Marubun Group's merchandise is used in products around us such as smartphones, televisions, and cars, as well as equipment and services used in factories and hospitals, and it therefore supports the development of society as a whole. The Marubun Group has strived for its sustainable growth and enhancement of its corporate value by providing the commercial products, technologies, and services that anticipate changes in the society and customer needs, guided by the philosophy made up of "Looking forward" and "staying ahead" in order to "respond to the needs of the next generation by always looking one step ahead to the future," which has been inherited since its establishment. We believe that the sources of the Marubun Group's corporate value lie in: (i) the trusting relationship it has developed with each of its stakeholders, including suppliers and customers, over a long history of more than one hundred and eighty (180) years; (ii) its knowledge of cutting-edge technologies and its solution development capabilities; (iii) its global sales and a logistics network; and (iv) its highly specialized professional human resources.

The Marubun Group will continue to strive for sustainable enhancement of the corporate value of the Company by providing cutting-edge technologies and high value-added products and services, and working to develop unique solutions as well as developing non-financial measures such as the promotion of sustainability management, strengthening of the corporate governance system, and improvement of stakeholders engagement, aiming to solve the challenges faced by society and customers.

2. Efforts for the Enhancement of Corporate Value Based on Medium-Term Business Plan

The electronics industry, which the Marubun Group operates in, has entered an era of technological innovation known as the age of the Fourth Industrial Revolution. In addition to the increase in demand due to causes such as the switch to EV and the increasing speeds and expanding volumes of communication, the move to Society 5.0 which integrates innovative technologies such as AI, IoT technologies, robotics, and big data analysis into any infrastructure is expected to be accelerated.

In such environment, in 2022, the Company redefined its "Purpose, Vision and Mission" based on a long-term perspective and adopted a new medium-term business plan, "Marubun Nextage 2024," which covers the period from FY2022 to FY2024. To become an electronics trading company that can contribute to the "Next Age" of technological innovation in the "Next Stage," the Company is working on promoting "business portfolio

evolution and profitability improvement” through the formulation and management of effective strategic measures (sophistication of PDCA management) on a consolidated basis.

The Company’s specific efforts in each segment are as follows:

- 1) Electronic Devices Business: the business segment which distributes semiconductors and electronic components

The Electronic Devices Business, as a “foundation strengthening business” is working on “promoting development of new commercial products and new commercial rights” and on “maintaining and improving the profitability of existing business.”

It is striving to improve the productivity and efficiency of business through low cost operations by using RPA and other tools, while continuing the development of new, high added-value commercial products and new sales destinations..

- 2) Electronic Systems Business: the business segment which deals with the marketing and maintenance of electronic equipment and systems

The Electronic Systems Business, as “growth driving business” is working on three points: the “expansion of business scale and earnings base in new business domains,” the “enhancement of competitive advantage in existing domains,” and the “enhancement of Group management.” To broaden our target market and customer base and solidify our position in the market, the Company refines its professional capabilities, which is one of its strengths, and strives to expand its services by leveraging the collective strengths of the Group.

- 3) Electronic Solutions Business: the business segment which deals with the development, marketing, and maintenance services

The Electronic Solutions Business, as “value creating business” is working on developing and promoting high added-value business, creating and expanding new business models, as well as improving solution development capabilities and creating group synergy.

It continues to identify innovative commercial products and technologies for growth markets, including the medical and healthcare markets, and promote their commercialization. It is also working to establish new business models, such as business involving subscription contracts and license sales.

Thereafter, the Electronic Solutions Business will serve as the hub of the Company’s business, developing and proposing integrated solutions based on AI/IoT and network technologies.

III. Efforts to Prevent Decisions on Company’s Financial and Business Policies from Being Controlled by Inappropriate Persons in Accordance with Basic Policies

1. Purpose of Adopting the Plan

This Plan is adopted for the purpose of continuing to secure and enhance the corporate value of the Company, namely, the common interests of the shareholders, in accordance with the Basic Plan provided in Part I: “Basic Policies Related to the Way a Person is to Control the Decisions on the Financial and Business Policies” above.

The Board of Directors of the Company believes that, as set forth in the Basic Policies, persons who engage in large-scale purchases of shares or other securities of the Company despite the lack of any benefit to the

Company's corporate value, namely, the common interests of the shareholders are not appropriate to become the persons who control the decision making over the financial and business policies of the Company. The Company also believes that, in order to prevent the decisions on the financial and business policies of the Company from being controlled by such inappropriate persons and in order to inhibit large-scale purchases of shares or other securities from compromising the corporate value of the Company, namely, the common interests of the shareholders, it is necessary: (i) to require a large-scale purchaser to provide necessary and sufficient information for shareholders to appropriately determine the influence of such large-scale purchase on the corporate value of the Company, namely, the common interests of the shareholders;; (ii) for the Board of Directors to evaluate and examine the influence of the business and management policies proposed by such large-scale purchaser on the corporate value of the Company, namely, the common interests of the shareholders, and present their opinion to the shareholders for their reference in judgment; (iii) to secure the process whereby the Board of Directors negotiates on and discusses the business and management policies of the Company and other issues with the large-scale purchaser and proposes an alternative plan related to the business and management policies and other issues to the shareholders; and (iv) in some cases, to exercise countermeasures against the large-scale purchase of shares or other securities in order to prevent any irreparable damage from being caused to the corporate value of the Company, namely, the common interests of the shareholders, as this will contribute to securing and enhancing the corporate value of the Company, namely, the common interests of the shareholders.

Accordingly, the Company established certain rules requiring the provision of information to the Company and other matters to be complied with when a large-scale purchase of shares or other securities is proposed (hereinafter referred to as the "Large-Scale Purchase Rules"), and has decided to adopt the Plan which stipulates the procedures to exercise the countermeasures as continuing efforts to prevent the decisions on the financial and business policies of the Company from being controlled by an inappropriate person in light of the basic policies provided in Part I: "Basic Policies Related to the Way a Person is to Control the Decisions on the Financial and Business Policies" above, in cases where a large-scale purchase is conducted by such person in order to ensure that large-scale purchases of shares or other securities of the Company are conducted in accordance with established and reasonable rules.

2. Details of the Plan

The Plan provides the rules for the Board of Directors of the Company to require a Large-Scale Purchaser to provide Large-Scale Purchase Information (as defined in the following section 3(1) b "Provision of Information") in advance, in order to secure sufficient time and information necessary for the shareholders to appropriately determine whether or not to accept the Large-Scale Purchase, to evaluate and consider such Large-Scale Purchase, to negotiate with the Large-Scale Purchaser concerning the terms of purchase and other terms, or to make alternative proposals or take other actions in relation to the shareholders, and to exercise any other countermeasures against the Large-Scale Purchaser which are deemed appropriate at the time, including a gratis allotment of share subscription rights, while respecting the recommendation of the Independent Committee (please refer to the following section 3(3)a "Establishment of Independent Committee" for more details) to the maximum extent.

“Large-Scale Purchase” is defined as: (i) a purchase of the Company’s shares or other securities¹ which are vested with the voting rights² of specified shareholders³ of the Company’s shares or other securities at 20% or more; or (ii) a purchase of the Company’s shares or other securities that results in the ratio of voting rights of the specified shareholders becoming 20% or more (with respect to any of them, unless agreed by the Company’s Board of Directors in advance, and in whatever the specific purchase method, such as a market transaction and a tender offer); or (iii) regardless of whether or not a purchase falls under (i) or (ii), the specified shareholders of the Company agreeing or engaging in other actions with other shareholders⁴ of the Company so that such other shareholders become joint holders of such specified shareholders or such agreement or engagement creates a relationship in which one substantially controls the others or in which they jointly or cooperatively act⁵⁶ (provided that this is limited to the case where the ratio of voting rights of such specified shareholder and such other shareholders becomes 20% or more).

“Large-Scale Purchaser” is defined as a person conducting a Large-Scale Purchase.

Under this Plan, the Board of Directors of the Company will convene a Shareholders’ Meeting and entrust the final decision on whether or not the countermeasures should be exercised to the decision of the Shareholders’ Meeting if the Board of Directors of the Company determines that it is practically appropriate to directly confirm the will of the shareholders in addition to consulting with the Independent Committee or if the Independent Committee recommends holding a Shareholders’ Meeting.

¹ Shares or other securities stipulated in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act

² The total voting rights which are to be the denominator in calculating the ratio of voting rights shall be the number calculated by the number of the total issued shares (limited to the shares with voting rights) at the time of calculation (excluding the number of shares less than one unit) minus the sum of the number of shares less than one unit reported in the most recently submitted report among the Securities Reports and Quarterly Reports and the number of treasury shares reported in the most recently submitted report among the Securities Reports, Quarterly Reports and Submission of Share Buyback Reports (excluding the number of shares less than one unit), divided by the number of shares per share unit.

³ (i) A holder (as stipulated in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, including a person deemed as a holder pursuant to Article 27-23, Paragraph 3 of the Financial Instruments and Exchange Act or by the Board of Directors) of shares or other securities (as stipulated in Note 1) of the Company, and any joint holders (as stipulated in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, including a person deemed as a joint holder pursuant to Article 27-23, Paragraph 6 thereof or by the Board of Directors; the same will apply hereafter), or

(ii) A person who makes a purchase (as stipulated in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act, including a purchase made on a securities exchange market, regardless of the way of purchase) of shares or other securities (as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act) of the Company, and any specially related parties (the parties defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act and those deemed as the same by the Board of Directors).

⁴ This can be singular or plural. This also applies to item (ii).

⁵ Determination of whether or not “such agreement or engagement creates a relationship in which one substantially controls the others or in which they jointly or cooperatively act” shall be made based on the creation of substantial interests and other circumstances concerning the shares and other securities of the Company through the newly created relationship related to investment, partnership, transactions or contracts, concurrent appointment of officers, financing, provision of credit, derivatives, loaned shares, etc., and the direct or indirect influence of such specified shareholders and other shareholders on the Company.

⁶ Determination of whether or not such action as provided in item (iii) above shall be reasonably made by the Board of Directors based on a recommendation of the Independent Committee. The Board of Directors may require the shareholders of the Company to provide necessary information to the extent deemed necessary to determine whether or not the action satisfies such actions in item (iii).

A Large-Scale Purchaser must not commence a Large-Scale Purchase until the resolution as to whether or not the countermeasures should be taken is made either by the Board of Directors or the Shareholders' Meeting in accordance with the Large-Scale Purchase Rules.

For the flow of the procedure of the Plan, please refer to Appendix 2 "Summary of the Plan".

3. Details of the Large-Scale Purchase Rules

(1) Requiring Large-Scale Purchaser to Provide Information

a. Submission of Statement of Intent upon Purchase

First, a Large-Scale Purchaser is required to submit to the Board of Directors of the Company a statement of intent upon purchase (hereinafter referred to as the "Statement of Intent"), including basic information (name, address, governing law of establishment, name of representative person, contact information in Japan, etc.) about the Large-Scale Purchaser, a summary of a proposal for the Large-Scale Purchase by the Large-Scale Purchaser, and other proposals, and a pledge to observe the Large-Scale Purchase Rules in Japanese in a format prescribed by the Company if it intends to conduct a Large-Scale Purchase.

b. Provision of Information

Within ten (10) business days from the day following the date of receipt of the Statement of Intent, the Board of Directors of the Company will provide the Large-Scale Purchaser with a list of information required to be submitted (hereinafter referred to as the "Large-Scale Purchase Relevant Information") in order for the shareholders to make judgments and for the Board of Directors to form opinions. The Large-Scale Purchaser is required to promptly submit the information provided in such list to the Board of Directors in Japanese in a format prescribed by the Company. The items which are required to be submitted are as set forth in the following items i) to ix):

- a. A summary of the Large-Scale Purchaser and its group (hereinafter, including the specified shareholders, etc., stakeholders, and partners or other members in the case of a partnership or fund) (including specific names, business descriptions, capital constitution and financial information, etc.);
- b. The purpose, method, and contents of the Large-Scale Purchase (including the type and number of shares or other securities subject to the purchase, type and amount of compensation, time of purchase, scheme of the relevant transactions, legality of the method, possibility of conduct; if it is assumed that the shares or other securities of the Company will be delisted after the Large-Scale Purchase, such description and reasons shall be also included.);
- c. Whether or not the Large-Scale Purchaser has any communication with a third person upon the Large-Scale Purchase, and if it has, the contents of such communication;
- d. The basis of the calculation of the compensation for the Large-Scale Purchase (including assumptions upon which the calculation is based, way of calculation, information on the valuation organization, information on values used in the calculation, contents of the expected synergies which may be generated by the transactions, etc.);
- e. The financial proof of the Large-Scale Purchase (including the specific names of the fund providers

(including substantial providers), the way of funding, and the contents of any other related transactions);

- f. The intention regarding management policies including the business plan of the Company and its group, capital policies, dividend policies, and financial policies after the Large-Scale Purchase;
- g. The policy regarding the treatment of customers, business partners, and the Company's employees and other stakeholders after the Large-Scale Purchase;
- h. The specific measures to avoid any conflicts of interest with the Company's shareholders other than the Large-Scale Purchaser; and
- i. Other information deemed reasonably necessary by the Board of Directors or the Independent Committee

If the Board of Directors determines, after consulting with the Independent Committee, that the Large-Scale Purchase Relevant Information provided by the Large-Scale Purchaser is insufficient to examine the contents or other relevant matters of the Large-Scale Purchase intended by the Large-Scale Purchaser, it may request the Large-Scale Purchaser to submit additional information, providing an appropriate deadline.

In addition, the Board of Directors of the Company may require the Large-Scale Purchaser to provide the Large-Scale Purchase Relevant Information concerning the Large-Scale Purchase which is amended if the Large-Scale Purchaser amends the contents of the Large-Scale Purchase for which the Large-Scale Purchase Relevant Information is required after commencement of the Examination Period (as defined in the following item (2) "Examination, etc. of Large-Scale Purchases by the Board of Directors").

Further, the Board of Directors of the Company will make timely and appropriate disclosure of the fact that the Large-Scale Purchase is proposed and the information which is provided by the Large-Scale Purchaser if it is deemed that such information is necessary for shareholders to make a judgment. Further, if it is reasonably deemed that the provision of the Large-Scale Purchase Relevant Information by the Large-Scale Purchaser is complete, the Board of Directors of the Company will make a timely and appropriate disclosure as well as giving notice to the Large-Scale Purchaser providing that the Large-Scale Purchase Relevant Information is complete and the start and finish dates of the Examination Period (as defined in the following item (2)) (hereinafter referred to as the "Notice of Completion of Information Provision").

(2) Examination, etc. of Large-Scale Purchases by the Board of Directors

The Board of Directors will evaluate and examine whether or not the Large-Scale Purchase by the Large-Scale Purchaser will contribute to securing and enhancing the corporate value of the Company, namely, the common interests of the shareholders based on the Large-Scale Purchase Relevant Information received from the Large-Scale Purchaser and information independently obtained by the Board of Directors after giving the Notice of Completion of Information Provision, and may negotiate with the Large-Scale Purchaser on the terms of purchase and other terms or make alternative proposals while considering whether or not it will exercise the countermeasures if necessary (all of such examinations shall be hereinafter referred to as the "Examination").

Upon the Examination, the Board of Directors will consult with the Independent Committee provided in the

following item (3) “Recommendation of Independent Committee” and may seek advice from a third party independent from the Board of Directors of the Company (including professionals such as financial advisers, certified public accountants, lawyers, and consultants) if necessary.

The Board of Directors will designate either of the following periods as a period for the Examination (hereinafter referred to as the “Examination Period”) corresponding to the contents of the Large-Scale Purchase, and the Large-Scale Purchaser may not commence the Large-Scale Purchase until the Examination Period is completed (provided that, until the Shareholders’ Meeting resolves for or against the exercise of the countermeasures if the Board of Directors decides to hold a Shareholders’ Meeting in the following 4(1)c.)

- a. Purchase of the entirety of the Company’s shares or other securities by a tender offer wherein the entire consideration is to be paid in cash (yen value): 60 days from the date of Notice of Completion of Information Provision (excluding the first day)
- b. Other purchases: 90 days from Notice of Completion of Information Provision notice (excluding the first day)

The Examination Period may be extended for up to thirty (30) days by a resolution of the Board of Directors of the Company with a recommendation from the Independent Committee. The Board of Directors of the Company will give a notice to the Large-Scale Purchaser providing for the extension of the Examination Period and the reason for such extension if the Board of Directors decides to extend the Examination Period by its resolution and will make timely and appropriate disclosure thereof.

The Board of Directors will carefully compile opinions regarding the Large-Scale Purchase among Directors in the Examination and disclose the opinion of the Board in a timely and appropriate manner.

(3) Recommendation of the Independent Committee

a. Establishment of the Independent Committee

Under the Plan, in order to eliminate any arbitrary judgment by the Board of Directors upon exercising the countermeasures against the Large-Scale Purchaser, the Company sets up an Independent Committee as an advisory board to the Board of Directors of the Company solely comprising members from outside of the Company independent from the management team which executes the Company’s operations (please refer to Appendix 3 “Summary of the Rules of Independent Committee”). The Independent Committee comprises three or more members who are elected from among external directors or external professionals (lawyers, certified public accountants, experienced management executives, academic experts or similar experts), highly independent from the Board of Directors. Please refer to Appendix 4 “Biography of Members of the Independent Committee” for the names and biographies of the candidates for the members of the Independent Committee after adoption of the Plan is approved.

b. Examination and Other Roles by Independent Committee

During the Examination Period, the Independent Committee will conduct an examination and perform consideration as to the items consulted by the Board of Directors of the Company and will issue a recommendation (including as to the exercise of the countermeasures and any actions on which the Board

of Directors has sought advice) to the Board of Directors.

The Independent Committee will conduct a discussion and consideration based on the Large-Scale Purchase Relevant Information received through the Board of Directors and any other information provided by the Large-Scale Purchaser; however, it may request the Large-Scale Purchaser to provide additional information through the Board of Directors, providing an appropriate deadline, if it deems that such information is not sufficient for such discussion and consideration.

Further, the Independent Committee may request the Board of Directors for an opinion (including a statement withholding an opinion) on the contents of the Large-Scale Purchase Relevant Information and other information provided by the Large-Scale Purchaser, the materials supporting the opinion, the alternative proposal (if any) by the Board of Directors, and any other information which it considers necessary, providing an appropriate deadline, in order to compare and examine the Large-Scale Purchase Relevant Information and other information provided by Large-Scale Purchaser with respect to a business plan of the Board of Directors and the evaluation of the corporate value and other analysis by the Board of Directors.

In addition, if necessary when conducting the discussion and consideration, the Independent Committee may seek advice from a third party (including professionals such as financial advisors, certified public accountants, lawyers, and consultants) which is independent from the Board of Directors of the Company, with the costs to be borne by the Company.

If a recommendation is issued by the Independent Committee, the Board of Directors will disclose the same, a summary of such recommendation, and other matters which the Board of Directors deems appropriate, in a timely and appropriate manner. Further, the Board of Directors must respect the contents of the recommendation of the Independent Committee to the maximum extent when determining its resolution.

The Independent Committee may change the contents of a recommendation or withdraw a recommendation even after it issues a recommendation to the Board of Directors of the Company if there is any change in the facts on which the recommendation was premised, such as the case where the Large-Scale Purchaser stops the Large-Scale Purchase after such recommendation.

4. Countermeasures against Large-Scale Purchase

(1) Conditions of Exercise

a. If the Large-Scale Purchase Rules Are Observed

The Plan provides certain procedures for the purpose of providing opportunities to receive sufficient information necessary for the shareholders to examine whether or not to accept the Large-Scale Purchase, including the Large-Scale Purchase Relevant Information as well as the evaluations, opinions, and alternative proposals of the Board of Directors of the Company based on negotiations with the Large-Scale Purchaser, and also provides sufficient time necessary for their consideration in view of securing and enhancing the corporate value of the Company, namely, the common interests of the shareholders with respect to the Large-Scale Purchase to the extent that it may have an important impact on the management

of the Company.

Therefore, the Board of Directors will not, in principle, exercise the countermeasures, as long as the Large-Scale Purchaser observes the Large-Scale Purchase Rules.

However, the Board of Directors will decide to exercise the countermeasures by its resolution while respecting the recommendation of the Independent Committee to the maximum extent even in cases where the Large-Scale Purchaser observes the Large-Scale Purchase Rules if it considers that the Large-Scale Purchase will clearly cause irreparable damage to the Company and it is appropriate to take the countermeasures against such Large-Scale Purchase as a result of the consideration of the contents and other terms of the Large-Scale Purchase based on the Large-Scale Purchase Relevant Information and other information which the Board of Directors receives from the Large-Scale Purchaser and other information independently obtained by the Board of Directors. The types of cases where it may be deemed that a Large-Scale Purchase would clearly cause irreparable damage to the Company shall be specifically those where any of the following eight (8) conditions are satisfied:

- (i) Where the Large-Scale Purchase is made for the purpose of causing the Company or interested parties of the Company to assume shares or other securities at a high price by boosting the price of the Company shares despite having no intent to truly participate in the company management of the Company (a so-called “green mail” situation);
- (ii) Where the Large-Scale Purchase is made for the purpose of transferring to the Large-Scale Purchaser or its group the intellectual property rights, know-how, trade secret information, major business partners, customers or other items necessary for the business management of the Company by temporarily taking control of the Company’s management;
- (iii) Where the Large-Scale Purchase is made in order to divert the Company’s assets as collateral for or repayment of debts of the Large-Scale Purchaser or its group after taking control of the Company’s management;
- (iv) Where the Large-Scale Purchase is made by temporarily controlling the Company’s management and having the Company sell or dispose of real estate, securities, or other high valued assets which are not related to the Company’s business for the time being, for the purpose of bringing about temporarily high dividends, or selling shares or other securities of the Company at a high price, by taking advantage of the opportunity afforded by the sudden rise in share prices created by the temporarily high dividends from such disposal;
- (v) Where the Large-Scale Purchase is conducted in a coercive way that, by its scheme, restricts the shareholders’ opportunity or discretion to provide their judgment, especially where the purchase results in virtually compelling the shareholders to sell their shares, by setting unfavorable terms of the purchase in the second stage or concealing the terms of the purchase in the second stage, and by making the purchase without soliciting a purchase of all shares or other securities of the Company in the initial stage (a so-called “coercive two-tiered tender offer”);
- (vi) Where the terms of the purchase (including the price and type of the purchase consideration, the timing of the purchase, the legality of the purchase method, the probability of implementing the

purchase, the management policies and business plans after the purchase, the response policies to the Company's other shareholders and other stakeholders of the Company, and other matters after the purchase) are insufficient or inappropriate in light of the primary value of the Company;

- (vii) Where the Large-Scale Purchaser is reasonably considered to be inappropriate to become a person who controls the decision making over the financial and business policies of the Company in light of public policy, such as where there is a person who is related to anti-social forces among the Large-Scale Purchaser, its management, or its major shareholders or investors; or
- (viii) Where the transfer of control to the Large-Scale Purchaser damages the corporate value of the Company, including the interests of the Company's customers, suppliers, employees, and other stakeholders who are imperative to generate the corporate value of the Company, and thereby significantly damages the common interests of the shareholders.

b. If the Large-Scale Purchase Rules Are NOT Observed

If the Large-Scale Purchaser does not observe the Large-Scale Purchase Rules, the Board of Directors may resolve to exercise the countermeasures while respecting the recommendation of the Independent Committee to the maximum extent in order to secure and enhance the corporate value of the Company, namely, the common interests of the shareholders.

c. Shareholders' Meeting to Be Held

If the Large-Scale Purchase Rules are observed, as provided in a. "If the Large-Scale Purchase Rules Are Observed" above, the Board of Directors of the Company will, in principle, resolve for or against the exercise of the countermeasures against the Large-Scale Purchase while respecting the recommendation of the Independent Committee to the maximum extent; however, upon making its decision as to whether or not the countermeasures against the Large-Scale Purchase under the Plan should be exercised, the Board of Directors shall convene a Shareholders' Meeting to confirm the shareholders' intention as to whether or not the Board of Directors should exercise the countermeasures if it determines that it is practically appropriate to directly confirm the shareholders' intention in addition to consulting with the Independent Committee, or if the Independent Committee so recommends taking into consideration the contents of the Large-Scale Purchase by the Large-Scale Purchaser, various factors including the time allowance in light of the laws and regulations as well as the duty of care of a good manager of a director of the Company. If the Board of Directors decides to hold a Shareholders' Meeting, it shall promptly disclose such determination and the reason therefor and convene a Shareholders' Meeting as soon as practicably possible.

In addition, when the Board of Directors holds a Shareholders' Meeting in such case, it will follow the decision of the Shareholders' Meeting on whether or not to exercise the countermeasures.

Further, the Large-Scale Purchaser may not commence the Large-Scale Purchase until the Shareholders' Meeting resolves for or against the exercise of the countermeasures if the Board of Directors decides to hold a Shareholders' Meeting.

(2) Exercise and Contents of Countermeasures

The Board of Directors shall exercise the countermeasures against the Large-Scale Purchase, while

respecting the recommendation of the Independent Committee to the maximum extent, if the Large-Scale Purchaser does not observe the Large-Scale Purchase Rules or if it considers that the Large-Scale Purchase will clearly cause irreparable damage to the Company and it is appropriate to take countermeasures against such Large-Scale Purchase even if the Large-Scale Purchaser observes the Large-Scale Purchase Rules. In addition, upon exercising the countermeasures, if a Shareholders' Meeting is held for confirmation of the shareholders' intention, in addition to consultation with the Independent Committee, the Board shall determine whether or not the countermeasures should be taken in accordance with the shareholders' decision made in the Shareholders' Meeting.

As for the specific countermeasures, the Board of Directors shall choose an appropriate option at the time and situation from among various options authorized for the Board of Directors under the laws and regulations or the Articles of Incorporation of the Company, including a gratis allotment of share subscription rights. Please refer to Appendix 5 "Summary of Share Subscription Rights" for the summary of such share subscription rights for a gratis allotment of share subscription rights.

The Board of Directors may cancel or withdraw the resolution for exercising the countermeasures after consulting with the Independent Committee if such Large-Scale Purchase is no longer deemed to be a conduct which clearly causes irreparable damage to the Company or if it is deemed to be inappropriate to take the countermeasures for the reasons that there has been a change in the facts on which the exercise of countermeasures are premised, such as change of the contents or withdrawal of the Large-Scale Purchase or for any other reasons even after it has decided to exercise the countermeasures.

If the Company cancels or withdraws a resolution for exercising the countermeasures, it will make a timely and appropriate disclosure thereof.

5. Effective Period, Abolishment, and Amendment

The effective period of the Plan will run until the completion of the Ordinary General Meeting of Shareholders regarding the latest fiscal year among the fiscal years ending within three (3) years after the adoption of the Plan is approved in the General Shareholders' Meeting. This Plan shall be abolished when the Shareholders' Meeting or the Board of Directors resolves to abolish the Plan even before the end of the effective period thereof.

The Board of Directors may amend or change the Plan with the approval of the Independent Committee, even during the effective period of the Plan, unless such amendment or change would cause any disadvantage to the shareholders, if it becomes appropriate to amend provisions due to newly established or amended laws and regulations or the securities exchange rules in relation to the Plan or to correct typos or add missing words, unless this would go against the purpose of introducing the Current Plan and adopting the Plan.

The Board of Directors of the Company will make a timely and appropriate disclosure as to the abolishment, revision or change in the facts and the contents and other matters if the Board of Directors makes any abolishment, revision, or change with regard to the Plan.

IV. The Board's Judgment on Each Effort and Reason

1. Regarding Special Initiatives Contributing to Achievement of the Basic Policies (Part II above)

Each initiative provided in “Special Initiatives Contributing to Achievement of the Basic Policies” provided in Part II above is formulated as a specific initiative to continuously and sustainably secure and enhance the corporate value of the Company, namely, the common interests of the shareholders, and contributes to accomplishing the Basic Policies.

Therefore, each of these initiatives is compliant with the Basic Policies, will not harm the common interests of the shareholders of the Company, and is not intended by the incumbent officers of the Company to maintain their positions in the Company.

2. Examination of Efforts to Prevent Decisions on Company’s Financial and Business Policies from Being Controlled by Inappropriate Persons in Accordance with Basic Policies (Part III above)

(1) Plan Complying with the Basic Policies

The Plan provides the shareholders with opportunities to examine whether or not a Large-Scale Purchase should be accepted and secures the time and information necessary and sufficient for the Board of Directors to make an alternative proposal and/or to negotiate with the Large-Scale Purchaser for the shareholders’ interests when a Large-Scale Purchase is to be made. Accordingly, it is consistent with the Basic Policies because it is an initiative to secure the corporate value of the Company, namely, the common interests of the shareholders.

(2) Plan Which Does Not Harm the Common Interests of Shareholders and Is Not for the Purpose of Maintaining Positions of Officers

The Company believes that the Plan does not harm the common interests of the shareholders of the Company and is not the one intended by the incumbent officers to maintaining their positions in the Company because of the following reasons:

a. Compliance with Each of the Guidelines Regarding Response Policy to Takeover (Takeover Defense Guidelines)

The Plan perfectly satisfies the three principles (i.e. (i) protection and enhancement of the corporate value and the shareholders’ common interests, (ii) prior disclosure and meeting the shareholders’ intent, and (iii) necessity and appropriateness), set out in the “Guidelines Regarding Takeover Defense for the Purpose of Securing or Enhancing Corporate Value and Shareholders’ Common Interests” released by the Ministry of Economy, Trade and Industry and the Ministry of Justice as of May 27, 2005, as well as the matters provided in Article 440 (Matters to be Observed Pertaining to Introduction of Takeover Defense Measures) of the Securities Listing Regulations of the Tokyo Stock Exchange. In addition, the Plan takes into consideration the “Takeover Defense Measures in Light of Recent Environment Changes” released by the Corporate Value Study Group on June 30, 2008, General Principle 1.5 (i.e. takeover defense measures) and Supplementary Principle 1.5.1 in “Japan’s Corporate Governance Code” released by the Tokyo Stock Exchange on June 1, 2015, and the approach on takeover response policies and countermeasures presented in the “Guidelines for Corporate Takeovers” released by the Ministry of Economy, Trade and Industry on August 31, 2023.

b. Respecting Shareholders’ Intentions

The Plan will be adopted subject to approval of the Ordinary Shareholders’ Meeting; therefore, the

shareholders' intentions will be reflected in the adoption of the Plan.

In addition, as mentioned in Part III, section 5: "Effective Period, Abolishment, and Amendment" above, the Plan shall be abolished if so resolved in a Shareholders' Meeting of the Company even before the expiration of the effective period of the Plan; therefore, the shareholders' intentions will be respected even in the abolishment of the Plan.

Further, as mentioned in Part III, section 4, item (1) c: "Shareholders' Meeting to Be Held" above, the Board of Directors must convene a Shareholders' Meeting to confirm the shareholders' intentions as to whether or not the countermeasures should be exercised if the Board deems it practically appropriate to do so and it is recommended so by the Independent Committee. Thereby, the shareholders' intentions will be reflected.

Moreover, as set forth in Part III, section 3, item (1): "Requiring Large-Scale Purchaser to Provide Information" above, the Board of Directors shall disclose the Large-Scale Purchase Relevant Information and other information provided by the Large-Scale Purchaser to the shareholders at the timing and in the manner which the Board deems appropriate so that such shareholders may appropriately form their opinions upon exercising their votes in the Shareholders' Meeting which decides upon the abolishment of the Plan, whether or not the shares of the Company should be sold in response to the Large-Scale Purchase, whether or not the countermeasures should be exercised, and other matters.

c. Establishment of System to Prevent Arbitrary Judgment of the Board of Directors

i) Emphasizing Judgment of Highly Independent External Person

The Company has set up an Independent Committee to eliminate arbitrary judgment on the part of the Board of Directors of the Company. If a Large-Scale Purchase is conducted against the Company, as set forth in Part III, section 3, item (3): "Recommendation of the Independent Committee" above, the Independent Committee will discuss and consider whether or not the countermeasures against a Large-Scale Purchase should be exercised and issue a recommendation to the Board of Directors which must respect such Committee's recommendations to the maximum extent in its resolution. Accordingly, a system is secured to eliminate the countermeasures being exercised based on the arbitrary judgment of the Board of Directors as much as practicable.

ii) Setting Forth Reasonable and Objective Conditions

The countermeasures shall be exercised only when the Large-Scale Purchaser does not observe the Large-Scale Purchase Rules provided in the Plan or upon the satisfaction of the objective conditions prescribed in a reasonable and detailed manner to constitute a case where the Large-Scale Purchase will significantly damage the corporate value of the Company, as set forth in Part III, section 4: "Countermeasures against Large-Scale Purchase" above. In this regard, again, a system to eliminate the arbitrary judgment of the Board of Directors is secured as much as practicable in exercise of the countermeasures.

d. Not Dead-Handed or Slow-Handed Response Policy

The Plan may be abolished by the Board of Directors, as set forth in Part III, section 5: "Effective Period,

Abolishment, and Amendment” above, and is not a dead-handed response policy⁷. In addition, because the Company does not adopt a fixed-term system based on time differences with respect to the term of office for directors who are members of the audit and supervisory board whose term is two (2) years, and because the term of office for other directors is one (1) year, the Plan is not a slow-handed response policy⁸.

V. Impact on Shareholders and Investors and Other Matters

1. Impact on Shareholders and Investors upon Adoption of the Plan

At the time of adopting the Plan, there will be no direct impact in relation to the rights of the shareholders because the Plan does not allot share subscription rights, etc. upon its introduction.

However, the purpose of the Plan is to secure sufficient time and information for the shareholders and investors to decide on whether or not the Large-Scale Purchase should be accepted, as well as the opportunity to receive an alternative proposal and to be provided with evaluation and opinion, etc. by the Board of Directors of the Company which is currently in charge of the management of the Company. We believe that the shareholders and investors may appropriately decide on whether or not the Large-Scale Purchase should be accepted with necessary and sufficient time and information and that the Plan accordingly contributes to securing the common interests of the shareholders and the investors. Therefore, adoption of the Plan becomes a precondition for shareholders and investors to be able to make appropriate investment decisions and contributes to securing and enhancing the common interests of the shareholders and investors. The shareholders and investors should pay careful attention to movements of Large-Scale Purchasers because, as set forth in Part III, section 4: “Countermeasures against Large-Scale Purchases,” the Company’s response to a Large-Scale Purchase will differ according to whether or not the Large-Scale Purchaser observes the Large-Scale Purchase Rules.

2. Impact, etc. on Shareholders and Investors upon Exercise of Countermeasures

The Board of Directors of the Company may make a gratis allotment of share subscription rights or take other countermeasures authorized to the Board under the laws and regulations and the Articles of Incorporation for the purpose of securing the corporate value of the Company, namely, the common interests of the shareholders if the Large-Scale Purchaser does not observe the Large-Scale Purchase Rules; or, even if the Large-Scale Purchaser observes the Large-Scale Purchase Rules, if it is considered that the Large-Scale Purchase will clearly cause irreparable damage to the Company and it is appropriate to take the countermeasures. The Board of Directors of the Company will make a timely and appropriate disclosure in accordance with the laws and regulations and the rules of the stock exchange if it decides to take a specific countermeasure.

If the Board of Directors makes a gratis allotment of share subscription rights as a countermeasure, the Large-Scale Purchaser may suffer damage in terms of legal rights and economic aspects by dilution of the shares which

⁷ A dead-handed response policy means a takeover defense measure which can be utilized even if a majority of the constituent members of the Board of Directors are replaced.

⁸ A slow-handed response policy means a takeover defense measure that requires time to prevent the exercise thereof because constituent members of the Board of Directors may not all be replaced at one time.

he/she owns or any other causes; however, we do not assume circumstances where shareholders other than the Large-Scale Purchaser will suffer particular damage in terms of legal rights and economic aspects because no dilution of the shares held by the shareholders other than the Large-Scale Purchaser will occur in the scheme of such countermeasure outlined in the Plan.

Please note that, even after the Board of Directors resolves to make a gratis allotment of share subscription rights as a countermeasure, and the shareholders to whom the share subscription rights will be allotted are decided, the Board of Directors may cancel such gratis allotment during the period until the day preceding the effective date, or acquire those share subscription rights without compensation therefor during the period after the effective date of the gratis allotment until the day preceding the commencement date of the exercise period. In these circumstances, a dilution of the value per share of the Company shares will not occur, and therefore, shareholders or investors who make transactions based on the premise that a dilution of the value per share of the Company shares will occur may incur a corresponding loss because of changes in share prices.

3. Procedures Required to be Taken by Shareholders in Gratis Allotment of Share Subscription Rights

The procedures related to the shareholders in cases where a gratis allotment of share subscription rights or acquisition of share subscription rights by the Company is selected to be taken among available countermeasures in accordance with the description in Appendix 5: “Summary of Share Subscription Rights” are as follows:

(1) Gratis Allotment of Share Subscription Rights

The shareholders to be granted a gratis allotment of share subscription rights are not required to take any special procedure for such gratis allotment since they automatically become the subscribers as of the effective date determined by the Board of Directors.

However, please note that the shareholders are required to be registered as a shareholder in the shareholders register before a certain reference date determined by the Board of Directors because the share subscription rights are granted to the shareholders registered in the shareholders register as of such reference date.

(2) Exercise of Share Subscription Rights

If the share subscription rights are to be exercised, a certain amount of money needs to be paid within a designated period for obtaining shares in the Company. The details of the relevant procedures will be separately notified in accordance with the laws and regulations when a gratis allotment of subscription rights is actually decided to be made.

(3) Acquisition of Share Subscription Rights by the Company

If the Company acquires share subscription rights in exchange for shares in the Company, the shareholders holding such share subscription rights will be entitled to receive the shares as compensation for the transfer of share subscription rights to the Company without the need to take any procedure related to the exercise of share subscription rights, such as payment of the amount equivalent to the exercise price if the Company takes the necessary procedure to acquire the share subscription rights. However, please note that the Company may request the shareholders to submit documents or other materials evidencing that they are not the Large-Scale Purchaser.

Status of Major Shareholders

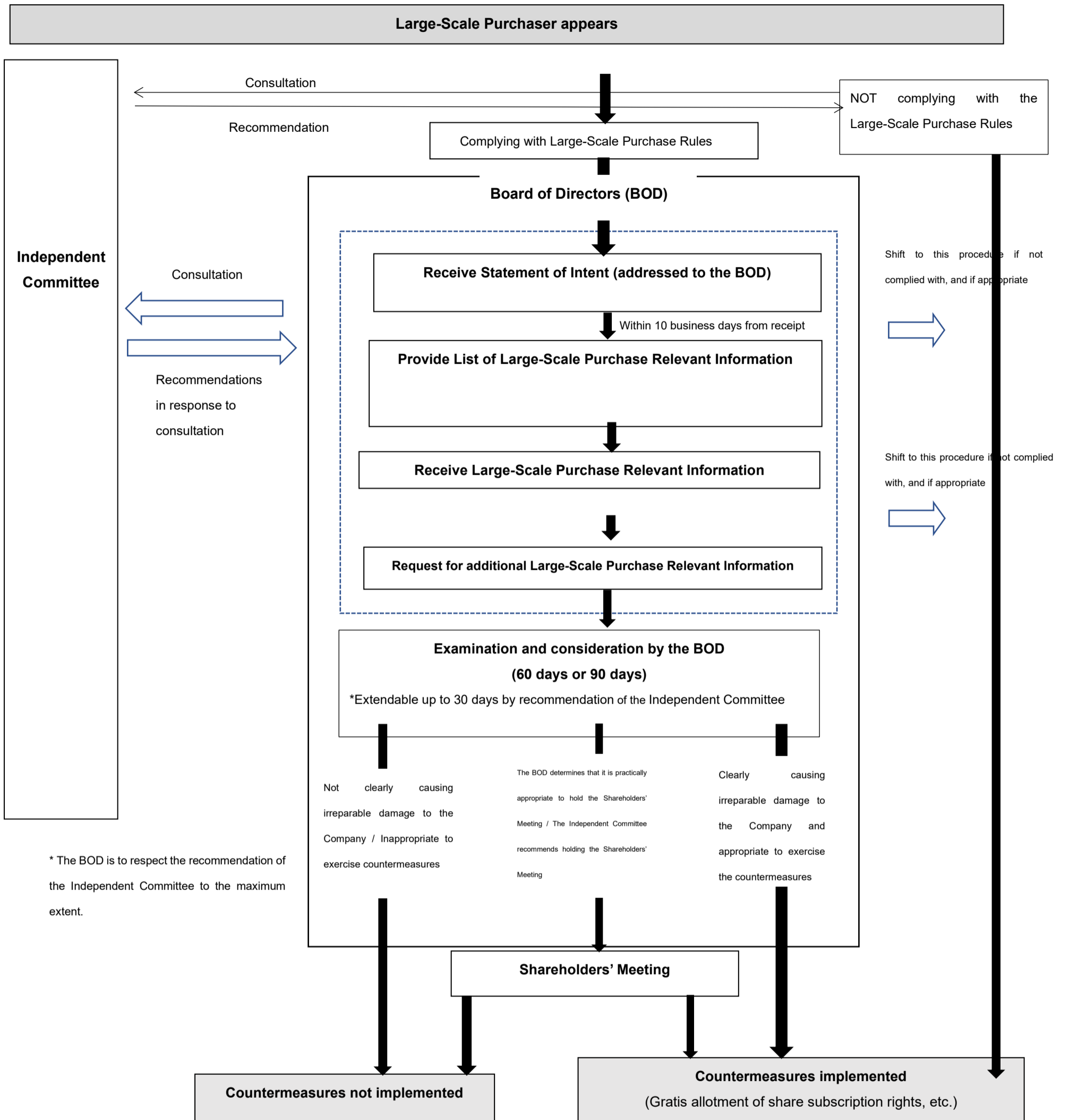
March 31, 2024

| Name | Number of Shares Owned | Ratio of Number of Owned Shares to Total Number of Issued Shares |
|--|------------------------|--|
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 2,494,100 | 8.89 |
| Arrow Electronics, INC. 590000 (Standing Proxy: Mizuho Bank, Ltd., Settlement Sales Department) | 2,350,100 | 8.37 |
| Marubun Research Promotion Foundation | 2,304,000 | 8.21 |
| Chiba Public Golf Course, Ltd. | 1,399,026 | 4.98 |
| Kiichi Horikoshi | 1,132,600 | 4.03 |
| Horikoshi LLC. | 800,000 | 2.85 |
| Hiroshi Horikoshi | 771,019 | 2.74 |
| Custody Bank of Japan, Ltd. (Trust Account) | 625,200 | 2.22 |
| Momoko Horikoshi | 602,400 | 2.14 |
| MUFG Bank, Ltd. | 479,220 | 1.70 |

Notes

1. The total number of issued shares is 28,051,200 shares.
2. In addition to the above, it should be noted that the Company owns 1,893,034 shares as treasury shares.

Summary of the Plan



The above flowchart is prepared for your reference and explains a mere overview of the Large-Scale Purchase Rules. Therefore, for more details about the content of the Large-Scale Purchase Rules, please refer to the main text of the press release.

Summary of Rules of Independent Committee

1. Purpose of Establishment of Independent Committee

The Independent Committee is established to ensure the objectiveness, fairness and reasonableness of decisions by the Board of Directors in relation to the Plan.

2. Composition of Independent Committee

The Independent Committee shall comprise three or more members and shall be elected from among external directors or external professionals (lawyers, certified public accountants, experienced management executives, academic experts or similar experts) who are independent of the management team which executes the operation of the Company, to thereby enable the members to make fair and reasonable decisions.

3. Term of Independent Committee Members

(1) The term of the members of the Independent Committee shall be until the completion of the first meeting of the Board of Directors to be held after the completion of the Ordinary General Meeting of Shareholders regarding the latest fiscal year among the fiscal years ending within one (1) year after the appointment, and reappointment shall be allowed.

(2) The term of a member of the Independent Committee who has been elected in addition to incumbent members or who has been elected to fill a vacancy of any member who has resigned before the expiration of his/her term of office shall be up to the expiration of the term of office of the incumbent members.

4. Convocation Procedures for Independent Committee

The Independent Committee shall be convened by the chairman of the Independent Committee elected by a resolution of the Independent Committee or each member of the Independent Committee upon the request of the Representative Director of the Company.

5. Resolutions of Independent Committee

A resolution of the Independent Committee shall be adopted in the meeting where all members are present and by unanimous votes of the members, in principle.

6. Authority of Independent Committee

(1) The Independent Committee shall examine and consider the matters provided in the following items and make a recommendation thereon to the Board of Directors upon consultation from the Board; provided, however, that each member of the Independent Committee shall examine and consider each matter in view of whether or not such matter goes against securing and enhancing the corporate value of the Company, namely, the common interests of the shareholders.

- a. Whether or not to exercise the countermeasures under the Plan (including whether or not to convene the Shareholders' Meeting)
- b. Cancellation or repeal of the countermeasures of the Plan
- c. Judgment as to whether or not the information provided by the Large-Scale Purchaser is sufficient
- d. Extent of the additional information necessary to consider whether or not the countermeasures should be exercised in accordance with the following paragraph (2) which it requests the provision of
- e. Whether or not to permit extension of the Examination Period
- f. Extent of amendment or change of the Plan that does not cause any disadvantage to the shareholders
- g. Other matters for which the Board of Directors uses their discretion to consult with the Independent Committee in relation to the Plan

(2) The Independent Committee may request the Large-Scale Purchaser to provide additional information through the Board of Directors upon discussion and consideration if it deems that the Large-Scale Purchaser Relevant Information and other information provided by the Large-Scale Purchaser is not sufficient.

7. Attendance at Independent Committee

The Independent Committee may request the directors, employees or other persons of the Company to attend a meeting of the Independent Committee and request them to provide information needed by the Independent Committee.

8. Advice from Third Party

The Independent Committee may seek advice from a third party independent from the Board of Directors of the Company (professionals such as financial advisers, certified public accountants, lawyers, and consultants) at the expense of the Company upon execution of their duties.

Name and Career Summary of Independent Committee Members

Name: Dai Suzuki (August 28, 1968)

Career Summary

- February 1994 Joined CSI Co., Ltd. (currently Mirai Consulting, Inc.)
- April 1997 Registered as Certified Public Accountant
- July 2007 Director of CSI Co., Ltd. (currently Mirai Consulting, Inc.)
- November 2008 Representative Certified Public Accountant of Reanda MC CPA Partners
- March 2012 Representative Member of Reanda MC International Tax Accountant Corporation (currently Tax Accountant Corporation Mirai Consulting)
- January 2015 Representative of Suzuki Dai CPA Office (to present)
- April 2015 Director of GYOSEI & Co.
- August 2016 Statutory Auditor (duties limited to the accounting) of LAPLACE Co., Ltd.
- December 2017 Representative Director of SSC Inc. (to present)
- October 2019 Statutory Auditor of Kabushiki Kaisha Sun Rise (to present)
- June 2023 Statutory Auditor of Interg Inc. (to present)
- April 2024 Statutory Auditor of Learning More Inc. (to present)

Name: Tomomichi Yoshihara (October 4, 1970)

Career Summary

- April 1997 Registered as an attorney-at-law
- October 1999 Joined Iwata Godo (to present)
- May 2005 Worked at Morrison & Foerster LLP in the United States
- April 2016 Part-time Lecturer of Seikei University, Law School
- April 2021 Auditor of General Incorporated Foundations Advanced Satellite Systems Technology Center

Name: Yoshisaburo Mogi (September 26, 1950)

Career Summary

- April 1996 General Manager of Yurakucho Branch of The Bank of Tokyo-Mitsubishi, Ltd. (now MUFG Bank,Ltd.)
- June 2000 General Manager of London Branch of The Bank of Tokyo-Mitsubishi, Ltd.
- June 2002 Managing Director of Mitsubishi Tokyo Wealth Management Securities, Ltd.
- June 2003 External Corporate Auditor of OMRON Corporation
- June 2011 Executive Director of The Mitsubishi Foundation
Director of The Japan Foundation Center
- June 2012 Executive Director of The Japan-British Society
- June 2015 Outside Director and Audit & Supervisory Committee Member of the Company (to present)

Note: Relation to Our Company

Mr. Yoshisaburo Mogi is an Outside Director and Audit & Supervisory Committee Member of the Company who is designated as an Independent Director/Auditor under the provisions of the Tokyo Stock Exchange. Accordingly, the Company filed a notification thereof with the Tokyo Stock Exchange.

Mr. Dai Suzuki and Mr. Tomomichi Yoshihara do not have special interests in relation to the Company.

Summary of Share Subscription Rights

1. Shareholders Granted the Gratis Allotment and the Number of Share Subscription Rights to Be Allotted

The share subscription rights shall be allotted to the shareholders who are stated or registered in the shareholders' registry as of the reference date determined by the Company's Board of Directors at the rate of one or more units of rights per share held thereby (excluding the common stock of the Company held by the Company) as determined by the Board of Directors, free of charge.

2. Type and Number of Shares Underlying Share Subscription Rights

The type of shares underlying the share subscription rights is common stock of the Company where the number of shares in the common stock of the Company to be provided by the exercise of one unit of the share subscription rights shall be one (1). Further, the Company shall adjust the number of shares if the Company conducts a stock split or reverse stock split.

3. Effective Date for Gratis Allotment

To be separately determined by the Company's Board of Directors.

4. Value of Assets Contributed in Connection with the Exercise of Each Share Subscription Right

The assets contributed in connection with the exercise of each share subscription right shall be money and its value shall be at least one yen per share of common stock and as determined by the Board of Directors of the Company.

5. Limitation on Transfer of Share Subscription Rights

Approval of the Company's Board of Directors is required for acquisition of the share subscription rights by transfer.

6. Acquisition of Share Subscription Rights by the Company

The Company may acquire all the share subscription rights that have not been exercised by the day preceding the acquisition day determined by the Company's Board of Directors (the "Acquisition Day") at the time of the Acquisition Day (excluding the share subscription rights held by any person who cannot exercise the rights due to the exercise conditions or other reasons determined in accordance with the provisions in item 7 below), and, in exchange for the above, may provide one share of the common stock of the Company per unit of the share subscription rights.

7. Conditions for Exercise of Share Subscription Rights

The Large-Scale Purchaser and its joint holders, etc. (meaning joint holders of a Large-Scale Purchaser (as provided in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, including persons deemed to be joint holders under Paragraph 6 of the same article and persons who are deemed to constitute such joint holders by the Board of Directors of the Company) and the affiliated persons of the Large-Scale Purchaser (meaning the affiliated persons provided in Article 27-2, Paragraph 7 of the same Act and the persons deemed to constitute such affiliated persons by the Board of Directors of the Company)), and the persons who acquire or assume share subscription rights from a Large-Scale Purchaser and its joint holders, etc. without approval of the Company's Board of Directors may not exercise the share subscription rights. Any other conditions for exercise will be determined by the Company's Board of Directors.

8. Exercise Period of Share Subscription Rights, etc.

The exercise period for the share subscription rights and other necessary matters shall be separately determined by the Board of Directors