

March 13, 2024

To whom it may concern:

Company Name: Brother Industries, Ltd.
Representative: Ichiro Sasaki,
Representative Director & President
(Securities Code: 6448 TSE Prime, NSE Premier)
Inquiries: Toshihiro Ito, Managing Executive Officer
(TEL: 052-824-2075)

**Announcement on Scheduled Commencement of Tender Offer for Shares of Roland DG Corporation
(Security Code 6789)**

Brother Industries Ltd. (the “Offeror”) has resolved to acquire the common shares (the “Target Company Shares”) of Roland DG Corporation (Securities Code: 6789, Prime Market of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”)) (the “Target Company”) by tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Law (Act No. 25 of 1948, as amended) (the “Law”).

The Offeror aims to commence the Tender Offer in mid-May 2024 (provided, however, that if the date on which all of the Conditions Precedent to the Tender Offer (as defined below, hereinafter the same) are fulfilled, or waived by the Offeror (provided, however, that the Offeror may only waive fulfilment of precondition (3) of the Conditions Precedent to the Tender Offer, and the same shall apply hereinafter) is delayed, as soon as practicable after such date) subject to the fulfilment of all of the Conditions Precedent to the Tender Offer (or waiver by the Offeror thereof). The Offeror will promptly announce any change to the expected timing of the commencement of the Tender Offer.

Tender Offer Price

5,200 yen per share (Note 1) (For details on the Tender Offer Price, please refer to the description in “(1) Basis for the Calculation” in “(4) Basis for the Calculation of the Tender Offer Price” under the section titled “2. Outline of the Tender Offer” below)

This represents a price 165 yen higher than the tender offer price (5,035 yen per share) in the XYZ Tender Offer (Note 2).

Note 1: The purchase price for the Tender Offer (“the Tender Offer Price”) is premised on the assumption that the Target Company will not distribute dividends from surplus, or acquire treasury stock, with the record date and the acquisition date, respectively, prior to the commencement date of settlement for the Tender Offer. In the case that the body which determines the execution of the Target Company’s business, decides by the business date preceding the commencement date of the Tender Offer, to distribute dividends from surplus with a record date prior to the commencement date of settlement for the Tender Offer, or decides to submit a proposal to a shareholders’ meeting of the Target Company,

to the effect that the aforementioned dividend be distributed, the dividend distribution per share for such dividend may be deducted from the above amount. In addition, in the case that the body which determines the execution of the Target Company's business, decides by the business date preceding the commencement date of the Tender Offer, to acquire treasury stock with an acquisition date prior to the commencement date of settlement for the Tender Offer, or decides to submit a proposal to a shareholders' meeting of the Target Company, to the effect that the aforementioned acquisition of treasury stock be made, the amount calculated by dividing the total consideration for such acquisition of treasury stock by the total number of issued shares of the Target Company (excluding the number of treasury stock held by the Target Company) may be deducted from the above amount. The same shall apply hereinafter. In the case that it is necessary to amend the Tender Offer Price based on the aforementioned reasons, the Offeror will make such amendment by the commencement of the Tender Offer.

Note 2: The tender offer for the Target Company Shares to be implemented as part of a series of transactions for the so-called "management buyout" (MBO) for the purpose of XYZ K.K. ("XYZ") acquiring all of the shares of the Target Company (however, excluding the treasury stock held by the Target Company) and delisting the Target Company Shares, as announced in the "Notice Regarding Commencement of Tender Offer for Shares of Roland DG Corporation (Securities Code 6789)", dated February 9, 2024 (the "XYZ Tender Offer Commencement Press Release"). A management buyout (MBO) generally refers to a transaction in which the management of a target company acquires shares of the target company by investing all or part of the acquisition funds, on the premise that the business of the target company will continue.

Tender Offer Period

The purchase period for the Tender Offer (the "Tender Offer Period") is planned to be set as 30 business days.

By setting the Tender Offer Period longer than the minimum period required by law, which is 20 business days, it is intended that (i) with respect to the Transactions (as defined in "(1) Overview of the Tender Offer" under the section titled "1. Purpose of the Tender Offer" below, hereinafter the same), the board of directors of the Target Company is provided with sufficient time for review and consultation with the Offeror, and (ii) the shareholders of the Target Company are provided with sufficient time to make an appropriate decision as to whether to accept the Transactions and tender their shares.

In addition, as described in "(1) Overview of the Tender Offer" under the section titled "1. Purpose of the Tender Offer" below, in the case that the total number of Tendered Shares (as defined in "(1) Overview of the Tender Offer" under the section titled "1. Purpose of the Tender Offer" below, hereinafter the same) has reached the minimum number of shares to be purchased (6,159,600 shares) (for details on the minimum number of shares to be purchased, please refer to the description in "(1) Overview of the Tender Offer" under the section titled "1. Purpose of the Tender Offer" below. The same shall apply hereinafter.) during the Tender Offer Period, it is planned that such fact will be announced promptly

(Note 3) and the Tender Offer Period will be extended such that it can secure a period of 10 business days from such time as the Tender Offer Period.

Note 3: The Offeror plans on setting a record time of 4 pm (Japan time. The same shall apply hereinafter in this Note 3) on each business day during the Tender Offer Period (in the case that the Tender Offer Period has been extended, the same shall apply during the Tender Offer Period after such extension) and have Daiwa Securities Co. Ltd. (“Daiwa Securities”), the Tender Offer Agent (i) count the number of shares actually tendered in the securities account of the Tender Offer Agent as of the said record time, and (ii) report to the Offeror by 5 pm on the same day (the Offeror has confirmed with Daiwa Securities that the end time for the receipt of tenders on the last day of the Tender Offer Period coincides with the above record time of 4 pm, and even on the last day of the Tender Offer Period, all of such number of shares will be counted and reported). If the number of Tendered Shares at that time has reached the minimum number of shares to be purchased (6,159,600 shares), the Offeror plans, based on the report by Daiwa Securities, to make an announcement to that effect on the same day or next business day (if the minimum number of shares to be purchased (6,159,600 shares) is reached on the last day of the Tender Offer Period, such announcement to be made on the same day), and will take the necessary steps to extend the Tender Offer Period such that it can secure a period of 10 business days from such time as the Tender Offer Period.

If, after the number of Tendered Shares has reached the minimum number of shares to be purchased (6,159,600 shares) during the Tender Offer Period and the Tender Offer Period has been extended for 10 business days, tendering shareholders withdraw their tenders for some reason, such as a change in the purchase price for the XYZ Tender Offer or a surge in the share price of the Target Company Shares due to a competing tender offer, and as a result the number of Tendered Shares in the Tender Offer has fallen below the minimum number of shares to be purchased, it is possible the Tender Offer will not be completed. If the number of Tendered Shares in the Tender Offer has fallen below the minimum number of shares to be purchased, the Offeror will promptly announce such fact and extend the Tender Offer Period.

As described in “(1) Overview of the Tender Offer” under the section titled “1. Purpose of the Tender Offer” below, by doing so the Offeror intends to make it possible to provide the shareholders of the Target Company with separate opportunities to express their approval or disapproval of the Transactions, and to decide whether or not to tender their shares, thereby eliminating the coercive nature of the Tender Offer.

Conditions Precedent to the Tender Offer

The Tender Offer will commence upon the fulfilment of all of the following conditions (the “Conditions Precedent to the Tender Offer”) (or waiver by the Offeror thereof).

(1) The Offeror has determined that all procedures required in executing the Transactions under domestic and foreign competition laws and regulations and investment control laws and regulations, as described in item 1.

below have been completed or are reasonably expected to be completed by the last day of the Tender Offer Period.

(2) The Offeror is not aware of any material facts (as defined in Article 166, Paragraph 2 of the Law, hereinafter the same) concerning the Target Company's business that have not been publicly announced by the Target Company.

(3) No event that would have a material adverse effect on the financial condition of the Target Company has occurred (meaning events that would permit the withdrawal of a tender offer as set forth in the proviso of Article 27-11, Paragraph 1 of the Law, or similar or equivalent events. The same shall apply hereinafter).

(4) The XYZ Tender Offer has not been completed (including the fact the XYZ Tender Offer is ongoing)

Recognition by the Offeror of the Conditions Precedent to the Tender Offer

1. Regarding precondition (1)

With respect to precondition (1) above, the acquisition of permits and approvals and completion of other necessary procedures under domestic and foreign competition laws and regulations and investment control laws and regulations ("Approvals") required in executing the Transactions, or determination by Offeror that such acquisitions or procedures are reasonably expected to be completed by the last day of the Tender Offer, is a condition precedent to the commencement of the Tender Offer. With respect to specific details of the Approvals, the Offeror has determined, based on the public information that was available as of the date hereof, and based on the results of examination using domestic and foreign law firms, that in order to execute the Transactions, at the very least, there is a reasonable chance that, (i) procedures under the competition laws and regulations of the United States and the European Commission or member states of the European Union (Germany and Austria) (under the European Union business combination regulations, in the case that procedures are required to be filed with the European Commission based on its competition laws and regulations, procedures based on competition laws and regulations in each member state of the European Union will not be required), and (ii) procedures under the Law on the Legal Regime of Capital Movements and Foreign Economic Transactions in Spain, may be necessary. As the Offeror has not discussed with the Target Company the procedures required in executing the Transactions under competition laws and regulations and investment control laws and regulations, in the case that the business activities and assets of the Target Company Group (as defined in "(2) Overview of the Target Company" in "(2) Background, Purpose and Decision-Making Process in Implementation of the Tender Offer, and Management Policy after the Tender Offer" under the section titled "1. Purpose of the Tender Offer" below, hereinafter the same) which have not been publicly announced are clarified, and the obtainment of Approvals other than those mentioned in (i) and (ii) above, in any jurisdiction, become necessary in light of such business activities or assets, or there is otherwise a change in the determination as to whether the Approvals are required (including cases where such individual European Union member states have been identified), the Offeror will make an announcement to such effect and promptly take the necessary actions to implement such procedures. The Offeror aims to commence the Tender Offer on or about mid-May 2024 based on discussions regarding the Approvals with local legal counsel in each country, but if the Offeror is unable to obtain the necessary information to determine whether the Approvals are

required, because it is difficult to accurately predict at this time whether or not the Approvals will be required, or the time required in connection therewith, the Offeror will announce details as to the schedule of the Tender Offer as soon as it obtains such information from the Target Company and makes its determination.

2. Regarding precondition (2)

As there is a risk that the acquisition of the Target Company Shares based on the Tender Offer may violate insider trading regulations if the Offeror commences the Tender Offer upon becoming aware of material facts concerning the Target Company's business that have not been publicly announced (as defined in Article 166, Paragraph 4 of the Law, hereinafter the same in this item 2) by the Target Company, precondition (2) above is included in the Conditions Precedent to the Tender Offer.

As of the date hereof, the Offeror is not aware of any material facts concerning the Target Company's business which have not been publicly announced.

3. Regarding precondition (3)

With respect to precondition (3) above, as of the date hereof, the Offer is not aware of any event that would have a material adverse effect on the financial condition of the Target Company.

Among the grounds on which the withdrawal of a tender offer are permitted as set forth in the proviso of Article 27-11, Paragraph 1 of the Law, the term "equivalent to what is set forth in items (a) through (s)" as set forth in Article 14, Paragraph 1, Item 1(t) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Ordinance No. 321 of 1965, as amended) (the "Order") shall refer to (x) if the body which determines the execution of the Target Company's business (a) decides to distribute dividends from surplus (excluding those expected to result in the amount of money or other assets to be delivered to shareholders being less than an amount equivalent to 10% of the book value of the net assets of the non-consolidated balance sheet of the Target Company as of the end of its most recent fiscal year (2,472 million yen (Note 4) with the per share dividend being less than 2,006 yen) with a record date prior to the commencement date for settlement of the Tender Offer, or submit a proposal to a shareholders' meeting of the Target Company, to the effect that the aforementioned dividend be distributed, or (b) decides to distribute dividends from surplus with a record date prior to the commencement date for settlement of the Tender Offer, without indicating the specific amount of the dividend from surplus, and there is a possibility that it will be paid in an amount larger than 10% of the book value of the net assets of the non-consolidated balance sheet of the Target Company as of the end of its most recent fiscal year, (y) if the body which determines the execution of the Target Company's business (a) decides to acquire treasury stock (excluding those expected to result in the amount of money or other assets to be delivered in exchange for the acquisition of shares being less than an amount equivalent to 10% of the book value of the net assets of the non-consolidated balance sheet of the Target Company as of the end of its most recent fiscal year (2,472 million yen)), or (b) decides to submit a proposal to a shareholders' meeting of the Target Company, to the effect that the aforementioned acquisition of treasury stock be made, and (z) if the body which determines the execution of the Target Company's business (a) decides to transfer, acquire, suspend, or abolish all or a part of its business, or to dispose of or transfer material assets, or (b) decides to submit a proposal to a shareholders' meeting of the Target Company, to the effect that the above mentioned business, in whole or part, be transferred, acquired, suspended, or abolished. In the

Tender Offer Registration Statement for the Tender Offer to be submitted at the time of commencement of the Tender Offer, the events set forth in items (x) through (z) above are to be included as reasons for withdrawal of the Tender Offer, as matters “equivalent to what is set forth in Items (a) through (s)” as set forth in Article 14, Paragraph 1, Item 1(t) of the Order.

Among the grounds on which the withdrawal of a tender offer are permitted as set forth in the proviso of Article 27-11, Paragraph 1 of the Law, the term “facts equivalent to those set forth in Items (a) through (i)” as set forth in Article 14, Paragraph 1, Item 3(j) of the Order shall refer to (a) when it is determined that the statutory disclosure documents previously filed by the Target Company contain misstatements with respect to material matters, or omissions of material matters to be stated, and (b) when any of the facts set forth in Items (a) through (i) has occurred at a material subsidiary of the Target Company. In the Tender Offer Registration Statement for the Tender Offer to be submitted at the time of commencement of the Tender Offer, the events set forth in in items (a) and (b) above are to be included as reasons for withdrawal of the Tender Offer, as “facts equivalent to those set forth in Items (a) through (i)” as set forth in Article 14, Paragraph 1, Item 3(j) of the Order.

Even in the case that items (x) or (y) above apply, as described in the section titled “Conditions Precedent to the Tender Offer” above, the Offeror intends on waiving precondition (3) of the Conditions Precedent to the Tender Offer above when it revises the Tender Offer Price.

Note 4: According to the section titled “5. Accounting Status, 2 (Financial Statements) 1) Financial Statements (1) Balance Sheet” in the Annual Securities Report for the 42nd Fiscal Year submitted by the Target Company on March 24, 2023 (the “Target Company Annual Securities Report”), the net assets of the Target Company for the fiscal year ended December 2022 are 24,710,174 thousand yen.

4. Regarding precondition (4)

As the Offeror believes that the Transactions the Offeror intends to conduct through the Tender Offer and the delisting of the Target Company Shares by XYZ through the implementation of the XYZ Tender Offer are mutually incompatible, precondition (4) above is considered to be necessary as a Condition Precedent to the Tender Offer. As described above, because the Offeror believes the Tender Offer and the XYZ Tender Offer are mutually incompatible, the aforementioned precondition (4) cannot be waived, and if the XYZ Tender Offer is completed, the Tender Offer announced in accordance with this Press Release will not commence.

Precondition (4) above shall be fulfilled if (a) it is determined that the XYZ Tender Offer will not be completed for reasons such as the number of shares tendered in the XYZ Tender Offer being less than the minimum number of shares to be purchased in the XYZ Tender Offer (8,151,100 shares) or (b) the last day of the tender offer period in the XYZ Tender Offer has not yet passed and it is continuing.

In the case that all of the Conditions Precedent to the Tender Offer are fulfilled or are waived by the Offeror, the Offeror plans on commencing the Tender Offer within 5 business days of the date that all of the Conditions Precedent to the

Tender Offer are fulfilled or are waived by the Offeror, and the Offeror aims to commence the Tender Offer in mid-May 2024.

According to the XYZ Tender Offer Commencement Press Release, the tender offer period for the XYZ Tender Offer is from February 13, 2024 (Tuesday) until March 27, 2024 (Wednesday). In order to avoid a situation where the XYZ Tender Offer will be completed prior to the commencement of the Tender Offer, the Offeror decided as of the date hereof to announce the scheduled commencement of the Tender Offer. The reason why this Press Release announces the “scheduled commencement” rather than “commencement” of the Tender Offer is because at this time it has not been possible to secure sufficient time for investigations and procedures for permits and approvals, or to hold discussions with the Target Company in order to obtain the necessary information for the permits and approvals, and it is necessary to take actions towards the completion of the Approvals, in order to fulfil precondition (1) above, among the Conditions Precedent for the Tender Offer. The Offeror expects to commence the Tender Offer as soon as the inability to do so is resolved (at such time that preconditions (2) through (4) above have been fulfilled or waived, and with respect to precondition (1) above, that the Approvals have been completed, or that the Offeror is able to determine that the Approvals are reasonably expected to be completed by the last day of the Tender Offer Period).

1. Purpose of the Tender Offer

(1) Overview of the Tender Offer

As part of a series of transactions (the “Transactions”) to make the Offeror the sole shareholder of the Target Company, and to delist the Target Company Shares, which as of the date hereof are listed on the Prime Market of the Tokyo Stock Exchange, the Offeror has decided to conduct the Tender Offer for all the Target Company Shares (however, excluding the treasury stock held by the Target Company), subject to all of the Conditions Precedent for the Tender Offer being fulfilled (or waived by the Offeror). As of the date hereof, the Offeror has completed procedures for purchasing 100 Target Company Shares (ownership ratio (Note 5): 0.00%) (Note 6).

Note 5: “Ownership ratio” refers to the ownership ratio (rounded off to two decimal places) against the amount of 12,319,393 shares, which represents the total amount of issued shares of the Target Company as of December 31, 2023 (12,319,911 shares), as stated in the financial results for the fiscal year ending December 2023 (Japanese GAAP) (Consolidated) (the “Target Company Financial Results”), submitted by the Target Company on February 9, 2024, and deducting the number of treasury stock held by the Target Company as stated in the Target Company Financial Results as of the same date (518 shares) (the number of Target Company Shares held by the stock benefit trust for officers and the stock benefit-type ESOP trust (192,100 shares) is not included in the number of treasury stock held by the Target Company. The same applies hereinafter). The same shall apply hereinafter.

Note 6: On March 12, 2024, the Offeror entered into a transaction to purchase 100 Target Company Shares at the then market price (5,020 yen per share) by means of a market transaction.

The Transactions consist of (1) the Tender Offer by the Offeror, and (2) in the case that after the Tender Offer, the Offeror was unable to acquire all of the Target Company Shares through the Tender Offer (however, excluding the

Target Company Shares held by the Offeror and the treasury stock held by the Target Company), a series of procedures to make the Offeror the sole shareholder of the Target Company (the “Squeeze-out Procedure”), and ultimately it is intended that the Offeror will be the only shareholder of the Target Company. For details on the Squeeze-out Procedure, please refer to “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)” below.

In the Tender Offer, the Offeror will set the minimum number of shares to be purchased as 6,159,600 shares (ownership ratio: 50%) (Note 7) (Note 8), and (i) in the case that with respect to the shares tendered in the Tender Offer (“Tendered Shares”), the total number tendered is less than 6,159,600 shares, the Offeror will not purchase all of the Tendered Shares, and (ii) in the case that the total number of Tendered Shares is 6,159,600 shares or more by the last day of the Tender Offer Period, the Offeror plans on promptly announcing such fact and extending the Tender Offer Period such that it can secure a period of 10 business days from such time as the Tender Offer Period. The Offeror believes by doing so, it will provide the shareholders of the Target Company with an opportunity to make a decision on the merits of the Transactions (approval or disapproval), separately from the opportunity to express their intention whether or not to tender their shares in the Tender Offer, and with this, any coercion would be eliminated (which the Offeror originally intended on eliminating, but in the case that the theoretical possibility of coercion is even remotely conceivable) and will provide an opportunity for more shareholders of the Target Company to tender their shares. On the other hand, because the Offeror aims to de-list the Target Company Shares, it has not set an upper limit on the number of shares to be purchased, and if the total number of Tendered Shares exceeds the minimum number of shares to be purchased (6,159,600 shares), all of the Tendered Shares will be purchased.

Note 7: The minimum number of shares to be purchased shall be the amount of shares which is calculated as the majority (61,597 voting rights) of the amount of voting rights (123,193 voting rights) applicable for the amount of shares (12,319,393 shares) that is the total amount of issued shares of the Target Company as of December 31, 2023 (12,319,911 shares) as stated in the Target Company Financial Results deducting the number of treasury stock held by the Target Company as stated in the Target Company Financial Results as of the same date (518 shares), multiplied against 1 unit (100 shares) of Target Company Shares (6,159,700 shares), and deducting the number of Target Company Shares for which the Offeror has completed the purchase procedure as the date hereof (100 shares).

Note 8: The Offeror believes that even if the total number of Tendered Shares in the Tender Offer equals the minimum number of shares to be purchased (6,159,600 shares), there is, as described below, a reasonable possibility that the proposal for the Share Consolidation (as defined in “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)”, hereinafter the same) will be approved at the Extraordinary Shareholders’ Meeting (as defined in “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)”, herein after the same) planned to be held after the completion of the Tender Offer.

- The Offeror was informed by Daiwa Securities that, from an estimate based on publically available information and information in databases maintained by information vendors which

provide various financial market data services, among the Target Company Shares, 774,331 shares (ownership ratio: 6.29%) are owned by passive index funds (Note 9) who are expected to vote in favor of the Share Consolidation proposal, although their shares will not be tendered in the Tender Offer due to investment policy (“Passive Index Funds”).

- Accordingly, assuming that the Offeror acquires (6,159,600) shares, which is the minimum number of shares to be purchased in the Tender Offer, the Offeror believes that it is likely that in the proposal for the Share Consolidation, the voting rights representing the sum of all of the Target Company Shares held by the Offeror (6,159,700 shares, ownership ratio: 50.00%) and all of the Target Company Shares held by Passive Index Funds (774,331 shares, ownership ratio: 6.29%), totaling 6,934,031 shares (ownership ratio: 56.29%) (“Assumed Number A”), will be cast in favor of such proposal.
- In addition, as the XYZ Tender Offer is being conducted as part of a management buyout (MBO), the Offeror believes that it is possible that in the proposal for the Share Consolidation, the voting rights representing the sum of all of the Target Company Shares held by Taiyo Pacific Partners L.P. in which it has investment authority (2,390,800 shares, ownership ratio: 19.41%), all of the Target Company Shares held by Kohei Tanabe (2,642 shares, ownership ratio: 0.02%), all of the Target Company Shares held by Masahiro Tomioka (326,900 shares, ownership ratio: 2.65%), all of the Target Shares held by Roland Corporation (127,300 shares, ownership ratio: 1.03%) (totaling 2,847,642 shares, ownership ratio: 23.12%), all of the Target Company Shares held by the employee stock ownership of Roland DG Corporation (244,825 shares, ownership ratio: 1.99% (as of December 31, 2023) and all of the Target Company Shares held by the stock benefit trust for directors and stock benefit-type ESOP trust (192,100 shares, ownership ratio (1.56%) (as of December 31, 2023) (totaling 436,925 shares, ownership ratio (3.55%)), totaling 3,284,567 shares (ownership ratio: 26.66%) (“Assumed Number B”), will be cast against such proposal, due to such shares being owned by shareholders that have a certain relationship with XYZ or the Target Company.
- The number of Target Company Shares other than Assumed Number A and Assumed Number B, which is, the number of Target Company Shares not tendered in the Tender Offer and not included in Assumed Number B, is 2,100,795 shares (ownership ratio: 17.05%) (“Assumed Number C”). With respect to the shareholders included in Assumed Number C, the Offeror was informed by Daiwa Securities that among domestic tender offers for the purpose of making the target company a wholly owned subsidiary announced between January 1, 2019 and December 31, 2023 in cases where (a) the amount calculated by multiplying the tender offer price by the total number of issued shares was in the range of 40 billion to 80 billion yen, (b) the ratio of voting rights to be held by the offeror and its special related parties after the completion of the tender offer was less than 90%, (c) a shareholder’s meeting was held for a share consolidation, among the voting rights held by shareholders other than the offeror, special related parties, or passive index funds (excluding funds similar to the Passive Index Funds), the average ratio of voting rights that were in favor of the

proposal for the share consolidation was 24.29% (“Average Ratio in Favor”), and the average ratio of voting rights that opposed or abstained from voting on the proposal for the share consolidation was 9.98% (“Average Ratio in Opposition”).

- Applying the above Daiwa Securities report to the Transactions, among the shareholders included in Assumed Number C, the ownership ratio of the Target Company Shares held by shareholders voting in favor of the Share Consolidation proposal would be 4.14% (Assumed Number C multiplied by Average Ratio in Favor, “Assumed Number D”), and the ownership ratio of the Target Company Shares held by shareholders voting against or abstaining from voting for the Share Consolidation proposal would be 1.70% (Assumed Number C multiplied by Average Ratio in Opposition, “Assumed Number E”) (while the cases referred to in such report are all cases in which the voting rights ratio held by the offeror and special related parties at the shareholders’ meeting for the proposal for the share consolidation exceed two-thirds, and the situation is different from the assumption in this Note in that ownership ratio of the Offeror, the special related parties and the passive index funds remains at 56.29%, among the cases satisfying item (a) above, there are none in which the voting rights ratio held by the offeror, special related parties and passive index funds at the shareholder’s meeting for the proposal for the share consolidation is less than two-thirds, and furthermore, there are few general shareholders who intend to remain shareholders of a target company after completion of a tender offer, and the number of shareholders who will actively vote against a proposal for share consolidation as there is still a possibility that the proposal will be rejected is not expected to increase significantly. In addition, since Assumed Number C is a value excluding Target Company Shares held by shareholders that may be against the Share Consolidation proposal, in principle, the average ratio in favor and the average ratio in opposition to be multiplied to such value should also be calculated excluding the number of voting rights associated with shares held by shareholders that may be against the share consolidation proposal, however, it is difficult to identify such shareholders and calculate the average ratio in favor and the average ratio in opposition accordingly. Furthermore, the Offeror believes that, by not excluding such shareholders from the calculation of the average ratio in favor and the average ratio in opposition, the evaluation in this Note would be more conservative, as it will result in decreasing the average ratio in favor while increasing the average ratio in opposition. For these reasons, the Offeror believes that the above report by Daiwa Securities remains to be a meaningful reference in evaluating voting activities by shareholders included in Assumed Number C with respect to the Transactions).
- Accordingly, among all of the shareholders of the Target Company, (a) the total ownership ratio of the Target Company Shares held by shareholders who are likely to vote in favor of the Share Consolidation proposal is 60.43% (Assumed Number A added to Assumed Number D), and (b) the total ownership ratio of the Target Company Shares held by shareholders who may vote against or abstain from voting for the Share Consolidation proposal would be 28.36% (Assumed Number B plus Assumed Number E), and as among the voting rights of

the shareholders who will exercise their voting rights for or against, or abstain from voting in the proposal for the Share Consolidation, because 68.06% would vote in favor (the sum of item (a) and item (b) above divided by item (b) above), the requirements for approval of the special resolution (approval by two-thirds or more of the voting rights of the shareholders present) are expected to be satisfied.

- Based on the above, the Offeror believes there is a reasonable possibility that the proposal for the Share Consolidation will be approved.

Note 9: A “passive index fund” is a fund that seeks to secure a rate of return on par with the market average by managing its assets with the objective of aligning investment results to an index such a stock price index that serves as a market benchmark for stocks and other investable assets.

In addition, if the Tender Offer is completed, and as a result of the Tender Offer, (i) the Offeror holds two-thirds or more of the voting rights of all shareholders of the Target Company, the Offeror plans to implement the Squeeze-out Procedure as described in “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)” below, and (ii) even in the case that the Offeror does not hold two-thirds or more of the voting rights of all shareholders of the Target Company, the Offeror plans on requesting the Target Company to hold the Extraordinary Shareholders’ Meeting (as defined in “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)”). The same shall apply hereinafter). As described in Note 8 above, even if the Offeror is only able to acquire a majority of the voting rights of all shareholders of the Target Company, which is the minimum number of shares to be purchased, the Offeror believes that, although some shareholders of the Target Company may not tender their shares in the Tender Offer by principle, in light of past examples, there are a certain number of passive index funds that have a policy of voting in favor at the extraordinary shareholders’ meeting in the subsequent Squeeze-out Procedure, and thus, with the approval of such passive index funds, there is a reasonable possibility that it would receive the support necessary to pass the resolution approving the Share Consolidation by special resolution.

However, even if the Tender Offer is completed, it is possible that the voting rights of the Target Company held by the Offeror may fall below two-thirds of the total voting rights of all shareholders of the Target Company, and the number of shareholders voting in favor of the proposal for Share Consolidation at the extraordinary shareholders’ meeting may differ from expectations, with a result of less than two-thirds of the voting rights of all shareholders. In such case, it would be difficult to obtain approval for the proposal for the Share Consolidation at the Extraordinary Shareholders’ Meeting, as described in “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)” below. However, as the Offeror intends on acquiring all of the Target Company Shares (excluding the number of treasury stock held by the Target Company), the Offeror plans on acquiring additional Target Company Shares through on-market purchases based on the market price at the time of such additional acquisition, or off-market purchases other than by tender offer (limited to cases permitted under the Law) at a price determined by taking into account the market price at the time of the additional acquisition (provided that such price shall be a reasonable price (which would depend on the market price, but in principle, at or near the Tender Offer Price) that, in comparison with the Tender Offer Price, will not be economically evaluated as disadvantageous to the shareholders at the time of such

additional acquisition), until the Offeror obtains the number of shares equivalent to the number of voting rights obtained by multiplying the number of voting rights at the Extraordinary Shareholders' Meeting by two-thirds, and in the case that such proposal is not approved at the Extraordinary Shareholders' Meeting, until the Offeror obtains the number of shares equivalent to the number of voting rights obtained by multiplying the number of voting rights at the next extraordinary shareholders' meeting planned to be held by two-thirds. If the Offeror acquires such number of shares, or acquires such number of shares such that approval at the shareholders' meeting for the Share Consolidation proposal is expected, the Offeror will request the Target Company to hold another extraordinary shareholders' meeting. Although it is difficult at this time to specify a definitive timeframe for such additional acquisition and subsequent approval of the Share Consolidation by shareholder meeting, as it depends on market conditions and other circumstances, it is expected to be no later than the Target Company's General Shareholders' Meeting to be held in March 2025. Announcement of the specific expected timing will be made when it becomes known. If the Tender Offer is completed, the policy of making the Target Company a wholly owned subsidiary will not be changed, regardless of the expected timing. The consideration to be paid to all of the shareholders by the Offeror in the Squeeze-out Procedure and the additional acquisitions described above shall be economically equivalent to the Tender Offer Price.

(2) Background, Purpose and Decision-Making Process in Implementation of the Tender Offer, and Management Policy after the Tender Offer

1. Overview of Offeror

The Offeror was founded in April 1908 as Yasui Sewing Machine Co., a sewing machine repair business, and was established as Nippon Sewing Machine Manufacturing Co. in January 1934. In July 1962, the company name was changed to its current Brother Industries, Ltd. In January 1963, it was listed on the First Section of the Tokyo Stock Exchange, the First Section of the Osaka Stock Exchange, Inc. ("Osaka Stock Exchange"), and the First Section of the Nagoya Stock Exchange, Inc. ("Nagoya Stock Exchange"). After delisting from the First Section of the Osaka Stock Exchange in February 2011, as a result of the revision of market segmentation on the Tokyo Stock Exchange and Nagoya Stock Exchange in April 2022, it is currently listed on the Prime Market of the Tokyo Stock Exchange and the Premier Market of the Nagoya Stock Exchange. The Offeror Group (the Offeror and its consolidated subsidiaries and affiliates accounted for by the equity method. The same shall apply hereinafter) as of March 31, 2023 consists of the Offeror, its 106 consolidated subsidiaries and its 7 equity-method affiliates. For more than a century since its founding, the Offeror Group has offered unique products and services in response to changing times. Today, it operates the following businesses: the Printing and Solutions Business, which manufactures and sells printers, multifunction printers, label printers, label writers, scanners, etc.; the Machinery Business, which manufactures and sells machine tools, industrial sewing machines, and garment printers; the Domino Business, which manufactures and sells industrial printing equipment, such as coding and marking equipment and digital label printing machines; the Nissei Business, which manufactures and sells speed reducers and gears; the Personal and Home Business, which manufactures and sells home sewing machines; the Network and Contents Business, which manufactures, sells and leases commercial-use karaoke machines, provides content services, and operates karaoke stores; and the Other Business, which manufactures and sells products other than those described above, and sells and leases real estate. In addition, since the establishment of Brother International Corporation (U.S.A.) as a sales company in the United States in May 1954, the Offeror Group

has been actively expanding overseas, and is now currently based in more than 40 countries and regions overseas, and conducts business globally.

The Offeror Group aims to rapidly provide superior value with an “At your side” spirit that puts customers first in every situation. In order to achieve sustainable growth while responding to a rapidly changing business environment, the Offeror Group announced its group vision towards 2030, “At your side 2030” on October 6, 2021. With a focus on “Our Purpose”, “At your side 2030” consists of “Our Approach” and “Our Focus Areas”, and the Offeror Group defines its mission statement of “Our Purpose” as “by being ‘At your side,’ we enable people's productivity and creativity, contribute to society, and help protect the earth”. In addition, in terms of “Our Approach”, the Offeror Group aims to identify and eliminate barriers to customers' success by utilizing its unique technologies and global network, and has positioned the industrial and printing fields as “Our Focus Areas” through 2030. In the industrial field, where significant growth is aimed for, the Offeror Group aims on becoming a “trusted, invaluable solutions partner in the industrial area” by improving customers' productivity, solving their business challenges, and reducing its environmental impact, while in the printing field, the Offeror Group intends on “continue leading print innovation and pioneering new offerings”, through transformation in accordance with the times, and without being beholden to the framework of its existing business, thereby building a new pillar of business.

In addition, in May 2022, the Offeror Group announced its medium-term strategy, “CS B2024” ending in FY 2024, which was drafted by back-casting from the “At your side 2030” group vision. Therein, the Offeror Group has defined “take off towards our new future” as the theme to be addressed during the first three years until the vision is realized.

The CS B2024 strategy has three key themes towards transformation of the business portfolio, (1) towards expansion in the industrial area (Note 10), (2) towards transformation in the printing area, and (3) towards the business portfolio of the future. Towards expansion in the industrial area, significant growth in the industrial equipment business (Note 11) and growth in the Domino Business will be accelerated. Towards transformation in the printing area, business model transformation for the Printing and Solutions Business will be promoted. Towards the business portfolio of the future, new businesses that will lead to materiality (Note 12) solutions will be created, printing technology centered on inkjet printers will be evolved, and the range of applications will be expanded. Management foundation transformation for a sustainable future will be promoted to support these efforts.

Through transformation of the business portfolio, sales composition in the industrial field is planned to be increased to approximately 50% in FY 2030. The Offeror Group will meet the needs of its customers and society with the spirit of “At your side”, and will continue to grow as a complex business entity with both industrial and consumer business fields.

Note 10: The “industrial field” is the commercial labelling segment within the Printing and Solutions Business, the Machinery Business, the Nissei Business and the Domino Business.

Note 11: The “industrial equipment business” is the industrial machinery business (machine tools) within the Machinery Business.

Note 12: “Materiality” refers to important societal issues, and the Offeror Group has defined 5 materialities in its medium-term strategy, “CS B2024”: “supporting people’s value creation”, “realizing a diverse and active society”, “pursuing a responsible value chain”, “reducing CO2 emissions” and “circulating resources”.

2. Overview of Target Company

According to the Target Company Notice Concerning Implementation of MBO and Recommendation to Tender dated February 9, 2024 (the “Target Company Expression of Opinion Press Release”), the Target Company Group consists of the Target Company and its 18 subsidiaries (the “Target Company Group”), and is engaged in the manufacture and sale of computer peripherals. The Target Company was established as AMDEK Corporation in May 1981, and changed its trade name to the current Roland DG Corporation in June 1983. With the incorporation of the latest technologies at the time, the Target Company Group’s product line, which began with XY-axis controlled pen plotters (Note 13), for the design and drafting fields, evolved into cutting plotters (Note 14) which replaced the pen with a cutter. It then evolved to include inkjet head color printers and 3D milling machines with the addition of the Z-axis. The Target Company Group has promoted the creation of high value-added markets globally, and has continued to grow based on its color and 3D digital control technology. In addition, the Target Company Shares were listed on the Second Section of the Tokyo Stock Exchange in October 2000, and in March 2002 were reassigned to the First Section of the Tokyo Stock Exchange. Following the market segment reorganization of the Tokyo Stock Exchange in April 2022, the Target Company Shares are listed on the Prime Market of the Tokyo Stock Exchange as of February 9, 2024.

Note 13: A “pen plotter” is a type of plotter that uses a pen to draw lines (a device that outputs computer-generated drawing data onto paper).

Note 14: A “cutting plotter” is a type of plotter that is equipped with a cutter instead of a pen to cut out figures.

According to the Target Company Expression of Opinion Press Release, the Target Company Group is currently focusing its efforts on niche, high value-added business fields where its strengths can be exploited. Specifically, its businesses can be divided into two: the DP (Digital Printing) Business, which targets the printing market for signage (advertising and signboard production) and other printing markets where process changes from analog to digital are expected, and the DGSHAPE Business, which targets a variety of digital manufacturing markets that utilize 3D digital data. In the DP Business, the Target Company Group is working to develop fields in which on-demand printing is necessary, such as the personalization of products, and in the DGSHAPE Business, it is working to expand the dental field, in which digital workflows are advancing rapidly.

According to the Target Company Expression of Opinion Press Release, the Target Company recognizes that in the external environment surrounding its business, with regard to the global economy as a whole, while on the one hand

progress is being made in the control of COVID-19 infection and the normalization of economic activities, the prolonged Russian invasion of Ukraine, soaring energy prices and other factors are increasing a sense of economic slowdown. Under such circumstances, the Target Company Group formulated a three-year midterm business plan (2021-2023) (which it announced on February 17, 2021 and revised on February 18, 2022, the “Midterm Business Plan”), based on core strategies of “transformation into a lean organization” and “transformation of the business portfolio”. In terms of business portfolio transformation, it has been working to create new markets in niche areas where growth is expected, while minimizing the decline in profit margins by shifting technologies and pursuing efficiency in order to respond to maturing and intensifying competition in its core markets. Furthermore, the Target Company Group aims to become a truly global company by incorporating growth in emerging markets, in addition to its existing business development centered on developed countries. In addition, the Target Company believes that it is important to avoid concentration on only specific suppliers and ensure stable procurement of high quality printer heads in order to implement its product strategy and thereby achieve competitive advantage. As a result, in FY 2021, the first year of the Midterm Business Plan, the Target Company Group mainly worked on structural reforms and made significant progress towards “transformation into a lean organization”, and on the business front, was able to capture changing market needs due to the impact of COVID-19 infection. As a result, as the Target Company Group achieved its consolidated operating profit target for FY 2023, the final year of the Midterm Business Plan, two years ahead of schedule, it set new consolidated performance targets, and with respect to expected growth markets within the existing businesses, and fields in which new growth potential is seen, its strategic segments were reorganized into (i) “Visual Communication”, (ii) “Digital Fabrication”, (iii) “Dental”, (iv) “Service, Software & Others”, and by organization based on business field rather than product, the Target Company Group is working to “visualize” trends in each field, and to transform its business model from one that relies on low-solvent printers (Note 15) for the signage market. An overview of the main products and strategies for each strategic segment is as follows.

Note 15: An “low-solvent printer” is a printer that uses low-solvent ink to print on vinyl chloride sheets, tarpaulins (strong vinyl sheets which are made of polyester fibers processed with a synthetic resin film), and other materials. Low-solvent ink has excellent weather and water resistance, and is often used for outdoor advertising material output.

- (i) Visual Communication: The Target Company Group mainly provides large-format inkjet printers and inks for the production of advertising signage and display decorations. The Target Company Group recognizes that although the advertising signage production field is maturing, visual appeal needs (Visual Communication) to consumers for indoor and outdoor decorations, store interiors, etc. are expanding, and the Target Company Group aims to maintain and expand its customer base, in addition to expanding the range of solutions by diversifying ink types.
- (ii) Digital Fabrication: The Target Company Group provides printers, cutting machines, and 3D fabrication products for on-demand, high-mix and low-volume production to small businesses, internet shopping businesses, and retailers, largely to meet personalized demand and customization demand for niche needs in fields where the “high-mix, low-volume, small size, compact, on-demand,

easy to operate and high quality” concept can be taken advantage of, which creates new applications and markets.

- (iii) Dental: The Target Company Group mainly provides dental processing machines for production of dental prosthetics (tooth coverings and fillings). Since the launch of its dental processing machines in 2010, the Target Company Group has been promoting market expansion in mainly developed countries such as in Europe, the U.S. and Japan, and expects that the digitalization of dental prosthesis production workflows will continue to progress in “developing regions” such as ASEAN, Latin America, Eastern Europe, the Middle East and Africa. In addition, the Target Company Group is also looking to expand its business not only to dental laboratories, but also to dental clinics, with the intention of developing this business as a pillar of the Target Company Group business in both developed and developing countries.
- (iv) Service, Software & Others: In addition to mainly supplying service parts and maintenance services, the Target Company Group also aims to establish a SaaS (Note 16) business by providing software-based connected services.

Note 16: “SaaS” is an abbreviation for Software as a Service, a method of providing software functions as a service through the internet.

3. Background, Purpose and Decision-Making Process in Implementation of the Tender Offer

As described in the section titled “1. Purpose of the Tender Offer” above, the Offeror Group aims to transform its business portfolio by leaping forward in the industrial field, transformation of the printing field, and transformation of its management for a sustainable future, and a variety of strategic options for continued growth have been explored, including the possibility of alliances and collaborations with other companies and acquisitions. In the course of such considerations, the Offeror has, since around January 2019, believed that a capital and business alliance would be a very promising option due to the high level of business affinity between the Target Company Group, which has a high market share and technological and sales capabilities in the fields of industrial printers (Note 17) and other products, and the Offeror Group, which has technical assets, cost competitiveness, extensive development resources, human resources, and financial resources related to inkjet heads and inks.

In around December 2019, the Offeror started a joint development project with the Target Company for inkjet printer products, and in parallel, the Offeror had been in discussions with the Target Company with respect to measures to enhance the corporate value of both companies, including by collaboration and joint development. However, as it was not clear whether the Target Company had any intention of forming a capital and business alliance with another company, the Offeror made a proposal in writing to the Target Company dated February 10, 2022 with respect to the strengthening of a strategic alliance. In a written response dated April 20, 2022, the Target Company requested an explanation of specific details concerning the Offeror’s proposal.

In response to the above request, the Offeror commenced consideration of the details of the specific proposal concerning the acquisition of the Target Company Shares. As a result of such consideration, the Offeror became convinced that by making the Target Company a wholly owned subsidiary through the Transactions and through a strong alliance between both companies, (a) the Offeror would be able to significantly expand the scale of its business in the industrial printer field, and (b) the Target Company would be able to promote its core strategies of “transformation into a lean organization” and “transformation of the business portfolio”, as set forth in its Midterm Business Plan, and that the Transactions would have the potential of maximizing the corporate value of both companies.

In other words, the Offeror believes that by making the Target Company a wholly owned subsidiary of the Offeror through the Transactions and through a strong alliance between both companies, measures to enhance the corporate value of the Target Company could be taken, which would enable the Target Company’s product development and sales capabilities, mainly in the industrial printer field, to be combined with the technological assets, cost competitiveness and various resources of the Offeror, thereby enabling the Target Company to provide superior and new value in the industrial printer market. The Offeror’s specific measures to enhance the corporate value of the Target Company are as follows.

Note 17: An “industrial printer” is a printer which is primarily used for printing printed materials and printed products for sales purposes, or for the purpose of performing outsourced printing services.

a. Strengthening the Competitiveness of the Target Company Products by Utilizing the Offeror’s Various Assets, such as Inkjet Technology

According to the section titled “3. Review of Midterm Business Plan” in the financial results briefing materials of the Target Company for the fiscal year ending December 31, 2021 (FY 2021), dated February 18, 2022, the Target Company has classified the “Visual Communication - Other”, “Digital Fabrication” fields and other fields as growth areas. In the Visual Communication - Other field, UV ink (Note 18), latex ink (Note 19) and other products are being strengthened, as is the UV ink product lineup in the Digital Fabrication field. While the Offeror understands that the Target Company is expanding its market share in the industrial printers market for UV ink and latex ink, it also understands that competition with competitors is becoming increasingly fierce in each field. However, as described below, the Offeror Group owns technologies and assets in several business areas, with inkjet heads and inks technology at the forefront, and by fully utilizing these, the Offeror believes the Target Company will be able to strengthen its product capabilities in each field, and by doing so, further expand its market share and aim for a leading position in the industry.

In other words, as the Offeror Group has developed inkjet heads and inks in-house, and owns various technologies related to these products, the Offeror Group believes that the Target Company will be able to develop more competitive products through utilizing the Offeror Group’s inkjet heads in the Target Company’s printers equipped with UV ink, which it is strengthening in its “Visual Communication – Other” and “Digital Fabrication” fields, and in the Target Company’s printers equipped with latex ink, which it is strengthening in its “Visual Communication – Other” field.

In addition, as the Offeror Group has an industrial equipment business and possesses precision processing technologies such as in-house developed NC (Note 20) precision machining (Note 21), the Offeror Group believes that the Target Company will be able to provide a wider range of solutions by utilizing such technologies of the Offeror Group in the Target Company's "Dental" field, which is a growth field for the Target Company.

Furthermore, the Offeror Group provides garment printers (Note 22), which realize on-demand printing of various products such as t-shirts using inkjet technology, and solutions for process automation and management to its customers around the world, such as production companies, and the Target Company is also developing a product line-up which enables on-demand printing and processing of various products in the "Digital Fabrication" and other fields. The Offeror Group believes that the combination of the Offeror and Target Company's product lines will allow for the expansion of product lineups and the offering of a wider range of solutions.

Note 18: "UV ink" is ink that has the characteristic of instant curing by UV (ultraviolet light) exposure.

Note 19: "Latex ink" is an ink which contains emulsified resin components and has the property of forming a film by heating.

Note 20: "NC" (numerical control) is a control method for numerically controlled machines in which the position of the tool relative to the work piece is commanded by the corresponding numerical information.

Note 21: "Machining" is a type of cutting process which mainly uses rotary tools and automatically changes tools according to a machining program.

Note 22: A "garment printer" is a printer that prints by applying ink directly to garments.

b. Reduction of Manufacturing Costs

As both the Offeror Group and Target Company manufacture and develop printers, the Offeror believes that joint purchasing utilizing the Offeror Group's purchasing power in the home- and office-use printer business and common use of parts will allow for significant cost reductions. In addition, as the Offeror Group has manufacturing bases in the Southeast Asia region in Vietnam and the Philippines, and the Target Company has manufacturing bases in Thailand, through the promotion of joint utilization of these manufacturing bases in close proximity and procurement networks, the Target Company's cost competitiveness may be improved, with the possibility of enabling it to become the most cost competitive in the industry.

c. Utilization of Both Companies' Sales Channels and Customer Bases

The Offeror understands that the Target Company and Offeror Group's major customer segments and distribution networks are mutually complementary, and that cooperation between the two companies will enable the Target Company to have an even broader customer base and distribution network. In addition, by mutually utilizing the global

sales bases of both companies, the Offeror believes that the Target Company may be able to significantly increase sales through cross-selling of its main products to the Offeror Group's customer base.

d. Utilization of Offeror Group Resources

As described in "(1) Overview of the Offeror" above, the Offeror is building a foundation for growth and implementing reforms under its medium-term strategy, "CS B2024", which ends in FY 2024, with the priorities of expansion in the industrial area and transformation in the printing area, and has established a 50 billion yen upfront investment to address these two priorities.

In addition, for the fiscal year ended March 2023, the R&D expenses for the Offeror Group were 45.4 billion yen, its number of employees engaged in testing and research were 2,216 people, the amount of capital investment made in equipment was 43.8 billion yen, and the amount of cash and cash equivalents as of the end of the fiscal year ended March 2023 were ample at 119 billion yen. By utilizing these wide-ranging R&D resources, human resources, financial and other resources, the Offeror believes it can support the medium- to long-term growth of Target Company, which has a high market share and technological and sales capabilities in the fields of industrial printers and other products. In addition, the Offeror believes that the Offeror Group's resources may also be utilized to support the Target Company in strengthening its peripheral business areas necessary for further overseas growth, and in accelerating M&A through financial support.

In addition to the above, the Offeror believes that the measures to create synergies set forth by the Target Company in the Target Company Expression of Opinion Press Release may be compatible with the measures to enhance the corporate value of the Target Company envisioned by the Offeror above.

In addition, while the Offeror has also considered a business alliance between the Offeror and the Target Company in a form that does not involve capital participation, or in a form that involves partial capital participation in the Target Company by the Offeror as options, the mere entering into of a business alliance without a capital relationship in the Target Company, or only partial capital participation in the Target Company may make it difficult for the Target Company to allocate management resources to medium- to long-term business strategies or to make prompt and flexible decisions as a result of having to consider short term effects on share prices. Thus, in order to effectively enhance the corporate value of the Target Company, the Offeror considers it necessary to acquire all of the Target Company Shares (excluding the treasury stock held by the Target Company) and make the Target Company its wholly owned subsidiary. As described in the section titled "(4) Expected Delisting and Reasons Therefor" below, in the case that the Transactions are implemented, it is possible that the Target Company Shares would be delisted. However, even in the event that the Target Company Shares are delisted, as the Offeror is a listed company, the Offeror does not consider there to be any particular disadvantages that are applicable associated with such delisting, such as deterioration of relationships with the Target Company's business and alliance partners, loss of social credibility, loss of employee motivation, or adverse effects on the recruitment of human resources.

Subsequently, as the Offeror implemented initiatives such as joint product development with the Target Company, its confidence that the Offeror could maximize the corporate value of both companies by making the Target Company a wholly owned subsidiary became even more firmly established. For this reason, after sincere consideration once more of the options for a strategic alliance with the Target Company, the Offeror submitted a proposal to the Target Company dated September 1, 2023 to acquire all issued shares of the Target Company for 4,800 yen per share through a tender offer and squeeze-out procedure (such proposal, the “Offeror Proposal”) and a letter of intent (“Letter of Intent”) which described the synergies to be formed by making the Target Company a wholly owned subsidiary and the details of commitments to each stakeholder of the Target Company after it becomes a wholly owned subsidiary.

After submission of the Letter of Intent, the Offeror received questions in writing regarding the Offeror Proposal from the Target Company dated September 29, 2023, to which the Offeror responded in writing on October 17, 2023. Subsequently, as described in the Target Company Expression of Opinion Press Release, as the Target Company’s only concern regarding the Offeror Proposal was the possibility of dis-synergies occurring, which it was unable to dispel, the Offeror diligently provided information to the Target Company from early November 2023 to late January 2024 in order to dispel such concerns (the Offeror also entered into a confidentiality agreement with the Target Company dated January 23, 2024 and provided the Target Company with the Offeror’s confidential information in order to dispel such concerns).

Under such circumstances, on February 2, 2024 the Offeror received a notice from the Target Company to the effect that it would cease consideration of the Offeror Proposal. The Offeror’s internal review in response to such notice did not change its confidence that the Transactions could maximize the corporate value of both companies, and the Offeror submitted a revised letter of intent dated February 6, 2024 to the Target Company, increasing the tender offer price to 4,850 yen per share.

Subsequently, through the Target Company Expression of Opinion Press Release, on February 9, 2024, the Offeror became aware of the Target Company’s resolution to express an opinion in favor of the XYZ Tender Offer to be conducted as part of a management buyout (MBO). The Offeror was not informed by the Target Company prior to this that a bidding process with a third party other than the Offeror, including such MBO, was underway, nor was the Offeror invited by the Target Company to participate in the due diligence process. In addition, the Offeror has not received any explanation from the Target Company as to the appropriateness of the tender offer price in the Offeror Proposal or any request for an increase to the tender offer price.

In addition, the Offeror learned from the Target Company Expression of Opinion Press Release that the Target Company board of directors has resolved that any decision of the Target Company board of directors concerning the XYZ Tender Offer, shall be made with the maximum respect for the content of the special committee’s judgment, and if the special committee determines that the terms of the XYZ Tender Offer are not appropriate, the Target Company board of directors will resolve not to support the XYZ Tender Offer with such terms. Simultaneously, the Offeror learned from the Target Company Expression of Opinion Press Release that the Target Company has not entered into any agreement that restricts the Target Company from contact with a competing takeover offeror, such as an agreement that includes a

deal protection clause which would prohibit contact with competing offerors, and that opportunities for competing takeover offerors, such as the Offeror, to make proposals shall not be precluded, and that XYZ intends to secure opportunities for competing takeover offerors to make proposals and to ensure the fairness of the XYZ Tender Offer by setting the tender offer period at 30 business days instead of 20 business days, which is the minimum period stipulated by laws and regulations.

After further consideration by the Offeror in light of the above circumstances, the Offeror's confidence in the possibility of the maximizing of the corporate value of the Target Company through the Transactions remained unchanged.

According to the section titled "3. Review of Midterm Business Plan" in the financial results briefing materials of the Target Company for the fiscal year ending December 31, 2021 (FY 2021), dated February 18, 2022, in its medium-term management plan for fiscal years 2021 through 2023, the Target Company has set "transformation into a lean organization" and "transformation of the business portfolio" as core strategies, and with respect to "transformation into a lean organization", the Offeror understands the Target Company has been implementing structural reforms such as the consolidation of manufacturing bases and the reduction of fixed costs. Furthermore, with respect to "transformation of the business portfolio", the Offeror understands the Target Company has identified the fields of "Visual Communication-Other" and "Digital Fabrication" as growth fields, and aims to return to a growth path by expanding in these growth fields. The Offeror is also confident of the Target Company's growth potential in these fields.

Under such recognition, through full support, including measures by the Offeror to enhance corporate value as described in items (a) through (d) above, the Offeror is again convinced that by further accelerating "transformation of the business portfolio", including growth in the fields of "Visual Communication – Other" and "Digital Fabrication" as addressed by the Target Company in such medium-term management plan, the corporate value of the Target Company can be maximized after the Transactions.

According to the XYZ Tender Offer Commencement Press Release, the tender offer period for the XYZ Tender Offer is from February 13, 2024 (Tuesday) until March 27, 2024 (Wednesday). In order to avoid a situation where the XYZ Tender Offer will be completed prior to the commencement of the Tender Offer, the Offeror decided as of the date hereof to announce the scheduled commencement of the Tender Offer. As of the date hereof, the Offeror aims to commence the Tender Offer in mid-May 2024, because it is necessary to take actions towards the completion of the Approvals, in order to fulfil precondition (1) among the Conditions Precedent for the Tender Offer above. The reason why this Press Release announces the "scheduled commencement" rather than "commencement" of the Tender Offer is because it is necessary to take such actions.

The Offeror believes that it would be difficult to quantify in monetary terms the synergies that XYZ has identified in the XYZ Tender Offer Commencement Press Release. Therefore, this Press Release does not include any consideration or analysis as to the superiority between the measures and initiatives contemplated by the Offeror and the synergies that XYZ has set forth in the XYZ Tender Offer Commencement Press Release.

The Offeror is convinced that because (a) the Transactions would maximize the corporate value of the Target Company by generating synergies through a strong alliance between the Offeror and Target Company, (b) the tender offer price of the Target Company shares of 5,200 yen is higher than the tender offer price in the XYZ Tender Offer (5,035 yen per share), (c) as of the date hereof, in light of the fact that the Offeror is not aware of any facts that would materially hinder fulfilment of the Conditions Precedent to the Tender Offer, and that it aims to commence the Tender Offer, targeting mid-May 2024 upon fulfilment Conditions Precedent to the Tender Offer, the Offeror's proposal for the Transactions, in light of its specificity, legitimacy of purpose, and feasibility, not only meets the definition of a "sincere takeover bid" under the Guidelines for Corporate Takeovers (Guideline 3.1.2) published by the Ministry of Economy, Trade and Industry on August 31, 2023, but is also a more attractive proposal to the Target Company and its shareholders than the XYZ Tender Offer, and that the board of directors and special committee of the Target Company would, after sincere consideration, approve the Tender Offer.

The Offeror plans on financing the necessary funds for the Tender Offer through its own funds and borrowings from financial institutions.

The Offeror wishes to explain the details of the Offeror's proposal to the board of directors and special committee of the Target Company as soon as possible, so that the board of directors and special committee of the Target Company may correctly understand the details of the Offeror's proposal, and so that the board of directors and special committee of the Target Company may approve such proposal.

The Offeror plans to provide a sincere explanation to the board of directors and special committee of the Target Company so that the board of directors and special committee of the Target Company may approve the Tender Offer, but even in the case that the board of directors and special committee of the Target Company does not approve the Tender Offer, because it is considered that the merits of the Offeror's proposal should ultimately be determined by the shareholders of the Target Company, if the Conditions Precedent to the Tender Offer have been fulfilled (or the Offeror has waived the Conditions Precedent to the Tender Offer), the Offeror intends on commencing the Tender Offer.

4. Management Policy after the Tender Offer

The Offeror believes that after the Tender Offer, through the Offeror and Target Company making full use of the business characteristics of both companies, and through pursuing and realizing possible synergies in their respective business areas by collaboration, the Offeror and Target Company can contribute to the further development of the businesses of both companies, and maximize their corporate value. The high motivation of the current management team of the Target Company, which has extensive industry experience and a proven track record, is essential to further improving the Target Company's corporate value, and thus, in principle, the Offeror intends to maintain the current management structure, including the representative, and expects that they would be continuing to execute their duties after the Transactions. With respect to the Target Company employees, the Offeror plans to maintain the current employment conditions and intends for them to continue to be involved in the business of the Target Company after the Transactions. In addition, for the purpose of the appropriate governance of the Offeror Group, the Offeror is considering as an option, the dispatch of Offeror Group officers to the Target Company Group after the Transactions to the minimum

extent necessary, but intends on determining specific management policy and management structure after discussions from the date hereof onwards with the Target Company from the perspective of further enhancing the corporate value of both groups, and thus no facts have yet been determined at this time. The Offeror intends on determining the specifics of the management policy and structure after the Tender Offer, only after discussions with the Target Company, and at this time, there are no particular plans to change the trade name or service name of the Target Company, to reform or change the current management structure of the Target Company, or change the employment or employment conditions of the employees of the Target Company, and in principle, the business relationships between the Target Company and its business partners are planned to be maintained. The Offeror is considering the introduction of an appropriate incentive plan for officers and employees of the Target Company, and plans to establish a system whereby the officers and employees of the Target Company will work together to establish a system to enhance the long-term corporate value of the Target Company.

As described in the section titled “Background, Purpose and Decision-Making Process in Implementation of the Tender Offer” above, the Offeror believes that there are measures to create synergies set forth by the Target Company in the Target Company Expression of Opinion Press Release that may be compatible with the measures to enhance the corporate value of the Target Company envisioned by the Offeror above.

(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)

As described in (1) Overview of the Tender Offer above, the Offeror intends to make the Target Company a wholly owned subsidiary. In the case that the Tender Offer is completed and the Offeror is unable to acquire all of the Target Company Shares (excluding the Target Company Shares held by the Offeror and the treasury stock held by the Target Company), the Offeror plans to implement procedures for the purpose of acquiring all of the Target Company Shares (excluding the Target Company Shares held by the Offeror and the treasury stock held by the Target Company) by the following methods.

1. Demand to Cash-out

In the case that upon the completion of the Tender Offer, the Offeror owns 90% or more of the voting rights of all shareholders of the Target Company, and the Offeror becomes a special controlling shareholder as defined in Article 179, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended, hereinafter the same), promptly after the completion of settlement of the Tender Offer, the Offeror plans on requesting all shareholders of the Target Company that did not tender their shares in the Tender Offer (excluding the Offeror and the Target Company) (“Shareholders Subject to Cash-out”) to sell all of their Target Company Shares pursuant to the provisions of Part II, Chapter II, Section 4-2 of the Companies Act (“Demand to Cash-out”). It is planned that the Demand to Cash-out will provide for an amount of cash equivalent to the Tender Offer Price be paid as per share consideration for the Target Company Shares. In this case, the Offeror will notify the Target Company to that effect, and request that the Target Company approve the Demand to Cash-out. In the case that the Target Company approves the Demand to Cash-out by a resolution of its board of directors, the Offeror will, as of the acquisition date specified in the Demand to Cash-out, acquire all of the Target Company Shares held by the Shareholders Subject to Cash-out, in accordance with the procedures prescribed in applicable laws and regulations, without requiring the individual approval of the Shareholders Subject to Cash-out. The

Offeror then plans to deliver as consideration per share for the Target Company Shares held by such Shareholders Subject to Cash-out, an amount of cash equal to the Tender Offer Price.

As a provision under the Companies Act to protect the right of minority shareholders in relation to the Demand to Cash-out, pursuant to Article 179-8 of the Companies Act and other applicable laws and regulations, it is stipulated that shareholders that did not tender their shares in the Tender Offer may file a petition with the court for a determination of the purchase price for their Target Company Shares.

2. Share Consolidation

In the case that upon the completion of the Tender Offer, the Offeror does not come to own 90% or more of the voting rights of all shareholders of the Target Company, the Offeror will, promptly after the completion of settlement of the Tender Offer, request the Target Company to hold an extraordinary shareholders' meeting ("Extraordinary Shareholders' Meeting") of the Target Company which will include the agenda items of consolidation of the Target Company Shares ("Share Consolidation") pursuant to Article 180 of the Companies Act, partial amendment to the Target Company's articles of incorporation to abolish the share unit number provisions on the condition that the Share Consolidation takes effect, and the election of additional directors to the minimum extent necessary.

With respect to the timing of the Extraordinary Shareholders' Meeting, the Offeror will consult with the Target Company, and upon it being determined, request that the Target Company promptly announce such timing. The Offeror intends on providing a sincere explanation to the Target Company so that the Target Company would cooperate with the holding of the Extraordinary Shareholders' Meeting, but in the case that the Target Company determines not to cooperate, the Offeror will, if necessary, take the required procedures to hold the Extraordinary Shareholders' Meeting on its own as promptly as possible, based on its status as shareholder. In addition, the Offeror intends on voting in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

In the case the Share Consolidation proposal is approved at the Extraordinary Shareholders' Meeting, on the effective date of the Share Consolidation, the shareholders of the Target Company will own the number of Target Company Shares in accordance with the Share Consolidation ratio approved at the Extraordinary Shareholders' Meeting. If, due to the Share Consolidation, the number is a fraction less than one, each shareholder of the Target Company holding such fractional shares will receive an amount of cash obtained by selling the Target Company Shares equivalent to the total number of such fractional shares (with such aggregate sum rounded down to the nearest whole number if there is any fraction less than one share; the same shall apply hereinafter) to the Target Company or Offeror as per the procedures specified in Article 235 of the Companies Act and other applicable laws and regulations. Regarding the purchase price for the aggregate sum of such fractional shares in the Target Company, it is intended that the amount of cash received by each shareholder who did not tender its Target Company Shares in the Tender Offer (excluding the Offeror and the Target Company) would be equal to the price obtained by multiplying the Tender Offer Price by the number of Target Company Shares that have been owned by each such shareholder. The Target Company will request permission from the court to authorize the private sale of such Target Company Shares on this basis.

Although the ratio of the Share Consolidation of the Target Company Shares has not been determined as of the date hereof, it is intended that the Offeror would request the Target Company to determine the ratio such that the shareholders who did not tender their shares in the Tender Offer (excluding the Offeror and the Target Company) would have their shares classified as fractional shares in order for the Offeror to become the sole owner of all of the Target Company Shares (excluding the treasury stock held by the Target Company).

According to the provisions of the Companies Act that aim to protect the rights of minority shareholders to which the Share Consolidation relates, if the Share Consolidation occurs and there are fractional shares as a result, each shareholder of the Target Company may, in accordance with Articles 182-4 and 182-5 of the Companies Act and other applicable laws and regulations, if the prescribed conditions are met, request that the Target Company purchase all such fractional shares that it holds at a fair price, and each such shareholder may file a petition with the court to determine the price of the Target Company Shares. As described above, as it is intended in the Share Consolidation that the number of shares held by shareholders who did not tender their shares in the Tender Offer (excluding the Offeror and the Target Company) will be fractions of less than one share, shareholders of the Target Company that are in opposition to the Share Consolidation will be able to file the above mentioned petition. The Tender Offer is not intended to solicit shareholders of the Target Company for their approval at the Extraordinary Shareholders' Meeting.

While it is possible that the number of voting rights of shareholders in favor of the proposal for the Share Consolidation differs from forecast, and as a result, falls below two-thirds of the number of the total voting rights of shareholders, and the Share Consolidation would not be approved at the Extraordinary Shareholders' Meeting, even in the case that such approval is not obtained, so that the Offeror will acquire all of the Target Company Shares (however, excluding the treasury stock held by the Target Company), the Offeror plans on acquiring additional Target Company Shares through on-market purchases based on the market price at the time of such additional acquisition, or off-market purchases other than by tender offer (limited to cases permitted under the Law) at a price determined by taking into account the market price at the time of the additional acquisition (provided that such price shall be a reasonable price that, in comparison with the Tender Offer Price, will not be economically evaluated as disadvantageous to the shareholders at the time of such additional acquisition), until the Offeror obtains the number of shares equivalent to the number of voting rights obtained by multiplying the number of voting rights at the Extraordinary Shareholders' Meeting by two-thirds, and in the case that such proposal is not approved at the Extraordinary Shareholders' Meeting, until the Offeror obtains the number of shares equivalent to the number of voting rights obtained by multiplying the number of voting rights at the next extraordinary shareholders' meeting planned to be held by two-thirds. If the Offeror acquires such number of shares, or acquires such number of shares such that approval at the shareholders' meeting for the Share Consolidation proposal is expected, the Offeror will request the Target Company to hold another extraordinary shareholders' meeting.

Although it is difficult at this time to specify a definitive timeframe for such additional acquisition and subsequent approval of the Share Consolidation by shareholder meeting, it is expected to be no later than the Target Company's General Shareholders' Meeting to be held in March 2025. Announcement of the specific expected timing will be made when it becomes known. If the Tender Offer is completed, the policy of making the Target Company a wholly owned subsidiary will not be changed, regardless of the expected timing.

With regard to the above two procedures, depending on amendments to the relevant laws and regulations, their enforcement, and the interpretation by authorities, it is possible that more time may be required or alternative methods that have substantially the same effect may be utilized. However, even in such a case, if the Tender Offer is completed, the Offeror intends to use a method whereby the shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Offeror and the Target Company) will ultimately receive cash consideration, in which case the amount to be delivered to each such shareholder will be calculated to equal the number of Target Company Shares that have been held by each such shareholder multiplied by the Tender Offer Price. In the event that such petition is filed for a determination of the purchase price in connection with the Demand to Cash-out or in connection with the demand to purchase shares with respect to the Share Consolidation, the purchase price of the Target Company Shares or the purchase price in connection with the demand to purchase shares will be determined finally by the court.

With respect to the specific details of the procedures in each of the above cases, and the timing of implementation, the Offeror intends on requesting the Target Company enter into consultations, and to promptly announce its decision as soon as it is determined.

All shareholders of the Target Company are solely responsible for seeking their own specialist tax advice with regard to the tax consequences of tendering their shares into the Tender Offer or participating in the procedures outlined above.

(4) Expected Delisting and Reasons Therefor

The Target Company Shares are, as of the date hereof, currently listed on the Prime Market of the Tokyo Stock Exchange. However, since the Offeror has not set a maximum limit on the number of shares to be purchased in the Tender Offer, the Target Company Shares may, depending on the results of the Tender Offer, be delisted through prescribed procedures in accordance with the Tokyo Stock Exchange delisting criteria. Additionally, even in the event where the Target Company does not meet the delisting criteria at the time of completion of the Tender Offer, as the Offeror intends on implementing the Squeeze-out Procedure as described in the section titled “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)” above, in the case that the Squeeze-out Procedure is implemented, the Target Company Shares will be delisted in accordance with the delisting criteria of the Tokyo Stock Exchange. After delisting, the Target Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange. It is possible that voting rights of the Target Company held by the Offeror after the completion of the Tender Offer may fall below two-thirds of the total voting rights of all shareholders of the Target Company, and as a result, the proposal for the Share Consolidation may not be approved at the Extraordinary Shareholders’ Meeting as described in “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition”)” above. However, even in the case that such approval cannot be obtained, so that the Offeror will acquire all of the Target Company Shares (however, excluding the treasury stock held by the Target Company), the Offeror plans on acquiring additional Target Company Shares through on-market purchases based on the market price at the time of such additional acquisition, or off-market purchases other than by tender offer (limited to cases permitted under the Law) at a price determined by taking into account the market price at the time of the additional acquisition (provided that such price shall be a reasonable price that, in comparison with the Tender Offer Price, will not be

economically evaluated as disadvantageous to the shareholders at the time of such additional acquisition), until the Offeror obtains the number of shares equivalent to the number of voting rights obtained by multiplying the number of voting rights at the Extraordinary Shareholders' Meeting by two-thirds, and in the case that such proposal is not approved at the Extraordinary Shareholders' Meeting, until the Offeror obtains the number of shares equivalent to the number of voting rights obtained by multiplying the number of voting rights at the next extraordinary shareholders' meeting planned to be held by two-thirds. If the Offeror acquires such number of shares, or acquires such number of shares such that approval at the shareholders' meeting for the Share Consolidation proposal is expected, the Offeror will request the Target Company to hold an extraordinary shareholders' meeting.

As the Offeror intends to ultimately acquire all of the Target Company Shares (excluding the treasury stock held by the Target Company), as described above, the Offeror ultimately plans on acquiring additional Target Company Shares until the Offeror obtains the number of shares equivalent to two-thirds of the voting rights represented by the number of shares obtained by deducting the number of treasury stock held by the Target Company from the total amount of issued Target Company Shares.

(5) Matters Concerning Material Agreements Relating to the Tender Offer

Not applicable.

2. Outline of the Tender Offer

(1) Overview of the Target Company

(i) Name	Roland DG Corporation
(ii) Address	1-1-2, Shinmiyakoda, Hamana-ku, Hamamatsu City, Shizuoka Prefecture
(iii) Name and Title of Representative Director	President, Representative Director: Kohei Tanabe
(iv) Type of Business	Manufacture and sale of printers
(v) Capital	3,889,000,000 yen
(vi) Date of Incorporation	May 1, 1981
(vii) Major Shareholders and Ownership Percentage (as of June 30, 2023)	<p>The Master Trust Bank of Japan, Ltd. (Trust Account) – 13.06%</p> <p>Taiyo Hanei Fund, L.P. (Proxy Account: MUFG Bank, Ltd.) – 7.24%</p> <p>State Street Bank and Trust Company 505227 (Proxy Account: Mizuho Bank, Ltd.) – 6.92%</p> <p>Custody Bank of Japan, Ltd. (Trust Account) – 6.47%</p> <p>Taiyo Fund, L.P. (Proxy Account: MUFG Bank, Ltd.) – 3.57%</p> <p>Masahiro Tomioka – 2.65%</p> <p>RE FUND 107-CLIENT AC (Proxy Account: Citibank, N.A. Tokyo Branch) – 2.41%</p> <p>Roland DG Corporation Employee Stock Ownership Plan – 1.91%</p> <p>UEDA YAGI TANSHI Co., Ltd. – 1.50%</p> <p>BNYM SA/NV FOR BNYM FOR BNYM GCM CLIENT ACCTS M ILM FE (Proxy MUFG Bank, Ltd.) – 1.38%</p>
(viii) Relationships Between the Offeror and the Target Company	
Capital Relationships	As of the date hereof, the Offeror has completed the acquisition procedure for 100 Target Company Shares (ownership ratio: 0.00%)
Personal Relationships	None applicable
Business Relationships	There are transactions such as the sale of parts from the Offeror to the Target Company, and the purchase of products by the Offeror from the Target Company.
Related Party Relationships	None applicable

Note: The “Major Shareholders and Ownership Percentage (as of June 30, 2023)” data is cited from the section titled “Status of Major Shareholders” in the Report for the Second Quarter of the 43rd Fiscal Year submitted by the Target Company on August 9, 2023.

(2) Schedule

In the case that all of the Conditions Precedent to the Tender Offer are fulfilled or are waived by the Offeror, the Offeror plans on commencing the Tender Offer within 5 business days of the date that all of the Conditions Precedent to the

Tender Offer are fulfilled or are waived by the Offeror,. As described under the section titled “Recognition by the Offeror of the Conditions Precedent to the Tender Offer” above, as of the date hereof, the Offeror has determined that, at the very least, there is a reasonable chance that, (i) procedures under the competition laws and regulations of the United States and the European Commission or member states of the European Union (Germany and Austria) (under the European Union business combination regulations, in the case that procedures are required to be filed with the European Commission based on its competition laws and regulations, procedures based on competition laws and regulations in each member state of the European Union will not be required), and (ii) procedures under the Law on the Legal Regime of Capital Movements and Foreign Economic Transactions in Spain will be required, and based on discussions with local legal counsel in each country with respect to the Approvals, the Offeror aims to commence the Tender Offer in mid-May 2024. However, as it is difficult to accurately predict at this time whether or not the Approvals will be required, or the time required in connection therewith, the Offeror will announce details as to the schedule of the Tender Offer as soon as it is determined.

In principle, the Tender Offer Period in the Tender Offer will be 30 business days. By setting the Tender Offer Period longer than the minimum period required by law, which is 20 business days, it is intended that (i) with respect to the Transactions, the board of directors of the Target Company is provided with sufficient time for review and consultation with the Offeror, and (ii) the shareholders of the Target Company are provided with sufficient time to make an appropriate decision as to whether to accept the Transactions and tender their shares. In addition, as described in “(1) Overview of the Tender Offer” under the section titled “1. Purpose of the Tender Offer”, in the case that the total number of Tendered Shares has reached the minimum number of shares to be purchased (6,159,600) shares during the Tender Offer Period, the Offeror plans on promptly announcing such fact and extending the Tender Offer Period such that it can secure a period of 10 business days from such time as the Tender Offer Period. By doing so the Offeror intends to make it possible to provide the shareholders of the Target Company with opportunities to express their approval or disapproval of the Transactions, and to decide whether or not to tender their shares, thereby eliminating the coercive nature of the Tender Offer.

(3) Tender Offer Price

5,200 yen per common share

(4) Basis for the Calculation of the Tender Offer Price

1. Basis for the Calculation

In determining the Tender Offer Price, the Offeror requested Crosspoint Advisors, Inc. (“Crosspoint”) its financial advisor, as a third party evaluation institution independent of the Offeror, the Target Company, and Taiyo Pacific Partners, to calculate the value of the Target Company Shares. Crosspoint is not a related party of the Offeror, the Target Company, or Taiyo Pacific Partners and has no material interest in the Transactions, including the Tender Offer.

Upon review of the financial conditions of the Target Company, and trends in market price of the Target Company Shares, Crosspoint considered an evaluation from multiple perspectives to be appropriate, and after consideration of the calculation method to be adopted in the calculation of the value of the Target Company Shares from among multiple

share value calculation methods, using the market share price method, since the Target Company Shares are listed on the Prime Market of the Tokyo Stock Exchange and therefore have a market price, the comparable company method, since there are a certain number of listed companies which operate relatively similar businesses and it is possible to draw analogies between the value of the Target Company Shares and the share prices of such comparable companies, and the discounted cash flow method (“DCF Method”), to reflect the intrinsic value of future business activities in the calculation, the share value of the Target Company Shares was calculated under certain conditions, including the presumptions described in Note 23 below. The Offeror obtained a Share Valuation Report (“Share Valuation Report”) from Crosspoint on March 12, 2024. As the Offeror has judged and determined the Tender Offer Price by comprehensively taking into account the various factors described in this section titled “1. Basis for the Calculation”, the Offeror has not obtained a fairness opinion as to the fairness of the Tender Offer Price from Crosspoint.

The value ranges per Target Company Share as calculated by Crosspoint using the aforementioned methods are as provided below. Please refer to the below (Note 23) for the conditions on which the Share Valuation Report and the valuation analysis on which it was based were prepared and the factors to be considered.

- Market share price method: 3,532 yen to 3,895 yen
- Comparable company method: 3,419 yen to 4,608 yen
- DCF method: 4,058 yen to 5,991 yen

Under the market share price method, using February 8, 2024, the business day immediately preceding the publication date of the XYZ Tender Offer Commencement Press Release, as the reference date, the per-share value of the Target Company Shares has been estimated to range from 3,532 yen to 3,895 yen, based on the reference date closing price (3,895 yen), the one-month average closing price (3,790 yen), the three-month average closing price (3,676 yen), and the six-month average closing price (3,532 yen), respectively, of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange.

Based on the comparable company method, the value of the Target Company Shares has been evaluated by comparing the market share prices and financial indicators of profitability of listed companies that are engaged in similar businesses as those of the Target Company. According to this evaluation method, the per-share value of the Target Company Shares has been estimated to range from 3,419 yen to 4,608 yen.

Based on the DCF method, the per-share value of the Target Company Shares was estimated to range from 4,058 yen to 5,991 yen after analyzing and evaluating the enterprise value of the Target Company and the value of the Target Company Shares by discounting the free cash flows that the Target Company is expected to generate in the future by a certain range of discount rates to obtain the present value, based on the proposed business plan for the Target Company for the five fiscal years between the fiscal year ending on December 31, 2024 and the fiscal year ending on December 31, 2028, which was estimated by the Offeror based on its knowledge of the Target Company’s business and taking into consideration various factors, including recent trends in results, and the content of publicly disclosed information. The proposed business plan for the Target Company, on which the DCF method was based, does not include fiscal years in

which a significant increase or decrease in profit is expected. As the proposed business plan is not premised on the execution of the Transactions, the synergies expected to be realized from the execution of the Transactions have not been taken into account in addition to the proposed business plan as it would be difficult to make a specific estimate at this time. The Offeror, having comprehensively taken into account the results of the calculation of the value of the Target Company Shares in the Share Valuation Report obtained from Crosspoint, the tender offer price in the XYZ Tender Offer, trends in the market price of the Target Company Shares, the results of the due diligence conducted on the Target Company based on the information publicly disclosed by the Target Company, and the prospects for the tendering of shares in the Tender Offer, finally determined the per-share value of the Target Company Shares to be 5,200 yen on March 13, 2024.

The Tender Offer Price of 5,200 yen represents a 33.50% premium to the closing price of 3,895 of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange as of February 8, 2024, which is the business day immediately preceding the publication date of the XYZ Tender Offer Commencement Press Release; or 37.20%, 41.46%, and 47.23% premiums to the respective simple average closing prices of 3,790 yen, 3,676 yen, and 3,532 yen of the Target Company Shares for the one-month (January 9, 2024 until February 8, 2024), three-month (November 9, 2023 until February 8, 2024), and six-month periods (August 9, 2023 until February 8, 2024) until the same date. In addition, the Tender Offer Price represents a 3.59% premium to the closing price of 5,020 yen of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange as of March 12, 2024, which is the business day immediately preceding the publication date of this Press Release on the scheduled commencement of the Tender Offer; or 4.12%, 24.73%, and 36.84% premiums to the respective simple average closing prices of 4,994 yen, 4,169 yen, and 3,800 yen of the Target Company Shares for the one-month (February 13, 2024 until March 12, 2024), three-month (December 13, 2023 until March 12, 2024), and six-month periods (September 13, 2023 until March 12, 2024) until the same date.

Note 23: The Share Valuation Report was provided solely for the purpose of the Offeror's consideration of the Tender Offer Price for the Target Company Shares from a financial perspective. In preparing the Share Valuation Report, Crosspoint has, in principle, adopted the information provided by the Offeror and publicly available information on an-is basis, and has assumed and relied upon the accuracy and completeness of all such information, and that there are no facts that have not been disclosed to Crosspoint that could have a material impact on the calculation of the value of the Target Company Shares. Crosspoint has not independently verified the accuracy and completeness of such information (nor has it any responsibility or obligation for such independent verification).

Crosspoint has not made or been provided with any valuation or appraisal of any assets or liabilities of the Target Company, and further, has not made any assessment as to the creditworthiness of the Target Company under applicable laws or regulations relating to bankruptcy, insolvency or similar matters.

In relying on any financial analyses or projections provided by the Offeror, or those derived therefrom, Crosspoint assumes they have been reasonably prepared based on the best estimates and

judgments of the Offeror's management as of the date of the Share Valuation Report as to the future performance and financial conditions of the Offeror and the Target Company to which such analyses or projections relate. Crosspoint expresses no view as to such analyses or forecasts or the assumptions on which they are based. In addition, Crosspoint assumes that the other transactions contemplated by the Offeror, including the Tender Offer, will be implemented as contemplated, and will have all of the effects described in the materials furnished by the Offeror.

The financial projections for the Target Company ("Financial Projections"), which Crosspoint assumed in its analysis of the value of the Target Company Shares, have been approved by the Offeror for use by Crosspoint. The Offeror has not publicly disclosed the Financial Projections, and the Financial Projections have not been prepared for the purpose of public disclosure. The Financial Projections are inherently uncertain and rely on a number of variables and assumptions over which the management of the Offeror or the Target Company cannot manage or control (including, but not limited to factors related to the general economy, competitive conditions and prevailing interest rates). Therefore, actual results may differ materially from these projections.

Crosspoint is not an expert in legal, accounting, or tax matters, and relies on the judgment of the Offeror's advisors with respect to such matters. In addition, Crosspoint assumes that all material governmental, regulatory, or other consents or approvals necessary to implement the Tender Offer will be obtained without adverse effect to the Tender Offer, the Target Company, or the expected benefits of the implementation of the Tender Offer. The Share Valuation Report is based on the information available to Crosspoint as of the date of the Share Valuation Report, and economic, market and other conditions as of that date. Accordingly, although subsequent changes in conditions may impact the information contained in the Share Valuation Report, Crosspoint is under no obligation to revise, change, or reconfirm its analysis.

The Share Valuation Report does not purport to describe all of the analysis performed or data referred to by Crosspoint. As the Share Valuation Report has been prepared through a complex process, a partial or summarized description of the results of the analysis does not necessarily represent an accurate representation of the entirety of the analysis. The results of Crosspoint's analysis must be considered as a whole, and if only a portion or summary is referred to, it may not necessarily provide an accurate understanding of the processes underlying Crosspoint's analysis. In conducting its analysis, Crosspoint considered each analysis and factor in a holistic and integrated manner, and no particular weight was given to any particular analysis or factor, and no opinion was expressed as to whether or to what extent each analysis or factor considered individually formed the basis for Crosspoint's analysis. In addition, all of the companies considered as comparable in the analysis were selected because they are, for the purposes of Crosspoint's analysis, publicly traded companies engaged in businesses that may be considered similar (in some cases) to those of the Target Company, but are not completely identical to the business units or subsidiaries of the Target

Company. Accordingly, the analysis by Crosspoint necessarily involves complex considerations and judgments concerning differences in the financial and operating characteristics of the companies considered for comparison with the Target Company, as well as other factors that may affect these companies.

Crosspoint is the financial advisor to the Offeror in connection the Tender Offer, and it is planned that it will receive a fee from the Offeror for its services as such financial advisor, a portion of which will accrue upon implementation of the Tender Offer. In addition, the Offeror has agreed to indemnify Crosspoint for certain liabilities that may arise from such services. Neither Crosspoint nor any of its affiliates has performed any significant financial advisory, commercial banking, or investment banking services for the Offeror, the Target Company or Taiyo Pacific Partners in the two years prior to the date of the Share Valuation Report.

The Share Valuation Report is not a recommendation to the Offeror or the Offeror's board of directors regarding a specific purchase price, nor is it a recommendation that a specific purchase price is the only appropriate purchase price. In addition, the Share Valuation Report does not express any opinion as to the price at which the Target Company Shares should trade at any time, including after the Tender Offer is announced or commenced.

The Share Valuation Report is provided solely for the benefit of the Offeror, and neither the Offeror's shareholders nor any other person shall rely on the Share Valuation Report or derive any benefit, right, or remedy from the Share Valuation Report. Crosspoint makes no representation, warranty or commitment, express or implied, as to the accuracy, completeness, reliability or sufficiency of the information contained in the Share Valuation Report, or as to the appropriateness of the assumptions made in the Share Valuation Report.

2. Background of the Calculation

As described in "(2) Overview of the Target Company" in "(2) Background, Purpose and Decision-Making Process in Implementation of the Tender Offer, and Management Policy after the Tender Offer" under the section titled "1. Purpose of the Tender Offer" above, the Offeror Group aims to transform its business portfolio by leaping forward in the industrial field, transformation of the printing field, and transformation of its management for a sustainable future, and a variety of strategic options for continued growth have been explored, including the possibility of alliances and collaborations with other companies and acquisitions. In the course of such considerations, the Offeror Group has, since around January 2019, believed that a capital and business alliance would be a very promising option due to the high level of business affinity between the Target Company which has a high market share and technological and sales capabilities in the fields of industrial printers and other products, and the Offeror Group, which has technical assets, cost competitiveness, extensive development resources, human resources, and financial resources related to inkjet heads and inks.

In April 2020, the Offeror started a joint development project with the Target Company for inkjet printer products, and in parallel, the Offeror had been in discussions with the Target Company with respect to measures to enhance the corporate value of both companies, including by collaboration and joint development. However, as it was not clear whether the Target Company had any intention of forming a capital and business alliance with another company, the Offeror made a proposal in writing to the Target Company dated February 10, 2022 with respect to the strengthening of a strategic alliance. In a written response dated April 20, 2022, the Target Company requested an explanation of specific details concerning the Offeror's proposal. In response to the above request, the Offeror commenced consideration of the details of the specific proposal concerning the acquisition of the Target Company Shares. As a result of such consideration, the Offeror became convinced that by making the Target Company a wholly owned subsidiary through the Transactions and through a strong alliance between both companies, (a) the Offeror would be able to significantly expand the scale of its business in the industrial printer field, and (b) the Target Company would be able to promote its core strategies of "transformation into a lean organization" and "transformation of the business portfolio", as set forth in its Midterm Business Plan, and that the Transactions would have the potential of maximizing the corporate value of both companies.

In other words, the Offeror believes that by making the Target Company a wholly owned subsidiary of the Offeror through the Transactions and through a strong alliance between both companies, measures to enhance the corporate value of the Target Company could be taken, which would enable the Target Company's product development and sales capabilities, mainly in the industrial printer field, to be combined with the technological assets, cost competitiveness and various resources of the Offeror, thereby enabling the Target Company to provide superior and new value in the industrial printer market.

Subsequently, as the Offeror implemented initiatives such as joint product development with the Target Company, its belief that the Offeror could maximize the corporate value of both companies by making the Target Company a wholly owned subsidiary became even more firmly established. For this reason, after sincere consideration once more of the options for a strategic alliance with the Target Company, in addition to the Offeror making a proposal to the Target Company dated September 1, 2023 to acquire all issued shares of the Target Company for 4,800 yen per share through a tender offer and squeeze-out procedure, the Offeror submitted a letter of intent which described the synergies to be formed by making the Target Company a wholly owned subsidiary and the details of commitments to each stakeholder of the Target Company after it becomes a wholly owned subsidiary.

After submission of such Letter of Intent, the Offeror received questions in writing regarding the Offeror Proposal from the Target Company dated September 29, 2023, to which the Offeror responded in writing on October 17, 2023.

Subsequently, as described in the Target Company Expression of Opinion Press Release, as the Target Company's only concern regarding the Offeror Proposal was the possibility of "dis-synergies" occurring, which it was unable to dispel, the Offeror diligently provided information to the Target Company from early November 2023 to late January 2024 in order to dispel such concerns (the Offeror also entered into a confidentiality agreement with the Target Company dated January 23, 2024 and provided the Target Company with the Offeror's confidential information in order to dispel such concerns). In addition, in order to move forward with this matter, the Offeror decided to submit a revised letter of intent,

and to that end, in early January 2024, appointed Crosspoint as a financial advisor independent of the Offeror, the Target Company and Taiyo Pacific Partners, and requested that it calculate the value of the Target Company Shares.

Under such circumstances, on February 2, 2024 the Offeror received a notice from the Target Company to the effect that it would cease consideration of the Offeror Proposal. The Offeror's internal review in response to such notice did not change its belief that the Transactions would maximize the corporate value of both companies, and the Offeror submitted a revised letter of intent dated February 6, 2024 to the Target Company, increasing the tender offer price to 4,850 yen per share.

Subsequently, through the Target Company Expression of Opinion Press Release, on February 9, 2024, the Offeror became aware of the Target Company's resolution to express an opinion in favor of the XYZ Tender Offer to be conducted as part of a management buyout (MBO). The Offeror was not informed by the Target Company prior to this that a bidding process with a third party other than the Offeror, including such MBO, was underway, nor was the Offeror invited by the Target Company to participate in the due diligence process. In addition, the Offeror has not received any explanation from the Target Company as to the appropriateness of the tender offer price in the Offeror Proposal or any request for an increase to the tender offer price.

Consequently, the Offeror decided to make another specific proposal to the Target Company for the Transactions, and from mid-February until early March 2024, in addition to the examination of the Target Company's business, and the management environment, growth strategies, and management issues surrounding the Target Company, which had been based on the publicly disclosed information of the Target Company, the Offeror conducted due diligence in the fields of accounting and tax etc., although the Offeror was restricted to relying only on publicly disclosed information. In addition, the Offeror requested Crosspoint to once more calculate the value of the Target Company Shares and received the Share Valuation Report from Crosspoint on March 12, 2024.

The Offeror, having comprehensively taken into account the results of the calculation of the value of the Target Company Shares in the Share Valuation Report obtained from Crosspoint, the tender offer price in the XYZ Tender Offer, trends in the market price of the Target Company Shares, the results of the due diligence conducted on the Target Company relying only on the information publicly disclosed by the Target Company, and the prospects for the tendering of shares in the Tender Offer, finally determined the Tender Offer Price to be 5,200 yen on March 13, 2024.

The Tender Offer Price of 5,200 yen represents a 33.50% premium to the closing price of 3,895 of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange as of February 8, 2024, which is the business day immediately preceding the publication date of the XYZ Tender Offer Commencement Press Release; or 37.20%, 41.46%, and 47.23% premiums to the respective simple average closing prices of 3,790 yen, 3,676 yen, and 3,532 yen of the Target Company Shares for the one-month (January 9, 2024 until February 8, 2024), three-month (November 9, 2023 until February 8, 2024), and six-month periods (August 9, 2023 until February 8, 2024) until the same date. In addition, the Tender Offer Price represents a 3.59% premium to the closing price of 5,020 yen of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange as of March 12, 2024, which is the business day immediately

preceding the publication date of this Press Release on the scheduled commencement of the Tender Offer; or 4.12%, 24.73%, and 36.84% premiums to the respective simple average closing prices of 4,994 yen, 4,169 yen, and 3,800 yen of the Target Company Shares for the one-month (February 13, 2024 until March 12, 2024), three-month (December 13, 2023 until March 12, 2024), and six-month periods (September 13, 2023 until March 12, 2024) until the same date.

a. Name of Third Party whose Opinion was Heard at Time of Calculation

In determining the Tender Offer Price, the Offeror requested Crosspoint, as a third party evaluation institution independent of the Offeror, the Target Company, and Taiyo Pacific Partners, to calculate the value of the Target Company Shares. Crosspoint is not a related party of the Offeror, the Target Company, or Taiyo Pacific Partners and has no material interest in the Transactions, including the Tender Offer. In addition, as the Offeror has judged and determined the Tender Offer Price by comprehensively taking into account the various factors described in the section titled “1. Basis for the Calculation”, the Offeror has not obtained a fairness opinion as to the fairness of the Tender Offer Price from Crosspoint.

b. Summary of the Opinion

According to the Share Valuation Report, the methods adopted and value ranges per Target Company Share as calculated based on such methods are as follows.

- Market share price method: 3,532 yen to 3,895 yen
- Comparable company method: 3,419 yen to 4,608 yen
- DCF method: 4,058 yen to 5,991 yen

c. Background to the Determination of the Tender Offer Price Based on Such Opinion

The Offeror, having comprehensively taken into account the results of the calculation of the value of the Target Company Shares in the Share Valuation Report obtained from Crosspoint, the tender offer price in the XYZ Tender Offer, trends in the market price of the Target Company Shares, the results of the due diligence conducted on the Target Company relying only on the information publicly disclosed by the Target Company, and the prospects for the tendering of shares in the Tender Offer, finally determined the Tender Offer Price to be 5,200 yen on March 13, 2024.

3. Relationship with Evaluation Institution

Crosspoint, the financial advisor of the Target Company, is not a related party of the Offeror, the Target Company, or Taiyo Pacific Partners and has no material interest in the Transactions, including the Tender Offer.

(5) Number of Shares to be Purchased

Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
12,319,293 shares	6,159,600 shares	- shares

Note 1: If the total number of Tendered Shares is less than the minimum number of shares to be purchased in the Tender Offer (6,159,600), then the Offeror will not purchase any of the Tendered Shares. If the total number of Tendered Shares is equal to or exceeds the minimum number of shares to be purchased in the Tender Offer (6,159,600), the Offeror will purchase all of the Tendered Shares.

Note 2: Since there is no maximum number of shares set to be purchased in the Tender Offer, the maximum number of shares of the Target Company (12,319,293 shares) that may be acquired by the Offeror in the Tender Offer is stated as the number of shares to be purchased. This maximum number (12,319,293 shares) is obtained by deducting the number of treasury stock held by the Target Company as of December 31, 2023 as described in the Target Company Financial Results (518 shares), and the number of Target Company Shares for which the Offeror has completed the purchase procedure (100 shares) from the total amount of issued shares of the Target Company as of the same date as described in the Target Company Financial Results (12,319,911 shares).

Note 3: The Tender Offer also applies to fractional units of shares. If the right to request a sale of fractional units of shares is utilized by a shareholder pursuant to the Companies Act, the Target Company may purchase such fractional shares during the Tender Offer Period in accordance with applicable legal procedures.

Note 4: There is no plan to acquire the treasury shares of the Target Company through the Tender Offer.

Note 5: The “Number of Shares to be Purchased” and the “Minimum Number of Shares to be Purchased” are tentative numbers based on the information as of today, and the actual figures in the Tender Offer may differ from the above figures due to changes in the number of treasury stock held by the Target Company after said date. Prior to the commencement of the Tender Offer, the final “Number of Shares to be Purchased” and “Minimum Number of Shares to be Purchased” will be determined based on the latest information available as of the commencement of the Tender Offer.

(6) Changes to the Ownership Ratio of Shares due to the Tender Offer

Number of voting rights represented by shares held by the Offeror prior to the Tender Offer	1	Ownership ratio prior to the Tender Offer: 0.00%
Number of voting rights represented by shares held by special related parties prior to the Tender Offer	To be determined	Ownership ratio prior to the Tender Offer: to be determined
Number of voting rights represented by shares held by the Offeror after the Tender Offer	123,193	Ownership ratio after the Tender Offer: 100.00%

Number of voting rights represented by shares held by special related parties after the Tender Offer	0	Ownership ratio after the Tender Offer: 0.00%
Total number of Target Company voting rights	123,083	

Note 1: The “Number of voting rights represented by shares held by special related parties prior to the Tender Offer” and the related “Ownership ratio prior to the Tender Offer” will be investigated and disclosed by the commencement of the Tender Offer. As the number of shares held by each special related party are also subject to the Tender Offer, the “Number of voting rights represented by shares held by special related parties after the Tender Offer” is set at 0.

Note 2: The “Total number of Target Company voting rights” is the number of voting rights of all shareholders as of September 30, 2023, as described in the Report for the Third Quarter of the 43rd Fiscal Year submitted by the Target Company on November 9, 2023. However, because fractional units of shares will be subject to the Tender Offer, in the calculation of the “Ownership ratio prior to the Tender Offer” and the “Ownership ratio after the Tender Offer”, the denominator used for the purposes of such calculations is the number of voting rights represented by 12,319,393 shares (123,193 voting rights), which is the number obtained by deducting the number of treasury stock held by the Target Company as of December 31, 2023 as described in the Target Company Financial Results (518 shares) from the total amount of issued shares of the Target Company as of the same date as described in the Target Company Financial Results (12,319,911 shares).

Note 3: The “Ownership ratio prior to the Tender Offer” and the “Ownership ratio after the Tender Offer”, are rounded off to the second decimal place.

(7) Purchase Price

64,060,323,600 yen (planned)

Note: The purchase price is the amount obtained by multiplying the number of shares to be purchased in the Tender Offer (12,319,293 shares) as described in the section titled “(5) Number of Shares to be Purchased” above by the Tender Offer Price per share (5,200 yen per share). The amount may change if the actual number of shares to be purchased in the Tender Offer differs due to changes in the number of treasury stock after the date hereof.

(8) Other Conditions and Methods for the Tender Offer

1. Existence and Description of Conditions Stipulated in each Item of Article 27-13, Paragraph 4 of the Law

If the total number of Tendered Shares is less than the minimum number of shares to be purchased in the Tender Offer (6,159,600), then the Offeror will not purchase any of the Tendered Shares. If the total number of Tendered Shares is

equal to or exceeds the minimum number of shares to be purchased in the Tender Offer (6,159,600), the Offeror will purchase all of the Tendered Shares.

2. Other Conditions and Methods for the Tender Offer

The method of settlement, the date of public announcement of commencement of the Tender Offer, and other conditions and methods of the Tender Offer will be announced as soon it is determined.

3. Post-Tender Offer Policies and Future Outlook

Please refer to “(2) Background, Purpose and Decision-Making Process in Implementation of the Tender Offer, and Management Policy after the Tender Offer”, “(3) Policy on Reorganization after the Tender Offer (Matters Relating to the “Two-Step Acquisition””, and “(4) Expected Delisting and Reasons Therefor” under the section titled “1. Purpose of the Tender Offer”.

4. Other Matters

(1) Existence and Description of Agreements between the Offeror and the Target Company and their Respective Officers
Not applicable.

(2) Other Information Necessary for Investors to Decide Whether to Tender their Shares in the Tender Offer
Not applicable.

End

Restrictions on Solicitation

- This Press Release has been prepared for the purpose of informing the public of the Tender Offer and has not been prepared for the purpose of soliciting an offer to sell any shares. If shareholders wish to tender their shares, they should first read the Tender Offer Explanation Statement for the Tender Offer and proceed at their own decision. This Press Release shall neither be, nor constitute a part of, an offer to sell or purchase, or a solicitation of an offer to sell or purchase, any securities, and neither this Press Release (or a part thereof) nor its distribution shall be interpreted to be the basis of any agreement in relation to the Tender Offer, and this Press Release may not be relied on at the time of entering into any such agreement.

United States Restrictions

- The Tender Offer will be conducted in accordance with the procedures and information disclosure standards set forth in the Financial Instruments and Exchange Law of Japan, which may differ from the procedures and information disclosure standards in the United States. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended, the same applies hereunder) and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards. The financial information included in this Press Release is not necessarily equivalent to that of the financial statements of United States companies. As the Offeror and the Target Company are incorporated outside of the United States, and all or some of its executives are not residents of the United States, it may be challenging to exercise rights or requests based on securities-related laws of the United States. Also, shareholders may be unable to take legal action in a non-United States court against entities incorporated outside of the United States and their executives based on violation of securities-related laws of the United States. Entities incorporated outside of the United States and their subsidiaries and affiliates may fall outside of the jurisdiction of courts of the United States.
- The financial advisors to the Offeror and the Target Company, as well as their affiliates may purchase or take actions toward purchasing Target Company Shares, not through the Tender Offer, for their own account or for their customers' accounts, in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, in the ordinary course of their businesses and to the extent permitted under the Financial Instruments and Exchange Law of Japan and other applicable laws and regulations, during the Tender Offer Period. In the event that information regarding such purchases is disclosed in Japan, it will also be disclosed in the United States in a similar manner.
- The Offeror and its affiliates may, in accordance with the terms of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, to the extent permitted under the Financial Instruments and Exchange Law of Japan and other applicable laws and regulations, purchase or take actions toward purchasing Target Company Shares. In the event that information regarding such purchases is disclosed in Japan, it will also be disclosed in the United States in a similar manner.
- All procedures relating to the Tender Offer are to be conducted entirely in Japanese. All or a part of the documentation relating to the Tender Offer will be prepared in the English language; however, if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation will prevail.

- This Press Release includes statements that fall under “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. Due to known and unknown risks and uncertainties, actual results may differ significantly from the statements that are implicitly or explicitly forward-looking. The Offeror and its affiliates do not guarantee for such implicit and explicit forward-looking statements to materialize. The “forward-looking statements” in this Press Release were prepared based on information obtained by the Offeror as of the date hereof, and unless required by law, the Offeror and its affiliates are not obligated to amend or revise such forward-looking statements to reflect future events or circumstances.

Other Countries

- Certain countries and regions may impose restrictions on the announcement, publication and distribution of this Press Release. In such cases, it is necessary to take note of and comply with such restrictions. In countries or regions where the Tender Offer is illegal, even after having received this Press Release, such receipt shall not constitute an offer to sell shares or to tender shares in the Tender Offer, and shall be deemed to have been distributed only for beneficial purposes.