



February 4, 2026

To whom it may concern:

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(Code: 6448, TSE Prime Market, NSE Premier Market)
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Notice Regarding Commencement of Tender Offer for Shares of MUTOH HOLDINGS CO., LTD. (Securities Code: 7999)

BROTHER INDUSTRIES, LTD. (the "Offeror") hereby announces that it has resolved, at the board of directors meeting held today, to acquire the shares of common stock (the "Target's Stock") of MUTOH HOLDINGS CO., LTD. (securities code: 7999, listed on the Standard Market of the Tokyo Stock Exchange, Inc. (the "TSE"); the "Target") through a tender offer (the "Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25, 1948, as amended; the "Act") as described below.

1. Purposes of the Tender Offer

(1) Outline of the Tender Offer

The Offeror resolved, at its board of directors meeting held today, to implement the Tender Offer as part of a series of transactions to make the Target a wholly-owned subsidiary (the "Transaction") by acquiring all of the Target's Stock listed on the Standard Market of the TSE (excluding treasury shares held by the Target). As of today, the Offeror does not hold any share of the Target's Stock.

In order to implement the Tender Offer, the Offeror entered into tender support agreements today with each of the following counterparties, all of which are managed and operated by Integral Corporation ("Integral"), an independent private equity investment company that invests in listed and unlisted companies in Japan, through its subsidiary: (i) TCS-1 Investment Limited Partnership, the tenth largest shareholder of the Target ("TCS-1") (number of shares held: 39,014 shares; Shareholding Ratio (Note 1): 0.85%); (ii) TCS-2 Investment Limited Partnership, the largest shareholder of the Target ("TCS-2") (number of shares held: 741,179 shares; Shareholding Ratio: 16.15%); (iii) TCS-3 L.P., the third largest shareholder of the Target ("TCS-3") (number of shares held: 408,498 shares; Shareholding Ratio: 8.90%); (iv) TCS-4 L.P., the second largest shareholder of the Target ("TCS-4"; TCS-1, TCS-2, TCS-3, and TCS-4 collectively, the "TCS Funds") (number of shares held: 432,827 shares; Shareholding Ratio: 9.43%); and (v) HOEI JITSUGYO CO., LTD., the fourth largest shareholder of the Target (Note 2) ("HOEI JITSUGYO"; the TCS Funds and HOEI JITSUGYO collectively, the "Tendering Shareholders"), in which Mr. Yoshiyuki Takayama, a director of the Target, and his younger

brother, Mr. Masahiro Takayama, each hold 50% of the voting rights (including indirect holdings) (number of shares held: 291,350 shares; Shareholding Ratio: 6.35%) (the tender support agreement entered into with the TCS Funds and HOEI JITSUGYO are hereinafter referred to as the "Tender Support Agreement (TCS Funds)" and the "Tender Support Agreement (HOEI JITSUGYO)," respectively, and the Tender Support Agreement (TCS Funds) and the Tender Support Agreement (HOEI JITSUGYO) collectively, the "Tender Support Agreement"). Under these agreements, the Tendering Shareholders agreed that if the Tender Offer commences, they will tender all of their shares of the Target's Stock (total number of shares held: 1,912,868 shares; total Shareholding Ratio: 41.68%) in the Tender Offer. For an outline of the Tender Support Agreement, please refer to "(I) Tender Support Agreement (TCS Funds)" and "(II) Tender Support Agreement (HOEI JITSUGYO)" under "(6) Matters concerning material agreements relating to the Tender Offer" below.

- (Note 1) "Shareholding Ratio" refers to the ratio (rounded to two decimal places; hereinafter the same applies in the calculation of the Shareholding Ratio) to the number of shares (4,589,644 shares; the "Base Number of Shares") obtained by deducting the number of treasury shares held by the Target as of December 31, 2025 (465,174 shares) from the total number of issued and outstanding shares of the Target as of the same date (5,054,818 shares), both as stated in the "Summary of Consolidated Business Results for FY2025 Q3 (Based on Japanese GAAP)" published by the Target today (the "Target's Summary Securities Report").
- (Note 2) HOEI JITSUGYO conducted the 2024 Tender Offer (as defined in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" below) jointly with the TCS Funds.

In the Tender Offer, the Offeror has set the minimum number of tendered shares to be purchased at 3,042,700 shares (Shareholding Ratio: 66.29%), and if the total number of the Shares, Etc. tendered in the Tender Offer (the "Tendered Shares") is less than the minimum number of tendered shares to be purchased in the Tender Offer, the Offeror will not purchase any of the Tendered Shares. Meanwhile, as described above, the Offeror intends to make the Target a wholly-owned subsidiary by acquiring all of the Target's Stock (excluding treasury shares held by the Target). Therefore, the Offeror has not set the maximum number of tendered shares to be purchased, and if the total number of the Tendered Shares is no less than the minimum number of tendered shares to be purchased (3,042,700 shares), the Offeror will purchase all of the Tendered Shares.

The minimum number of tendered shares to be purchased (3,042,700 shares) has been calculated by: (i) multiplying the number of voting rights (45,896 units) pertaining to the Base Number of Shares (4,589,644 shares) by two-thirds ; (ii) subtracting from the resulting number (30,598 units) (rounded up to the nearest whole number) the number of voting rights (171 units) pertaining to the number of shares of the Target's restricted stock (excluding shares for which transfer restrictions has been lifted, the "Restricted Stock") held by the Target's directors (17,100 shares), which were granted as restricted stock compensation to the Target's officers and employees and the officers and employees of MUTOH INDUSTRIES LTD. ("MUTOH INDUSTRIES") and MUTOH ENTERPRISES LTD., which are wholly owned subsidiaries of the Target; and (iii) multiplying the resulting number of voting rights (30,427 units) by the number of shares in one share unit (100 shares) of the Target (3,042,700 shares) (Note 3). Such minimum number of tendered shares to be purchased has been set for the following reasons. As the Offeror aims to make the Target a wholly-owned subsidiary in the Transaction, it intends to request the implementation of a procedure for the consolidation of the Target's Stock (the "Share Consolidation") pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as amended; the "Companies Act"), as described in "(4) Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")" below. Since implementing the Share Consolidation procedure requires a special resolution at a shareholders' meeting as stipulated in Article 309, Paragraph 2 of the Companies Act, in order to ensure the successful implementation of the Transaction, the Offeror has set the minimum number of tendered shares to be purchased so that, after the Tender Offer, the total number of the voting rights held by the Offeror and the voting rights pertaining to the shares held by the Target's directors will amount to at least two-thirds of the total voting rights of the Target's shareholders, thereby satisfying such requirement.

(Note 3) The Restricted Stock is subject to transfer restrictions and cannot be tendered in the Tender Offer. However, as the Target's board of directors resolved at its meeting held today to express its opinion supporting the Tender Offer to be conducted as part of the Transaction, if the Tender Offer is successfully completed, the Target's directors holding shares of the Restricted Stock (for the avoidance of doubt, Mr. Yoshiyuki Takayama is not included among these directors) are expected to vote in favor of each resolution related to the Squeeze-Out Procedures (defined below; hereinafter the same) at the Target's shareholders' meeting concerning the approval of the Share Consolidation to be held as part of the Squeeze-Out Procedures. Therefore, when determining the minimum number of tendered shares to be purchased, the number of voting rights pertaining to the shares of the Restricted Stock held by the Target's directors was excluded.

In addition, if the Offeror fails to acquire all of the Target's Stock (excluding treasury shares held by the Target) through the Tender Offer, the Offeror intends to implement a series of procedures to make the Offeror the sole shareholder of the Target and to make the Target a wholly-owned subsidiary (the "Squeeze-Out Procedures") after the successful completion of the Tender Offer, as described in "(4) Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")" below.

According to the "Notice Regarding Opinion in Favor of Tender Offer for the Company's Stock by BROTHER INDUSTRIES, LTD. and Recommendation to Tender" published by the Target today (the "Target's Press Release"), the Target resolved, at its board of directors meeting held today, that it will express its opinion supporting the Tender Offer and recommend that its shareholders tender their shares in the Tender Offer. For details about the decision-making process of the Target's board of directors, please refer to the Target's Press Release and "(VI) Unanimous approval of all disinterested directors (including directors serving as audit and supervisory committee members) present of the Target" under "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below.

(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer

(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer

The Offeror was established in April 1908 as YASUI SEWING MACHINE CO., initially operating a sewing machine repair business. It was incorporated as NIPPON SEWING MACHINE MANUFACTURING CO. in January 1934 and changed its trade name to the current BROTHER INDUSTRIES, LTD. in July 1962. The Offeror's stock was listed on the First Section of the TSE, the First Section of the Osaka Securities Exchange Co., Ltd. (the "OSE"), and the First Section of the Nagoya Stock Exchange, Inc. (the "NSE") in January 1963, and was subsequently delisted from the First Section of the OSE in February 2011. Following the restructuring of market segments by the TSE and the NSE in April 2022, the Offeror's stock is currently listed on the Prime Market of the TSE and the Premier Market of the NSE.

As of the end of September 2025, the Offeror Group (which collectively refers to the Offeror and its subsidiaries and affiliates; hereinafter the same) consists of the Offeror and its 103 consolidated subsidiaries and 6 equity-method affiliates. Since its establishment over a century ago, the Offeror Group has adapted to changing times to provide unique products and services. Currently, the Offeror Group operates the following 7 segments of business: the "Printing & Solutions Business," which manufactures and sells printers, all-in-ones, label printers, label writers, and scanners; the "Industrial Printing Business," which manufactures and sells industrial printing equipment such as coding and marking equipment, digital printing equipment, and garment printers; the "Machinery Business," which manufactures and sells machine tools and industrial sewing machines; the "Nissei Business," which manufactures and sells gearmotors and gears, among other businesses; the "Personal & Home Business," which manufactures and

sells home sewing machines; the "Network & Contents Business," which manufactures, sells, and leases karaoke systems for business use and provides content services; and "Other Business," which manufactures and sells products not covered by the above categories and sells and leases real estate. In addition, since establishing BROTHER INTERNATIONAL CORPORATION (U.S.A.) as a sales company in the United States in May 1954, the Offeror Group has actively pursued overseas expansion. It currently operates globally with bases in over 40 countries and regions.

The Offeror Group aims to swiftly deliver outstanding value with the spirit of "At your side.," which puts customers first in every situation. In order to grow sustainably in the midst of major changes in the business environment, on October 6, 2021, the Offeror Group announced "At your side 2030" as its group vision towards 2030. "At your side 2030" is centered around "Our Purpose," with "Our Approach" and "Our Focus Areas" structured around it. "Our Purpose," the Offeror Group's raison d'être, is defined as "enabling people's productivity and creativity, contributing to society, and helping protect the earth by being 'at your side'." "Our Approach" is defined as "identifying and eliminating barriers to customers' success by utilizing our unique technologies and global network." The Industrial area (comprising the current Machinery Business, Industrial Printing Business, and Nissei Business areas) and the Printing area (comprising the Printing & Solutions Business area) are positioned as "Our Focus Areas" through 2030. In the Industrial area, where significant growth is targeted, the Offeror Group aims to become "a trusted, invaluable solutions partner" by improving customers' productivity and solving challenges facing working people and the global environment. In the Printing area, the Offeror Group aims to build new business pillars that expand beyond its existing boundaries, transforming in line with the times, and to "continue leading print innovation and pioneering new offerings."

The Offeror Group, with an eye toward realizing the abovementioned group vision "At your side 2030," announced its medium-term business strategy "CS B2027" ("CS B2027") on March 3, 2025. Under CS B2027, themed "Creating our Future. Boldly.," the Offeror Group aims to accelerate business portfolio transformation for the enhancement of its corporate value over the long term, improving profit-generating capabilities. CS B2027 aims to achieve sales revenue of 1 trillion yen and an operating profit (the top priority indicator) of 100 billion yen by clarifying the roles of each business and executing strategies based on key indicators set for each business. The strategy also aims to achieve a target ROE of 10% and the Industrial area sales revenue ratio of 40% and implement management with a focus on capital cost and share prices, targeting a TSR (Total Shareholder Return) (Note 1) of 100% or more compared to TOPIX. Regarding investments, in addition to regular investment, the Offeror Group plans to make growth investments totaling 200 billion yen over three years. Alongside M&A and alliances to drive growth in the Industrial area, among other areas, it is advancing foundational investments such as strengthening inkjet development and production technologies and expanding sales and service bases in the Industrial area to strengthen the management foundation supporting these transformations. Regarding shareholder returns, the Offeror Group is significantly increasing them, including the planned acquisition of 60 billion yen worth of treasury shares over three years, totaling 140 billion yen in returns.

(Note 1) "TSR (Total Shareholder Return)" is an indicator that measures the total return to investors by combining share price appreciation and dividends.

Under CS B2027, the Offeror Group has classified its business segments, subsegments, and new businesses into four categories: "growth business," "core business," "profit-driven business," and "profitability transformation business," as shown below, clarifying the role and key performance indicators for each. Investments and resources will be allocated according to these roles, and each business will execute strategies based on the key performance indicators to achieve the goals of CS B2027.

Category	Business segments (subsegments are shown in parentheses)
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Growth business	Machinery Business (Industrial Equipment) Industrial Printing Business (Domino, Printing & Automation) New businesses Printing & Solutions Business (Commercial & Industrial Labeling)
Core business	Printing & Solutions Business (Communications & Printing Equipment, Home & Office Labeling)
Profit-driven business	Personal & Home Business Nissei Business
Profitability transformation business	Machinery Business (Industrial Sewing Machines) Network & Contents Business

The Industrial Printing Business, comprises two subsegments: the Domino business and the Printing & Automation business, and is positioned as a growth business. To drive future profit growth, sales revenue has been set as the key indicator for these businesses under CS B2027. For the Industrial Printing Business and other growth businesses, the Offeror Group will actively consider growth investments, including M&A, to achieve discontinuous growth and establish these businesses as future business pillars. It will also prioritize the allocation of human resources to these businesses.

The Offeror entered the area of market corresponding to the current Industrial Printing Business in 2005 with the launch of the GT-541 garment printer, which utilized the inkjet technology cultivated through printer development. In this area, it subsequently launched the GT3 series in 2012, the GTX in 2017, the GTXpro series in 2020, and the GTX600 series in 2021. Furthermore, in 2023, it began sales of the WF1-L640 wide-format printer, which utilized latex ink. Sales revenue from the Printing & Automation business within the Industrial Printing Business, with garment printers as its main products, reached 17.9 billion yen in FY2024. Furthermore, in 2015, the Offeror consolidated Domino Printing Sciences plc ("Domino Printing Sciences"), a UK company, as a subsidiary by acquiring all of its issued shares, thereby entering the fields of coding and marking equipment and digital printing equipment. In the Domino business within the Industrial Printing Business, efforts to maximize synergy effects through unified group operations, including the launch of new products jointly developed with Domino Printing Sciences, have driven growth in sales revenue from 59.4 billion yen in FY2016 to 119.4 billion yen in FY2024.

On the other hand, according to the Target's Press Release, the Target was established in March 1952 under the trade name MUTOH Memori Chokoku (MUTOH Scale Engraving) LTD, commencing the manufacture and sales of drafting and design equipment. It changed its trade name to MUTOH INDUSTRIES LTD. in April 1959, listed its stock on the Second Section of the TSE in June 1983, and was designated for transfer to the First Section of the TSE in March 1985. Subsequently, in April 2007, it was restructured into a holding company through a de-merger and changed its trade name to the current MUTOH HOLDINGS CO., LTD. Following the transition to the new market segmentation of the TSE in April 2022, the Target is currently listed on the Standard Market of the TSE.

According to the Target's Press Release, as of today, the corporate group consisting of the Target and its 13 subsidiaries and 1 non-consolidated subsidiary (the "Target Group") operates: the information imaging equipment business, primarily involving the development, manufacturing, and sales of large-format inkjet printers and 3D printers; the design and measurement devices business, consisting of drafters, optical measuring instruments, and office equipment; the information services business, consisting of CAD system (Note 2) development and sales, as well as

system integration and solutions services; the real estate lease business; and the sales of sports support products, among other businesses.

(Note 2) A CAD system is a tool that uses computers for design and drafting.

According to the Target's Press Release, the management environment surrounding the Target Group is characterized by intensifying competition due to the overall market contraction, the emergence of Chinese manufacturers, and rising labor costs in its core businesses of information imaging equipment and information services. In a period of significant transformation, including technological innovation, the Target Group is striving to respond swiftly to changing market conditions through initiatives such as developing products that utilize environmentally conscious ink in its large-format inkjet printer business and enhancing employees' IT capabilities in its system integration and solutions service business to meet more sophisticated needs. It also strives to develop and expand new business fields as a company that provides customers with optimal solutions and the highest value through the launch of a new "light application business" centered around an irradiation device utilizing UV (ultraviolet) LEDs 2 years ago. To effectively navigate such a management environment, under the fundamental group management policy: "With constant innovation and challenging ourselves, we contribute to society.", the Offeror Group rigorously implements its management philosophy of being "in compliance with all pertinent laws, regulations, and social ethics in and outside Japan, and with conscientious corporate activities, enhancing the group business values, permanently maintaining and expanding our MUTOH brands, and endeavoring to contribute to the healthy development of society," promoting faster decision making and strengthening corporate governance, to become a corporate group capable of continuous scale expansion, stable securing of profits, and appropriate distribution of profits to the shareholders, the employees and business partners of the Target Group, and to society and other stakeholders.

According to the Target's Press Release, the Target believes that, in this challenging management environment, including a declining trend in sales volume in the core inkjet printer business over the past few years, in order to establish itself as a corporate group capable of continuous and stable securing of profits and appropriate distribution of profits to the shareholders, the employees and business partners of the Target Group, and to society and other stakeholders over the long term, it is essential to strengthen existing businesses, which are the foundation of group management, through structural reforms such as enhancing product and technological capabilities and increasing cost competitiveness. In addition, as part of its efforts to become a well-balanced corporate group, the Target is continuously reviewing all business operations across group companies from a customer perspective to implement measures such as organizational restructuring and consolidation aimed at more efficient operations and strengthen the operational foundations of each business.

According to the Target's Press Release, to achieve a robust corporate structure, the Target Group is undertaking the following initiatives.

(A) Information imaging equipment business

The market environment for the industrial equipment sector, in which the Target Group has a strong presence, faces a challenging situation characterized by intensifying competition and a clear trend toward lower prices due to the influx of relatively low-priced industrial equipment from Asia into the Japanese market. In such an environment, the Target Group is working to improve its revenue structure.

In terms of its core large-format inkjet printer business, the Target's products featuring its original smart printing technologies such as the "DropMaster" technology have won numerous awards at global exhibitions, including the "Pinnacle Product Award," and are highly regarded by customers worldwide. The Target strives to create further added value in the digital printing field, responding to customer needs with a "One Stop" system that covers operations from production and sales to supply and maintenance services. It aims to increase revenue and profits by introducing high-value-added products to the market, including its own RIP software (Note 3), VerteLith, which

enables high-quality printing and streamlined printing workflows, as well as new inks that offer industry-leading levels of human safety.

In its 3D printer business, the company is focusing on expanding into industries, such as the jewelry industry, which require high modeling precision. Its new products utilize composite materials to achieve high-strength, high-precision modeling, proposing new production methods.

(Note 3) RIP stands for Raster Image Processor, which converts PDFs and other digital data into data suitable for printing.

(B) Design and measurement devices business

The Target Group aims to secure stable revenue by providing reliable products with a long-standing track record, including its drafters, which hold nearly 100% market share.

(C) Information services business

The Target Group is actively expanding its sales efforts by strengthening its CAD-related business and enhancing intra-group collaboration, including making MUTOH ITEX Co., Ltd., a company engaged in system integration and solutions services business, which is a demand generation business, a wholly-owned subsidiary of the Target effective January 1, 2026. A demand generation business refers to a business that aims to shift from a model that responds to customer orders to one that identifies customer needs and demand and makes proposals.

(D) Real estate lease business

The Target Group owns office buildings, commercial facilities, and childcare centers for lease in Tokyo and other regions for the purpose of generating rental income, striving to strengthen the foundations of this business to make it a stable source of revenue.

According to the Target Group, under these circumstances, on August 8, 2025, the Target Group announced the "MUTOH Group Medium-Term Management Plan (FY2025-FY2027)" (the "Target's Medium-Term Management Plan") ending in the fiscal year ending March 31, 2028, which lists the following as the key initiatives: creation and expansion of the new "optical application business," securing sustainable growth through innovation of the business portfolio by strengthening the competitiveness of existing businesses and expanding the market, and improving capital profitability by improving capital efficiency.

Under these circumstances, in early May 2025, the Offeror was initially approached by Nomura Securities Co., Ltd. ("Nomura Securities") regarding a meeting with the Target, and the Offeror held meetings with the Target from early June 2025 to the end of the same month, received an explanation that the Target is considering a collaboration partner that would contribute to the enhancement of the Target's corporate value for the purpose of utilizing external management resources, and exchanged opinions. In addition, in mid-July 2025, the Offeror has begun initial discussions on whether or not to acquire the Target's Stock on the assumption that the Target will become a wholly-owned subsidiary of the Offeror. As a result, because the Offeror believes that (i) the Target is in line with the Offeror's policy, to "focus investments on growth business," "actively promote M&As and alliances, strengthening the foundation and organizational capabilities needed to achieve growth in the industrial area," and "integrate and strengthen inkjet technology and expand its applications to diverse fields," which are key themes for achieving the goals of CS B2027, and (ii) while the Offeror's business strategy for the Printing & Automation business within its Industrial Printing Business is to enter from the current garment printer market (which are used for printing textile products) into large-format inkjet printer market (which are used for other printing) in close proximity and expand its product lineup and business domain, the Target Group has an extensive product lineup and market share in the relevant

market, and its acquisition will contribute to the realization of the business strategy, the Offeror has begun full-scale consideration of the Transaction to make the Target a wholly-owned subsidiary of the Offeror. If the Offeror acquires a portion of the Target's Stock and makes the Target an equity-method affiliate or a consolidated subsidiary of the Offeror, then, in order to establish a cooperative framework and share management resources and know-how between the two companies, careful consideration must be given to the interests of each stakeholder, including the Target's minority shareholders, which could limit the speed and flexibility of decision-making; the Offeror therefore has come to the conclusion that it would be desirable to make the Target a wholly-owned subsidiary.

Subsequently, in late July 2025, the Offeror was informed by Nomura Securities, which had been appointed as financial advisor to the Target, that it would conduct a bidding process (the "Bidding Process") for the privatization of the Target's Stock through a tender offer for all of the Target's Stock and squeeze-out procedures, and that it intended to invite the Offeror to participate in the Bidding Process. In response, in late July 2025, the Offeror decided to participate in the Bidding Process in order to obtain information necessary for the full-scale consideration of the Transaction.

Then, in order to begin specific consideration of the Transaction, the Offeror appointed Anderson Mori & Tomotsune in late July 2025 as legal advisor independent of the Offeror, the Target, and the Tendering Shareholders, and in late August of the same year, appointed Mizuho Securities Co., Ltd. ("Mizuho Securities") as financial advisor and third-party valuator independent of the Offeror, the Target, and the Tendering Shareholders.

In late August 2025, following the commencement of a first bidding process (the "First Bidding Process") under which October 8, 2025 was set as the deadline for submitting the first non-legally binding letter of intent, the Offeror conducted preliminary consideration of acquiring the Target's Stock based on, among other things, appraisals of real estate owned by the Target and publicly available information about the Target received through Nomura Securities. On October 8, 2025, the Offeror submitted a non-binding letter of intent to the Target setting out the envisaged structure of the Transaction, including its rationale and objectives, the post-Transaction management policy, a contemplated purchase price of 5,268 yen per Target's Stock, proposed financing arrangements, and a request to conduct due diligence of the Target Group, together with the proposed next steps and timetable for implementation.

Subsequently, the Offeror received a notice from Nomura Securities on October 20, 2025 stating that the Offeror had been permitted to participate in the second bidding process (the "Second Bidding Process"), which had set December 3, 2025 as the deadline for submission of a legally binding letter of intent regarding the Transaction (the "Final Letter of Intent"), and accordingly the Offeror participated in the Second Bidding Process. During the Second Bidding Process, from late October 2025 to late November 2025, the Offeror conducted due diligence on the Target Group's financial, tax, legal and business matters and held meetings with the Target's management to gain a detailed understanding of the Target Group. The Offeror examined the feasibility of the Tender Offer and further analyzed and considered specific measures to create business synergies between the Offeror Group and the Target Group, as well as the management policy following the Target's becoming a wholly-owned subsidiary of the Offeror.

As a result of these considerations, in late November 2025, the Offeror concluded that, by making the Target a wholly-owned subsidiary through the Transaction, (i) the Offeror Group can enter into the markets in close proximity such as for large-format inkjet printers which the Offeror Group aims to achieve in the business strategy of the Printing & Automation business within the Industrial Printing Business in CS B2027, (ii) the Offeror Group can acquire the product lineup and business infrastructure, such as development, manufacturing, and sales, necessary for future growth in the said market, (iii) the Target's product lineup and business infrastructure can also contribute to the growth of the Offeror's area such as garment printers, and (iv) the Offeror would be able to provide the Target Group with the following value-creating measures which would contribute to the enhancement of the Target's corporate value:

(i) Utilization of the Offeror Group's resources

As of the end of March 2025, the Target Group had 595 employees worldwide, and research and development expenditures for fiscal year 2024 amounted to approximately 0.8 billion yen, while as of the end of March 2025, the Offeror Group had 42,801 employees worldwide, 2,322 staff engaged in testing and research, and research and development expenditures for fiscal year 2024 amounted to approximately 49.5 billion yen. The Offeror believes that by leveraging the Offeror Group's R&D-related management resources such as human and financial resources, the Target Group would be able to further develop its development capabilities and pursue continuous new product

development.

(ii) Utilization of overseas locations

The Target Group has manufacturing sites in Japan, while the Offeror Group's manufacturing sites are located in Japan, the United States, the United Kingdom, Slovakia, Taiwan, China, Vietnam, the Philippines, India and other countries. By combining these sites with the Target Group's manufacturing sites, the Offeror believes that greater flexibility in the selection of manufacturing sites can be achieved. In addition, the Target Group has sales and service locations in North America, Europe, Asia, and Oceania, whereas the Offeror Group maintains sales and service locations in more than 40 countries and regions across the Americas, Europe, the Near and Middle East, Africa, Asia, Oceania, and other areas. By making complementary use of these manufacturing and sales locations, the Target Group would be able to increase its sales and realize efficiencies in transportation, marketing, and sales-related costs.

(iii) Leveraging the scale of sales and procurement

For fiscal year 2024, the Target Group's net sales amounted to 18.1 billion yen and its cost of sales amounted to 10.5 billion yen, while for fiscal year 2024, the Offeror Group's net sales amounted to 876.6 billion yen and its cost of sales amounted to 495.0 billion yen. With respect to the Target Group's manufacturing costs, by realizing joint procurement of raw materials and components and standardization of parts that leverage the Offeror Group's strengths such as its procurement scale and procurement network, the Target Group would be able to strengthen its cost competitiveness.

(iv) Leveraging a strong financial position

As of the end of September 2025, the Target Group's total assets amounted to 29.7 billion yen, and cash and cash equivalents amounted to 10.6 billion yen, while as of the end of September 2025, the Offeror Group's total assets amounted to 939.1 billion yen, interest-bearing debt amounted to 0.8 billion yen, and cash and cash equivalents amounted to 159.5 billion yen. Backed by this strong financial base, the Offeror believes that it would be able to provide financial support to the Target Group in achieving its management strategy.

(v) Business diversity and diverse proprietary technologies, and utilization of production technologies and manufacturing know-how

The Offeror Group operates a diverse range of businesses, including the Printing & Solutions Business, the Industrial Printing Business, the Machinery Business, the Nissei Business, the Personal & Home Business, and the Network & Contents Business, each of which possesses various proprietary technologies. In addition, the Offeror Group has accumulated a wide range of production technologies and manufacturing know-how to produce these diverse businesses' products at its domestic and overseas manufacturing sites with the quality demanded by customers and at competitive costs. The Offeror believes that by leveraging the Offeror Group's technologies and manufacturing know-how, which are not limited to the industrial printing field, the Target Group would be able to expand its potential for new business development.

The Offeror initially intends to leverage the assets such as technology and human resources and organizational capabilities held by the Target Group as well as the above-described value-creating measures that the Offeror can provide and envisages the following partnerships and collaborations that would contribute to the enhancement of the corporate value of the Offeror Group and the Target Group; however, the details will be discussed and examined with the Target following the Transaction. The Offeror does not anticipate any particular dis-synergies arising from the implementation of the Transaction, as the Offeror believes that the Target becoming a wholly-owned subsidiary of the Offeror through the Transaction will be acceptable to the employees, business partners, and other stakeholders of the Target Group.

(i) Strengthening the competitiveness of the two companies' products and services by leveraging technologies held by the two companies

The Offeror Group possesses various proprietary technologies across its diverse businesses such as inkjet technology in the Industrial Printing Business and Printing & Solutions Business, as well as the Machinery Business, the Nissei

Business, the Personal & Home Business, and the Network & Contents Business. The Offeror believes that, by combining those technologies with the technologies held by the Target Group such as those related to development and manufacture of large-format inkjet printers, it would be possible to enhance the competitiveness of the products and services of the Offeror Group and the Target Group.

(ii) Mutual utilization of the two companies' product lineup, sales and service networks

The Offeror recognizes that there is very limited overlap between the product lineup for inkjet printers of the Target Group and the Offeror Group as well as the sales and service networks of both groups. By mutually leveraging the product lineup and sales and service locations of the two companies—such as by selling the Target Group's products through the Offeror Group's sales network or selling the Offeror Group's products through the Target Group's sales network—the Offeror Group and the Target Group would be able to expand sales of both groups.

(iii) Reduction of manufacturing, procurement and logistics costs

By mutually leveraging the Offeror Group and the Target Group's manufacturing sites and procurement scale and, by the Offeror Group and the Target Group promoting joint procurement, parts standardization, optimization of manufacturing sites and other measures, the Offeror believes that the cost competitiveness of both groups can be further enhanced.

(iv) Utilization of the Offeror Group's resources

In addition to the foregoing, the Offeror believes that it would be able to support the Target Group's medium- to long-term growth by leveraging the Offeror Group's broad range of technological assets and know-how, human resources including personnel with development and production engineering expertise, and financial resources, and to support M&A necessary for the Target Group's further growth by utilizing the Offeror Group's financial and human resources. The Offeror believes that the corporate value of the Offeror Group can be enhanced by improving the corporate value of the Target Group through these means.

Based on the results of the foregoing analyses and considerations, on December 3, 2025, the Offeror submitted to Nomura Securities a legally binding Final Letter of Intent that included, among other things, a provision stating that, on the assumption that the Target will not pay a year-end dividend for the fiscal year ending March 2026 and will abolish its shareholder benefit program, the price per Target's Stock in this Tender Offer (the "Tender Offer Price") would be 6,971 yen. The Tender Offer Price represents a premium of 152.57% (rounded to the third decimal place; hereinafter the same shall apply to the calculation of the premium rate) over the closing price of the Target's Stock, 2,760 yen, on the TSE Standard Market on December 2, 2025, which was the business day before the date of submission of the Final Letter of Intent. Subsequently, the Offeror held meetings with the Target on December 11, 2025, and, at those meetings, discussed measures to enhance the Target's corporate value following the Transaction, as well as the conditions precedent of the Transaction. On December 19, 2025, having received a request to re-propose the Tender Offer Price and the conditions precedent of the Transaction, the Offeror, after conducting further careful consideration, re-submitted on December 23, 2025, a legally binding Final Letter of Intent constituting a legally binding proposal that supersedes the foregoing Final Letter of Intent. The re-submitted Final Letter of Intent included, among other things, a provision setting the Tender Offer Price at 7,280 yen (a price that represents a premium of 163.48% over the closing price of the Target's Stock, 2,763 yen, on the TSE Standard Market on December 22, 2025, the business day before the date of re-submission).

Then, the Offeror received notification from Nomura Securities on December 23, 2025, that the Offeror had been selected as a final candidate. On December 26, 2025, after the Offeror was selected as the final candidate in the Bidding Process, a candidate other than the Offeror submitted an updated version of the Final Letter of Intent in which the Tender Offer Price had been changed (the "Post-Bidding Process Price Proposal"), and the Tender Offer Price of 7,625 yen stated in the Post-Bidding Process Price Proposal exceeded the Tender Offer Price stated in the Offeror's Final Letter of Intent. As a result, the Offeror received a request to raise the Tender Offer Price to a level exceeding 7,625 yen. In response, and after conducting further careful consideration, the Offeror re-submitted on December 29, 2025 a legally binding Final Letter of Intent constituting a legally binding proposal that supersedes the above Final

Letter of Intent that included (i) a provision setting the Tender Offer Price at 7,626 yen (a price that represents a 161.61% premium to the closing price of the Target's Stock, 2,915 yen, on the TSE Standard Market on December 26, 2025, the business day before the date of re-submission of the Final Letter of Intent), and (ii) in order to increase the probability of consummation of the Tender Offer as much as possible, a condition precedent for the commencement of the Tender Offer that a tender support agreement is executed with Integral which includes the tendering of all of the Target's Stock owned by the TCS Funds (which are subsidiaries of Integral), and that such tender support agreement remains lawful and valid. (As stated below, the Tender Support Agreement (TCS Funds) was ultimately executed with the TCS Funds, not Integral.)

Furthermore, on January 19, 2026, the Offeror received a request from the Special Committee (defined in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" below; hereinafter the same) that, although the Special Committee recognizes that the Tender Offer Price is at a level that takes general shareholders into consideration, the Special Committee requested the Tender Offer Price of 7,626 yen, which was presented by the Offeror in the Final Letter of Intent, to be further increased in order to maximize shareholders' profits. In response, on January 23, 2026, after serious consideration of the possibility of raising the Tender Offer Price, the Offeror submitted a letter to the Special Committee stating that it would maintain its proposal to set the Tender Offer Price at 7,626 yen. Subsequently, on February 1, 2026, the Offeror received notice from the Special Committee that, while their final opinion regarding the Tender Offer Price would be provided after the Special Committee meeting scheduled for February 3, 2026, considering that the Tender Offer Price of 7,626 yen is considered to be a level that takes into account the interests of the Target's minority shareholders, and that they had received the Final Letter of Intent dated December 29, 2025 stating that there was no room for a further price increase, the Special Committee had decided not to request further increase in the Tender Offer Price. Subsequently, on February 3, 2026, the Offeror received a response from the Target and the Special Committee indicating their acceptance of the Offeror's proposal, subject to the final decision to be made by resolution at the Target's board of directors meeting held today. In parallel with the discussions with the Target, the Offeror held discussions with the Tendering Shareholders regarding the Tender Support Agreement. Specifically, the Offeror entered into a non-disclosure agreement with the Tendering Shareholders in mid-January 2026 and began full-fledged negotiations for the Tender Support Agreement with the Tendering Shareholders on January 14, 2026.

Subsequently, on January 16, 2026, the Offeror received a request from Integral to review the Tender Offer Price in order to stabilize the consummation of the Tender Offer, but on January 19, 2026, the Offeror responded that it would maintain its proposal to set the Tender Offer Price at 7,626 yen. The Offeror then received, on January 30, 2026, correspondence from Integral that it was considering accepting the proposal to set the Tender Offer Price at 7,626 yen. Today, the Offeror has entered into the Tender Support Agreement (TCS Funds) with the TCS Funds.

Furthermore, on January 20, 2026, the Offeror received an indication from HOEI JITSUGYO that it would accept the proposal on the premise that the terms were equivalent to those of Integral, and consequently suspended discussions regarding the Tender Support Agreement. Subsequently, the Offeror, upon receiving correspondence from Integral, on January 30, 2026, that it was considering accepting the proposal to set the Tender Offer Price at 7,626 yen, submitted a proposal to HOEI JITSUGYO, on February 2, 2026, to set the Tender Offer Price at 7,626 yen, and on the same day, HOEI JITSUGYO notified the Offeror of its acceptance of the proposal. Today, the Offeror has entered into the Tender Support Agreement (HOEI JITSUGYO) with HOEI JITSUGYO.

Based on the discussions and negotiations above, the Offeror resolved at its board of directors meeting held today to conduct the Tender Offer as a part of the Transaction and enter into the Tender Support Agreement with the Tendering Shareholders.

(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target

According to the Target's Press Release, under the management environment described in "(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer" above, the Target, while advancing consideration of various management strategies to enhance its corporate value, considered

that, in light of the tender offer for the Target's Stock by Tendering Shareholders conducted between November 2024 and December 2024 (the "2024 Tender Offer") and the resulting changes in the Target's shareholder composition as well as taking into consideration the possibility of a future sale of Target's Stock by Integral, it would be effective to actively consider a collaborative partner that could contribute to improving the Target's corporate value for the purpose of utilizing external management resources with a view to improving Target's long-term corporate value. The Target therefore began full-fledged consideration of a capital alliance in May 2025, and since June of the same year held meetings with several business entities, including the Offeror. Based on the positive responses received from some of the business entities interviewed regarding the collaboration (the "Collaboration"), which is contingent on the Target's Stock going private, at a meeting with Integral (which manages and operates the TCS Funds through its subsidiaries) held in June of the same year, the Target informed the status of the Collaboration under consideration and sought to confirm Integral's intention regarding holding the Target's Stock owned by the TCS Funds. The Target confirmed that Integral had the intention to sell all of the Target's Stock owned by the TCS Funds in the future and had no objection to proceeding the consideration of the Collaboration with a view to enhancing the corporate value of the Target.

After confirming Integral's intentions, the Target, as it intensified consideration of the Collaboration, at the Target's board of directors meeting held on July 23, 2025, appointed Nomura Securities as financial advisor and third-party valuator, and Nishimura & Asahi ("Nishimura & Asahi") as legal advisor, respectively, after confirming that there was no problem with their independence of the Target, the Candidates (defined below; hereinafter the same), Integral, and the Tendering Shareholders (collectively, the "Transaction Parties"). The Target is not a consolidated subsidiary of the Offeror, and the Tender Offer does not constitute an acquisition of a subsidiary by a controlling shareholder. Nevertheless, the Transaction assumes the acquisition of Target's Stock held by the TCS Funds including TCS-2, which is the Target's largest shareholder. Given that the TCS Funds, that own 1,621,518 shares (Shareholding Ratio: 35.33%), and HOEI JITSUGYO, that owns 291,350 shares (Shareholding Ratio: 6.35%), and the Target's minority shareholders may not necessarily have aligned interests, it cannot be said that there are no potential conflicts of interest or issues of information asymmetry between the Target and minority shareholders in the course of the Target's consideration of the Transaction. In light of this, and based on Nishimura & Asahi's advice, the Target, in order to eliminate arbitrariness in the decision-making process for the Transaction and to ensure the fairness, transparency, and objectivity, resolved to establish a special committee (the "Special Committee") consisting of members independent of the Transaction Parties as well as having no interest in the success or failure of the Transaction: Ms. Hiroko Sakamoto (independent outside director of the Target), Mr. Yoshihiro Kuroi (independent outside director of the Target), and Mr. Kazutoshi Otsubo (independent outside director of the Target, attorney at law at Baba & Sawada) — these three individuals. The Special Committee, at the special committee meeting held on the same day, confirmed that there were no issues with the independence or expertise of Nomura Securities, as financial advisor and third-party valuator, and Nishimura & Asahi, as legal advisor, each independent of the Transaction Parties, and approved each of those appointments.

The Target, from the standpoint of maximizing the interests of the Target's shareholders and further enhancing the Target's corporate value, determined that it would be desirable to select, after conducting the Bidding Process targeting multiple candidates that had expressed interest in acquiring the Target's Stock and that were considered likely to contribute to improving the Target's corporate value, a partner who would become a shareholder of the Target. After consulting with the Special Committee at the special committee meeting held on July 23, 2025, the Bidding Process was commenced. From late July 2025, inquiries were made to a total of six companies, including multiple business entities and investment funds including the Offeror (the "Candidate(s)"), regarding participation in the First Bidding Process, seeking non-binding proposals concerning the implementation of a tender offer premised on taking the Target's Stock private. As a result, it was confirmed that two business entities and one fund had expressed interest in participating in the Bidding Process. Accordingly, the First Bidding Process commenced in late August of the same year, and in early October of the same year, letters of intent were received from two entities, including the Offeror. The Target, based on the contents of the letters of intent received from each Candidate, carefully compared and examined each Candidate's understanding of the Target, each Candidate's valuation of the Target's Stock, proposed initiatives that would lead to expansion of the Target's business, acquisition structures and other matters. On October 17, the Target solicited participation in the Second Bidding Process from the two business entities that had submitted letters of intent as the selected candidates advancing to the Second Bidding Process (the "Second Bidding

Candidates"), which include the Offeror. The Target then commenced the Second Bidding Process on October 22, and from that date until late November of the same year provided the Second Bidding Candidates with opportunities for due diligence, including interviews with the Target's management. The Target received legally binding Final Letters of Intent from all of the Second Bidding Candidates on December 3, 2025. The Target received legally binding Final Letters of Intent from all of the Second Bidding Candidates on the same date, and the Target subsequently held meetings with each of the Second Bidding Candidates, during which they discussed measures expected to enhance the Target's corporate value following the Transaction and the conditions precedent to the Transaction. On December 19, from the standpoint of maximizing the interests of the Target's general shareholders, the Target requested the Second Bidding Candidates to re-propose the terms, including an increase in the Tender Offer Price and changes to the conditions precedent, by December 23. On December 23, 2025, the Target received re-submissions of the legally binding Final Letter of Intent from all of the Second Bidding Candidates (the "December 23 Proposal").

As a result, the Target, based on advice from its financial advisor, Nomura Securities, and advice from its legal advisor, Nishimura & Asahi, and after careful discussion and consideration from the perspectives of the Target's Stock value, the direction of the post-Transaction business strategy, synergy effects, treatment of employees and governance framework, post-Transaction management policies, and the certainty of procedures such as obtaining clearances under competition law, determined on December 23, 2025 that the Offeror's proposal was the best from those perspectives. The Target also took into account that, among the Second Bidding Candidates participating in the Second Bidding Process, the Tender Offer Price offered by the Offeror of 7,280 yen was the highest. The Target therefore concluded that selecting the Offeror as the final candidate would contribute to maximizing the interests of the Target's general shareholders and to further enhancing the Target's corporate value, and notified the Offeror that it had been selected as the final candidate.

The Target informed one of the Second Bidding Candidates that was not selected as the final candidate ("Candidate A") after the determination of the final candidate on December 23, 2025, that a candidate other than Candidate A had been selected as the final candidate and that Candidate A's participation in the Bidding Process had ended. Thereafter, on the same day, the Target received from Candidate A the Post-Bidding Process Price Proposal. The Tender Offer Price stated in the Post-Bidding Process Price Proposal was 7,625 yen, which exceeded the Tender Offer Price stated in the Offeror's December 23 Proposal. However, from the viewpoint of the fairness of the Bidding Process, the Target explained that the Bidding Process had concluded and reconfirmed Candidate A's intentions, and the Target received on 25th of the same month a notice from Candidate A that it would officially withdraw the Post-Bidding Process Price Proposal.

Meanwhile, in connection with this, from the viewpoint of maximizing shareholder profit, the Target discussed regarding a request to the Offeror to raise the Tender Offer Price based on the Post-Bidding Process Price Proposal, and on December 26, 2025, the Target requested the Offeror to raise the Tender Offer Price to a price that exceeds the 7,625 yen stated in the Post-Bidding Process Price Proposal. On December 29, the Target received re-submission of a Final Letter of Intent from the Offeror which included a proposal to set the Tender Offer Price at 7,626 yen (the "December 29 Proposal").

Subsequently, the Target, decided at the special committee meeting held on January 9, 2026, to have the Special Committee hold an interview with the Offeror to confirm the purpose and significance of the Transaction and the envisaged synergies, and held the interview on the 19th of the same month. At the special committee meeting held on the same day, the Special Committee discussed the Offeror's proposal. While recognizing that the Offeror's proposed price was at a level that gives full consideration to general shareholders, the Special Committee requested the Offeror to raise the Tender Offer Price on the same day in order to maximize shareholder profits. As a result, on the 23rd of the same month, the Special Committee received a response from the Offeror to the effect that, after serious reconsideration, it would maintain its proposal to set the Tender Offer Price at 7,626 yen. The Special Committee discussed the Offeror's response, and based on the fact that the Tender Offer Price of 7,626 yen was at a level that gives full consideration to minority shareholders and that the Offeror had already clearly indicated in the December 29 Proposal which raised the Tender Offer Price that there was no room for further raising the Tender Offer Price from 7,626 yen, the Special Committee decided not to request further price increase.

On February 3, 2026, the Target and the Special Committee discussed the December 29 Proposal which sets the Tender Offer Price at 7,626 yen, and since (i) the price was proposed in the competitive environment fostered through

the Bidding Process, and (ii) of the share valuation results of the Target's Stock by Nomura Securities, such price was above the upper limit of the valuation results calculated under the market price average analysis, was above the median of the range of valuation results calculated under the comparable company analysis and fell within that range, and was within the valuation range calculated under the discounted cash flow analysis (the "DCF Analysis"), the Target responded to the Offeror that it will accept the Offeror's proposal on the condition that the final decision on the Transaction as the Target will be made by a resolution of the board of directors to be held on February 4, 2026.

During the process of foregoing reviews and negotiations, the Target received from Nishimura & Asahi necessary legal advice regarding the methods and processes of decision-making by the Target's board of directors, including the procedures related to the Transaction, and other points to note, and also received from the Special Committee a written report dated February 4, 2026 (the "Report") (for an overview of the Report, please refer to "(iii) Details of the decision regarding the Transaction" under "(V) Establishment of independent Special Committee at the Target and procurement of written report from the Special Committee" under "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests"). Based on the above, at the Target's board of directors meeting held today, the Target, taking into account the legal advice received from Nishimura & Asahi, the advice from a financial perspective received from Nomura Securities, and the share valuation report on the valuation results of the Target's Stock submitted by Nomura Securities dated February 4, 2026 (the "Share Valuation Report (Nomura Securities)"), and while respecting the content of the opinion of the Special Committee as indicated in the Report to the fullest extent possible, carefully deliberated and reviewed whether the Transaction, including the Tender Offer, would contribute to the enhancement of the Target's corporate value and whether the terms and conditions of the Transaction, including the Tender Offer Price, were appropriate and fair. As a result, the Target has concluded that the privatization of the Target through the Transaction, including the Tender Offer by the Offeror, would contribute to the enhancement of the Target's corporate value and that the terms and conditions of the Transaction are appropriate and fair, as synergies such as those described below could be expected.

(i) Strengthen competitiveness of Target Group's products and services

As stated in the Target's Medium-Term Management Plan published by the Target on August 8, 2025, as the Target Group aims to secure sustainable growth through innovation in its business portfolio, the creation and expansion of new "optical application business" and strengthening and expanding the competitiveness of existing businesses are listed as priority initiatives. By also utilizing the Offeror Group's R&D-related management resources, the Target believes it will be possible to further develop the development capabilities of the Target Group and promote continuous new product development, and by combining the various businesses operated by the Offeror Group and the various proprietary technologies possessed by each business with the Target Group's own technologies, the Target Group believes that it will be possible to strengthen the competitiveness of the Target Group's products and services.

(ii) Expand business scale by leveraging the sales and service channels and customer bases of the two companies

The Target understands that the Target Group and the Offeror Group are likely to have complementary customer and agency networks. The Target believes that the product lineups can also complement each other, and that, through collaboration between the two groups, the Transaction will enable the Target Group to sell the products of the two companies to an even wider range of customers, and expand its sales, by mutual sale of the products of both groups, by utilization of their service channels, and by other means.

(iii) Strengthen cost competitiveness through efficiency improvement

The Target believes that it is possible to further improve the cost competitiveness of the Target Group by utilizing the Offeror Group's human resources, manufacturing sites and procurement scale in Japan and overseas, and by promoting optimization of personnel allocation, joint procurement, parts standardization, and other means by both companies.

The disadvantages associated with the privatization of the stocks are generally considered to include: the inability to

raise funds through equity financing from the capital markets; and the potential adverse impact on the Target's ability to attract top talent and to expand its business partners, benefits that have been gained from the increased social credibility and brand recognition as a publicly listed company. However, in light of the Target's current financial condition, the need for equity financing from the capital markets in the near term is not high, and the Target Group's ability to attract top talent and expand business partners, thanks to its enhanced social credibility and brand recognition, is now largely driven by its business activities. Therefore even if the Target's Stock were to go private, the Target believes that there will be no disadvantages such as the dissolution of capital ties with existing shareholders through the Transaction or the stripping of existing transactions as a result of becoming a wholly-owned subsidiary of the Offeror, and that there is little concern that the advantages of maintaining the listing of the Target's Stock would be significantly impaired. Accordingly, it has become less apparent to find the value in maintaining a stock listing going forward, and given the recent rise in the cost of maintaining a listing, the necessity of maintaining the listing has relatively diminished; therefore, the Target has come to the conclusion that the benefits of privatizing the stocks will outweigh the foregoing disadvantages.

Additionally, the Target has determined, based on the following points, that the Tender Offer Price and other terms and conditions of Tender Offer are fair, and that Tender Offer provides the minority shareholders of the Target an opportunity to sell their Target' Stock at a price that includes a reasonable premium and on reasonable terms and conditions:

- (A) The Tender Offer Price represents an amount increased from 7,280 yen, which was the highest price offered by any candidate during the competitive Second Bidding Process among multiple candidates;
- (B) As described in "(III) Procurement of a share valuation report from an independent financial advisor and third-party valuator by the Target" under "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below, the share valuation results for the Target's Stock in the Share Valuation Report (Nomura Securities) provided by Nomura Securities shows that the Tender Offer Price is above the upper limit of the per-share price range calculated under the market price average analysis, is above the median of the range of share valuation results calculated under the comparable company analysis and falls within that range, and is within the per-share price range calculated under the DCF Analysis;
- (C) The Tender Offer Price of 7,626 yen per share represents an amount that is obtained by adding, respectively: a premium of 157.46% to 2,962 yen, the closing price of the Target's Stock on the Standard Market of the TSE on February 3, 2026, which is the reference date (in principle, the business day immediately preceding the announcement date) of the Tender Offer; a premium of 155.99% to 2,979 yen (rounded to the nearest whole yen; hereinafter the same in calculation of simple average closing prices), the simple average price of the closing stock prices for the last one-month period ending on the reference date (from January 5, 2026 to February 3, 2026); a premium of 167.77% to 2,848 yen, the simple average price of the closing stock prices for the last three-month period ending on the reference date (from November 4, 2025 to February 3, 2026); or a premium of 176.61% to 2,757 yen, the simple average price of the closing stock prices for the last six-month period ending on the reference date (from August 4, 2025 to February 3, 2026). With respect to the level of the premium, and with reference to recent premium trends, the premiums represented by the Tender Offer Price (157.46%, 155.99%, 167.77%, and 176.61% measured against the closing price on the business day preceding the announcement date, the simple average of closing prices during the one-month period prior to the announcement, the simple average of closing prices during the three-month period prior to the announcement, and the simple average of closing prices during the six-month period prior to the announcement, respectively) are, when compared with the level of premiums observed in tender offers for domestic listed companies announced on or after January 1, 2023 that were consummated and entered settlement by February 3, 2026 and that are comparable to the Transaction, to be regarded as reflecting a relatively substantial premium (71 cases deemed comparable to the Transaction—namely, cases that (i) were

not subject to an upper purchase cap, (ii) were intended to effect the Target's conversion into a wholly owned subsidiary, and (iii) involved a purchaser whose aggregate voting-right ratio, including that of the purchaser's special related parties, was less than 15% as of the business day preceding the announcement (excluding such cases that did not constitute a MBO, did not aim at a squeeze-out through multiple rounds of tender offers, and did not concern an investment corporation) (the level of premiums observed in those comparable cases—calculated, respectively, from (a) the closing price on the business day preceding the announcement, (b) the simple average of closing prices during the one-month period prior to the announcement, (c) the simple average of closing prices during the three-month period prior to the announcement, and (d) the simple average of closing prices during the six-month period prior to the announcement—were 64.32%, 66.88%, 69.77%, 71.68% (averages) and 53.78%, 54.29%, 54.55%, 56.12% (medians));

- (D) The Tender Offer Price is the price for which the Offeror obtained agreement from the Tendering Shareholders through bona fide, arm's-length negotiations with them;
- (E) The measures to ensure the fairness of the Tender Offer, as described in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below, have been implemented and the interests of the minority shareholders are considered to have been secured;
- (F) The Report obtained from the independent Special Committee of the Target determines that, as described in "(iii) Details of the decision regarding the Transaction" under "(V) Establishment of independent Special Committee at the Target and procurement of written report from the Special Committee" under "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below, the fairness and appropriateness of the terms and conditions of the Transaction, including the Tender Offer Price, have been ensured; and
- (G) By setting the period of the Tender Offer (the "Tender Offer Period") at 30 business days, longer than the statutory minimum of 20 business days, shareholders of the Target are provided with an appropriate opportunity to decide whether to tender their shares in the Tender Offer, and parties other than the Offeror are also provided with an opportunity to purchase Target's Stock.

Considering all the above, the Target has determined that the Transaction will contribute to the enhancement of its corporate value and that terms and conditions of the Transaction, including the Tender Offer Price, are appropriate. Accordingly, at the meeting of the Target's board of directors held today, the Target resolved to express its opinion supporting the Tender Offer and to recommend that the shareholders of the Target tender their shares in the Tender Offer.

For the method of resolution at the Target's board of directors described above, please refer to "(VI) Unanimous approval of all disinterested directors (including directors serving as audit and supervisory committee members) present of the Target" under "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below.

(III) Management policy after the Tender Offer

Following the Transaction, the Offeror, in consultation with the Target, intends to implement, as necessary, exchanges, secondments, and similar arrangements of officers and employees to provide the added value to the Target Group and to realize partnerships and business collaborations with the Target Group as described in "(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer" above. In addition, for the purpose of ensuring appropriate governance of the Offeror Group and facilitating the early

realization of synergies, the Offeror Group contemplates seconding officers and other personnel to the Target Group. The specific details of such arrangements will be discussed and determined with the Target following the Transaction.

- (3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests

As of today, the Offeror does not hold any shares of the Target's Stock, and the Tender Offer does not constitute a tender offer by the controlling shareholder. In addition, it is not expected that all or a part of the management of the Target will invest directly or indirectly in the Offeror, and the Transaction, including the Tender Offer, does not constitute so-called management buyout (MBO).

However, the Offeror and the Target intend to privatize the Target's Stock by acquisition by the Offeror of all Target's Stock (excluding treasury shares held by the Target) through the Transaction, and the interests of the Tendering Shareholders may not necessarily align with those of the Target's minority shareholders since the Offeror has entered into the Tender Support Agreement (TCS Funds) with the TCS Funds, which includes TCS-2, the major and largest shareholder of the Target, and has entered into the Tender Support Agreement (HOEI JITSUGYO) with HOEI JITSUGYO, which conducted the 2024 Tender Offer jointly with the TCS Funds and whose Representative Director concurrently serves as a director of the Target. In light of the foregoing, the Offeror and the Target have implemented the following measures to ensure fairness of the Tender Offer Price and, by eliminating the risk of arbitrariness and conflicts of interest in decision-making process that lead to the determination to implement the Tender Offer, to ensure fairness of the Transaction, including the Tender Offer. The descriptions below concerning measures implemented by the Target are based on explanations received from the Target.

As noted in "(1) Outline of the Tender Offer" above, the Tendering Shareholders own 1,912,868 shares of the Target's Stock (Shareholding Ratio: 41.68%). The Offeror believes that setting a minimum number of tendered shares to be purchased that would satisfy the so-called "Majority of Minority" in the Tender Offer would destabilize the consummation of the Tender Offer, which in turn might not serve the interests of minority shareholders who wish to tender in the Tender Offer, and therefore, will not set a minimum number of tendered shares to be purchased that would satisfy the "Majority of Minority" in the Tender Offer. In any case, the Offeror believes that due consideration has been given to the interests of the Target's minority shareholders, given that the Offeror and the Target have implemented the measures below as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests.

(I) Implementation of the bidding process

As described in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, the Target began, in late July 2025, approaching the Candidates to solicit their participation in the Bidding Process. As a result, having confirmed that two business entities and one fund expressed interest in participating in the Bidding Process, the Target commenced the First Bidding Process in late August 2025. Then, in early October 2025, the Target received letters of intent from two business entities, including the Offeror. Accordingly, based on the contents of the letters of intent received from each candidate, the Target carefully compared and evaluated each candidate's understanding of the Target, their valuation of the Target's share value, proposed measures to expand the Target's business scope, proposed acquisition structures, and other factors, and on October 17, 2025, selected two entities as the Second Bidding Candidates, including the Offeror, to be solicited to participate in the Second Bidding Process. Subsequently, the Target commenced the Second Bidding Process on October 22, 2025, and, from that date until late November 2025, provided the Second Bidding Candidates, including the Offeror, with opportunities to conduct due diligence, including interviews with the Target's management. Then, on December 3, 2025, the Target received legally binding Final Letters of Intent from all Second Bidding Candidates. Thereafter, on December 19, 2025, the Target requested

confirmation of conditions precedent and an upward revision of the final price, and, after receiving the December 23 Proposals, notified the Offeror on December 23, 2025, that the Offeror had been selected as the final candidate.

As described above, the Target has conducted the Bidding Process to ensure opportunities to receive a wide range of proposals for its strategic options.

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

In determining the Tender Offer Price, the Offeror requested Mizuho Securities, its financial advisor, to calculate the share value of the Target's Stock as a third-party valuator independent of the Offeror, the Target, and the Tendering Shareholders. Mizuho Securities is not a related party of the Offeror, the Target, or the Tendering Shareholders, nor does it have any material interest in connection with the Tender Offer. Furthermore, upon taking into consideration the various factors described in "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," the Offeror believes that the interests of the Target's minority shareholders have been adequately taken into account and therefore has not obtained from Mizuho Securities a written opinion (a fairness opinion) regarding the fairness of the Tender Offer Price.

For an overview of the share valuation report on the Target's share value that the Offeror has obtained from Mizuho Securities (the "Share Valuation Report (Mizuho Securities)"), please refer to "(I) Basis of calculation" and "(II) Process of calculation" under "(5) Basis of calculation of purchase price" under "2. Overview of the Purchase" below.

(III) Procurement of a share valuation report from an independent financial advisor and third-party valuator by the Target

(i) Name of valuator and relationship with the Target and Offeror

According to the Target's Press Release, the Target, in expressing its opinion regarding the Tender Offer, requested Nomura Securities, its financial advisor, to calculate the share value of the Target's Stock as a third-party valuator independent of the Transaction Parties, and consequently obtained the Share Valuation Report (Nomura Securities) dated February 4, 2026 from Nomura Securities. Nomura Securities is not a related party of the Transaction Parties and does not have any material interest in connection with the Transaction, including the Tender Offer, that is required to be stated herein. The Special Committee, at its first meeting, confirmed that there were no issues with the independence or expertise of Nomura Securities and approved its appointment as the Target's financial advisor and third-party valuator. Furthermore, since the Target has implemented measures within the Target Group (specifically, the measures described in "(I) Implementation of the bidding process" above to "(VII) Ensuring objective circumstances to secure the fairness of the Tender Offer" below) to ensure the fairness of the Tender Offer Price and to avoid conflict of interests, the Target believes that the fairness of the Transaction has been adequately ensured, for which reason the Target has not obtained an opinion on the fairness of the Tender Offer Price (fairness opinion) from Nomura Securities.

The remuneration for Nomura Securities pertaining to the Transactions includes a contingency fee payable upon the satisfaction of certain conditions, such as the completion of the Tender Offer. The Target, having taken into account the customary practice in similar transactions and the appropriateness of a remuneration structure that would give rise to a corresponding monetary burden on the Target in the event the Transaction is not completed, concluded that the mere inclusion of a contingency fee payable upon completion of the Tender Offer does not, by itself, negate Nomura Securities' independence. Accordingly, the Target has appointed Nomura Securities as its financial advisor and as a third-party valuator under the foregoing remuneration structure.

(ii) Outline of calculation

Nomura Securities, after examining factors including the Target's financial condition and the market price trend of the Target's Stock, determined that a multifaceted evaluation would be appropriate. After considering which valuation method to adopt from among multiple share valuation techniques, each of the following method — the market price average analysis (as the Target's Stock is listed on the Standard Market of the TSE and market share value exists), comparable company analysis (as there are publicly listed companies engaged in businesses similar to that of the Target and it is possible to infer the share value through comparison with those comparable companies), and the DCF Analysis (so as to reflect the status of the Target's future business activities in the valuation) — was used to evaluate the per-share value of the Target. The Target obtained the Share Valuation Report (Nomura Securities) from Nomura Securities on February 4, 2026.

According to the Share Valuation Report (Nomura Securities), the range of per-share values of the Target calculated based on each of the methodology above are as follows:

Market price average analysis: 2,757 to 2,979 yen

Comparable company analysis: 4,274 to 9,095 yen

DCF Analysis: 6,309 to 10,133 yen

Under the market price average analysis, the range of the per-share value of the Target's Stock was calculated to be 2,757 yen to 2,979 yen, which calculation used a reference date of February 3, 2026 (the business day immediately preceding the announcement date of the Tender Offer) and the closing price of the Target's Stock on the Standard Market of the TSE on such reference date (2,962 yen), the simple average closing price for the five most recent business days up to the same date (2,972 yen), the simple average closing price for the most recent 1 month up to the same date (2,979 yen), the simple average closing price for the most recent 3 months up to the same date (2,848 yen), and the simple average closing price for the most recent 6 months up to the same date (2,757 yen).

Under the comparable company analysis, the share value of the Target was estimated by comparing the market stock prices and financial metrics indicative of profitability and other factors of publicly listed companies engaged in businesses similar to that of the Target. As a result, the range was calculated to be 4,274 yen to 9,095 yen.

Under the DCF Analysis, with the purpose of considering the appropriateness of the terms of the Transaction, the calculation was based on (i) the business plan for the three fiscal years from the fiscal year ending March 2026 (from October 2025) to the fiscal year ending March 2028 (the "Business Plan"), which was prepared by the Target for a period that is reasonably foreseeable at this time based on the current earnings environment, the Target's performance, and other factors, (ii) investment plan, and (iii) publicly available information and other relevant factors. The corporate value of the Target was calculated by discounting the free cash flows expected to be generated from the fourth quarter of the fiscal year ending March 2026 onwards to the present value at a certain discount rate, and the value of Target's Stock was analyzed by making certain financial adjustments, such as adding or subtracting the value of cash equivalents and interest-bearing debt held by the Target. The per-share value range of the Target's Stock was calculated to be between 6,309 yen and 10,133 yen.

Financial forecasts for the Target on which Nomura Securities based its calculations under the DCF Analysis include fiscal years in which a significant increase or decrease in earnings and a significant increase or decrease in free cash flow are expected. Specifically, a significant increase in profit and free cash flow in the fiscal year ending March 2026 is expected due to the sale of MUTOH Ikejiri Building announced today, while, in the fiscal year ending March 2027, a significant decrease in profit is expected due to the absence of the impact of the sale of MUTOH Ikejiri Building and the implementation of investments and loans for the reform of the business portfolio, as well as a decrease in free cash flow is expected due to capital expenditures for the new building construction project at the Suwa business site. In addition, in the fiscal year ending March 2028, while capital expenditures for the new building construction project at the Suwa business site will continue, a significant increase in profit and free cash flow is expected due to improved earnings from overseas operations, the launch of "optical application business" which is a new business, and a decrease in the amount of investments and loans.

In addition, the effect of synergy expected to be realized by the execution of the Transaction has not been taken into account in the financial forecast because it is difficult to estimate them specifically at this time, and they have not been included in the calculation by Nomura Securities which used the financial forecast as the basis for its calculation. With regard to the Business Plan, the Special Committee held a question-and-answer session with the Target regarding its contents and the process of its preparation and other details and confirmed that there is nothing unreasonable in light of the interests of the Target's minority shareholders.

(Note) In principle, when calculating the Target's Stock value, Nomura Securities in principle adopts the information provided by the Target and publicly available information as it is, and relies on such information on the assumption that all such materials and information are accurate and complete. Nomura Securities has not independently verified the accuracy or completeness of such materials and information. Additionally, Nomura Securities has not independently evaluated, appraised or assessed the assets or liabilities (including financial derivatives, off-the-book assets and liabilities and any other contingent liabilities) of the Target or the Target's related companies, including analysis and evaluation of individual assets and liabilities, and it has not requested third-party organizations to evaluate, appraise or assess the same. Nomura Securities assumed that the Business Plan was reasonably considered or prepared by the Target's management based on the best and most sincere estimates and judgments available at this time. The calculation of Nomura Securities reflects the information and financial conditions obtained by Nomura Securities up to February 3, 2026. The sole purpose of the calculation by Nomura Securities is to serve as a reference for the Target's board of directors to consider the Tender Offer Price.

(IV) Advice from an independent law firm for the Target

According to the Target's Press Release, the Target, in order to ensure the fairness and appropriateness in the decision-making of the Target's board of directors, appointed Nishimura & Asahi as its legal advisor that is independent of the Transaction Parties and has received legal advice regarding the decision-making methods and processes of the Target's board of directors for the Tender Offer and the subsequent series of procedures, as well as other points to note when making decisions. Nishimura & Asahi is neither a related party of the Transaction Parties, nor does Nishimura & Asahi's remuneration structure include a contingency fee payable upon completion of the Tender Offer, nor does Nishimura & Asahi have material interest in connection with the Transaction. In addition, the Special Committee has confirmed that there are no issues with the independence of Nishimura & Asahi.

(V) Establishment of independent Special Committee at the Target and procurement of written report from the Special Committee

(i) Background of the establishment of the Special Committee for the Transaction

According to the Target's Press Release, as described in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, the Target, in order to eliminate arbitrariness in the decision-making process for the Transaction and to ensure the fairness, transparency, and objectivity, resolved at its board of directors meeting held on July 23, 2025, to establish the Special Committee with an appropriate size while ensuring a balanced mix of knowledge, experience, and capabilities across the entire Special Committee, consisting of members independent of the Transaction Parties, as well as having no interest in the success or failure of the Transaction: Ms. Hiroko Sakamoto (independent outside director of the Target), Mr. Yoshihiro Kuroi (independent outside director of the Target), and Mr. Kazutoshi Otsubo (independent outside director of the Target, attorney at law at Baba & Sawada) — these three individuals.

Then the Target has consulted the Special Committee about (a) the reasonableness of the purpose of the Transaction

(including whether the Transaction contributes to enhancing the Target's corporate value), (b) the fairness and appropriateness of the terms and conditions of the Transaction, (c) the fairness of the procedures with respect to the Transaction, (d) the fairness of the Transaction for the general shareholders of the Target, and (e) whether the Target's board of directors should express its opinion supporting the Tender Offer and recommend that the Target's shareholders participate in the Tender Offer, and requested the Special Committee to provide the Target with the report pertaining to these matters. It should be noted that, the Target confirmed with the Offeror the status of contract negotiations with the Tendering Shareholders, and it was confirmed that no agreement was anticipated between the Offeror and the Tendering Shareholders for the Tendering Shareholders to remain as shareholders of the Target after the Transaction. Based on this confirmation and the fact that the Transaction was determined not to constitute an MBO or similar transaction as defined by the Tokyo Stock Exchange's Securities Listing Regulations, the Target changed the subject of the above consulted matters(d) from "the fairness of the Transaction for the general shareholders of the Target" to "whether conducting the Transaction would be disadvantageous to the minority shareholders of the Target" at its board of directors meeting held on January 28, 2026 (hereinafter, the changed consulted matters shall collectively be referred to as the "Consulted Matters").

Furthermore, the Target's board of directors resolved that (A) its decision-making regarding the Transaction shall be made with utmost respect for the decision of the Special Committee based on the above request, and that (B) if the Special Committee determines the terms and conditions of the Transaction are not appropriate, the Target's board of directors shall not approve the Transaction under such terms. The Target's board of directors also resolved to grant the Special Committee the authority (i) to appoint the Special Committee's financial advisors, legal advisors, third-party valuers, and other advisors (the "Advisors"), or to designate or approve (including retrospective approval) the Target's Advisors, (ii) to require attendance at the Special Committee meeting by persons deemed necessary by the Special Committee and request explanations regarding necessary information, and (iii) to negotiate the terms and conditions of the Transaction.

It is noted that Mr. Kazutoshi Otsubo was elected as Chairman of the Special Committee by mutual vote of its members. Furthermore, the members of the Special Committee have remained unchanged since its establishment. It is also noted that the remuneration for members of the Special Committee is a fixed amount, regardless of the details of the report, and that success fees contingent upon the outcome of the Transaction or similar conditions are not being adopted.

(ii) Details of the consideration for the Transaction

The Special Committee has held a total of 13 times between July 23, 2025, and February 3, 2026, totaling approximately 15 hours, and discussed and examined the Consulted Matters, and exchanged opinions via email and other means as needed in a period between each meeting.

Specifically, the Special Committee has received timely reports and explanations from the Target, Nomura Securities, and Nishimura & Asahi regarding background and circumstances of the Transaction, the Target's business overview, the structure of the Transaction, the independence of each advisor, an overview and status of the Bidding Process, confirmation of the Offeror selection procedure, the reasonableness of the Tender Offer Price calculation methodology, and the progress and details of the discussions and negotiations with the Offeror (including the details of the discussions and negotiations between the Offeror and the Tendering Shareholders), and is conducting its review within the Special Committee.

Furthermore, the Special Committee received an explanation of the Business Plan from the Target, conducted a Q&A session, and confirmed the reasonableness of the Business Plan. Subsequently, the Special Committee received an explanation from Nomura Securities, the financial advisor and the third-party valuator, regarding the valuation methodology and results pertaining to the valuation of the Target's Stock. Following a Q&A session and deliberation and review, the Special Committee confirmed its reasonableness. Furthermore, the Special Committee reviews the

reasonableness after receiving an explanation from Nishimura & Asahi as the legal advisor of the Target, regarding the details of the legal advice it obtained from the firm concerning points to note in the Target's decision-making process related to the Transaction, including the Tender Offer.

The Special Committee has confirmed the reasonableness of the Target's decision in selecting the Second Bidding Candidates to be approached for participation in the Second Bidding Process, based on reports received from the Target, Nomura Securities, and Nishimura & Asahi as appropriate during the Bidding Process regarding its circumstances. It has also confirmed the reasonableness of the Target's decision in selecting the Offeror as the final candidate, based on the Final Letter of Intent and the December 23 Proposal received from the Second Bidding Candidates participating in the Second Bidding Process. By deliberating and considering these matters and expressing opinions, the Special Committee is substantially involved in critical phases such as the selection of the Second Bidding Candidates and the final candidate.

The Special Committee, having carefully deliberated and examined the Consulted Matters through the above process, submitted the Report to the Target's board of directors on February 4, 2026, with unanimous agreement from all members. The Report outlines the following key points regarding the Consulted Matters.

(iii) Details of the decision regarding the Transaction

- (a) Matters concerning the reasonableness of the purpose of the Transaction (including whether the Transaction contributes to enhancing the corporate value of the Target)

(A) Purposes of the Transaction

In light of the Target's business, as described in "(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, there is nothing unreasonable about the Target's view that, given its business environment and management challenges under severe economic conditions—such that, in its principal businesses of information imaging equipment and information services, competition has intensified due to the overall market contraction, the emergence of Chinese manufacturers, and rising labor costs, and that, in its core large-format inkjet printer business, sales volume has trended downward over the past few years—it is essential to establish itself as a corporate group capable of continuous and stable securing of profits over the long term and appropriate distribution to all stakeholders, including shareholders, employees of the Target Group, business partners, and society, by strengthening existing businesses, which are the foundation of group management, through structural reforms such as enhancing product and technological capabilities and increasing cost competitiveness.

Furthermore, as described in "(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, the Offeror intends to leverage the following synergies: (i) utilization of the Offeror Group's resources, (ii) utilization of overseas locations, (iii) leveraging the scale of sales and procurement, (iv) leveraging a strong financial position, and (v) business diversity and diverse proprietary technologies, and utilization of production technologies and manufacturing know-how. In addition, the Offeror has identified the following as specific measures to enhance the corporate value of the Target in relation to synergies: (i) strengthening the competitiveness of the two companies' products and services by leveraging technologies held by the two companies; (ii) mutual utilization of the two companies' product lineups, sales and service networks; (iii) reduction of manufacturing, procurement and logistics costs; and (iv) utilization of the Offeror Group's resources. According to the interview with the Offeror, the Offeror has organized and examined the

expected timing of synergy realization into short-term (through 2027), medium-term (through 2030), and long-term (thereafter). There is nothing unreasonable in the explanation of synergies and corporate-value enhancement measures, and it is considered that the realization of each synergy contemplated by these corporate-value enhancement measures can be reasonably expected to some extent. Additionally, as described in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, the Target contemplates to (i) strengthen competitiveness of Target Group's products and services, (ii) expand business scale by leveraging the sales and service channels and customer bases of the two companies, and (iii) strengthen cost competitiveness through efficiency improvement. These are neither inconsistent with, nor contradictory to, the synergies and corporate-value enhancement measures proposed by the Offeror, and nothing is unreasonable in their substance. Given that the realization of these synergies can reasonably be expected to some extent, the synergy effects asserted by both the Offeror and the Target are deemed reasonable.

The Offeror has explained that: (i) it does not currently anticipate any changes to the treatment of the Suwa business site or sales locations after the Transaction, but, should there be initiatives to realize synergies or other measures that would contribute to maintaining or enhancing the Target Group's corporate value, it will consult and discuss such measures with the Target; (ii) although some customer overlap between the Offeror's products and the Target's products is possible, they are not in direct competition because of the differences in printing targets and inks used, and they are complementary in terms of customer base, technology, and manufacturing lineups; (iii) it does not currently envisage any organizational restructuring between the Offeror Group and the Target Group; (iv) in order to provide added value to the Target Group and to realize partnerships and collaborations with the Target Group, it anticipates conducting necessary exchanges and secondments of officers and employees; and (v) with respect to the treatment of the Target's officers, it expects them to remain members of the Offeror Group following the Transaction and to lead the Target Group in positions in which they can continue to fully exercise their abilities. There are no unreasonable aspects in the foregoing explanations that would impair the corporate value.

As for the impact of delisting, the Offeror, as described in "(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, does not anticipate any particular dis-synergies arising from the implementation of the Transaction.

For the Target, the disadvantages associated with the privatization of the stocks are generally considered to include: the inability to raise funds through equity financing from the capital markets; and the potential adverse impact on the Target's ability to attract top talent and to expand its business partners, benefits that have been gained from the increased social credibility and brand recognition as a publicly listed company. However, as described in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer," the Target considers it increasingly difficult to justify maintaining a listing going forward and, in light of the recent rise in listing-maintenance costs, views the necessity of remaining listed as relatively diminished; on that basis the Target regards the impact of delisting as likely to be limited. There is nothing unreasonable in these positions.

On the basis of the foregoing, the Transaction is deemed to contribute to the enhancement of the Target's corporate value.

(B) Summary

As described above, the Transaction is deemed to contribute to enhancing the corporate value of the Target, and its purpose is considered to be reasonable.

(b) Matters concerning the fairness and adequacy of the terms and conditions of the Transaction

(A) Terms and conditions of the Transaction

Regarding the consultation and negotiation process concerning the terms of the Transaction, the Special Committee has confirmed the reasonableness of the Target's decision in selecting the Second Bidding Candidates to be approached for participation in the Second Bidding Process, based on reports received from the Target, Nomura Securities, and Nishimura & Asahi as appropriate during the Bidding Process regarding its circumstances. It has also confirmed the reasonableness of the Target's decision in selecting the Offeror as the final candidate, based on the Final Letter of Intent and the December 23 Proposal received from the Second Bidding Candidates participating in the Second Bidding Process. The Special Committee has deliberated and considered these matters and expressed its opinions. Furthermore, as described in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, the Special Committee has been substantially involved in critical phases of discussions and negotiations concerning the terms of the Transaction, including the Tender Offer Price.

In light of the foregoing, the process of consultations and negotiations concerning the terms of the Transaction is deemed to have been fair, constituting arm's-length negotiations, and a situation is deemed to have been secured in which reasonable efforts were made to pursue the Transaction on terms that would both enhance the corporate value and be as favorable as possible to the minority shareholders.

The Target, in determining its opinion regarding the Tender Offer, requested Nomura Securities, an independent financial advisor and third-party valuator, to calculate the value of the Target's shares and obtained the Share Valuation Report (Nomura Securities) on February 4, 2026 (note that the Target has not obtained an opinion letter (fairness opinion) from Nomura Securities regarding the fairness of the Tender Offer price). According to the Share Valuation Report (Nomura Securities), the per-share value of the Target was estimated at 2,757 yen to 2,979 yen under the market price average analysis, 4,274 yen to 9,095 yen under the comparable company analysis, and 6,309 yen to 10,133 yen under the DCF Analysis. As derived from the valuation results of the Target's Stock in the Share Valuation Report (Nomura Securities), the Tender Offer Price of 7,626 yen per share exceeds the upper limit of the calculation result under the market price average analysis, exceeds the midpoint of the range of the calculation result under the comparable company analysis and falls within that range, and falls within the range of the calculation result under the DCF Analysis. Moreover, in light of the review of the contents of the Share Valuation Report (Nomura Securities) by the Special Committee, Nomura Securities' explanations regarding the Share Valuation Report (Nomura Securities), and the Target's Business Plan used in the valuation, together with the question-and-answer sessions thereon, the methodology adopted by Nomura Securities in valuing the Target's Stock, the valuation process, and the share valuation results are not considered to be particularly unreasonable. There are also no particular unreasonable aspects found in the assumptions set forth in the Business Plan or in the plan figures derived therefrom.

Furthermore, the Tender Offer Price of 7,626 yen represents a premium of 157.46% over the closing price of the Target's Stock, 2,962 yen, on the TSE Standard Market on the business day (February 3, 2026) immediately preceding the announcement date of the Tender Offer; a premium of 155.99% over the simple average closing price of 2,979 yen for the past one-month period (from January 5, 2026 to February 3, 2026), a premium of 167.77% over the simple average closing price of 2,848 yen for the past three-month period (from November

4, 2025 to February 3, 2026), and 176.61% over the simple average closing price of 2,757 yen for the past six-month period (from August 4, 2025 to February 3, 2026), and can be assessed as carrying a substantial premium.

In the Transaction, the Squeeze-Out Procedures are planned to follow the Tender Offer. As set forth in "(4) Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")" below, the Squeeze-Out Procedures are to be effected either by a Demand for Shares Cash-Out under Article 179 of the Companies Act or by a share consolidation under Article 180 of the Companies Act. No scheme is being adopted that would fail to secure the rights of shareholders who oppose the Transaction to request the purchase of their shares or to request determination of the purchase price. In addition, it will be disclosed that (i) if the Tender Offer is consummated, the Squeeze-Out Procedures will be effected by means of a Demand for Shares Cash-Out or by a share consolidation, and (ii) in the Squeeze-Out Procedures, the amount of cash to be paid to any Target shareholder who did not tender in the Tender Offer will be equal to the Tender Offer Price multiplied by the number of Target's Stock held by such shareholder. Accordingly, because the Squeeze-Out Procedures are structured so as not to place minority shareholders at a disadvantage for choosing not to tender in the Tender Offer, the terms of the Squeeze-Out Procedures can be regarded as fair and reasonable.

Furthermore, apart from the terms and conditions described above, no circumstances unfavorable to the Target's minority shareholders have been identified regarding other transaction terms pertaining to the Transaction when compared to other similar cases.

(B) Summary

Based on the above points, the Target's corporate value has been appropriately evaluated. Furthermore, the terms and conditions of the Transaction, including the Tender Offer Price and the amount of consideration to be delivered to shareholders of the Target who did not participate in the Tender Offer in the Squeeze-Out Procedures, can be deemed appropriately set. Therefore, the terms and conditions of the Transaction (including the Tender Offer Price) are considered fair and reasonable.

(c) Matters concerning the fairness of the procedures for the Transaction

(A) Procedures for the Transaction

Regarding the establishment of an independent special committee, based on the following points, it is recognized that an independent special committee has been established and is functioning effectively, taking into consideration the "Fair M&A Guidelines" published by the Ministry of Economy, Trade and Industry on June 28, 2019 (the "Fair M&A Guidelines"):

- (i) Regarding the timing of establishment, a resolution to establish the Special Committee was passed on July 23, 2025, followed by the first Special Committee meeting on the same day, ensuring that the Special Committee was involved in the Transaction from before the commencement of the Bidding Process, and that the Special Committee's involvement in the Transaction was secured from the initial stages of setting the terms of the Transaction;
- (ii) Regarding committee membership, Ms. Hiroko Sakamoto, an independent outside director (audit and supervisory committee member) of the Target, Mr. Yoshihiro Kuroi, an independent outside director (audit and supervisory committee member) of the Target, and Mr. Kazutoshi Otsubo, an independent outside director (audit and supervisory committee member) of the Target, were appointed as committee members after confirming their independence from the Transaction Parties and giving due consideration to their expertise and attributes;
- (iii) A system has been established to ensure that the Target's independent outside directors are proactively and

substantively involved in the processes of establishing the Special Committee, defining its authority and responsibilities, selecting its members, and determining their compensation;

(iv) The Target's board of directors sought advice from the Advisors appointed by them after determining that these Advisors were independent and possessed sufficient expertise, enabling the Special Committee to reliably seek their professional advice;

(v) The Special Committee is recognized to have been substantially involved in the negotiation process regarding the terms of the Transaction with the Offeror;

(vi) A system is in place to obtain important information, including non-public information, and to review and determine the advisability of the Transaction and the appropriateness of its terms based on such information.

(vii) Contingency fees are not adopted as compensation for the members of the Special Committee;

(viii) The Target's board of directors has resolved that it will make decisions regarding the Transaction with utmost respect for the decisions of the Special Committee and that if the Special Committee determines that the terms of the Transaction are inappropriate, the board of directors will not support the Transaction, and a system has thus been established whereby the board of directors can make decisions regarding the Transaction while respecting the opinions of the Special Committee; and

(ix) Among the Target's directors, to avoid any suspicion of conflict of interest and to ensure the fairness of the Transaction, Mr. Yoshiyuki Takayama, considering his position as Representative Director of HOEI JITSUGYO, has not participated in any deliberations or resolutions at the board of directors' meeting regarding the Transaction, nor has he participated in any discussions or negotiations with the Candidates, Integral, and the Tendering Shareholders on behalf of the Target or vote on the board of directors' resolution to express its opinion supporting the Tender Offer and to recommend that the shareholders of the Target tender their shares in the Tender Offer, and a system has thus been established whereby the Target can conduct considerations and negotiations independently of these parties.

In addition, the Target received necessary legal advice from Nishimura & Asahi, its legal advisor, and received advice on price negotiations and other matters and obtained the Share Valuation Report (Nomura Securities) from Nomura Securities, its financial advisor and third-party valuator.

The Offeror was selected through the Bidding Process to ensure the opportunity for acquisition proposals from other acquirers (market check), maintaining a competitive environment, based on evaluation criteria from the perspectives of enhancing corporate value and maximizing shareholder value. As described in "(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, the Special Committee received timely reports from the Target regarding the Bidding Process and the status of discussions with the Candidates, confirmed the fairness of the process, advised the Target on negotiation policy with the Candidates and the final candidate selection process, and was substantially involved in the process of selecting the final candidate. Therefore, it is recognized that, by implementing the Bidding Process, a so-called active market check was conducted through fair process, investigating and considering the existence of potential acquirers.

The Tender Offer Period for the Tender Offer has been set at 30 business days, providing the Target's shareholders with an opportunity to make an appropriate decision on tendering their shares in the Tender Offer.

In the Transaction, the Target was requested by the Offeror to enter into a tender agreement containing a transaction protection clause. However, such an agreement was not concluded, and the Offeror and the Target have not entered into any agreement including any transaction protection clause that would prohibit the Target from contacting a competing acquisition proposer, or any agreement that would restrict such a competing acquisition proposer from contacting the Target.

Furthermore, according to the Offeror, the Tendering Shareholders hold 1,912,868 shares of the Target's Stock

(Shareholding Ratio: 41.68%). The Offeror believes that setting a minimum number of tendered shares to be purchased that would satisfy the so-called "Majority of Minority" in the Tender Offer would destabilize the consummation of the Tender Offer, which in turn might not serve the interests of minority shareholders who wish to tender in the Tender Offer. Therefore, the Offeror has not set a minimum number of tendered shares to be purchased that would satisfy the so-called "Majority of Minority" in the Tender Offer. Given the Shareholding Ratios of the TCS Funds and HOEI JITSUGYO, the Offeror's view that setting a majority of minority condition could destabilize the consummation of the Tender Offer and might not serve the interests of minority shareholders who wish to tender in the Tender Offer is not particularly unreasonable. On the other hand, sufficient consideration has been given to the interests of the Target's minority shareholders, as various measures have been implemented to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest. In light of these and other factors, it is considered that the absence of a majority of minority condition does not immediately undermine the fairness of the procedures for the Transaction.

Information regarding the Special Committee and the Transaction is also deemed to sufficiently disclose the information required under the Fair M&A Guidelines.

The maximum number of tendered shares to be purchased has not been set in the Transaction, and the Squeeze-Out Procedures are planned to be implemented after the consummation of the Tender Offer. In addition, upon the consummation of the Tender Offer, it is planned that cash will ultimately be delivered to the shareholders of the Target who did not tender their shares in the Tender Offer. The amount to be delivered to each such shareholder will be calculated to equal the Tender Offer Price multiplied by the number of shares of the Target's Stock held by that shareholder. These arrangements are considered to eliminate or mitigate any coerciveness associated with a so-called two-step acquisition. There are no other particular circumstances suggesting coerciveness associated with a two-step acquisition.

(B) Summary

Based on the above points, in the Transaction, appropriate measures have been taken in accordance with each fairness ensuring measure stipulated in the Fair M&A Guidelines, and no unreasonable aspects have been identified in its content. Therefore, it is considered that the fairness of the procedures for the Transaction has been ensured.

(d) Whether conducting the Transaction would be disadvantageous to the minority shareholders of the Target

As described above, the purpose of the Transaction is considered reasonable, the terms of the Transaction are considered fair and appropriate, and the procedures for the Transaction are considered fair. Therefore, proceeding with the Transaction (including the Target's board of directors expressing support for it and recommending participation in the Tender Offer to the Target's shareholders) is considered not disadvantageous to the Target's minority shareholders.

(e) Matters concerning whether the Target's board of directors should express support for the Tender Offer and recommend participation in the Tender Offer to the Target's shareholders

As described above, the Transaction is expected to enhance the corporate value of the Target, and the purpose of the Transaction is considered reasonable. Consequently, it is appropriate for the Target's board of directors to express its support for the Tender Offer. Furthermore, the terms and conditions of the Transaction are considered fair and reasonable, and the procedures for the Transaction are considered fair. Therefore, it is also appropriate for the Target's board of directors to recommend that the Target's shareholders participate in the Tender Offer.

(VI) Unanimous approval of all disinterested directors (including directors serving as audit and supervisory committee members) present of the Target

According to the Target's Press Release, as described in "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, based on the legal advice received from Nishimura & Asahi, financial advice received from Nomura Securities and the Share Valuation Report (Nomura Securities), and respecting the decision included in the Report provided by the Special Committee to the fullest extent possible, the Target carefully discussed and deliberated whether the Transaction, including the Tender Offer, would enhance the Target's corporate value, and whether the terms and conditions of the Transaction, including the Tender Offer Price, were appropriate.

As a result, as described under "(II) Decision-making process leading to and grounds for the opinion in favor of the Tender Offer by the Target" under "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" above, the Target has determined that the Transaction will contribute to the enhancement of the Target's corporate value, and that the terms and conditions of the Transaction, including the Tender Offer Price, are considered reasonable. Accordingly, the Target's board of directors meeting held today, it was unanimously resolved, with the participation of all disinterested directors (including directors serving as audit and supervisory committee members) present of the Target, to express their opinion supporting the Tender Offer and to recommend that the shareholders of the Target tender their shares in the Tender Offer.

It is noted that Mr. Yoshiyuki Takayama, considering his position as Representative Director of HOEI JITSUGYO, did not participate in the deliberation or resolution at the board of directors meeting with respect to the Transaction, including the deliberation and resolution at the aforementioned meeting, at all and has not participated in any discussions and negotiations with the Candidates, Integral, and the Tendering Shareholders on behalf of the Target in order to avoid any suspicion of conflict of interests and to ensure the fairness of the Transaction. Additionally, Mr. Kazutoshi Otsubo was absent from the board of directors meeting described above, due to personal reasons. However, he attended all 13 meetings of the Special Committee and participated in the discussions. Furthermore, it has been separately confirmed that he agrees with the Target's board of directors resolving to express its opinion supporting the Tender Offer and to recommend that the shareholders of the Target tender their shares in the Tender Offer.

(VII) Ensuring objective circumstances to secure the fairness of the Tender Offer

The Offeror has set the Tender Offer Period at 30 business days, whereas the minimum period of a tender offer as stipulated by law is 20 business days. By setting the Tender Offer Period longer than the minimum period stipulated by law, the Offeror ensures that the Target's shareholders have sufficient time to make an appropriate decision regarding their participation in the Tender Offer.

Furthermore, the Offeror and the Target have not entered into any agreement, including any transaction protection clause that would prohibit the Target from contacting a competing acquisition proposer, or any agreement that would restrict such a competing acquisition proposer from contacting the Target.

Thus, in conjunction with the setting of the above Tender Offer Period, the opportunity for competing offers is ensured, thereby taking care to ensure the fairness of the Tender Offer.

Furthermore, as described in the above "(I) Implementation of the bidding process," the Target has conducted the Bidding Process regarding the Transaction. Given that the Target selected the Offeror through comparison with other candidates under a competitive environment, the Target believes that sufficient opportunities for parties other than the

Offeror to acquire the Target's Stock, such as through a tender offer, have already been provided.

(4) Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")

As described in "(1) Outline of the Tender Offer" above, if the Offeror is unable to acquire all shares of the Target's Stock (excluding the treasury shares held by the Target) in the Tender Offer, the Offeror plans to implement the Squeeze-Out Procedures by the following method after the consummation of the Tender Offer.

(I) Demand for Share Cash-Out

Upon the consummation of the Tender Offer, if the Offeror becomes a special controlling shareholder as defined in Article 179, Paragraph 1 of the Companies Act by acquiring 90% or more of the total voting rights of the Target, the Offeror intends to promptly request all shareholders of the Target (excluding the Offeror and the Target) (the "Shareholders Subject to Cash-Out") to sell all of their shares in the Target to the Offeror (the "Demand for Share Cash-Out"), pursuant to the provisions of Section 4-2 of Chapter 2, Part II of the Companies Act, following the completion of the settlement of the Tender Offer. In the Demand for Share Cash-Out, it is planned to deliver cash equivalent to the Tender Offer Price per share of the Target's Stock to the Shareholders Subject to Cash-Out as consideration. In this case, the Offeror intends to notify the Target accordingly and seek the Target's approval for the Demand for Share Cash-Out. If the Target approves the Demand for Share Cash-Out by resolution of its board of directors, the Offeror shall acquire all of the Target's Stock held by the Shareholders Subject to Cash-Out on the acquisition date specified in the Demand for Share Cash-Out, without requiring the individual consent of the Shareholders Subject to Cash-Out in accordance with the procedures prescribed by relevant laws and regulations. In such case, the Offeror intends to deliver to Cash-Out to each Shareholder Subject to Cash-Out cash equivalent to the Tender Offer Price per share of the Target's Stock held by each Shareholder Subject as consideration.

According to the Target's Press Release, the Target intends to approve the aforementioned Demand for Share Cash-Out at a meeting of its board of directors upon receiving notice from the Offeror regarding its intention to make such a demand and the matters specified in each item of Article 179-2, Paragraph 1 of the Companies Act.

The provisions of the Companies Act that protect the rights of the minority shareholders in connection with the Demand for Share Cash-Out stipulate that the Shareholders Subject to Cash-Out may file with the court a petition to determine the purchase price for the Target's Stock held by Shareholders Subject to Cash-Out pursuant to Article 179-8 of the Companies Act and other relevant laws and regulations. If such petition is filed, the purchase price of the shares of the Target's Stock will ultimately be determined by the court.

(II) Share Consolidation

Upon the consummation of the Tender Offer, if the total number of voting rights in the Target held by the Offeror is less than 90% of the total voting rights of all shareholders of the Target, promptly after the completion of the settlement of the Tender Offer, the Offeror plans to request the Target, to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting"), at which the items for resolution shall include the implementation of the Share Consolidation, and on condition that the Share Consolidation takes effect, partial amendment of the articles of incorporation to abolish the provision concerning share units. The timing of the Extraordinary Shareholders' Meeting will depend on the timing of the consummation of the Tender Offer, but at this point, it is tentatively scheduled for late May 2026. The Offeror believes that it is desirable to hold the Extraordinary Shareholders' Meeting as early as possible from the perspective of enhancing the Target's corporate value, and plans to request that the Target make a public announcement of the record date for the Extraordinary Shareholders' Meeting during the Tender Offer Period so that the date closely following the commencement of settlement of the Tender Offer will be the record date for the

Extraordinary Shareholders' Meeting. According to the Target's Press Release, the Target plans to comply with such request if it receives such request from the Offeror. The Offeror plans to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

If the proposal for the Share Consolidation is approved, then on the date on which the Share Consolidation takes effect, the Target's shareholders will hold the shares of the Target's Stock in the number corresponding to the ratio of the Share Consolidation approved at the Extraordinary Shareholders' Meeting. If any fraction of a share less than one share is generated from the Share Consolidation, an amount of money obtained by selling to the Target or the Offeror the shares of Target's Stock equivalent to the total number of such fractional shares (any fractional shares less than one share created by aggregating those fractional shares shall be discarded; the same applies hereinafter) shall be delivered to the Target's shareholders for whom a fraction of less than one share is generated, in accordance with the procedures stipulated in Article 235 of the Companies Act and other relevant laws and regulations. With respect to the sale price of the shares of the Target's Stock equivalent to such total number of fractional shares, it is scheduled that this price shall be set in such a way so that, as a result of selling these shares, the amount of money to be delivered to the shareholders of the Target who did not tender in the Tender Offer (excluding the Offeror and the Target) shall be the same as the price that shall be obtained by multiplying the Tender Offer Price by the number of the shares of the Target's Stock held by such shareholders. After the above process, the Offeror intends to request the Target to file a petition to obtain permission for voluntary sale to the court. In addition, although the ratio of the Share Consolidation has not yet been determined as of today, the Offeror plans to request the Target to determine the number of the shares of the Target's Stock held by the Target's shareholders who did not tender in the Tender Offer (excluding the Offeror and the Target) to be a fraction of less than one share, so that the Offeror will become the sole owner of all shares of the Target's Stock (excluding treasury shares held by the Target). According to the Target's Press Release, the Target intends to comply with these requests by the Offeror upon the consummation of the Tender Offer.

The provisions of the Companies Act that protect the rights of the minority shareholders in connection with the Share Consolidation stipulate that when fractional shares of less than one share are created as a result of the Share Consolidation, the Target's shareholders who did not tender in the Tender Offer (excluding the Offeror and the Target) may request the Target to purchase all fractional shares that they hold at a fair price and that they may file with the court a petition to determine the price of the shares of the Target's Stock pursuant to Article 182-4 and Article 182-5 of the Companies Act and other relevant laws and regulations. If such petition is filed, the purchase price of the shares of the Target's Stock will ultimately be determined by the court.

The allotment agreement for the Restricted Stock provides that: (a) if, during the transfer restriction period, matters regarding the consolidation of shares (limited to cases where such consolidation of shares results in the grantee of the Restricted Stock holding only a fraction of less than one share of the Restricted Stock) are approved in the Target's shareholders meeting or matters concerning a Demand for Share Cash-Out are approved by the Target's board of directors (limited, however, to cases where the effective date of the consolidation of shares or the acquisition date prescribed in Article 179-2, Paragraph 1, Item 5 of the Companies Act (the "Squeeze-Out Effective Date") comes before the end of the transfer restriction period), in accordance with a resolution of the board of directors of the Target, the transfer restriction will be lifted for the following number of shares as of the time immediately before the business day preceding the Squeeze-Out Effective Date: the number of shares of the Restricted Stock obtained by multiplying the number of shares of the Restricted Stock held by a grantee as of the date of such approval by the number of months from the month containing the payment date (provided, however, that if the grantee is an executive officer not concurrently serving as a director or a chief engineer with executive officer status, the payment date shall be deemed to be the first day of the fiscal year in which the payment date falls) to the month containing the date of such approval, divided by 12 (if the division results in a number greater than 1, it shall be 1) (any fractional shares less than one share resulting from this calculation shall be rounded down); and (b) in the case of (a) above, the Target shall automatically acquire, without consideration, on the business day preceding the Squeeze-Out Effective Date, all shares of the Restricted Stock held by the grantees for which the restriction on transfer has not been lifted as of the same day. In the

Squeeze-Out Procedures, in accordance with the provisions of (a), any shares of the Restricted Stock for which the transfer restriction is lifted as of the time immediately before the business day preceding the Squeeze-Out Effective Date will be subject to the Squeeze-Out Procedures, and in accordance with the provisions of (b), the Target plans to acquire without consideration the shares of the Restricted Stock for which the transfer restriction is not lifted as of the business day immediately preceding the Squeeze-Out Effective Date.

With respect to the above procedures (I) and (II), the implementation may require additional time, or the method of implementation may change, depending on the situations such as amendments, effectuation, and interpretation by the authorities of relevant laws and regulations. Even in such case, if the Tender Offer is consummated, the method of finally delivering money to the Target's shareholders who did not tender in the Tender Offer (excluding the Offeror and the Target) will be adopted, and in such case, the amount of money to be delivered to such shareholder of the Target will be calculated to be equal to the Tender Offer Price multiplied by the number of the shares of the Target's Stock held by such shareholder. The Target will promptly announce the specific procedures and timing of implementation in the above cases as soon as they are determined upon discussion with the Target.

The Offeror will request that the Target make a partial amendment to its articles of incorporation to abolish the provisions regarding the record date for the exercise of voting rights at annual general meetings of shareholders, on the condition that the Squeeze-Out Procedures are completed, so that the only shareholder who will be entitled to exercise their rights at the Target's annual general meeting of shareholders scheduled to be held in June 2026 for the fiscal year ending March 2026 (the "Annual General Meeting of Shareholders") will be the Offeror. As a result, shareholders who are recorded or registered in the Target's shareholder register as of March 31, 2026 may not be able to exercise their rights at the Annual General Meeting of Shareholders.

The Tender Offer is not a solicitation for the Target's shareholders to vote in favor of the proposals at the Extraordinary Shareholders' Meeting. The shareholders of the Target are requested to confirm with professionals, such as tax accountants, at their responsibility concerning tax treatment for tendering in the Tender Offer or in the procedures above.

(5) Possibility of delisting and reason therefor

As of today, the Target's Stock is listed on the Standard Market of the TSE; however, the Offeror has not set the maximum number of tendered shares to be purchased in the Tender Offer, and therefore, the Target's Stock may be delisted through the prescribed procedures in accordance with the TSE's criteria for delisting depending on the results of the Tender Offer.

Also, even if such criteria are not met as at the time of consummation of the Tender Offer, the Squeeze-Out Procedures described in "(4) Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")" above are to be implemented after the consummation of the Tender Offer. In such case, the Target's Stock will be delisted through the prescribed procedures according to the TSE's delisting criteria. After the delisting of the Target's Stock, the shares of the Target's Stock may no longer be traded on the Standard Market of the TSE.

(6) Matters concerning material agreements relating to the Tender Offer

(I) Tender Support Agreement (TCS Funds)

As of today, the Offeror has entered into the Tender Support Agreement (TCS Funds) with the TCS Funds and it was agreed that all of the shares of the Target's Stock held by the TCS Funds (the "Tendered Shares (TCS Funds)") (total number of shares held: 1,621,518 shares (39,014 shares for TCS-1, 741,179 shares for TCS-2, 408,498 shares for

TCS-3, and 432,827 shares for TCS-4); total Shareholding Ratio:35.33% (0.85% for TCS-1, 16.15% for TCS-2, 8.90% for TCS-3, 9.43% for TCS-4)) will be tendered in the Tender Offer. Furthermore, the following matters have been agreed upon in the Tender Support Agreement (TCS Funds).

- (A) From the date of execution of the Tender Support Agreement (TCS Funds) until the commencement date of settlement of the Tender Offer (the "Settlement Commencement Date"), unless otherwise expressly provided for in the Tender Support Agreement (TCS Funds), the TCS Funds shall not transfer, pledge, or otherwise dispose of all or part of the Tendered Shares (TCS Funds) (including, without limitation, tendering them in a tender offer other than the Tender Offer), nor shall they acquire the Target's Stock or any rights pertaining to the Target's Stock.
- (B) The TCS Funds shall not engage or cause others to engage in any act with any person other than the Offeror that, either directly or indirectly, competes with, contradicts, or conflicts with the Tender Offer, or that is likely to do so. In the event that the TCS Funds receive any solicitation, proposal, information, or offer for such acts from any third party other than the Offeror, it shall immediately notify the Offeror of such fact and the details thereof. Upon becoming aware of any proposal made by a third party other than the Offeror to the TCS Funds or the Target that competes with, contradicts, or conflicts with the Tender Offer, or that is likely to do so ("Competing Proposal"), the TCS Funds and the Offeror shall consult with each other in good faith regarding the response to such proposal.
- (C) In the event that a Competing Proposal is made to the Target or the TCS Funds by a third party other than the Offeror, and the purchase price of such Competing Proposal (if the consideration is other than cash, it shall be the fair value of the consideration; the same applies hereinafter) exceeds the Tender Offer Price, and if (i) regardless of the consultation between the TCS Funds and the Offeror as described in the latter part of (B) above, by the earlier of either the date 5 business days after the commencement of the consultation as described in the latter part of (B) or the date on which the TCS Funds requested the Offeror to commence such consultation, or the business day immediately preceding the expiration date of the Tender Offer Period, the Offeror does not raise the Tender Offer Price to an amount equal to or higher than the purchase price of the Competing Proposal, and (ii) if there is an objective and reasonable risk that causing the TCS Funds to tender their shares in the Tender Offer or preventing them from withdrawing their tender in the Tender Offer would violate the fiduciary duty of the TCS Funds' unlimited liability partners or general partners, or of Integral or Integral's directors or officers with the title of Director, the TCS Funds may either not tender all of the Tendered Shares (TCS Funds) in the Tender Offer or withdraw their tender in the Tender Offer, and may tender in the competing tender offer in respect of such Competing Proposal. The TCS Funds shall thereafter be exempt from the obligations set forth in (A) and (B), and (D) through (G).
- (D) Except as expressly provided in the Tender Support Agreement (TCS Funds), the TCS Funds shall not, during the period from the date of execution of the Tender Support Agreement (TCS Funds) to the Settlement Commencement Date, exercise their rights to request the convocation of a general meeting of shareholders of the Target (Article 297 of the Companies Act), rights to make any shareholder proposal (Articles 303 to 305 of the Companies Act), or any other shareholder rights (excluding the exercise of voting rights), without the prior written consent of the Offeror.
- (E) Notwithstanding the foregoing (D), if the TCS Funds are entitled to exercise their voting rights at a general meeting of shareholders of the Target to be held during the period between the execution date of the Tender Support Agreement (TCS Funds) and the Settlement Commencement Date and (i) any proposal for dividends or other disposition of surplus, (ii) any proposal related to shareholder proposals, and (iii) any proposal which, if passed, would have or is reasonably expected to have a material impact on the Target's financial position, results of operations, cash flow, business, assets, liabilities or future earnings plans or prospects are submitted at such general meeting of shareholders, the TCS Funds shall vote against the

proposals regarding their voting rights at such general meeting of shareholders represented by the Tendered Share (TCS Funds)

- (F) Notwithstanding the foregoing (D), if the Tender Offer is consummated and a general meeting of shareholders of the Target, with the record date for exercise of rights being a date prior to the Settlement Commencement Date, is held on or after the Settlement Commencement Date, the TCS Funds shall exercise their voting rights and all other rights represented by the Tendered Shares (TCS Funds) at such general meeting of shareholders in accordance with the Offeror's instructions and shall take measures required to properly reflect the Offeror's intention.
- (G) If, on or after the date of execution of the Tender Support Agreement (TCS Funds), the TCS Funds or the Offeror (i) becomes aware of any circumstances giving rise to a specific risk that its representations and warranties (Note 1) will be false or inaccurate; or (ii) becomes aware of any breach of its obligations under the Tender Support Agreement (TCS Funds), such party shall promptly notify the other party in writing specifying the facts.

(Note 1) In the Tender Support Agreement (TCS Funds), the TCS Funds have made representations and warranties regarding the TCS Funds to the Offeror with regard to: (i) their incorporation and continued existence; (ii) the execution and performance of the agreement; (iii) enforceability; (iv) licenses and permits; (v) the absence of conflict with laws and regulations; (vi) the absence of bankruptcy or other similar proceedings; (vii) the absence of transactions with anti-social forces; and (viii) the holding of the Target's Stock. The Offeror has made representations and warranties to the TCS Funds regarding: (i) its incorporation and continued existence; (ii) the execution and performance of the agreement; (iii) enforceability; (iv) licenses and permits; (v) the absence of conflicts with laws and regulations; (vi) the absence of transactions with anti-social forces; and (vii) financing.

Additionally, the Tender Support Agreement (TCS Funds) stipulates an obligation of the TCS Funds and the Offeror to compensate the counterparty in the event of a failure to fulfill its obligations under the Tender Support Agreement (TCS Funds) or a breach of representations and warranties thereunder. Furthermore, in the Tender Support Agreement (TCS Funds), (i) a material breach of representations and warranties by the counterparty; (ii) a material default on obligations under the Tender Support Agreement (TCS Funds) by the counterparty; and (iii) the Offeror's failure to commence the Tender Offer by February 19, 2026 (provided that only the TCS Funds may terminate the Tender Support Agreement (TCS Funds) pursuant to (iii)) are specified as termination events.

(II) Tender Support Agreement (HOEI JITSUGYO)

As of today, the Offeror has entered into the Tender Support Agreement (HOEI JITSUGYO) with HOEI JITSUGYO and it was agreed that all of the shares of the Target's Stock held by HOEI JITSUGYO (the "Tendered Shares (HOEI JITSUGYO)") (a total of 291,350 shares; Shareholding Ratio: 6.35%) will be tendered in the Tender Offer. Furthermore, the following matters have been agreed upon in the Tender Support Agreement (HOEI JITSUGYO).

- (A) From the date of execution of the Tender Support Agreement (HOEI JITSUGYO) until the Settlement Commencement Date, unless otherwise expressly provided for in the Tender Support Agreement (HOEI JITSUGYO), HOEI JITSUGYO shall not transfer, pledge, or otherwise dispose of all or part of the Tendered Shares (HOEI JITSUGYO) (including, without limitation, tendering them in a tender offer other than the Tender Offer), nor shall it acquire the Target's Stock or any rights pertaining to the Target's Stock.
- (B) HOEI JITSUGYO shall not engage or cause others to engage in any act with any person other than the Offeror that, either directly or indirectly, competes with, contradicts, or conflicts with the Tender Offer, or that is likely to do so. In the event that HOEI JITSUGYO receives any solicitation, proposal, information,

or offer for such acts from any third party other than the Offeror, it shall immediately notify the Offeror of such fact and the details thereof Upon becoming aware of any Competing Proposal made by a third party other than the Offeror to HOEI JITSUGYO or the Target, HOEI JITSUGYO and the Offeror shall consult with each other in good faith regarding the response to such proposal.

- (C) In the event that a Competing Proposal is made to the Target or HOEI JITSUGYO by a third party other than the Offeror, and the purchase price of such Competing Proposal exceeds the Tender Offer Price, and if (i) regardless of the consultation between HOEI JITSUGYO and the Offeror as described in the latter part of (B) above, by the earlier of either the date 5 business days after the commencement of the consultation as described in the latter part of (B) or the date on which HOEI JITSUGYO requested the Offeror to commence such consultation, or the business day immediately preceding the expiration date of the Tender Offer Period, the Offeror does not raise the Tender Offer Price to an amount equal to or higher than the purchase price of the Competing Proposal, and (ii) if there is an objective and reasonable risk that causing HOEI JITSUGYO to tender its shares in the Tender Offer or preventing it from withdrawing its tender in the Tender Offer would violate the fiduciary duty of HOEI JITSUGYO, HOEI JITSUGYO may either not tender all of the Tendered Shares (HOEI JITSUGYO) in the Tender Offer or withdraw its tender in the Tender Offer, and may tender in the competing tender offer in respect of such Competing Proposal. HOEI JITSUGYO shall thereafter be exempt from the obligations set forth in (A) and (B), and (D) through (G).
- (D) Except as expressly provided in the Tender Support Agreement (HOEI JITSUGYO), HOEI JITSUGYO shall not, during the period from the date of execution of the Tender Support Agreement (HOEI JITSUGYO) to the Settlement Commencement Date, exercise its rights to request the convocation of a general meeting of shareholders of the Target (Article 297 of the Companies Act), rights to make any shareholder proposal (Articles 303 to 305 of the Companies Act), or any other shareholder rights (excluding the exercise of voting rights), without the prior written consent of the Offeror.
- (E) Notwithstanding the foregoing (D), if HOEI JITSUGYO is entitled to exercise its voting rights at a general meeting of shareholders of the Target to be held during the period between the execution date of the Tender Support Agreement (HOEI JITSUGYO) and the Settlement Commencement Date and (i) any proposal for dividends or other disposition of surplus, (ii) any proposal related to shareholder proposals, and (iii) any proposal which, if passed, would have or is reasonably expected to have a material impact on the Target's financial position, results of operations, cash flow, business, assets, liabilities or future earnings plans or prospects are submitted at such general meeting of shareholders, HOEI JITSUGYO shall vote against the proposals regarding its voting rights at such general meeting of shareholders represented by the Tendered Shares (HOEI JITSUGYO)
- (F) Notwithstanding the foregoing (D), if the Tender Offer is consummated and a general meeting of shareholders of the Target, with the record date for exercise of rights being a date prior to the Settlement Commencement Date, is held on or after the Settlement Commencement Date, HOEI JITSUGYO shall exercise its voting rights and all other rights represented by the Tendered Shares (HOEI JITSUGYO) at such general meeting of shareholders in accordance with the Offeror's instructions and shall take measures required to properly reflect the Offeror's intention.
- (G) If, on or after the date of execution of the Tender Support Agreement (HOEI JITSUGYO), HOEI JITSUGYO or the Offeror (i) becomes aware of any circumstances giving rise to a specific risk that its representations and warranties (Note 2) will be false or inaccurate; or (ii) becomes aware of any breach of its obligations under the Tender Support Agreement (HOEI JITSUGYO), such party shall promptly notify the other party in writing specifying the facts.

(Note 2) In the Tender Support Agreement (HOEI JITSUGYO), HOEI JITSUGYO has made

representations and warranties regarding HOEI JITSUGYO to the Offeror with regard to: (i) its incorporation and continued existence; (ii) the execution and performance of the agreement; (iii) enforceability; (iv) licenses and permits; (v) the absence of conflict with laws and regulations; (vi) the absence of bankruptcy or other similar proceedings; (vii) the absence of transactions with anti-social forces; and (viii) the holding of the Target's Stock. The Offeror has made representations and warranties to HOEI JITSUGYO regarding: (i) its incorporation and continued existence; (ii) the execution and performance of the agreement; (iii) enforceability; (iv) licenses and permits; (v) the absence of conflicts with laws and regulations; (vi) the absence of transactions with anti-social forces; and (vii) financing.

Additionally, the Tender Support Agreement (HOEI JITSUGYO) stipulates an obligation of the HOEI JITSUGYO and the Offeror to compensate the counterparty in the event of a failure to fulfill its obligations under the Tender Support Agreement (HOEI JITSUGYO) or a breach of representations and warranties thereunder. Furthermore, in the Tender Support Agreement (HOEI JITSUGYO), (i) a material breach of representations and warranties by the counterparty; (ii) a material default on obligations under the Tender Support Agreement (HOEI JITSUGYO) by the counterparty; and (iii) the Offeror's failure to commence the Tender Offer by February 19, 2026 (provided that only the HOEI JITSUGYO may terminate the Tender Support Agreement (HOEI JITSUGYO) pursuant to (iii)) are specified as termination events.

2. Overview of the Purchase

(1) Overview of the Target

(i)	Name	MUTOH HOLDINGS CO., LTD.	
(ii)	Address	3-1-3, Ikejiri, Setagaya-ku, Tokyo	
(iii)	Title and name of the representative	Yasuhiko Isobe, President and Representative Director	
(iv)	Description of business	<ul style="list-style-type: none"> • Group company management • Group asset management * Main business activities of the group • Development, manufacturing, and sales of information imaging equipment • Development, manufacturing, and sales of design and measurement devices • Development, manufacturing, and sales of information services (CAD/CAM) 	
(v)	Capital	10,199 million yen (as of December 31, 2025)	
(vi)	Date of incorporation	March 5, 1952	
(vii)	Major shareholders and shareholding ratio (as of September 30, 2025)	TCS-2 Limited Partnership	16.15%
		TCS-4.L.P. (Standing proxy: DLA Piper Tokyo Partnership Gaikokuho Kyodojigyo Horitsu Jimusho)	9.43%

	TCS-3.L.P. (Standing proxy: DLA Piper Tokyo Partnership Gaikokuho Kyodojigyo Horitsu Jimusho)	8.90%
	HOEI JITSUGYO CO.,LTD.	6.35%
	Sumitomo Mitsui Trust Bank, Limited	3.17%
	Japan Society for Design Engineering	1.48%
	Keiichi Hori	1.29%
	JAPAN SECURITIES FINANCE CO., LTD.	1.15%
	Tomoyuki Toda	1.05%
	TCS-1 Limited Partnership	0.85%
(viii) Relationship between the Offeror and the Target		
	Capital relationship	Not applicable.
	Personnel relationship	Not applicable.
	Business relationship	There are no significant transactions to report.
	Status as a Related Party	Not applicable.

(Note) "(vii) Major shareholders and shareholding ratio (as of September 30, 2025)" are based on the "Status of Major Shareholders" of the Target's Semi-Annual Report for the 77th fiscal period, filed by the Target on November 14, 2025 (the "Target Semi-Annual Report").

(2) Class of shares to be purchased

Common stock

(3) Schedule

(I) Schedule

Resolution of the Board of Directors	February 4, 2026 (Wednesday)
Public Announcement Date of Commencement of the Tender Offer	February 5, 2026 (Thursday) An electronic public notice will be made and a notice to that effect will be published in the Nihon Keizai Shimbun. (Electronic public notice address https://disclosure2.edinet-fsa.go.jp/)
Date of Filing of Tender Offer Statement	February 5, 2026 (Thursday)

(II) Purchase Period at the time of filing

From February 5, 2026 (Thursday) to March 23, 2026 (Monday) (30 business days)

(III) Possibility of extension upon request by the Target

Not applicable.

(4) Purchase Price

7,626 yen per share of common stock

(5) Basis of calculation of purchase price

(I) Basis of calculation

In determining the Tender Offer Price, the Offeror requested Mizuho Securities, its financial advisor, to calculate the share value of the Target's Stock as a third-party valuator independent from the Offeror, the Target, and the Tendering Shareholders. Mizuho Securities is not a related party of the Offeror, the Target, or the Tendering Shareholders, nor does it have any material interest that could give rise to a conflict of interest with the Offeror, the Target, or the Tendering Shareholders in connection with the Tender Offer. Mizuho Bank, Ltd. ("Mizuho Bank"), a group company of Mizuho Securities, is engaged in lending and other financing transactions with Integral as part of its ordinary banking operations. However, according to Mizuho Securities, Mizuho Securities has established and is implementing an appropriate conflict-of-interest management system, including information barrier measures, between Mizuho Securities and Mizuho Bank in accordance with Article 36 of the Act and Article 70-4 of the Cabinet Office Order on Financial Instruments Business, etc. (Cabinet Office Order No. 52 of 2007, as amended) and its calculations are performed independently of Mizuho Bank's position as a lender. Considering the facts that appropriate safeguards are in place between Mizuho Securities and Mizuho Bank, Mizuho Securities' independence as a third-party valuator is secured as the Offeror and Mizuho Securities conduct transactions under the same terms as general clients, Mizuho Securities has a track record as a third-party valuator in similar cases in the past, the Offeror has appointed Mizuho Securities as an independent third-party valuator.

Mizuho Securities, after examining factors including the Target's financial condition and the market price trend of the Target's Stock, determined that a multifaceted evaluation would be appropriate. After considering which valuation method to adopt from among multiple share valuation techniques, the market price analysis, comparable company analysis, and the DCF Analysis were chosen to evaluate the share value of the Target. The Offeror obtained the Share Valuation Report (Mizuho Securities) from Mizuho Securities on February 3, 2026 and used it as a reference. The Offeror has not obtained a fairness opinion from Mizuho Securities regarding the fairness of the Tender Offer Price as it believes that measures to ensure the fairness of the Tender Offer and to avoid conflicts of interest have been implemented by both the Offeror and the Target, and that sufficient consideration has been given to the interests of the Target's minority shareholders.

The methodologies adopted in the Share Valuation Report (Mizuho Securities) and the range of share values per share of the Target's Stock calculated based on such methodologies are as follows:

Market price analysis: 2,757 to 2,979 yen

Comparable company analysis: 6,758 to 7,514 yen

DCF Analysis: 6,747 to 8,114 yen

Based on the market price analysis, the range of the per-share value of the Target's Stock was calculated to be 2,757 yen to 2,979 yen, which calculation used a reference date of February 3, 2026 and the closing price of the Target's Stock on the Standard Market of the TSE on such reference date (2,962 yen), the simple average closing price for the last 1 month up to the same date (2,979 yen), the simple average closing price for the last 3 months up to the same date (2,848 yen), and the simple average closing price for the last 6 months up to the same date (2,757 yen).

Under the comparable company analysis, the share value of the Target was estimated by comparing the market stock prices and financial metrics indicative of profitability of publicly listed companies engaged in businesses similar to that of the Target. As a result, the range of the per-share value of the Target's Stock was calculated to be 6,758 yen to 7,514 yen.

Under the DCF Analysis, the calculation was based on the Business Plan provided by the Target (covering the 3 fiscal years from the fiscal year ending March 2026 to the fiscal year ending March 2028), as well as the Target's recent performance trends, the results of the Offeror's due diligence conducted on the Target from late October 2025 to late November 2025, and the Target's future revenue expectations for the fiscal year ending March 2026 and onwards prepared by the Offeror based on publicly available information and other relevant factors. The per-share value of the Target's Stock was calculated by discounting the future cash flows expected to be generated by the Target from the second quarter of the fiscal year ending March 2026 onwards to the present value at a certain discount rate and was calculated to be between 6,747 yen and 8,114 yen. In addition, financial forecasts that Mizuho Securities used for its analysis under the DCF Analysis as described above include fiscal years in which a significant increase or decrease in earnings and a significant increase or decrease in free cash flow are expected. Specifically, a temporary deterioration in the cost ratios in the fiscal year ending March 2026 is expected due to temporary cost increases and other relevant factors resulting from the U.S. additional tariff hikes. In the fiscal year ending March 2027, while a significant increase in operating profit is expected due to improved cost ratios resulting from increased sales of UV products and inks, a significant decrease in free cash flow is expected due to capital investment for the construction of a new facility at the Suwa Plant. In addition, in the fiscal year ending March 2028, a significant decrease in free cash flow due to continued capital investment related to the construction of a new facility at the Suwa Plant and an increase in working capital resulting from higher sales are expected. Furthermore, in the fiscal year ending March 2029, a significant decrease in free cash flow is expected due to a further increase in capital investment related to the construction of a new facility at the Suwa Plant. The construction of a new facility at the Suwa Plant is expected to be completed in the fiscal year ending March 2029, and, since the impact of this project is expected to diminish in the fiscal year ending March 2030, a significant increase in free cash flow is expected. In addition, the anticipated proceeds from the sale of MUTOH Ikejiri Building announced today by the Target has been added as non-operating assets. The effect of synergy expected to be realized by the execution of the Transaction has not been taken into account in the financial forecast because it is difficult to estimate them specifically at this time.

In addition to the valuation results for the share value of the Target in the Share Valuation Report (Mizuho Securities) obtained from Mizuho Securities, the Offeror comprehensively considered the relevant factors, including the results of the due diligence conducted on the Target from late October to late November of 2026, the market price trends of the Target's Stock (the closing price of the Target's Stock on February 3, 2026, which is the business day immediately preceding the announcement date of the Tender Offer (2,962 yen), the simple average closing price for the last 1 month up to the same date (2,979 yen), the simple average closing price for the last 3 months up to the same date (2,848 yen), and the simple average closing price for the last 6 months up to the same date (2,757 yen)), the likelihood of the Target's board of directors' consenting to the Tender Offer and the prospects for shareholders tendering their shares in the Tender Offer. As a result, based on the result of the discussions and negotiations with the Target and the Tendering Shareholders, the Offeror decided to set the Tender Offer Price at 7,626 yen on February 3, 2026.

The Tender Offer Price of 7,626 yen is a price obtained by adding: a premium of 157.46% to the closing price (2,962 yen) of the Target's Stock on the Standard Market of TSE on February 3, 2026, which is the business day immediately preceding the announcement date of the Tender Offer; a premium of 155.99% over the simple average closing price for the last 1 month up to the same date (2,979 yen); a premium of 167.77% over the simple average closing price for the last 3 months up to the same date (2,848 yen); or a premium of 176.61% over the simple average closing price for the last 6 months (2,757 yen), respectively.

(Note) In principle, when calculating the Target's Stock value, Mizuho Securities adopts the information provided by the Target and publicly available information as it is, and relies on such information on the assumption that all such materials and information are accurate and complete, and that there are no facts undisclosed to Mizuho Securities that may have a material impact on the analysis or calculation of the Tender Offer Price. Mizuho Securities has not independently verified the accuracy of such materials and information. Additionally, Mizuho Securities assumes that information regarding the financial forecasts for the Target have been prepared in a reasonable manner based on the best forecasts and judgments by the Target's management at the time of calculation and that the management of the Offeror reviewed the contents of such information and approved its use in the valuation conducted by Mizuho Securities. Further, Mizuho Securities has not independently evaluated, appraised or assessed the assets or liabilities (including off-the-book assets and liabilities and any other contingent liabilities) of the Target or the Target's related companies, and it has not requested third-party organizations to evaluate, appraise or assess the same. The calculation of Mizuho Securities reflects the above information up to February 3, 2026.

(II) Process of calculation

Following the course of events as described in "(I) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer" in "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer" in "1. Purposes of the Tender Offer" above, on February 3, 2026, the Offeror decided to set the Tender Offer Price at 7,626 yen.

(III) Relationship with the valuator

Mizuho Securities, the financial advisor and third-party valuator of the Offeror, is not a related party of the Offeror, the Target, or the Tendering Shareholders, nor does it have any material interest that could give rise to a conflict of interest in connection with the Tender Offer.

(6) Number of tendered shares to be purchased

Class of stock	Number of tendered shares to be purchased	Minimum number of tendered shares to be purchased	Maximum number of tendered shares to be purchased
Common Stock	4,589,644 shares	3,042,700 shares	- shares
Total	4,589,644 shares	3,042,700 shares	- shares

(Note 1) If the total number of the Tendered Shares is less than the minimum number of tendered shares to be purchased in the Tender Offer (3,042,700 shares), the Offeror will not purchase any of the Tendered Shares. If the total number of the Tendered Shares is no less than the minimum number of tendered shares to be purchased in the Tender Offer (3,042,700 shares), the Offeror will purchase all of the Tendered Shares.

(Note 2) The treasury shares held by the Target are not scheduled to be acquired through the Tender Offer.

(Note 3) Since the maximum number of tendered shares to be purchased in the Tender Offer has not been set, the number of tendered shares to be purchased is the Base Number of Shares (4,589,644 shares), which is the maximum number of the Target's Stock that the Offeror shall purchase in the Tender Offer.

(Note 4) Shares less than one unit are also subject to the Tender Offer. If a shareholder exercises the right to demand purchase of shares amounting to less than one unit pursuant to the Companies Act, the Target may purchase its shares during the Tender Offer Period in accordance with statutory procedures.

(7) Change in Percentage of Ownership of Shares, Etc. through Purchase

Number of voting rights pertaining to the Shares, Etc. held by the Offeror before purchase	-	(Percentage of Ownership of Shares, Etc. before purchase: -%)
Number of voting rights pertaining to the Shares, Etc. held by special related parties before purchase	-	(Percentage of Ownership of Shares, Etc. before purchase: -%)
Number of voting rights pertaining to the Shares, Etc. held by the Offeror after purchase	45,896	(Percentage of Ownership of Shares, Etc. after purchase: 100.00%)
Number of voting rights pertaining to the Shares, Etc. held by special related parties after purchase	-	(Percentage of Ownership of Shares, Etc. after purchase: -%)
Total number of voting rights of all shareholders of the Target	45,559	

(Note 1) "Number of voting rights pertaining to the Shares, Etc. held by the Offeror after purchase" is the number of voting rights pertaining to the number of shares to be purchased in the Tender Offer (4,589,644 shares).

(Note 2) "Number of voting rights pertaining to the Shares, Etc. held by special related parties before purchase" is the total number of voting rights pertaining to the Shares, Etc. held by special related parties (excluding those who are excluded from special related parties pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance on Disclosure of Takeover Bids of Shares Conducted by Non-Issuers (Ministry of Finance Japan Ordinance No. 38 of 1990, as amended) (the "TOB Order") for the purpose of calculating the ownership ratio of Shares, Etc. under each Item of Article 27-2, Paragraph 1 of the Act). The Offeror intends to confirm the Shares, Etc. of the Target held by special related parties on or after today and, if corrections are necessary, disclose the details of such corrections.

(Note 3) "Total number of voting rights of all shareholders of the Target" refers to the total number of voting rights of all shareholders, etc. as of September 30, 2025 as described in the Target's semi-annual securities report (calculated on the basis that one unit consists of 100 shares). However, because shares less than one unit (excluding treasury shares of less than one unit held by the Target) are subject to the Tender Offer,

"Percentage of Ownership of Shares, Etc. before purchase" and "Percentage of Ownership of Shares, Etc. after purchase" are calculated using the number of voting rights (45,896) pertaining to the Base Number of Shares (4,589,644 shares) as the denominator.

(Note 4) "Percentage of Ownership of Shares, Etc. before purchase" and "Percentage of Ownership of Shares, Etc. after purchase" are indicated by rounding to the second decimal place.

(8) Purchase Price: 35,000 million yen

(Note) The "Purchase Price" represents the amount obtained by multiplying the number of shares to be purchased in the Tender Offer (4,589,644 shares) by the Tender Offer Price (7,626 yen).

(9) Method of Settlement

(I) Name and address of the head office of the securities company or bank in charge of the settlement of the purchase

Mizuho Securities, Co. Ltd. 5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo

Rakuten Securities, Inc. (sub-agent) 6-21, Minami-Aoyama 2-chome, Minato-ku, Tokyo

(II) Commencement date of settlement

March 30, 2026 (Monday)

(III) Method of settlement

(Where shares are tendered through Mizuho Securities Co., Ltd.)

A notice regarding the purchase under the Tender Offer will be mailed to the address of the shareholders who tender their shares in the Tender Offer (the "Tendering Shareholders") (or the address of the standing proxy in the case of shareholders who are foreign residents (including corporate shareholders; the "Non-Resident Shareholders")) without delay after the expiration of the Tender Offer Period. The purchase will be settled in cash. In accordance with the instructions given by the Tendering Shareholders (or the standing proxy in the case of Non-Resident Shareholders) and without delay after the commencement date of the settlement, the sales proceeds of the Shares, Etc. purchased will be remitted by the tender offer agent to the address designated by the Tendering Shareholders (or the standing proxy in the case of Non-Resident Shareholders) or paid into the Tendering Account with the tender offer agent through which the shares were tendered.

(Where shares are tendered through Rakuten Securities, Inc.)

A notice regarding the purchase under the Tender Offer will be delivered to the Tendering Shareholders by electronic means without delay after the expiration of the Tender Offer Period. The purchase will be settled in cash. The sales proceeds of the Shares, Etc. purchased will be paid into the Tendering Account (sub-agent) from the sub-agent without delay after the commencement date of the settlement.

(IV) Method of return of Shares, Etc.

(Where shares are tendered through Mizuho Securities Co., Ltd.)

In the event that all of the Tendered Shares will not be purchased under the terms set forth in "(I) Conditions set forth in each item of Article 27-13, Paragraph 4 of the Act and the details thereof" or "(II) Conditions for withdrawal of the tender offer, details thereof and method of disclosure for withdrawal" under "(10) Other Conditions and Methods of the Purchase" below, the tender offer agent will restore the Shares, Etc. that are to be returned to the status immediately

preceding the tendering of those Shares, Etc. promptly after the Business Day that is two days after the last day of the Tender Offer Period (or the day of withdrawal, etc. if the Tender Offeror withdraws the Tender Offer).

(Where shares are tendered through Rakuten Securities, Inc.)

In the event that all of the Tendered Shares will not be purchased under the terms set forth in "(I) Conditions set forth in each item of Article 27-13, Paragraph 4 of the Act and the details thereof" or "(II) Conditions for withdrawal of the tender offer, details thereof and method of disclosure for withdrawal" under "(10) Other Conditions and Methods of the Purchase" below, the sub-agent will promptly return the Shares, Etc. that are to be returned promptly after the Business Day that is two days after the last day of the Tender Offer Period (or the day of withdrawal, etc. if the Tender Offeror withdraws the Tender Offer).

(10) Other Conditions and Methods of the Purchase

(I) Conditions set forth in each item of Article 27-13, Paragraph 4 of the Act and the details thereof

If the total number of the Tendered Shares is less than the minimum number of tendered shares to be purchased in the Tender Offer (3,042,700 shares), the Offeror will not purchase any of the Tendered Shares. If the total number of the Tendered Shares is no less than the minimum number of tendered shares to be purchased in the Tender Offer (3,042,700 shares), the Offeror will purchase all of the Tendered Shares.

(II) Conditions for withdrawal of the tender offer, details thereof, and method of disclosure for withdrawal

Upon the occurrence of any of the circumstances provided in Article 14, Paragraph 1, Items (i) (a) through (j) and (m) through (t), Items (iii) (a) through (h) and (j), Item (iv), and Article 14, Paragraph 2, Items (iii) through (vi) of the Enforcement Order of the Financial Instruments and Exchange Act (Government Ordinance No. 321 of 1965, as amended; the "Enforcement Order"), the Tender Offer may be withdrawn. In the Tender Offer, the "facts equivalent to those set forth in (a) to (s)" stipulated in Article 14, Paragraph 1, Item (i) (t) of the Enforcement Order means: (i) where the body that determines the execution of business of the Target resolves to pay dividends of surplus with a record date prior to the commencement date of settlement of the Tender Offer (including cases where it resolves that the record date for such dividends of surplus shall be a date prior to the commencement date of settlement of the Tender Offer without specifying the specific amount of such dividends), except where the amount of money or other property to be distributed to shareholders is expected to be less than an amount equivalent to 10% of the book value of net assets stated on the balance sheet as of the end of the most recent fiscal year of the Target; or where it resolves to submit a proposal to the general meeting of shareholders of the Target to make such dividend payment; and (ii) where the body that determines the execution of business of the Target resolves to acquire its own shares, except where the amount of money or other property to be delivered in exchange for the acquisition of such shares is expected to be less than an amount equivalent to 10% of the book value of net assets stated on the balance sheet as of the end of the most recent fiscal year of the Target. This is because, if any such resolution is made, a substantial outflow of corporate assets from the Target would occur, which is considered to materially impede the achievement of the purpose of the Tender Offer.

In addition, the "facts equivalent to those set forth in (a) to (i)" stipulated in Article 14, Paragraph 1, Item (iii) (j) of the Enforcement Order means: (i) discovery of a false statement concerning a material item or an omission of a statement concerning a material item that is required to be stated in the statutory disclosure documents submitted by the Target in the past, and the Offeror did not know, and in the exercise of reasonable care could not have known, of the existence of such false statement or the like; or (ii) occurrence of any of the facts listed in (a) to (g) of the same Item with respect to the Target's important subsidiary.

With respect to the prior notification to the Japan Fair Trade Commission by the Offeror pursuant to Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended), in the event that (i) the Offeror receives from the Japan Fair Trade Commission a prior notice of a cease-

and-desist order ordering the disposal of all or part of the Target's Stock, the transfer of part of its business, or any other disposition equivalent thereto; (ii) the statutory waiting period during which a prior notice of a cease-and-desist order under the Antimonopoly Act should be issued has not expired; or (iii) the Offeror is subject to an application for an emergency injunction order filed with a court as a person suspected of engaging in conduct in violation of Article 10, Paragraph 1 of the Antimonopoly Act, by the day immediately preceding the expiration date of the Tender Offer Period (including any extensions thereof), the Offeror may withdraw the Tender Offer or conduct equivalent actions as if it was not possible to obtain the "permission, etc." set forth in Article 14, Paragraph 1, Item (iv) of the Enforcement Order.

If the Offeror decides to withdraw the Tender Offer, it shall give a public notice electronically and publish a notice to that effect in the Nihon Keizai Shimbun. If it is difficult to make a public notice by the last day of the Tender Offer Period, the Offeror shall make an announcement by the method prescribed in Article 20 of the TOB Order, and give a public notice immediately thereafter.

(III) Conditions of reduction of purchase price and method of disclosure of the reduction

If the Target conducts any act prescribed in Article 13, Paragraph 1 of the Enforcement Order during the Tender Offer Period, then pursuant to the provisions of Article 27-6, Paragraph 1, Item (i) of the Act, the Offeror may reduce the price of the purchase in accordance with the standards prescribed in the provision of Article 19, Paragraph 1 of the TOB Order.

If the Offeror decides to reduce the purchase price, it shall give a public notice electronically and publish a notice to that effect in the Nihon Keizai Shimbun. If it is difficult to make a public notice by the last day of the Tender Offer Period, the Offeror shall make an announcement by the method prescribed in Article 20 of the TOB Order, and give a public notice immediately thereafter. If the price of the purchase is reduced, the Tendered Shares that were tendered on or before the date of the relevant public notice shall also be purchased at the reduced price of tender offer.

(IV) Matters concerning the right of Tendering Shareholders to cancel their tender

(Where shares are tendered through Mizuho Securities Co., Ltd.)

The Tendering Shareholders may cancel the agreement concerning the Tender Offer at any time during the Tender Offer Period. If the Tendering Shareholders intend to cancel the agreement, he/she must deliver or send a written notice stating the intention to cancel the agreement concerning the Tender Offer (the "Notice of Cancellation") to the head office or any domestic branch office of the tender offer agent that accepted the tendering, no later than 3:00 p.m. on the last day of the Tender Offer Period. The cancellation of the agreement shall become effective at the time when the Notice of Cancellation is delivered to or received by the tender offer agent. Accordingly, please note that, in the case of sending the Notice of Cancellation, the cancellation will not be effective unless the Notice of Cancellation reaches the tender offer agent by 3:00 p.m. on the last day of the Tender Offer Period.

The Offeror will in no event seek compensatory damages or penalties from the Tendering Shareholders for cancelling the agreement. The Offeror will also bear the cost for returning the Tendered Shares. If cancellation is requested, the Tendered Shares will be returned promptly after the completion of the procedures relating to the cancellation request in the manner described in "(IV) Method of return of Shares, Etc." under "(9) Method of Settlement" above.

Party authorized to receive the Notice of Cancellation:

Mizuho Securities Co. Ltd. 5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo

(or any other domestic branch of Mizuho Securities Co. Ltd.)

(Where shares are tendered through Rakuten Securities, Inc.)

The Tendering Shareholders may cancel the agreement concerning the Tender Offer at any time during the Tender Offer Period. With respect to the cancellation of the agreement, please log in to the sub-agent's website (<https://www.rakuten-sec.co.jp/>) and complete the cancellation procedures via the "Domestic Stocks" → "Tender

Offer for Shares (TOB)" screen no later than 3:30 p.m. on the last day of the Tender Offer Period.

Party authorized to receive the cancellation offer:

Rakuten Securities, Inc. 6-21, Minami-Aoyama 2-chome, Minatoku-ku, Tokyo
(or any other domestic branch of Rakuten Securities, Inc.)

(V) Method of disclosure of amendment to the terms for purchase

The Offeror may change the terms for purchase during the Tender Offer Period, excluding the changes prohibited by Article 27-6, Paragraph 1 of the Act and Article 13 of the Enforcement Order. If the Offeror decides to change the terms for purchase, it shall give a public notice electronically on the contents of the change and publish a notice to that effect in the Nihon Keizai Shimbun. If it is difficult to make a public notice by the last day of the Tender Offer Period, the Offeror shall make an announcement by the method prescribed in Article 20 of the TOB Order, and give a public notice immediately thereafter. If the terms for purchase are changed, the Tendered Shares that were tendered on or before the date of the relevant public notice shall also be purchased at the terms of purchase after the change.

(VI) Method of disclosure of amendment statement

If the Offeror submits an amendment statement to the Director of the Kanto Local Finance Bureau (excluding a submission pursuant to the proviso of Article 27-8, Paragraph 11 of the Act), it shall immediately announce the matters stated in the amendment statement that relate to the matters stated in the public notice concerning commencement of the tender offer by the method prescribed in Article 20 of the TOB Order. The Offeror must also immediately amend the Tender Offer Explanatory Statement and deliver the amended Tender Offer Explanatory Statement to the Tendering Shareholders who have already received the Tender Offer Explanatory Statement. However, if the amendment is minor, the Offeror shall instead prepare a document stating the reasons for the amendment, the items that were amended, and the contents after the amendment, and deliver that document to the Tendering Shareholders.

(VII) Method of disclosure of results of Tender Offer

The Offeror will announce the results of the Tender Offer on the day immediately after the last day of the Tender Offer Period by the method stipulated in Article 9-4 of the Enforcement Order and Article 30-2 of the TOB Order.

(VIII) Others

The Tender Offer is not being made, directly or indirectly, in or into the United States, nor is it being made by use of the mails of the United States or by any means or instrumentality of interstate or foreign commerce of the United States (including, without limitation, facsimile transmission, electronic mail, internet communications, telex and telephone), nor through any facility of a securities exchange in the United States. Accordingly, the Tender Offer cannot be accepted by any such means or instrumentalities, through any such facilities, or from within the United States.

Neither the tender offer statement nor any related tender offer documents with respect to the Tender Offer are being sent or distributed, nor will they be sent or distributed, in or into the United States or from within the United States, by mail or by any other means, and any acceptance of the Tender Offer that directly or indirectly violates the foregoing restrictions will not be accepted.

In accepting the Tender Offer, the Tendering Shareholders (or, in the case of Non-Resident Shareholders, their standing proxies) may be required to make the following representations and warranties to the tender offer agent: that such Tendering Shareholder is not located in the United States at the time of acceptance and at the time of sending the tender offer application form; that such Tendering Shareholder has not received or sent any information relating to the Tender Offer (including any copies thereof), directly or indirectly, in or into the United States, or from within the United States; that such Tendering Shareholder has not used, directly or indirectly, the mails of the United States or any means or instrumentality of interstate or foreign commerce of the United States (including, without limitation,

facsimile transmission, electronic mail, internet communications, telex and telephone), or any facility of a securities exchange in the United States, in connection with the purchase or the execution and delivery of the tender offer application form; and that such Tendering Shareholder is not acting as an agent, trustee or fiduciary on a non-discretionary basis for any other person, unless such other person has given all instructions relating to the purchase from outside the United States.

(11) Public Announcement Date of Commencement of the Tender Offer

February 5, 2026 (Thursday)

(12) Tender Offer Agent

Mizuho Securities Co., Ltd. 5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo, Japan

The tender offer agent has appointed the following sub-agent in order to re-delegate a portion of its administrative duties:

Rakuten Securities, Inc. (sub-agent) 6-21 Minami-Aoyama 2-chome, Minato-ku, Tokyo, Japan

3. Policy Following the Tender Offer and Future Outlook

With respect to the policy following the Tender Offer and future outlook, please refer to "1. Purposes of the Tender Offer" above, including "(2) Background and purposes of the Tender Offer and decision-making process leading to the implementation of the Tender Offer, and management policy after the Tender Offer," "(4) Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")," and "(5) Possibility of delisting and reason therefor."

4. Others

(1) Existence and details of agreements between the Offeror and the Target or its Officers

(I) Opinion in favor of the Tender Offer

According to the Target's Press Release, the Target resolved at its board of directors meeting held today that it will express its opinion supporting the Tender Offer and recommend that its shareholders tender their shares in the Tender Offer.

For details of decision-making process of the Target's board of directors, please refer to the Target's Press Release and "(VI) Unanimous approval of all disinterested directors (including directors serving as audit and supervisory committee members) present of the Target" under "(3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" under "1. Purposes of the Tender Offer" above.

(2) Other information deemed necessary for investors to determine whether to tender their shares in the purchase

(I) Announcement of "Summary of Consolidated Financial Results for the Third Quarter of the Fiscal Year Ending March, 2026 (Based on Japanese GAAP)"

The Target has announced its summary of financial results on the Tokyo Stock Exchange today, and an outline thereof based on such announcement is set forth below. According to the Target, the content of this announcement has not

undergone a review by an auditing firm pursuant to Article 193 - 2, Paragraph 1 of the Act. The following outline of the disclosed information is an excerpt from the information published by the Target, for the summary of the announcement, please see below.

(i) Status of Profit and Loss (Consolidated)

Accounting Period	Quarter of the fiscal year ending March 2026 Third Quarter Consolidated Balance Sheets
Sales	13,168 million yen
Cost of sales	7,595 million yen
Selling, general and administrative expenses	4,847 million yen
Non-operating income	101 million yen
Non-operating expenses	225 million yen
Quarterly net income attributable to owners of parent	381 million yen

(ii) Status per Share (Consolidated)

Accounting Period	Quarter of the fiscal year ending March 2026 Third Quarter Consolidated Balance Sheets
Net income per share	83.12 yen
Net asset per share	5,234.52 yen

(II) Announcement of "Notice Concerning Revision of the Full-Year Consolidated Earnings Forecast and the Year-End Dividend Forecast for the Fiscal Year Ending March 2026 (No Dividend) and Discontinuation of Shareholder Benefits"

The Target announced that, at the meeting of its board of directors held today, it resolved to revise its full-year consolidated earnings forecast for the fiscal year ending March 2026 and, subject to successful completion of the Tender Offer, not to pay year-end dividends for the fiscal year ending March 2026, and to discontinue its shareholder benefits from the fiscal year ending March 2026. For details, please see the contents of such announcement.

(III) Announcement of "Notice Regarding the Transfer of Fixed Assets and the Recording of Extraordinary Income (Gain on Sale of Fixed Assets)"

The Target announced that, at the meeting of its board of directors held today, it resolved to transfer certain fixed assets owned by the Target. For details, please see the contents of such announcement.

(IV) Announcement of "Notice Regarding Consideration of Construction of a New Facility by a Consolidated Subsidiary"

The Target announced that, at the meeting of its board of directors held today, it resolved to adopt a policy of considering the construction of a new facility on land it owns in Shimosuwa Town, Nagano Prefecture, which serves

as a production, development, and quality assurance base of MUTOH INDUSTRIES. For details, please see the contents of such announcement.

End