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To whom it may concern:

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Notice Concerning Introduction of Company's Response Policies (Response Policies on Takeovers) for Purpose of Engaging in Good Faith Negotiations to Avoid Risk of Company Shareholders Remaining as Minority Shareholders (Coercive Effect) in Relation to Announcement of Planned Commencement of Tender Offer for Shares, etc. of Company by SilverCape Investments Limited

As announced in the press release of DIGITAL HOLDINGS, Inc. (the "Company") dated October 20, 2025, entitled "Notice Regarding the Planned Commencement of the Tender Offer for Shares, etc. of Company by SilverCape Investments Limited," the Company received a proposal from SilverCape Investments Limited ("SilverCape") to conduct a tender offer for the Company's shares of common stock (the "Company Shares") and the Company's stock acquisition rights (together with the Company Shares, the "Shares, etc. of the Company") (the "Tender Offer") (the "Proposal").

The Company has been carefully reviewing the terms of the Proposal. However, as described below, the minimum number of shares to be purchased in the Tender Offer is scheduled to be set at 3,535,700 shares (representing an 18.93% ownership ratio (Note)), with the result that, when combined with the 2,690,800 Company Shares currently held by SilverCape (representing a 14.41% ownership ratio), SilverCape would hold 33.34% of the total voting rights of the Company following completion of the Tender Offer. Consequently, the Company believes that there is a high possibility that de facto pressure (coercion) will be exerted on general shareholders to tender their shares in the Tender Offer, due to the risk of being left as minority shareholders as a result of the squeeze-out procedures not being implemented following the successful completion of the Tender Offer.

(Note) According to SilverCape, the term "ownership ratio" refers to the ratio calculated by dividing the number of shares owned by the total number of issued shares of the Company as of June 30, 2025, as stated in the 32nd Semi-Annual Securities Report of the Company submitted on August 7, 2025 (17,459,907 shares), plus the number of the Company Shares underlying the stock acquisition rights of the Company (1,216,000 shares) corresponding to the 12,160 stock acquisition rights as remaining outstanding as of June 30, 2025 as stated in the tender offer registration statement submitted by Hakuhodo DY Holdings Inc. ("Hakuhodo")

on September 12, 2025, resulting in a total of 18,675,907 shares; hereinafter the same.

Furthermore, based on the information disclosed to the Company by SilverCape, SilverCape is an investment fund that was only recently established, in August 2024. To date, it has primarily invested as a minority shareholder and has no track record of acquiring 100% of, or managing, listed companies, whether in Japan or overseas, nor any experience in investing in companies engaged in the advertising business, whether in Japan or overseas. In addition, the explanations provided to the Company by SilverCape to date, on management policy of the Company after the Tender Offer and the measures for enhancing corporate value, were abstract and lacked specificity and feasibility, and insufficient in terms of demonstrating how SilverCape would effectively realize the enhancement of the Company's corporate value. Therefore, the Company believes that in addition to the concerns in relation to the proposed minimum number of shares to be purchased in the Tender Offer as aforementioned, the possibility that the Company's corporate value may be impaired after the Tender Offer further exacerbates the coerciveness imposed on its general shareholders by the Tender Offer.

Based on the explanations provided by SilverCape to date, the Company believes that merely exercising its right to request information under Article 27-10, Paragraph 2, Item 1 of the Financial Instruments and Exchange Act after the commencement of the Tender Offer is unlikely to ensure that material information is obtained that would enable the Company's general shareholders to make an appropriate decision as to whether to tender their shares.

In light of these factors, the Company believes that, if the Tender Offer is commenced, the possibility cannot be ruled out that the Company's general shareholders may be forced to make a decision to tender their shares in the Tender Offer before having an opportunity for sufficient review.

In addition, regarding the source of funds required for the Tender Offer, while SilverCape claims it will fund the entire amount of the Tender Offer from its own capital, it has merely suggested the possibility of utilizing listed shares as collateral for margin transactions or other market-traded securities. At the same time, it has also indicated the possibility of raising funds from major banks. Accordingly, the source of funds for the acquisition has not been definitively confirmed. Therefore, the Company plans to request information from SilverCape to ensure that the Company's general shareholders can confirm the feasibility of the Tender Offer from the perspective of securing the funds required for the Tender Offer.

As stated in the press release entitled "Notice Concerning Opinion on Tender Offer for Shares, etc. of Company by Hakuhold DY Holdings Inc." announced on September 11, 2025, the Company has expressed its opinion in support of the tender offer for the Shares, etc. of the Company by Hakuhold, which commenced on September 12, 2025, and is ongoing as of today (the "Hakuhold Tender Offer").

On September 22, 2025, following the commencement of the Hakuhold Tender Offer, the Company received a "proposal letter" from SilverCape (the "Proposal Letter Dated September 22, 2025"), the main content of which was a request that SilverCape or an entity in which SilverCape or its affiliates directly or indirectly invest (i) conducts a tender offer for all of the issued common shares and stock acquisition rights of the Company at a tender offer price of 2,380 yen per share, with a minimum of 3,927,700 shares of the Company (representing 22%

of the Company's total issued shares), and (ii) conducts due diligence on the business operations of the Company and its principal group companies for the purpose of specifically reviewing such tender offer, a potential subsequent squeeze-out, and the delisting of the Company. According to the Proposal Letter Dated September 22, 2025, and the document entitled "Notice Regarding the Planned Commencement of the Tender Offer for the Share Certificates of DIGITAL HOLDINGS, INC. (Securities Code: 2389)" issued by SilverCape on October 20, 2025, SilverCape believes that one of the purposes of the Tender Offer is to ensure a certain degree of influence over the Company in order to enhance the Company's medium- to long-term corporate value, and that delisting is not an essential requirement. Accordingly, the Tender Offer does not intend to, nor does it guarantee that it will, delist or squeeze-out the Company. Therefore, even if the Tender Offer is successfully completed, there remains a possibility that general shareholders of the Company may remain following the completion of the Tender Offer. In light of the above, there is a risk that the Tender Offer may have a coercive effect, leading to the possibility that the Company's shareholders who would not otherwise support the Tender Offer may find themselves compelled to sell their shares by tendering them in the Tender Offer, thereby distorting shareholder decision-making.

Specifically, as stated in 3.7 of the "Fair M&A Guidelines" published by Ministry of Economy, Trade and Industry on June 28, 2019, not only in MBOs and acquisitions of a controlled company by the controlling shareholder, but also in ordinary M&A transactions conducted by way of a tender offer, coercion (i.e., de facto pressure arising from the expectation that shareholders who do not tender their shares in response to the tender offer would be treated less favorably, thereby pressuring shareholders dissatisfied with the offer price to tender their shares) should be avoided to ensure that general shareholders have an opportunity to appropriately decide whether to tender their shares.

In this regard, the minimum number of shares to be purchased in the Tender Offer is scheduled to be set at 3,535,700 shares (representing an 18.93% ownership ratio), with the result that, when combined with the 2,690,800 Company Shares currently held by SilverCape (representing a 14.41% ownership ratio), SilverCape would hold 33.34% of the total voting rights of the Company following completion of the Tender offer, which reflects SilverCape's view that one of the purposes of the Tender Offer is to ensure a certain degree of influence over the Company in order to enhance the Company's medium- to long-term corporate value, and that delisting is not an essential requirement. Consequently, it remains unclear whether, upon the completion of the Tender Offer, the voting rights attached to the Company Shares held by SilverCape will reach two-thirds or more of the total voting rights of the Company's shareholders, which is the threshold required to implement a squeeze-out procedure. With regard to this point, the Special Committee (as defined below) has repeatedly sought confirmation from SilverCape on its intention to set the minimum number of shares to be purchased at a level equivalent to two-thirds or more of the total voting rights of the Company's shareholders, while raising concerns regarding the inappropriateness of the minimum number of shares to be purchased set by SilverCape, in the interests of eliminating the coercive effect in the Tender Offer and protecting the minority shareholders of the Company. However, SilverCape has not agreed to raise the minimum number of shares to be purchased, and has merely stated that, after the completion of the Tender Offer, if the voting rights attached to the Company Shares it holds reach two-thirds or more of the total voting rights of the Company's shareholders and if it is unable to acquire all of the Company Shares (excluding the Company Shares held by SilverCape and treasury shares held by the Company), it intends to implement a series of procedures to make SilverCape the sole shareholder of the Company. Accordingly, the Proposal neither necessarily intends to,

nor does it guarantee, delisting or a squeeze-out of the Company Shares. Therefore, the Company believes that there is a high possibility that de facto pressure (coercion) will be exerted on general shareholders to tender their shares in the Tender Offer, due to the risk of being left as minority shareholders as a result of the squeeze-out procedures not being implemented following the successful completion of the Tender Offer.

In addition, among the Company's shareholders, Noboru Hachimine, a founder and director of the Company ("Mr. Hachimine") and HIBC Co., Ltd., an asset management company wholly owned by and for which Mr. Hachimine serves as representative director, together with Atsushi Nouchi, Chairman and Representative Director of the Company ("Mr. Nouchi") and Time & Space, Ltd., an asset management company wholly owned by and for which Mr. Nouchi serves as representative director, have, as of today, expressed their intention not to tender their shares in the Tender Offer. The total number of shares held by these shareholders (6,311,000 shares) (the "Number of Non-Tendering Shares") represents 33.99% of the number of listed shares of the Company (18,568,907 shares as of October 27, 2025, which is the business day immediately preceding today; hereinafter the same). Based on the foregoing, even if the number of Company Shares acquired by SilverCape through the Tender Offer is the minimum number of shares to be purchased, the combined ratio of the number of Company Shares held by SilverCape after the Tender Offer (12,537,500 shares, which is the aggregate of (i) the number of shares of the Company currently held by SilverCape (2,690,800 shares, representing 14.49% of the number of listed shares of the Company) and (ii) the minimum number of shares to be purchased in the Tender Offer (3,535,700 shares, representing 19.04% of the number of listed shares of the Company)) and the Number of Non-Tendering Shares (6,311,000 shares) would be 67.52% (rounded to the second decimal place) of the number of listed shares of the Company (18,568,907 shares as of October 27, 2025, which is the business day immediately preceding today), with the result that the tradable share ratio of the Company Shares would fall significantly below the 35% threshold required for the Tokyo Stock Exchange Prime Market, where the Company Shares are listed. Consequently, the required tradable share ratio necessary for the Company Shares to remain listed will be no longer maintained. If the Company Shares become subject to delisting criteria and are delisted, general shareholders who did not tender their shares in the Tender Offer would lose the opportunity to sell their Company Shares on the market. Therefore, the Tender Offer may exert extremely strong coercive pressure on general shareholders, not only due to the possibility that squeeze-out procedures may not be implemented, but also due to the realistic risk of delisting.

Furthermore, as stated above, given the possibility that Company general shareholders may remain even if the Tender Offer is completed, the management policy of the Company following the completion of the Tender Offer will be of crucial concern to the general shareholders when determining whether to tender their shares in the Tender Offer or the Hakuhodo Tender Offer, or to continue holding Company Shares as general shareholders (this is also evident from the "Guidelines for Disclosure in Tender Offers (Tender Offer Disclosure Guidelines)" published in October 2024 by the Financial Services Agency's Planning and Markets Bureau, which requires appropriate disclosure of the details, reasons, timing, and other matters of the management policy following a tender offer aimed at partial acquisition). Therefore, upon receipt of the Proposal Letter Dated September 22, 2025, the Company's Board of Directors, together with the special committee (the "Special Committee") established on March 28, 2025, for the purpose of reviewing matters related to the Hakuhodo Tender Offer, began to review the details of the proposal to determine whether the proposal described in the Proposal Letter Dated

September 22, 2025, constitutes a “sincere proposal” as defined in 3.1.2 of the “Guidelines for Corporate Takeovers: Enhancing Corporate Value and Securing Shareholders’ Interests” published by the Ministry of Economy, Trade and Industry on August 31, 2023, as well as to assess the management policy of the Company following the completion of the Tender Offer. On September 28, 2025, the Special Committee sent a questionnaire to SilverCape to gather information necessary for its review. Subsequently, on October 6, 2025, the Company received SilverCape’s response to the questionnaire. However, the response was particularly unclear regarding the measures for enhancing corporate value such as business strategies and management policy of the Company following the Tender Offer. Accordingly, the Company determined that additional information from SilverCape was necessary, particularly to facilitate a comparison between the Hakuhodo Tender Offer and the Tender Offer. The Company had arranged an oral presentation from SilverCape regarding the business strategies and management policies for both the Company’s Marketing Business and Investment Business, and other matters on October 20, 2025; however, prior to such presentation, SilverCape announced its intention to commence the Tender Offer on the same date. Following such announcement, SilverCape gave an oral presentation regarding the business strategies and management policy of the Company after the Tender Offer, and other matters. However, there was no reference to any track record of SilverCape acquiring or managing listed companies in Japan or overseas, nor any experience in investing in companies within the advertising industry in Japan or overseas. Moreover, although the Company had requested SilverCape in advance to provide explanations on business strategies and other matters based on the structural changes in the Japanese advertising industry and the competitive environment the Company is facing etc., no such explanations were given. Instead, the explanations that were actually provided were abstract and lacked specificity and feasibility, such as that the “the business model of the Company’s Marketing Business would be transformed through investment in AI.” The explanations provided did not reflect an understanding of the Company’s business, nor did they demonstrate sincere consideration or clear intention regarding the management of the Company following the Tender Offer. Furthermore, while SilverCape expressed a desire to accelerate M&A and AI investment activities by leveraging its acquisition of control over the Company following the Tender Offer, it also assumed the Company’s own cash would be used to fund such activities. Therefore, SilverCape’s explanation was insufficient in terms of demonstrating how SilverCape would effectively realize the enhancement of the Company’s corporate value. Additionally, SilverCape explained that if the Company Shares remain publicly listed following the Tender Offer, it would support the Investment Business as a significant minority investor and exit within two to four years, while the Company Shares remain listed. Conversely, if the Company Shares are delisted following the Tender Offer, SilverCape would focus on supporting the Marketing Business as the 100% shareholder. SilverCape’s explanations regarding the future form of the Company following the Tender Offer and its strategies for enhancing corporate value were unclear and insufficient. Furthermore, despite the Company’s repeated requests, SilverCape has not provided a clear answer on whether it prioritizes privatization or maintaining the Company’s listing. Therefore, the Company believes that its general shareholders cannot reasonably foresee the future state of the Company following the Tender Offer, and that this uncertainty further exacerbates the coerciveness imposed on the general shareholders by the Tender Offer.

The proposed tender offer price per share of the Company in the Tender Offer is 2,380 yen, which nominally exceeds the tender offer price in the Hakuhodo Tender Offer (1,970 yen per

share). However, in order for the Company's directors to fulfill their fiduciary duty of care to the Company, they must receive not only information regarding the tender offer price but also sufficient information on the potential impact of the Tender Offer on the Company's medium- to long-term corporate value if the Tender Offer is successfully completed. Upon receipt of such information, the directors must assess the relevant impact and, in order to maximize the Company's medium- to long-term corporate value and the common interests of all shareholders, carefully consider and, as necessary, negotiate matters such as the impact of the Tender Offer on the Company's medium- to long-term corporate value as well as how the tender offer price and other terms and conditions of the Tender Offer should be handled to maximize the common interests of the Company's shareholders. Therefore, in light of the aforementioned coercive effects of the Tender Offer, the circumstances leading up to SilverCape's announcement of the Tender Offer, and the insufficient explanations provided by SilverCape to the Company to date, the tender offer price in the Tender Offer exceeding the tender offer price in the Hakuhodo Tender Offer does not alter the Company's position as set forth above.

Furthermore, since submitting its large shareholding report concerning the Company Shares on February 19, 2025, SilverCape has intermittently increased its holdings of the Company Shares through market purchases up to October 2, 2025. Of particular concern, on September 17, 18, and 19, 2025, when it was likely preparing to submit the Proposal Letter Dated September 22, 2025, to the Company, as well as after September 22, 2025, the date on which the Proposal Letter Dated September 22, 2025, was submitted to the Company, SilverCape continued to increase its holdings of the Company Shares through market purchases without disclosing the proposal. Between September 22, 2025, and October 2, 2025, it acquired 393,200 shares, resulting in a holding ratio of 15.41% as of October 2, 2025. Although SilverCape stopped increasing its holdings of the Company Shares through market purchases on October 2, 2025, at the request of the Special Committee, such market purchases were conducted without disclosing its clear intention of acquisition. The Company must conclude that SilverCape did not take into consideration the interests of the Company's general shareholders, who transferred their Company Shares to SilverCape at prices below 2,380 yen per share without being aware that SilverCape was prepared to acquire the Company Shares at 2,380 yen per share. In addition, as stated above, while SilverCape appears to have currently stopped increasing its holdings of the Company Shares through market purchases at the request of the Special Committee as of today, the Company acknowledges that SilverCape may suddenly resume such purchases.

The Board of Directors believes that the ultimate decision on whether to accept the Tender Offer by SilverCape should be made by the shareholders. However, to ensure that a situation does not arise that would be detrimental to the Company's corporate value or the common interests of the shareholders, it is essential to provide the shareholders with sufficient information and time to make an appropriate decision regarding the potential impact of the Tender Offer by SilverCape on the Company's corporate value and its sources, without the coercive effects of the Tender Offer.

However, in light of the aforementioned coercive effects of the Tender Offer, the circumstances leading up to SilverCape's announcement of the Tender Offer, and the insufficient explanations provided by SilverCape to the Company to date, the Company believes that there is a high possibility that de facto pressure (coercion) will be exerted on general shareholders to tender their shares in the Tender Offer, due to the risk of being left as minority shareholders as a result of the squeeze-out procedures not being implemented following the successful completion of

the Tender Offer.. Moreover, the Company believes that, currently, shareholders lack sufficient information and time to make an appropriate decision regarding the potential impact of the Tender Offer on the Company's corporate value and its sources.

Based on these considerations, if SilverCape seeks Large-scale Acquisition Activities of the Shares, etc. of the Company through the Tender Offer, which constitutes a Large-scale Acquisition Activities (as defined in III.2(2)(A) below), or if the Tender Offer by SilverCape prompts Large-scale Acquisition Activities by other parties (excluding the Hakuhodo Tender Offer), then, in order to ensure that the Company's shareholders receive the information and time necessary to make an appropriate decision regarding the potential impact of such Large-scale Acquisition Activities on the Company's corporate value and its sources, thereby preventing any situation that would be detrimental to the Company's corporate value and, subsequently, the common interests of shareholders, the Company's Board of Directors concluded that such Large-scale Acquisition Activities must be conducted in accordance with certain procedures established by the Company's Board of Directors.

As a result, the Company hereby announces that, at a meeting held on October 28, 2025, the Company's Board of Directors resolved to establish basic policies regarding the persons who control decisions on the Company's financial and business policies (Article 118, item (iii) of the Regulations for Enforcement of the Companies Act) in order to protect and enhance the Company's corporate value and the shareholders' common interests, and further resolved to introduce response policies for the Tender Offer (the "Response Policies") as measures to prevent the determination of financial and business policies of the Company from being controlled by an inappropriate person in light of the basic policies (Article 118, item (iii), b.(2) of the Regulation for Enforcement of the Companies Act). The Response Policies will be introduced primarily to address Large-scale Acquisition Activities, including the Tender Offer for which specific concerns have already been raised, and differ from the so-called pre-warning-type takeover defense measures introduced under normal circumstances. The introduction of the Response Policies was resolved at the meeting of the Board of Directors mentioned above with the approval of all directors of the Company (excluding Mr. Hachimine and Mr. Nouchi, who are parties to the material agreements concerning the Hakuhodo Tender Offer), including seven (7) independent outside directors.

Furthermore, pursuant to a resolution of the Company's Board of Directors dated October 16, 2025, the Company (i) authorized the Special Committee to exercise all necessary powers, including the authority to negotiate with SilverCape, which is making a counterproposal to the Hakuhodo Tender Offer, and any other third party and to gather information, (ii) seek additional advice from the Special Committee regarding the expression of opinions and other matters related to such counterproposals, and (iii) also authorized the Representative Director of the Company to seek advice from the Special Committee on matters within its discretion related to the Proposal. Based on such authorization, Daisuke Kanazawa, Representative Director of the Company, sought additional advice from the Special Committee on October 22, 2025, regarding the propriety of introduction of the Response Policies, taking into account the content of the Proposal, the status of discussions with SilverCape and other relevant circumstances. The Special Committee deliberated on these additional matters for consultation and, as the unanimous opinion of the Special Committee, issued recommendations on October 28, 2025, stating that (i) introducing the Response Policies is an appropriate measure in response to the Proposal, and its contents are appropriate as well, and (ii) following the introduction of the Response Policies, as part of that process, the Special Committee will express advisory opinions regarding the Proposal as necessary after evaluating and considering the impact of the Proposal

on the Company's corporate value or the shareholders' common interests, continuing discussions with SilverCape regarding the Proposal concerning matters necessary to protect the Company's corporate value or the shareholders' common interests, and receiving responses to the inquiries made by the Special Committee to SilverCape and other information provided by SilverCape. The Board of Directors of the Company received such recommendations.

Furthermore, in order to prevent arbitrary decisions by the Board of Directors of the Company and to further enhance the fairness and objectivity in the implementation of the Response Policies, the Company's Board of Directors has requested additional advice from the Special Committee on the following matters as of October 28, 2025:

- (i) Propriety of triggering of the countermeasures under the Response Policies
- (ii) Suspension of the countermeasures under the Response Policies
- (iii) In addition to (i) and (ii), matters for which the Special Committee is authorized under the Response Policies
- (iv) Any other matters related to the Response Policies that the Company's Board of Directors or the Company's Representative Director may voluntarily seek the advice of the Special Committee

Currently, the Company has not received any notice or proposal from any specific third party, including its shareholders, in connection with Large-scale Acquisition Activities of the Company Shares, other than the Proposal and the Hakuhodo Tender Offer.

If there is any amendment to the Companies Act, the Financial Instruments and Exchange Act or other laws, any rule, cabinet order, cabinet office order or ministerial order, or any rule of the financial instruments exchange on which the Company Shares are listed (collectively, "Laws") (including a name change of any Law, and the enactment of any new Law to replace a former Law; hereinafter the same), and any such amendments become effective, the provisions of the Laws quoted in the Response Policies will be deemed to be read to refer to the corresponding provisions of the amended Laws that substantively replace such former Laws, unless otherwise determined by the Company's Board of Directors.

I Basic Policies Regarding Control of Company (basic policies regarding the persons who control decisions on the Company's financial and business policies)

As a listed company, the Company recognizes that if a share acquisition proposal is made by specific persons that would materially impact the basic management policies of the Company, whether to accept such proposal should ultimately be left to the decision of its shareholders.

However, where Large-scale Acquisition Activities are implemented, it is difficult for the Company's shareholders to appropriately assess the impact of the Large-scale Acquisition Activities on the Company's corporate value and the common interests of its shareholders, without the Large-scale Acquiror providing all necessary and sufficient information. Further, it can be assumed that some Large-scale Acquisition Activities, would be detrimental to the Company's corporate value and the common interests of its shareholders and effectively compel its shareholders to sell their Company Shares.

In light of the above, the Company believes that its Board of Directors has a duty: (i) to require the Large-scale Acquiror to provide the necessary and sufficient information for its shareholders to make informed decisions; (ii) to provide the results of the evaluation and review by the Company's Board of Directors regarding the impact of the proposal by the Large-scale Acquiror on the Company's corporate value and the common interests of its shareholders as a reference for its shareholders' consideration of the proposal; and (iii) (as applicable) to negotiate or discuss with the Large-scale Acquiror regarding the Large-scale Acquisition Activities or the management policies of the Company group, or to present alternative proposals from the Board of Directors for the management policies to its shareholders.

In terms of the basic policies above, the Company's Board of Directors will require that the Large-scale Acquiror provide the necessary and sufficient information for the Company's shareholders to appropriately determine whether to accept the Large-scale Acquisition Activities in order to ensure maximization of the medium- to long-term Company's corporate value and the common interests of its shareholders. The Board of Directors will also timely and properly disclose such information provided to the Company and make efforts to ensure the information and time necessary for review by its shareholders or otherwise take measures to be deemed appropriate at the time to the extent permissible under laws and regulations, as well as the Articles of Incorporation of the Company.

While the Company's basic policies regarding the persons who control decisions on the Company's financial and business policies are as stated above, the Company's Board of Directors believes that the decision on whether to accept any Large-scale Acquisition Activities should ultimately be made based on the collective intent of the Company's shareholders. Therefore, the Company believes that any Large-scale Acquisition Activities require the Company's shareholders to approve the Large-scale Acquisition Activities following the procedures stipulated in the Response Policies by reviewing details of the purposes and conditions thereof and being provided with information and time necessary and sufficient to determine whether it is acceptable. Accordingly, as long as the Large-scale Acquiror complies with the procedures established in the Response Policies, before triggering the countermeasures based on the Response Policies by the Board of Directors of the Company, the Company will hold a shareholders' meeting as a venue for expressing the intent of its shareholders whether to accept the Large-scale Acquisition Activities (the "Shareholders' Intent Confirmation Meeting"). As a result, if the shareholders of the Company express their intent to support the Large-scale Acquisition Activities, that is, if the proposal for the Company taking countermeasures against the Large-scale Acquisition Activities is not approved and adopted by an ordinary resolution of the Shareholders' Intent Confirmation Meeting, the Board of Directors of the Company will not take any action to prevent the Large-scale Acquisition Activities, as long as it is implemented pursuant to the terms and conditions disclosed at the Shareholders' Intent Confirmation Meeting.

Therefore, the countermeasures based on the Response Policies (specifically, the allotment of the stock acquisition rights without contribution) will be implemented fully respecting the recommendations or advisory reports of the Special Committee, and only (a) if approval is obtained by the Shareholders' Intent Confirmation Meeting and if the Large-scale Acquiror does not withdraw the Large-scale Acquisition Activities, or (b) if the Large-scale

Acquiror does not comply with the procedures specified in III 2(3) below and nevertheless seeks to proceed with the Large-scale Acquisition Activities (including additional acquisition of the Shares, etc. of the Company (meaning the shares, etc. as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act; hereinafter the same)).

II Special Measures Contributing to Implementation of the Basic Policies

1 Special Initiatives to Enhance Company's Corporate Value and Shareholders' Common Interests

The Company was founded in March 1994 by Mr. Hachimine in Minato-ku, Tokyo, as Deca Legs Ltd., with the aim of providing marketing services such as direct mail via facsimile. In April 1995, it was reorganized as a joint stock company (*kabushiki kaisha*) under the company name OPT, Inc. The Company Shares were registered with the Japan Securities Dealers Association as over-the-counter stock in February 2004 and this registration was cancelled in December 2004. The Company Shares were listed on the JASDAQ Securities Exchange, Inc., and on the First Section of the Tokyo Stock Exchange in October 2013. The Company changed its company name to OPT Holding, Inc. upon transitioning to a pure holding company structure in April 2015, and later changed its company name to its current name, DIGITAL HOLDINGS, INC., in July 2020, reflecting a structural transformation to shift its main business from “internet advertising agency business,” which fully commenced in July 2000, to “digital shift business,” which mainly supports digital shifts and product development of other companies. Thereafter, following the reorganization of the market categories of the Tokyo Stock Exchange on April 4, 2022, the Company's shares were listed on the Prime Market of the Tokyo Stock Exchange, and as of today, the shares remain listed on the Prime Market of the Tokyo Stock Exchange.

The Company group upholds five values (Note) as its corporate philosophy, which the Company has fostered since its founding in 1994, and employees who embody these values are referred to as sincere and ambitious. The Company group has pursued the ideal of “sincere ambition” and has aimed to create new value.

(Note) The Five Values refer to the following five principles:

1. New Value Creation
2. Challenges (continual transformation)
3. Optimism (positive thinking)
4. Provide First
5. Ownership (employee happiness = autonomy)

Under this management philosophy, the Company group established its purpose, “To kindle an Industrial Transformation and solve Social Issues through New Value Creation,” in 2021 and strives for “IX: Industrial Transformation[®]” through its contribution to the sustained

business growth of its clients. Since its founding, the Company group has continued to create new value through its provision of “unique frameworks (comprehensive support combining funding and other means for DX development and growth with a focus on its founding business of marketing)” that directly link to the development of growth-oriented companies. Together with its co-creation partners, the Company aims to sustainably develop the business of growth-oriented companies and realize a Japanese society where the true worth of undervalued industry workers can be properly appreciated by promoting Industrial Transformation.

In order to realize such purpose, with OPT, Inc. (a wholly-owned subsidiary of the Company; “OPT”) playing a central role, the Company group has been implementing measures that newly target upper mid-sized and mid-tier enterprises as its primary focus, such as establishing and rigorously operating a revenue management framework and promoting multi-skilling among employees, particularly those within operation divisions, aimed at achieving the next leap forward in growth, thereby improving operating profit margins and strengthening the Company group’s foundation. In addition, the Company group has secured assets (human and financial resources) to focus on IX, and has actively invested in growth to diversify revenue opportunities through new revenue models.

However, competition in the Company group’s digital advertising support business has become increasingly fierce over the years, for example due to the progression of market consolidation through M&A by major advertising agencies, the accelerated automation of advertising operations by major advertising platforms, and the accelerating trend of advertisers bringing their marketing activities in-house, and achieving early monetization in new domains has become essential. In April 2024, the Company group consolidated its group assets that had been developed separately by function and reorganized its consolidated subsidiaries to broaden the range of services that can be flexibly offered to meet the diverse needs of clients. In addition, the Company group, headed by OPT, strengthened sales collaboration while creating more customer contact points and interaction time than ever before to further accelerate its integrated advertising and digital transformation (DX) proposals.

2 Corporate Governance Initiatives

(1) Basic Policy on Corporate Governance

Based on the purpose of “To kindle an Industrial Transformation and solve Social Issues through New Value Creation,” the Company group has embraced the challenge of creating new value and aimed to realize a sustainable society by driving an Industrial Transformation (IX) led by digital shift and providing “unique frameworks” that directly link to the development of growth-oriented companies.

Under such circumstances, the Company restructured its portfolio and pursued the challenge of transforming business. At the same time, the Company has especially focused on “revolutionizing added value provided to its clients through consolidated group assets” and “accelerated growth of Advertising Transformation (AX)” for new value creation in its founding business of marketing, which increase sales, improve profitability, and establish

a stronger organizational foundation. In order to realize IX, the Company has expanded the medium- to long-term revenue, as well as the sustainable growth of existing businesses.

In order to achieve these objectives, fully developed corporate governance is indispensable. To this end, the Company maintains the following basic corporate governance policies:

- (A) Respect the rights and ensure the equality of shareholders.
- (B) Practice appropriate corporate disclosure and ensure transparency.
- (C) Ensure effective supervisory functions controlling the business execution by directors.
- (D) Have due regard for the interests of shareholders and all other stakeholders and maintain an open dialogue.

(2) Outline of Corporate Governance System

The Company has adopted the company with Audit and Supervisory Committee structure, and maintains the following corporate governance system:

(A) Board of Directors

Company's Board of Directors comprises ten directors, including three directors serving as Audit and Supervisory Committee Members. The Board holds regular monthly meetings. Extraordinary meetings are held when necessary. Directors strive to ensure close information exchange among themselves and emphasize clear communication and swift decision-making. Meanwhile, directors serving as Audit and Supervisory Committee Members fulfill supervisory functions at the Board of Directors and work to ensure a fully-fledged corporate governance system.

(B) Audit and Supervisory Committee

The Audit and Supervisory Committee consists of three directors, all of whom are Independent External Directors. The Committee holds regular monthly meetings. Audit and Supervisory Committee Members attend Board of Directors' meetings and conduct audits based on the business execution of directors who are not Audit and Supervisory Committee Members. The director who chairs the Audit and Supervisory Committee actively attends and offers opinions and related advice also at other important company internal meetings and in this way performs, both at the Company and at the entire group, the functions expected of this position.

(C) Internal audit division

The internal audit division of the Company is under the direct control of the President and Representative Director. As an organization, it is fully independent of other divisions. The internal audit division is charged with conducting internal

audits to verify that operations and various regulations are appropriately executed at the Company and at the entire group.

(D) Accounting audits

The Company maintains, in accordance with the Financial Instruments and Exchange Act, an accounting audit agreement with KPMG AZSA LLC. The names of the certified public accountants who executed the audit for the fiscal year ended December 31, 2024, and the composition of the assistants involved in the audit work are stated below.

1. Names of the certified public accountants who executed the audit
Designated limited liability partners, Executive partners: Hiroki Nakayama, Sadahiko Fushiki
2. Composition of assistants involved in the audit work
Nine certified public accountants and eighteen other personnel members

(E) Nomination and Remuneration Committee

In order to strengthen the independence, objectivity, and accountability of the Board of Directors in its functions, the Company maintains a Nomination and Remuneration Committee established as an advisory body to the Board of Directors, which deliberates on the election of directors and the appropriateness of the remuneration regulations and remuneration amounts for directors, among other matters.

(3) Other

In addition to the above, the Company is diligently working to strengthen corporate governance, taking into account Japan's latest Corporate Governance Code. For details of the corporate governance system of the Company, please refer to the Company's corporate governance report (April 1, 2025).

III Measures to Prevent Determination of Financial and Business Policies of Company from Being Controlled by Inappropriate Person in Light of Basic Policies

1 Purposes of Response Policies

The Response Policies will be introduced in accordance with I. "Basic Policies Regarding Control of Company (basic policies regarding the persons who control decisions on the Company's financial and business policies)" above, with the aim of maximizing the Company's medium- to long-term corporate value and the shareholders' common interests.

The Company's Board of Directors believes that the decision on whether to accept the implementation of the Large-scale Acquisition Activities must ultimately be made by the shareholders, from the perspective of maximizing the Company's medium- to long-term

corporate value and the shareholders' common interests. The Company's Board of Directors also believes that, in order for the shareholders to properly decide whether to accept the implementation of the Large-scale Acquisition Activities, it is necessary to secure an opportunity to ascertain shareholders' general intent by holding a Shareholders' Intent Confirmation Meeting in advance of the commencement of the Large-scale Acquisition Activities; and that, in order to allow confirmation of such intent to be substantively based on deliberation, it is necessary, as a precondition therefor, to secure necessary and sufficient information from the Large-scale Acquiror and to provide the shareholders with sufficient time for consideration.

In light of the above, the Company's Board of Directors has established the Response Policies as procedures to be taken if the Large-scale Acquisition Activities are to be implemented, as described below. These Response Policies are the framework for requesting that the Large-scale Acquiror provide the necessary information and for securing the sufficient time required for the Company's shareholders to deliberate over the propriety of the implementation of the relevant Large-scale Acquisition Activities based on the provided information, as a precondition to enable the shareholders to determine based on sufficient information, in advance of the implementation of the Large-scale Acquisition Activities, whether the Large-scale Acquisition Activities will prevent the maximization of the Company's medium- to long-term corporate value and the shareholders' common interests. The above-mentioned procedures are intended to provide the shareholders with the necessary and sufficient information and time to make a proper decision regarding whether to accept the implementation of the Large-scale Acquisition Activities, which the Company's Board of Directors believes will contribute to the maximization of the Company's medium- to long-term corporate value and the shareholders' common interests.

Therefore, the Company's Board of Directors plans to request that the Large-scale Acquiror comply with the Response Policies, and if the Large-scale Acquiror fails to do so, to take certain countermeasures by fully respecting recommendations or advisory reports of the Special Committee, from the perspective of maximizing the Company's medium- to long-term corporate value and the shareholders' common interests.

As stated above, the decision to introduce the Response Policies was made by the Company's Board of Directors, based on the determination that it is necessary to establish certain procedures to respond to (i) the Large-scale Acquisition Activities by SilverCape for the Shares, etc. of the Company for which there is a specific concern, and (ii) other Large-scale Acquisition Activities that may be contemplated under such circumstances for which there is a specific concern, from the perspective of maximizing the Company's medium- to long-term corporate value and the shareholders' common interests. The Response Policies entail a structure under which the decision regarding whether the Company should take prescribed countermeasures in the cases where the Large-scale Acquisition Activities are actually implemented will ultimately be left to the intent of the shareholders through a Shareholders' Intent Confirmation Meeting, as long as the Large-Scale Acquiror complies with the procedures established in the Response Policies. Accordingly, on the condition that sufficient information and time required to evaluate and examine details of the Large-scale Acquisition Activities are provided, the Company believes that it is fair to deem the following process as reasonable: if triggering the countermeasures is approved by an ordinary resolution of a Shareholders' Intent Confirmation Meeting after the Company's Board of Directors fulfills its accountability to the shareholders, then the relevant countermeasures may be deemed to be based on the

reasonable intent of the shareholders (for details of the structure to enhance reasonableness of the Response Policies, please refer to 5. below).

2 Details of Response Policies

(1) Outline of Response Policies

(A) Procedures for Response Policies

As stated above, the Company believes that the decision regarding whether to accept the implementation of Large-scale Acquisition Activities must ultimately be made by the shareholders. Accordingly, if the Company obtains approval at a Shareholders' Intent Confirmation Meeting and the relevant Large-scale Acquisition Activities are not withdrawn, the Company will trigger the prescribed countermeasures by fully respecting recommendations or advisory reports of the Special Committee, in order to maximize the Company's medium- to long-term corporate value and the shareholders' common interests.

In addition, the Response Policies aim to request that the Large-scale Acquiror provide the necessary information to serve as the basis for the shareholders to make informed decisions, to secure the time required for the shareholders to deliberate over the propriety of the implementation of the Large-Scale Acquisition Activities based on the provided information, and then to ascertain the shareholders' intent concerning whether to accept the implementation of the Large-scale Acquisition Activities through a Shareholders' Intent Confirmation Meeting. Therefore, should those aims not be achieved (namely, if the Large-scale Acquiror does not comply with the procedures specified in (3) below and seeks to implement the Large-scale Acquisition Activities before the Shareholders' Intent Confirmation Meeting set forth in (3)(D) below is held), the Company's Board of Directors will trigger the prescribed countermeasures by fully respecting recommendations or advisory reports of the Special Committee.

(B) Consultation to Special Committee

In order to further enhance the fairness and objectivity in the implementation of the Response Policies, the Company's Board of Directors has requested additional advice from the Special Committee on the following matters as of October 28, 2025.

- (a) Propriety of triggering the countermeasures under the Response Policies
- (b) Suspension of the countermeasures under the Response Policies
- (c) In addition to (a) and (b), matters for which the Special Committee is authorized under the Response Policies
- (d) Any other matters related to the Response Policies that the Company's Board of Directors or the Company's Representative Director may voluntarily seek the advice of the Special Committee

The Special Committee will provide the Company's Board of Directors with recommendations or advisory reports on the propriety of triggering countermeasures based on the Response Policies and other matters necessary for the Board of Directors of the Company to respond in accordance with the Response Policies from the perspective of maximizing the Company's medium- to long-term corporate value and the shareholders' common interests. The Company's Board of Directors will determine the propriety of triggering countermeasures and other relevant matters by fully respecting recommendations or advisory reports of the Special Committee.

In addition, the Special Committee may, among other matters, obtain advice from external experts (such as financial advisers, lawyers, certified public accountants, and tax accountants) independent of the Company's Board of Directors and the Special Committee, as necessary. All expenses incurred to obtain such advice will be borne by the Company to a reasonable extent.

In principle, resolutions of the Special Committee will be adopted by a majority vote of the committee members present at a meeting of the Committee where all the incumbent committee members are present. However, if any member of the Special Committee is unable to attend the committee meeting or in the event of any other unavoidable circumstances, resolutions will be adopted by a majority vote of the committee members who have voting rights and are present at the meeting where the majority of such committee members are present.

(C) Use of Allotment of Stock Acquisition Rights without Contribution as Countermeasure

If the countermeasures stated in (A) above are triggered, the Company will allot to all of its shareholders stock acquisition rights with a discriminatory exercise condition to the effect that Ineligible Persons (as defined in 3(1)(E)(a) below) are not entitled to exercise such rights and other conditions, and an acquisition clause providing that, while stock acquisition rights owned by shareholders other than Ineligible Persons will be acquired in exchange for Company Shares, stock acquisition rights owned by Ineligible Persons will be acquired in exchange for other stock acquisition rights with a certain exercise condition and acquisition clause, and other clauses (the "Stock Acquisition Rights") by way of allotment of stock acquisition rights without contribution (Article 277 et seq. of the Companies Act) (for details, please refer to 3. below).

(D) Company's Obtainment of Stock Acquisition Rights

If the Stock Acquisition Rights are allotted without contribution in accordance with the Response Policies, and the Company Shares are delivered to the shareholders other than Ineligible Persons in exchange for the Company's acquisition of the Stock Acquisition Rights, the ratio of the Company Shares held by Ineligible Persons will be diluted to a certain extent.

(2) Large-scale Acquisition Activities subject to Response Policies

In the Response Policies, the term “Large-scale Acquisition Activities” refers to the actions reasonably deemed to fall under the following actions (except for those implemented with prior consent of the Company’s Board of Directors), and the term “Large-scale Acquiror” refers to a person who implements or seeks to implement the Large-scale Acquisition Activities alone or jointly or cooperatively with another person, as stated below.

- (A) an acquisition (whether through a market transaction or a tender offer or by other specific acquisition methods; hereinafter the same) of the shares, etc. of the Company (Note 5) with the aim of making the holding ratio of voting rights (Note 4) of the specific shareholders’ group (Note 1) 20% or greater;
- (B) an acquisition of the shares, etc. of the Company after which the holding ratio of voting rights of the specific shareholders’ group would be 20% or greater; or
- (C) irrespective of whether each action provided in (A) or (B) above is implemented, any action conducted by the Company’s specific shareholders’ group with another shareholder of the Company (including cases where the relevant action is conducted with multiple other shareholders of the Company; hereinafter the same in this (C)) that falls under either of the following items: (a) agreements or other actions pursuant to which the relevant shareholder would fall into the category of a joint holder of the specific shareholders’ group; or (b) any actions to establish a relationship between the specific shareholders’ group and the relevant shareholder where either one substantially controls the other or where they act jointly or cooperatively (Note 6) (Note 7) (limited to cases where the total ratio of the voting rights held by the specific shareholders’ group and the relevant shareholder with respect to the shares, etc. of the Company would be 20% or greater).

(Note 1) The term “specific shareholders’ group” refers to any of the following:

- (i) a “holder” (as defined in in Article 27-23, paragraph (1) of the Financial Instruments and Exchange Act, including a person who is included in the definition of a holder pursuant to paragraph (3) of the same Article hereinafter the same) and a “joint holder” (as defined in Article 27-23, paragraph (5) of the same Act, including a person who is deemed to be a joint holder pursuant to paragraph (6) of the same Article; hereinafter the same) of “shares, etc.” (as defined in Article 27-23, paragraph (1) of the same Act) of the Company;
- (ii) a person who conducts a “acquisition, etc.” (as defined in Article 27-2, paragraph (1) of the same Act, including an acquisition, etc. conducted on a financial instruments exchange market; hereinafter the same) of “shares, etc.” (as defined in Article 27-2, paragraph (1) of the same Act) of the Company and its “specially related party” (as defined in Article 27-2, paragraph (7) of the same Act; hereinafter the same);
- (iii) a related party (Note 2) of any of the persons set forth in (i) or (ii) above; and
- (iv) a person who has acquired the Company Shares from a person falling

under any of (i) through (iii) above through off-market direct transactions or on-market after-hours transactions at the Tokyo Stock Exchange (ToSTNeT-1).

(Note 2) In the Response Policies, the term “related party” refers to a group consisting of

- (a) investment banks, securities corporations, and other financial institutions that have concluded a financial advisory agreement with the relevant persons, other persons who share common substantial interests with the relevant persons; and
- (b) tender offer agents, lawyers, accountants, tax accountants, other advisors, or persons reasonably considered by the Board of Directors of the Company as persons who are substantially controlled by the relevant persons or who act jointly or cooperatively with those persons (such determinations shall be made based on the Identification Criteria for Joint and Concerted Actions, Etc. (Exhibit 1; however, the Special Committee may revise such Criteria within reasonable limits in light of amendments to laws and regulations or trends in judicial precedents, etc.)).

In determining “related party” for partnerships (*kumiai*) or other funds, the substantive identity of fund managers and other circumstances are taken into account (Note 3).

(Note 3) The Company’s Board of Directors determines “related party” based on the Identification Criteria for Joint and Concerted Actions, Etc., by fully respecting recommendations or advisory reports of the Special Committee of the Company.

(Note 4) The term “holding ratio of voting rights” refers to, depending on the specific acquisition method of the specific shareholders’ group:

- (i) a “holding ratio of shares, etc.” (as defined in Article 27-23, paragraph (4) of the Financial Instruments and Exchange Act) of the specific shareholders’ group if such group is a holder and its joint holder of the “shares, etc.” (as defined in Article 27-23, paragraph (1) of the same Act) of the Company (in this case, the “number of shares, etc. held” (as defined in the same paragraph) by joint holders of the holder will be considered for the purpose of this calculation); or
- (ii) the total of the “ownership ratio of shares, etc.” (as defined in Article 27-2, paragraph (8) of the same Act; hereinafter the same) of the specific shareholders’ group if such group is a person conducting an acquisition, etc. of shares, etc. (as defined in Article 27-2, paragraph (1) of the same Act) of the Company and the specially related party of such person.

For the purpose of calculating the holding ratio of shares, etc., (a) specially related parties as provided in Article 27-2, paragraph (7) of the

same Act, (b) related parties of the relevant holder, and (c) persons who acquire the shares, etc. of the Company through off-market direct transactions or on-market after-hours transactions at the Tokyo Stock Exchange (ToSTNeT-1) from the persons falling under (a) and (b) above are deemed to be joint holders of the specific shareholders in the Response Policies. In addition, for the purpose of calculating the ownership ratio of shares, etc., joint holders (including those who are deemed to be joint holders in the Response Policies) are deemed to be specially related parties of the specific shareholders in the Response Policies. For the purpose of calculating such holding ratio of shares, etc. or such ownership ratio of shares, etc., the Company may refer to the latest annual securities report, semi-annual securities report, reports on repurchase, and summaries of consolidated financial results for the latest fiscal year or three month periods with respect to the “total number of issued shares” (as defined in Article 27-23, paragraph (4) of the same Act) and the “total number of voting rights” (as defined in Article 27-2, paragraph (8) of the same Act).

- (Note 5) The term “shares, etc.” refers to “share, etc.” as defined in Article 27-23, paragraph (1) of the Financial Instruments and Exchange Act.
- (Note 6) The determination of the decision on whether “a relationship between the specific shareholders’ group and the relevant shareholder where either one substantially controls the other or where they act jointly or cooperatively” has been established will be made based on the Identification Criteria for Joint and Concerted Actions, Etc. and by fully respecting recommendations or advisory reports of the Special Committee.
- (Note 7) The determination of the decision on whether the action specified in (C) in the main text above has taken place will be reasonably made by the Company’s Board of Directors (in making such decision, recommendations or advisory opinions of the Special Committee will be fully respected). The Company’s Board of Directors may request information from its shareholders to the extent necessary to make the decision on whether the relevant action falls under the requirements specified in (C) of the main text above.

(3) Procedures for Triggering of Countermeasures

The Response Policies aim to secure an opportunity for the shareholders to express their intent regarding whether to accept the implementation of the Large-scale Acquisition Activities. It takes a considerable amount of time for the Company to convene a Shareholders’ Intent Confirmation Meeting due to administrative procedures. The Response Policies also aim, as the basis for the shareholders to deliberate over the propriety of the relevant Large-scale Acquisition Activities, to request information from the Large-scale Acquiror and to secure the time required for the shareholders to deliberate based on

such information.

Accordingly, in order to obtain information concerning the Large-scale Acquisition Activities from the Large-scale Acquiror, to secure a deliberation period for the shareholders, and then to ensure that a Shareholders' Intent Confirmation Meeting will be held, the Large-scale Acquiror will be required to comply with the following procedures provided in the Response Policies:

(A) Submission of Large-scale Acquisition Activities Statement of Intent

When the Large-scale Acquiror intends to implement Large-scale Acquisition Activities, it will be required to submit a statement of intent of the Large-scale Acquisition Activities containing the following contents, including legally binding covenants to comply with the procedures set forth in the Response Policies, written in Japanese (the "Large-scale Acquisition Activities Statement of Intent") to the Company's Board of Directors before implementing the Large-scale Acquisition Activities:

- (a) Name and address of Large-scale Acquiror
- (b) Governing law of incorporation
- (c) Name of representative
- (d) Domestic contact information
- (e) Information substantially equivalent to that required in a tender offer statement in accordance with Article 27-3, paragraph (2) of the Financial Instruments and Exchange Act, reflecting the details, method, and other characteristics of the Large-scale Acquisition Activities intended to be implemented.
- (f) Covenants to comply with the procedures set forth in the Response Policies

If Company's Board of Directors receives the Large-scale Acquisition Activities Statement of Intent from the Large-scale Acquiror (including submission and disclosure of documents deemed by the Special Committee to be equivalent to the Large-scale Acquisition Activities Statement of Intent, containing information corresponding to items (a) through (f) above; hereinafter the same), the Company's Board of Directors will promptly disclose such receipt and, as necessary, the details thereof.

(B) Request for Provision of Necessary Information

The Company will request that the Large-scale Acquiror provide the information (the "Necessary Information") that is considered necessary for the shareholders to make an informed decision on whether to accept the implementation of the Large-scale Acquisition Activities at a Shareholders' Intent Confirmation Meeting within five (5) business days from the day on which the Company's Board of Directors receives the Large-scale Acquisition Activities Statement of Intent, in general (the first day is not included). The general items of the Necessary Information are as specified in Exhibit 2; however, the specific content may be modified within

reasonable limits depending on the attributes of the Large-scale Acquiror and the details of the Large-scale Acquisition Activities

The Company's Board of Directors may, as necessary to ensure the prompt operation of the Response Policies, set deadlines for the Large-scale Acquiror to provide information. However, if the Large-scale Acquiror requests an extension based on reasonable grounds, the deadline may be extended. Furthermore, based on the foregoing, if the Company's Board of Directors, after scrutinizing the initially submitted Necessary Information, determines that such information is not sufficient for evaluating and considering the Large-scale Acquisition Activities, the Company's Board of Directors may request the Large-scale Acquiror to provide additional information by setting a reasonable due date as appropriate (in making such determination, recommendations or advisory reports of the Special Committee will be fully respected). In this case, the Large-scale Acquiror will be required to provide the relevant additional information to the Company's Board of Directors by such due date.

The Necessary Information provided to the Company's Board of Directors (including any additional information provided) will be submitted to the Special Committee, and, if deemed necessary for the decision by the shareholders, the Company's Board of Directors will disclose all or part of such information at a time it deems appropriate.

(C) Board of Directors' Evaluation Period

The Company's Board of Directors will set a period reasonably determined by the Company's Board of Directors, up to sixty (60) business days from the date when the Company receives a Large-scale Acquisition Activities Statement of Intent from the Large Acquiror, as the period for the Company's Board of Directors to evaluate, negotiate, form opinions, and develop alternative proposals (the "Board of Directors' Evaluation Period"). The Board of Directors' Evaluation Period is calculated not on a calendar day basis but on a business day basis, considering that the period starts not from the completion of the information provision stated in (B) above but from the date of receiving the Large-scale Acquisition Activities Statement of Intent.

The Large-scale Acquisition Activities is to be commenced only after the Board of Directors' Evaluation Period has passed (provided, however, that if a Shareholders' Intent Confirmation Meeting is held, then after the proposal on triggering the countermeasures) is disapproved and the Shareholders' Intent Confirmation Meeting is concluded).

(D) Holding of Shareholders' Intent Confirmation Meeting

If the Company's Board of Directors opposes the implementation of the Large-scale Acquisition Activities and considers it appropriate to trigger the countermeasures against it, the Company will decide to hold a Shareholders' Intent Confirmation Meeting within sixty (60) business days after receiving the Large-scale Acquisition Activities Statement of Intent and thereafter promptly hold a Shareholders' Intent Confirmation Meeting after setting the record date for voting rights, convening a shareholders' meeting, and completing other necessary procedures required by law.

Furthermore, in light of time constraints, the Board of Directors of the Company may, in conjunction with its evaluation, consideration, negotiation, opinion formation, and development of alternative proposals regarding the Large-Scale Acquisition Activities, proceed with setting the record date for voting rights, convening a shareholders' meeting, and completing other necessary procedures required by law without waiting for the completion of these processes. At the Shareholders' Intent Confirmation Meeting, the shareholders' intent will be determined regarding whether to accept the implementation of the Large-scale Acquisition Activities, by soliciting a vote for or against the proposal on triggering the countermeasures. Meanwhile, the Company's Board of Directors may make a proposal to maximize the Company's medium- to long-term corporate value and the shareholders' common interests that will serve as an alternative to the implementation of the Large-scale Acquisition Activities. When making such a proposal, the Company's Board of Directors will fully respect recommendations or advisory reports of the Special Committee.

The Company's shareholders will be requested to express their decision on whether to accept the implementation of the Large-scale Acquisition Activities, after deliberating over the information regarding the Large-scale Acquisition Activities, by voting for or against the proposal on triggering the countermeasures submitted by the Company's Board of Directors. If the proposal is approved by a majority of the voting rights of the shareholders present at the Shareholders' Intent Confirmation Meeting who are entitled to exercise voting rights, the proposal on triggering the countermeasures will be deemed approved. If Shareholders' Intent Confirmation Meeting is to be held, the Board of Directors of the Company will provide the following information and disclose it in a timely and appropriate manner:

- (i) The Necessary Information provided by the Large-scale Acquiror;
- (ii) The Company's Board of Directors' opinion on the Necessary Information;
- (iii) Any alternative proposal by the Company's Board of Directors; and
- (iv) Other information the Company's Board of Directors determines appropriate.

In addition, if a Shareholders' Intent Confirmation Meeting is held, the Company will also timely and appropriately announce the following:

- (a) The scope of the shareholders who are entitled to exercise voting rights (the Company plans to appropriately determine the scope of shareholders, taking into account recent court precedents and the nature of Large-scale Acquisition Activities);
- (b) The record date for exercise of voting rights; and
- (c) The date and time to hold the Shareholders' Intent Confirmation Meeting.

If the Shareholders' Intent Confirmation Meeting is held, the Large-scale Acquiror will not commence the Large-scale Acquisition Activities until the conclusion of the Shareholders' Intent Confirmation Meeting. If the Large-scale Acquisition Activities have already commenced, the Large-scale Acquiror will take appropriate

measures, such as suspending the acquisition.

(E) Countermeasures

If the shareholders of the Company approve the proposal on triggering the countermeasures submitted by the Company's Board of Directors at the Shareholders' Intent Confirmation Meeting (however, this excludes cases where the Board of Directors of the Company determines that the necessity for implementing countermeasures no longer exists, as stated in 4.(2) below), the Company's Board of Directors will trigger the countermeasures stated in 3. below (allotment of the Stock Acquisition Rights subject to discriminatory exercise conditions and acquisition clause without contribution), in accordance with the shareholders' intent, by fully respecting recommendations or advisory opinions of the Special Committee. Conversely, if the Company's shareholders do not approve the proposal on triggering the countermeasures, at the Shareholders' Intent Confirmation Meeting, then the Company's Board of Directors will not trigger the countermeasures, in accordance with the shareholders' intent.

However, if the Large-scale Acquiror does not comply with the procedures stated in (A) through (C) above and attempts to implement the Large-scale Acquisition Activities (including additional acquisitions of the Shares, etc. of the Company) before the Shareholders' Intent Confirmation Meeting stated in (D) above is held, this will preclude ensuring the time necessary for the Company's shareholders to deliberate, based on the information to be disclosed by the Large-scale Acquiror, or will preclude the opportunity for the Company to ascertain shareholders' intent regarding whether to accept the Large-scale Acquisition Activities. Therefore, in such a case, the Company's Board of Directors will trigger the countermeasures by fully respecting recommendations or advisory reports of the Special Committee of the Company, without holding the Shareholders' Intent Confirmation Meeting.

3 Outline of Countermeasures (allotment of Stock Acquisition Rights without contribution)

The following provides an outline of the allotment of Stock Acquisition Rights without contribution to be conducted by the Company as a countermeasure under the Response Policies (details of the Stock Acquisition Rights not provided below will be separately determined by the Company's Board of Directors by its resolution regarding the allotment of Stock Acquisition Rights without contribution).

(1) Details of Stock Acquisition Rights to be Allotted

(A) Type of Shares Underlying Stock Acquisition Rights

Common shares of the Company

(B) Number of Shares Underlying Stock Acquisition Rights

The number of shares underlying one Stock Acquisition Right shall be separately determined by the Board of Directors.

(C) Value of Assets Required for Exercise of Stock Acquisition Rights

The form of assets required for the exercise of the Stock Acquisition Rights shall be cash, and the value thereof shall be one yen multiplied by the number of shares underlying each Stock Acquisition Right.

(D) Exercise Period for Stock Acquisition Rights

The period in which the Stock Acquisition Rights may be exercised shall be a specific period separately determined by the Board of Directors.

(E) Conditions for Exercise of Stock Acquisition Rights

- (a) No Stock Acquisition Rights held (or substantially held) by Ineligible Persons may be exercised. “Ineligible Persons” means any of the following persons:
 - (i) Large-scale Acquiror;
 - (ii) Joint holder (including those who are deemed to be joint holders in the Response Policies) of a Large-scale Acquiror;
 - (iii) Specially related party (including those who are deemed to be specially related parties in the Response Policies) of a Large-scale Acquiror; or
 - (iv) A person whom the Company’s Board of Directors reasonably determines falls under either of the following, taking into account the recommendations and advisory reports of the Special Committee:
 - (x) A person who acquires or succeeds to a Stock Acquisition Right from any of the persons set forth in (i) through to and including (iv) above without the Company’s approval; or
 - (y) A related party of any of the persons set forth in (i) through to and including (iv) above (Note 8).
- (b) A holder of Stock Acquisition Rights may exercise its Stock Acquisition Rights only if it provides the Company with: a document containing its representations, warranties regarding the holder not being an Ineligible Person described in (E)(a) above (if the Stock Acquisition Rights are exercised on behalf of a third party, including the third party not being an Ineligible Person described in (E)(a) above), indemnifications and other matters designated by the Company; materials that demonstrate the satisfaction of conditions reasonably required by the Company; and any

other document(s) required by any Laws.

- (c) If, pursuant to applicable securities laws and other Laws of foreign countries, it is necessary to implement prescribed procedures or satisfy prescribed conditions with respect to exercise of the Stock Acquisition Rights by any person residing in the jurisdiction of these Laws, the person residing in that jurisdiction may exercise the Stock Acquisition Rights only if the Company deems that all of these procedures and conditions have been implemented or satisfied. Meanwhile, even if implementation or satisfaction of the above procedures and conditions by the Company would enable a person residing in that jurisdiction to exercise the Stock Acquisition Rights, the Company will not be obligated to implement or satisfy them.
- (d) The confirmation regarding the satisfaction of the conditions specified in (E)(c) above shall be pursuant to the procedures to be prescribed by the Board of Directors, which will be similar to those set forth in (E)(b) above.

(Note 8) The Company will fully respect the recommendations and advisory reports of the Company's Special Committee based on the Identification Criteria for Joint and Concerted Actions, Etc., and in the event that the Company identifies any related parties and convenes a Shareholders' Intent Confirmation Meeting to confirm their intentions, the Company will include the recognition of such Ineligible Persons in the proposals concerning the implementation of countermeasures and consult the shareholders accordingly.

(F) Acquisition Clause

- (a) On a date that comes on or after the effective date of allotment of the Stock Acquisition Rights without contribution and that is designated by the Board of Directors, the Company may acquire the Stock Acquisition Rights that can be exercised in accordance with (E)(a) and (b) above (i.e., which are held by persons who do not fall under Ineligible Persons) but that have not been exercised yet (including the Stock Acquisition Rights that are held by persons who fall under (E)(c) above; hereinafter referred to as "Exercisable Stock Acquisition Rights" in (F)(b) below), by providing, as consideration therefor, such persons with common shares of the Company in the number equivalent to the integer portion of the product of: (a) the number of the Stock Acquisition Rights to be acquired; and (b) the number of shares underlying one Stock Acquisition Right.
- (b) On a date that is on or after the effective date of allotment of the Stock Acquisition Rights without contribution and that is designated by the Board of Directors, the Company may acquire the Stock Acquisition Rights, other than the Exercisable Stock Acquisition Rights, that have not yet been exercised. It may do this by providing, as consideration therefor, such shareholders with stock acquisition rights, the exercise of which by

Ineligible Persons is subject to certain restrictions (i.e., subject to the exercise conditions and acquisition clause described below and other features set forth by the Board of Directors; these stock acquisition rights shall hereinafter be referred to as the “Second Stock Acquisition Rights”), in the same number as the number of the Stock Acquisition Rights to be acquired.

(i) Exercise Conditions

Ineligible Persons may only exercise the Second Stock Acquisition Rights if all of the following conditions are satisfied or under other circumstances determined by the Company’s Board of Directors, and to the extent that the voting rights percentage held by the Large-scale Acquiror after the exercise of the Second Stock Acquisition Rights (in this (i), when calculating the voting rights ratio, the Ineligible Persons other than the Large-scale Acquiror and its joint holders or specially related parties shall also be deemed joint holders or specially related parties of the Large-scale Acquiror for the purpose of the calculation, and the Second Stock Acquisition Rights held by Ineligible Persons for which the exercise conditions have not been satisfied shall be excluded from the calculation), as recognized by the Company’s Board of Directors, falls below 20% or a percentage separately determined by the Company’s Board of Directors (if SilverCape’s voting rights percentage of the Shares, etc. of the Company exceeds 20% as of today, then in relation to SilverCape, “20% or a ratio separately determined by the Company’s Board of Directors” shall be read as “the voting rights ratio of the Large-scale Acquiror as of today.” The same shall apply hereinafter.):

- (x) If the Large-scale Acquiror ceases or withdraws the Large-scale Acquisition Activities, and pledges not to implement any Large-scale Acquisition Activities thereafter; and
- (y) (α) If the voting rights percentage held by the Large-scale Acquiror, as recognized by the Company’s Board of Directors, falls below 20% or a percentage separately determined by the Company’s Board of Directors, or (β) if the voting rights percentage held by the Large-scale Acquiror, as recognized by the Company’s Board of Directors, is equal to, or greater than, 20% or a percentage separately determined by the Company’s Board of Directors and if the Large-scale Acquiror or other Ineligible Person entrusts a securities company approved by the Company to dispose of the Shares, etc. of the Company through market transactions, and after such disposal, the voting rights percentage held by the Large-scale Acquiror, as recognized by the Company’s Board of Directors, falls below 20% or a percentage separately determined by the Company’s Board of Directors.

(ii) Acquisition Clause

If any of the Second Stock Acquisition Rights remains unexercised as of the 10th anniversary of their delivery date, the Company may acquire the Second Stock Acquisition Rights (limited to those for which the exercise conditions have not been satisfied) by providing, as consideration therefor, money equivalent to the market value of the Second Stock Acquisition Rights at that time.

- (c) The confirmation regarding the satisfaction of the conditions concerning compulsory acquisition of the Stock Acquisition Rights shall be pursuant to the procedures to be prescribed by the Board of Directors, which will be similar to those set forth in (E)(b) above. At any time not later than the day immediately before the commencement date of the period in which the Stock Acquisition Rights may be exercised, if the Company's Board of Directors considers it appropriate for the Company to acquire the Stock Acquisition Rights, the Company may acquire all the Stock Acquisition Rights without consideration on a date separately designated by the Company's Board of Directors.

(G) Approval for Transfer

Any acquisition of the Stock Acquisition Rights through transfer will require the approval of the Company's Board of Directors.

(H) Matters Concerning Capital and Reserves

Matters concerning increases in capital stock and capital reserve due to the exercise of Stock Acquisition Rights or the acquisition thereof based on the acquisition clauses shall be determined in accordance with the Laws.

(I) Fractions

If the number of shares to be delivered to a person who has exercised the Stock Acquisition Right(s) includes a fraction less than one share, such fraction will be rounded down to the nearest whole number. The number of shares to be delivered to the holder of the Stock Acquisition Rights can be calculated by totaling the number of shares to be delivered for each Stock Acquisition Right if the holder of the Stock Acquisition Rights exercises multiple Stock Acquisition Rights simultaneously, and any fractional shares may be calculated accordingly.

(J) Issuance of Stock Acquisition Rights Certificates

No stock acquisition right certificates will be issued for the Stock Acquisition Rights.

(2) Number of Stock Acquisition Rights Allotted to Shareholders

One Stock Acquisition Right will be allotted to one common share of the Company

(excluding the common shares held by the Company).

(3) Shareholders Eligible for Allotment of Stock Acquisition Rights without Contribution

Stock Acquisition Rights will be allotted to all shareholders (excluding the Company) holding common shares of the Company who are listed or recorded in the latest shareholder registry on the record date separately designated by the Board of Directors.

(4) Total Number of Stock Acquisition Rights

The total number of Stock Acquisition Rights to be allotted will be equal to the latest total number of issued shares of the Company as of the record date separately designated by the Company's Board of Directors (excluding the number of the common shares held by the Company).

(5) Effective Date of Allotment of Stock Acquisition Rights without Contribution

The effective date will be a date separately designated by the Company's Board of Directors, which will be on or after the record date separately designated by the Company's Board of Directors.

(6) Other Matters

An allotment of Stock Acquisition Rights without contribution will take effect if either of the following conditions is satisfied: (i) approval is obtained at a Shareholders' Intent Confirmation Meeting and the Large-scale Acquisition Activities are not withdrawn (where it is reasonably confirmed *post-facto* that Large-scale Acquisition Activities have been implemented and the holding of Shares, etc. of the Company constituting such Large-scale Acquisition Activities, or the actual possibility thereof, is not resolved within a reasonable period determined by Company's Board of Directors based on the recommendation of the Special Committee); or (ii) the Large-scale Acquiror does not comply with the procedures set forth in 2(3) above and attempts to implement its Large-scale Acquisition Activities before a Shareholders' Intent Confirmation Meeting is convened, as described in 2(3)(D) above (including any additional acquisition of Company Shares) (where it is reasonably confirmed *post-facto* that Large-scale Acquisition Activities have been implemented and the holding of Shares, etc. of the Company implementing such Large-scale Acquisition Activities, or the actual possibility thereof, is not resolved within a reasonable period determined by Company's Board of Directors based on the recommendation of the Independent Committee).

4 Impact on Shareholders and Investors

(1) Impact of Response Policies on Shareholders and Investors upon Introduction Thereof

Upon introducing the Response Policies, the Company will not conduct an allotment of the Stock Acquisition Rights without contribution. Accordingly, the Response Policies will not have a direct concrete impact on the rights and economic interests of shareholders and investors upon the introduction of the Response Policies.

(2) Impact on Shareholders and Investors upon Allotment of Stock Acquisition Rights without Contribution

The Stock Acquisition Rights will be allotted to shareholders without contribution at the ratio of one right for each common share they hold. If the Company conducts an allotment of the Stock Acquisition Rights without contribution, the per-share value of the Company Shares held by shareholders will be diluted. However, the combined value of the Company Shares held by shareholders and the Stock Acquisition Rights allotted without contribution will not be diluted; thus, it is not anticipated that this will have any direct concrete impact on the legal rights and economic interests of shareholders and investors. Further, before the exercise period of the Stock Acquisition Rights commences, the Company intends to acquire, through compulsory acquisition, all of the Stock Acquisition Rights pursuant to the acquisition clauses attached thereto; and the Company will issue Company Shares to the Stock Acquisition Rights that satisfy the exercise conditions. If the Company undertakes such acquisition procedures, shareholders other than Ineligible Persons specified in 3(1)(E)(a) above will receive Company Shares without exercising the Stock Acquisition Rights or paying the amount equivalent to the exercise price. While this will dilute the value per share of the shares they already hold, when combined with the newly received shares, there will be no dilution in the overall value of the Company Shares they hold.

However, since discriminatory conditions are expected to be attached to the exercise or acquisition of the Stock Acquisition Rights, the legal rights or economic interests of the Ineligible Persons specified in 3(1)(E)(a) above may be adversely affected upon such exercise or acquisition.

Further, if the Company conducts an allotment of the Stock Acquisition Rights without contribution, a record date will be set to determine the shareholders eligible for the allotment of the Stock Acquisition Rights without contribution. Due to the dilution in the per-share value of the Company Shares resulting from the allotment of the Stock Acquisition Rights without contribution, there is a possibility that the share price of the Company Shares may decline immediately prior to the relevant record date. The Company's Board of Directors will set the record date for allotment of the Stock Acquisition Rights without contribution, taking into consideration the manner of the Large-scale Acquisition Activities and various other circumstances. If the Company sets such a record date, the Company will disclose this information in a timely and appropriate manner.

If the Large-scale Acquiror complies with the procedures described in 2(3) above, and if the shareholders do not approve the proposal to trigger the countermeasures at the Shareholders' Intent Confirmation Meeting, the Company will not conduct an allotment of

the Stock Acquisition Rights without contribution. Further, even after commencing procedures to trigger the countermeasures, the Company's Board of Directors may discontinue or withhold taking countermeasures if it decides that they no longer need to be triggered (the Company anticipates situations such as when the Large-scale Acquiror withdraws the Large-scale Acquisition Activities, and pledges not to implement any Large-scale Acquisition Activities in the future; when, as a result of the Large-scale Acquiror modifying the conditions of the Large-scale Acquisition Activities, it is reasonably judged that the modified Large-scale Acquisition Activities will not significantly impair the Company's corporate value or the common interests of shareholders; when the Special Committee recommends discontinuing the implementation of countermeasures; or other similar circumstances) (in such a case, the Company will make timely and appropriate disclosure in accordance with applicable Laws). Shareholders and investors who buy and sell, etc. Company Shares on the assumption that the dilution of the per-share value of the Company Shares occurs, may incur significant damage due to fluctuations in the share price if any of the above circumstances arises.

(3) Procedures Required for Shareholders upon Allotment of Stock Acquisition Rights without Contribution

(A) Procedures for Allotment of Stock Acquisition Rights without Contribution

If the Company's Board of Directors resolves to conduct an allotment of the Stock Acquisition Rights without contribution, the Company will set a record date to determine the shareholders eligible for the allotment of the Stock Acquisition Rights without contribution, and will disclose this information in a timely and appropriate manner. In this case, the Stock Acquisition Rights shall be allotted without contribution to the shareholders of the Company entered or recorded in the latest shareholder registry on the record date, in proportion to the number of the common shares of the Company owned by them. Accordingly, the shareholders of the Company entered or recorded in the latest shareholder registry on the record date will be allotted the Stock Acquisition Rights as a matter of course, without needing to take any specific procedures.

(B) Procedures for Obtainment of Stock Acquisition Rights

The Stock Acquisition Rights allocated to shareholders are subject to the conditions and procedures for exercise as described in 3. above. However, in general, the Company intends to obtain the Stock Acquisition Rights pursuant to the acquisition clause on a date separately designated by the Company's Board of Directors prior to the commencement of the exercise period. In this case, the Company will conduct the acquisition by issuing a public notice not later than two weeks before the intended acquisition date, in accordance with the Laws.

If the Company acquires Stock Acquisition Rights pursuant to the acquisition clause in accordance with 3(1)(F)(a) above, shareholders will receive allotment of the Company's common shares as consideration for the acquisition of their Stock Acquisition Rights by the Company, without paying the amount equivalent to the

exercise price.

However, for Ineligible Persons, the handling of the acquisition or exercise of the Stock Acquisition Rights will differ from that of other shareholders. As described in 3(1)(F)(b) above, the acquisition of their Stock Acquisition Rights will be conducted in exchange for the Second Stock Acquisition Rights.

(C) Other Procedures

Regarding the details of each of the above procedures, the Company will make disclosure in a timely and appropriate manner in accordance with the Laws when these procedures actually become necessary. Accordingly, please check the specific content of such disclosure.

5 Structure to Enhance Reasonableness of Response Policies

(1) Response Policies Take into Account Intent of Guidelines Regarding Takeover Defense Measures in Normal Times

The Response Policies differ from so-called proactive takeover defense measures introduced in normal times. However, they have been formulated in light of: (i) the content of the “Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders’ Common Interests” published by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005; (ii) the proposal in the report of the Corporate Value Study Group of the Ministry of Economy, Trade and Industry, dated June 30, 2008, titled “Takeover Defense Measures in Light of Recent Environmental Changes”; and (iii) the intent of (a) the rules concerning the introduction of takeover defense measures as specified by the Tokyo Stock Exchange regarding takeover defense measures in normal times, (b) “Principle 1-5. So-called Takeover Defense Measures” of Japan’s “Corporate Governance Code” (as revised on June 11, 2021), which was introduced by the Tokyo Stock Exchange through amendments to the Securities Listing Regulations and has been in effect since June 1, 2015, and (c) the “Guidelines for Corporate Takeovers: Enhancing Corporate Value and Securing Shareholders’ Interests” published by the Ministry of Economy, Trade and Industry on August 31, 2023. The Response Policies satisfy the requirements specified in these guidelines that are also applicable to response policies in emergency times.

(2) Respect of Shareholders’ Will (Structures Directly Reflecting the Will of Shareholders)

The Response Policies will be introduced by a resolution of the Board of Directors and are not scheduled to be approved by the shareholders at a shareholders meeting. However, when triggering the countermeasures based on the Response Policies, the Company will reflect its shareholders’ will by holding a Shareholders’ Intent Confirmation Meeting. As long as the Large-scale Acquiror complies with the procedures stated in 2(3) above, whether to trigger the countermeasures will be decided based only on the shareholders’ will expressed at the Shareholders’ Intent Confirmation Meeting.

Furthermore, if a Large-scale Acquiror attempts to implement Large-scale Acquisition Activities without complying with the procedures described in 2(3) above, the Board of Directors, fully respecting the recommendations and advisory reports of the Special Committee, will independently trigger the prescribed countermeasures. This is attributable to the Large-scale Acquiror's decision not to provide shareholders with the opportunity to determine the propriety of the Large-scale Acquisition Activities after deliberating over the necessary and sufficient information. Therefore, the Company believes that triggering the countermeasures against such Large-scale Acquisition Activities that disregard the will of the Company's shareholders is unavoidable to protect the Company's corporate value and the common interests of shareholders.

In addition, as stated in 6. below, the Response Policies shall take effect from today, and, in general, the effective term of the Response Policies shall be until the conclusion of the first meeting of the Company's Board of Directors held after the 32nd ordinary general meeting of shareholders scheduled to be held by March 31, 2026.

As such, the Response Policies fully respect the shareholders' intent.

(3) Elimination of Arbitrary Decisions by Directors

As stated in (2) above, the Company will hold a Shareholders' Intent Confirmation Meeting and decide whether to trigger the countermeasures against the Large-scale Acquisition Activities in accordance with its shareholders' intent. As long as the Large-scale Acquiror complies with the procedures stated in 2(3) above, whether to trigger the countermeasures will be decided based on the Shareholders' Intent Confirmation Meeting. Furthermore, if the Large-scale Acquiror attempts to implement Large-scale Acquisition Activities without complying with the procedures described in 2(3) above, the Company's Board of Directors, fully respecting the recommendations and advisory reports of the Special Committee, will trigger the prescribed countermeasures. Therefore, the countermeasures will not be triggered at the arbitrary discretion of the Company's Board of Directors.

Further, as stated in 2(1)(B) above, the Company will obtain recommendations or advisory reports of the Special Committee regarding the necessity of triggering countermeasures based on the Response Policies and other matters necessary for the Company's Board of Directors to address in accordance with the Response Policies, with the aim of ensuring the fairness and neutrality of decisions made by the Company's Board of Directors and, from the perspective of enhancing the Company's medium- to long-term corporate value and the common interests of shareholders. The Company's Board of Directors shall fully respect the recommendations and advisory reports of the Special Committee in order to ensure the fairness and neutrality of its decisions and eliminate its arbitrary decisions. In addition, the Special Committee may, among other things, obtain advice from external experts (such as financial advisors, lawyers, certified public accountants, and tax accountants) independent of the Company's Board of Directors and the Special Committee, as necessary. As such, the objectiveness and reasonableness of the Special Committee's decisions are ensured.

Therefore, the Response Policies eliminate any arbitrary decisions by the Directors.

- (4) Response Policies are not Dead-hand Takeover Defense Measure or Slow-hand Takeover Defense Measure

As stated in 6. below, the Response Policies are abolishable at any time by a resolution of the Board of Directors comprising the directors appointed at a shareholders meeting. Accordingly, the Response Policies are not a so-called dead-hand takeover defense measure (meaning a takeover defense measure that cannot be prevented from being triggered even by replacing a majority of the members of the Board of Directors). In addition, as the term of office of the Company's Board of Directors is one year, the Response Policies are also not a slow-hand takeover defense measure (meaning a takeover defense measure that requires time to be prevented from being triggered because the members of the Board of Directors cannot be replaced all at once).

6 Abolition Procedures and Effective Term of Response Policies

The effective term of the Response Policies shall be until the conclusion of the first meeting of the Company's Board of Directors held after the 32nd ordinary general meeting of shareholders scheduled to be held by March 31, 2026. However, if at the time of conclusion of the first meeting of the Company's Board of Directors held after the 32nd ordinary general meeting of shareholders there are persons who are actually engaged in or contemplating Large-scale Acquisition Activities and are so designated by the Company's Board of Directors, the effective term will be extended to the extent necessary to address such actions engaged in or contemplated. As stated above, since the Response Policies will be introduced primarily to address Large-scale Acquisition Activities, including the Tender Offer for which specific concerns have already been raised, the Response Policies are not intended to be maintained once the specific Large-scale Acquisition Activities cease to be engaged in or contemplated.

In addition, if the Board of Directors comprising the directors appointed at the Company's shareholders meeting resolves to abolish the Response Policies before expiration of the effective term, they will be abolished upon such resolution.

End

Identification Criteria for Joint and Concerted Actions, Etc.

- * These Criteria are to be used, when identifying a “related party” as defined in the Response Policies, as criteria to determine whether a person falls under the category of “a person who is substantially controlled by another specific person or who engages in joint and concerted actions with another specific person”, but when identifying a “Large-scale Acquisition Activities”, which is the premise for identifying a “Large-scale Acquiror”, these Criteria are also to be used as criteria to determine whether “a relationship between a specific shareholders’ group and a specific shareholder where either one substantially controls the other or where they act jointly or concertedly” is established.
 - * Identification shall be made by the method of comprehensive determination, taking into account, in addition to the factors set forth in the items below, whether there are direct or indirect facts that suggest that there has been “no” communication of intent between the subject of the identification (including such subject’s parent company, subsidiaries, and other entities that are to be viewed as equivalent to the subject of the identification; the “Identification Subject”) and specified shareholders of the Company.
 - * Hereinafter, a “Large-scale Acquiror” includes the parent company and subsidiaries of the “Large-scale Acquiror” (together with the Large-scale Acquiror, the “Large-scale Acquiror Group”), and officers and major shareholders of the Large-scale Acquiror Group.
1. Whether the timing of the Identification Subject’s acquisition of the Shares, etc. of the Company overlaps with the timing of acquisition of the Shares, etc. of the Company or an act of making an important proposal, etc. or other substantial acquisition of management control of the Company or an action to gain substantial influence over the Company management by the Large-scale Acquiror.
 2. Whether the number of acquired Shares, etc. of the Company by the Identification Subject has reached a significant amount.
 3. Whether the time of commencement of acquisition of the Shares, etc. of the Company by the Identification Subject was close to the time of commencement of acquisition of the Shares, etc. of the Company, or substantial acquisition of management control of the Company or action to gain substantial influence over the Company management by the Large-scale Acquiror such as the expression of intent to engage in acquisition of management control of the Company or an act of making an important proposal, etc. to the Company, or to the reference date of a general meeting of shareholders that included agenda items related to the Response Policies as objectives, or any other event related to actions of the Large-scale Acquiror.
 4. Whether, during a time when the market trading status of the Shares, etc. of the Company was abnormal (for example, when the trading volume was markedly higher than the average volume or when share prices had risen sharply compared to average share prices during the preceding period), the Identification Subject acquired the Shares, etc. of the Company, or there are other similarities, with respect to such person’s acquisition, in the characteristics of the timing or manner of Large-scale Acquiror’s acquisition of the Shares, etc. of the Company (for example, whether margin buying is being utilized).
 5. Whether the Identification Subject acquired the shares, etc. of other listed companies that the Large-scale Acquiror is acquiring (or has acquired), and whether the timing of such acquisition and the period of ownership overlaps with such specified shareholder.

6. Whether, during a period that overlaps with Paragraph 5 above, the exercise of shareholder rights (common benefit rights (*kyoeki-ken*)) by the Identification Subject against such other listed company (another listed company of which the Identification Subject, along with the Large-scale Acquiror, is a shareholder) matches or conforms with the exercise by the Large-scale Acquiror. If such exercise so matches or conforms, the degree of matching or conformity in light of the type, details, results of the shareholder rights, and other factors.
7. Whether, as a result of exercise of voting rights or other common benefit rights (*kyoeki-ken*) by the Identification Subject and the Large-scale Acquiror (and, if there is any shareholder other than such Identification Subject that exercised voting rights or other common benefit rights (*kyoeki-ken*) in conformity with Large-scale Acquiror, such shareholder) against such other listed company set forth in Paragraph 5 above, any director or other officer is elected or dismissed, and during the term of office of officers after such change, any likelihood of damage to the corporate value or shareholder value of the listed company arises (for example, occurrence of an event that constitutes or is likely to constitute a material violation of Laws, delisting, designation as a security requiring enhanced disclosure, bankruptcy or other legal insolvency procedures, or issuance of shares or stock acquisition rights resulting in large-scale dilution). If such likelihood of damage has arisen, the degree of the likelihood of damage to corporate value or shareholder value.
8. Whether there is or was any direct or indirect capital relationship or loan / borrowing relationship between the Identification Subject and the Large-scale Acquiror.
9. Whether, between the Identification Subject and the Large-scale Acquiror, there is or was a direct or indirect relationship of concurrent service of officers, familial relationship (including *de-facto* marriage and other comparable relationships; hereinafter the same), business relationship, or personal relationship formed through a shared *alma mater* or other community affiliation, or a personal relationship such as one that is formed by the fact that one person is or was an employee, partner or member of the other person.
10. Whether the exercise of shareholder rights (common interest rights (*kyoeki-ken*)) by the Identification Subject against the Company matched or conformed with the exercise by the Large-scale Acquiror. If such exercise so matched or conformed, the degree of matching or conformity in light of the type, details, results of the shareholder rights, and other factors (this Paragraph 10 cannot be the only basis for identifying Ineligible Persons).
11. Whether the behavior, etc. of the Identification Subject related to the business or management policy of the Company is similar to that of the Large-scale Acquiror. If there is similar behavior, etc., the degree of similarity in light of the timing and details of such behavior, etc. (this Paragraph 11 cannot be the only basis for identifying Ineligible Persons).
12. Whether agent or advisor of the Identification Subject belongs or belonged to the same office, corporation or group as the Large-scale Acquiror, has a business alliance, has worked together on similar matters, and/or has a familial relationship or other personal relationship with the Large-scale Acquiror, or has any other relationship which facilitates communication of intent with the Large-scale Acquiror (whether direct or indirect).
13. Whether there are any other direct or indirect facts that suggest that the Identification Subject has communicated its intent to the Large-scale Acquiror.

Information requested to be provided by the Large-scale Acquiror

1. The details of the Large-scale Acquiror and its group (including joint holders, specially related parties, partners (in the case of funds), and other members), such as (i) the name, (ii) business description, (iii) career or history, (iv) capital structure, (v) financial conditions, and (vi) information on experience in the same type of business as that of the Company and the its group companies.
2. Purpose, method and content of the Large-scale Acquisition Activities, including (i) value and type of consideration for the Large-scale Acquisition Activities, (ii) timing of the Large-scale Acquisition Activities, (iii) schemes of related transactions, (iv) lawfulness of methods of the Large-scale Acquisition Activities, and (v) feasibility of the Large-scale Acquisition Activities and related transactions.
3. Basis of calculation of the consideration in relation to the Company Shares, such as the Large-scale Acquisition Activities, including (i) facts underlying the calculation, (ii) the calculation method, (iii) the numerical information used in the calculation, and (iv) the content of synergy expected to arise from the series of transactions related to the Large-scale Acquisition Activities.
4. The financial source of the Large-scale Acquisition Activities, including (i) the specific name of the providers of the procured funds (including substantial providers), (ii) procurement methods, and (iii) details of related transactions.
5. (i) The candidates for officers of the Company and the its group companies anticipated after the completion of the Large-scale Acquisition Activities, including information regarding his or her experiences in the same type of business as that of the Company and the its group companies, (ii) management policies of the Company and the its group companies, (iii) business plans of the Company and the its group companies, (iv) financial plans of the Company and the its group companies, (v) capital policies of the Company and the its group companies, (vi) dividend policies of the Company and the its group companies, and (vii) strategies for asset utilization of the Company and the its group companies.
6. The existence or non-existence of changes regarding the relationship between the stakeholders, such as the customers, business partners, and employees of the Company and its group companies, and the Company and its group companies after the completion of the Large-scale Acquisition Activities, and the content thereof.