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October 7, 2025

Company name:	SAKATA SEED CORPORATION
Name of Representative:	Tsutomu Kagami President and Representative Director President and Executive Officer (Securities code:1377, TSE Prime Market)
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Notice Concerning Acquisition of Own Shares and Tender Offer for Acquisition of Own Shares

SAKATA SEED CORPORATION (the “Company”) hereby announces that, at a meeting of the Board of Directors held on October 7, 2025, it resolved to conduct a tender offer (the “Tender Offer”) for the acquisition of its own shares pursuant to the provisions of Article 156, paragraph (1) of the Companies Act, as applied by replacing the relevant terms pursuant to the provisions of Article 165, paragraph (3) of the same Act, and the provisions of the Company’s Articles of Incorporation. The details are provided below.

1. Purpose of purchase, etc.

The Company considers returning profits to its shareholders as a management priority. The Company’s basic policy is to strengthen returns stably and continuously. The Company conducts dividends twice a year: an interim dividend and a year-end dividend. For the fiscal year ended May 31, 2025, the dividend per share was 75 yen (interim dividend: 30 yen, year-end dividend: 45 yen), resulting in a consolidated dividend payout ratio of 33.7%.

In addition, to enable the execution of flexible capital policies in response to changes in the business environment, the Company’s Articles of Incorporation stipulate that the Company may acquire its own shares through market transactions, etc., by resolution of the Board of Directors, pursuant to the provisions of Article 165, Paragraph (2) of the Companies Act. The past cases are as follows.

Date of announcement (date of resolution at the Board of Directors)	Acquisition period	Number of shares acquired (acquisition ratio at the time of acquisition*1)	Total amount of share acquisition costs
January 11, 2019	January 15, 2019~ April 26, 2019	400,000 (0.89%)	1,477,356,000 yen
July 14, 2021	July 15, 2021~ October 29, 2021	250,000 (0.56%)	908,788,000 yen
February 16, 2024	February 19, 2024~ May 31, 2024	500,000 (1.13%)	1,824,983,000 yen
January 17, 2025	January 20, 2025	600,200 (1.37%)	2,151,717,000 yen

*1 "Acquisition ratio at the time of acquisition" is the ratio to the total number of shares issued by the Company (excluding treasury shares.) as of the date of the announcement of each share acquisition (rounded to the second decimal place). For details, please refer to the press release regarding each share acquisition.

Under these circumstances, in mid-July 2025, the Company received a notification from TM Kosan Co., Ltd. (number of shares held: 7,607,996 shares, ownership ratio*2: 17.56%, hereinafter referred to as "TM Kosan"), the largest shareholder of the Company (as of May 31, 2025) and the asset management company of Mr. Hiroshi Sakata who is the Chairperson and Representative Director of the Company, that it intends to sell 1 million shares (ownership ratio: 2.31%, hereinafter referred to as the "Scheduled Tender Shares".) of the Company's common stock held by TM Kosan for the purpose of converting them into cash.

*2 "Ownership ratio" refers to the percentage (rounded to the second decimal place. Hereinafter, the same shall apply to the calculation of ownership ratio.) to the number of shares (43,336,360 shares) obtained by deducting the number of treasury shares (2,074,390 shares) owned by the Company from the total number of issued shares of the Company as of August 31, 2025 (45,410,750 shares) as disclosed in "[Summary] Consolidated Financial Results for the Three Months Ended August 31, 2025 (Under Japanese GAAP)" announced by the Company on October 7, 2025 (hereinafter referred to as "the Company Financial Results Summary").

In response to the intention of TM Kosan, the Company began specific discussions in early August 2025 regarding the acquisition of the shares as treasury shares. These discussions were held in line with the Company's direction of strengthening stable and continuous dividends to shareholders, the Company's shareholder return policy that includes flexible acquisition of own shares in consideration of total return ratio, the financial condition of the Company, the liquidity of the Company's common stock in the event that a large amount of shares are temporarily released to the market, and the impact on market share price, etc. Subsequently, on August 15, 2025, the Company concluded that the acquisition of the Scheduled Tender Shares as treasury shares would enhance the return of profits to shareholders and contribute to improving capital efficiency, including the Company's earnings per share (EPS) and return on equity (ROE).

As for the specific method of acquisition of its own shares, on August 26, 2025, after thorough consideration, the Company determined that a tender offer method would be the most appropriate rather than a market purchase through Financial Instruments Exchange. This decision was based on the following factors: (i) ensuring equality among shareholders, (ii) maintaining transparency of transactions, (iii) minimizing the outflow of the Company's assets by enabling the acquisition of its own shares at a certain discount to the market price,; and (iv) providing shareholders other than TM Kosan with a certain period for consideration and an opportunity to participate, taking into account market price trends., etc.

In determining the purchase price (hereinafter referred to as the "Tender Offer Price".) for the Tender Offer, the Company determined that using the market price as a basis would enhance the clarity and objectivity of its standards, considering that its common stock is listed on a Financial Instruments Exchange and that many listed companies repurchase their own shares through market transactions on such exchanges. Additionally, to respect the interests of shareholders who continue to hold shares of the Company's common stock without participating in the Tender Offer, the Company determined that purchasing shares at a certain discount to the market price would be desirable in order to minimize the outflow of the Company's assets. On the same day, the Company approached TM Kosan regarding the Tender Offer, which was proposed at a certain discount to the market price of the Company's common stock in the Prime Market of Tokyo Stock Exchange, Inc. (hereinafter referred to as the "Tokyo Stock Exchange"). TM Kosan agreed with the purpose of the Tender Offer and expressed a positive intention to participate.

Accordingly, the Company proceeded to examine the discount rate to be applied to the market price in determining the Tender Offer Price, as well as the price of its common stock that would serve as the basis for such discount and reached the following decision on September 19, 2025. With regard to the discount rate to the market price, among 70 cases of tender offers for treasury shares (hereinafter referred to as the "Cases") that were resolved on or after January 1, 2023 and announced by the end of May 2025, in which the market price was used as the basis for calculating the tender offer price and a discount was applied, 51 cases (the largest number) adopted a discount rate of approximately 10% (ranging from 9% to 11%). Considering this, the Company determined that adopting a similar discount rate would be appropriate. Additionally, as the appropriate price of the Company's common stock to serve as the basis for the discount, the Company considers that adopting the average share price over a certain period will eliminate temporary fluctuations and other special factors, hereby ensuring greater objectivity and rationality than relying on a single point in time. With regard to the reference period, the Company considered it appropriate to use the simple average of the closing prices of its common stock in the Prime Market of the Tokyo Stock Exchange over the one-month period ending on the day before the Board of Directors meeting (October 7, 2025) at which the decision to implement the Tender Offer was made. This approach was deemed suitable because the Company believes its recent financial performance is more accurately reflected in its current share price. Among the Cases, 25 adopted the one-month simple average as the basis, the most common choice. On the same day, the Company proposed to TM Kosan that the Tender Offer price be set at a discount of approximately 10% from the simple average of the closing prices of its common

stock in the Prime Market of the Tokyo Stock Exchange over the one-month period ending on October 6, 2025, the day before the Board of Directors meeting scheduled for October 7, 2025 to resolve the implementation of the Tender Offer.

Subsequently, on September 22, 2025, TM Kosan expressed its intention to participate in the Tender Offer, subject to the aforementioned conditions being met. TM Kosan also indicated to retain 6,607,996 shares of the Company's common stock (ownership ratio: 15.25%) which will not be tendered in the Tender Offer. In light of the above, at the Board of Directors meeting held on October 7, 2025, the Company resolved (i) to conduct the Tender Offer for the acquisition of its own shares pursuant to the provisions of Article 156, paragraph (1) of the Companies Act, as applied by replacing the relevant terms pursuant to the provisions of Article 165, paragraph (3) of the same Act, and the provisions of the Company's Articles of Incorporation; and (ii) to set the Tender Offer Price at 3,285 yen, representing a 10% discount from 3,650 yen (rounded to the nearest yen, hereinafter, the same shall apply to the calculation of the simple average of closing prices.) which is the simple average closing price of the Company's common stock in the Prime Market of the Tokyo Stock Exchange over the one-month period ending on October 6, 2025, the day prior to the Board of Directors meeting (October 7, 2025) that resolved to implement the Tender Offer.

With regard to the number of shares to be acquired in the Tender Offer, to provide an opportunity for the shareholders other than TM Kosan to apply, the Company decided to set the upper limit of the number of shares to be acquired at 1,100,000 shares (ownership ratio: 2.54%) by adding 10% to the Scheduled Tender Shares. Among the Cases, the most common approach (seen in 35 instances) is to set the number of shares to be acquired by adding approximately 10% (9% to 11%) to the shares that have agreed to tender.

Mr. Hiroshi Sakata, the Chairperson and Representative Director of the Company, has special interest in the Tender Offer as he is also a shareholder of TM Kosan. To avoid any conflict of interest and to ensure the fairness of transactions, Mr. Sakata did not participate in the discussions and negotiations concerning the terms and conditions of the Tender Offer from the standpoint of the Company, nor did he participate in any of the deliberations and resolutions related to the Tender Offer at the meeting of the Board of Directors held on October 7, 2025.

If the total number of shares tendered in the Tender Offer (hereinafter referred to as the "Tendered Shares") exceeds the number of shares to be purchased, the Company will not purchase all or part of excess shares. Instead, it will purchase by the pro rata method as stipulated in Article 27-13, Paragraph (5) of the Financial Instruments and Exchange Act (Act No.25 of 1948, as amended, hereinafter referred to as the "Act") as applied mutatis mutandis pursuant to Article 27-22-2, Paragraph 2 of the Act and Article 21 of the Cabinet Office Ordinance Concerning the Disclosure of a Tender Offer for Listed Shares by the Issuer (Ministry of Finance Ordinance No.95 of 1994, this includes subsequent revisions, hereinafter referred to as the "Cabinet Office Ordinance"). The Company received a response from TM Kosan that it intends to retain a portion of the Scheduled Tender Shares that could not be acquired through the Tender Offer as well as the shares other than

the Scheduled Tender Shares.

The funds required for the Tender Offer will be sourced from the Company's own funds and bank loans. The Company's consolidated liquidity on-hand (cash and deposits) as of August 31, 2025 is 27,621 million yen (liquidity on-hand ratio*3: 3.6 months), and even after allocating 3,613 million yen for the Tender Offer, the Company's liquidity on-hand is expected to remain at approximately 24,007 million yen (liquidity on-hand ratio: 3.1 months). In addition, based on the cash flow from operating activities of 5,100 million yen recorded in the fiscal year ended May 2025, the Company expects to generate a certain level of cash flow from future business operations. Accordingly, the Company believes that its financial soundness and stability will remain intact going forward.

*3 "The liquidity on-hand ratio" (rounded to the first decimal place) is calculated by dividing the Company's consolidated cash and deposits as of August 31, 2025, stated in the Company Financial Results Summary by the Company's monthly sales (dividing the consolidated sales for the fiscal year ended May 2025 by 12 months).

The Company has not yet determined the policy regarding the disposition of the treasury shares acquired through this tender offer.

2. Details of the Board of Directors' resolution regarding share repurchases

(1) Contents of resolution

Class of shares to be acquired	Total number of shares to be acquired	Total value of shares to be acquired
Common shares	1,100,100 shares (upper limit)	3,613,828,500 yen (upper limit)

(Note 1) Total number of shares issued: 45,410,750 shares (as of October 7, 2025.)

(Note 2) The percentage of total shares issued: 2.42% (rounded to the second decimal place)

(Note 3) The planned period for acquisition: from October 8, 2025, to December 31, 2025.

(Note 4) The total number of shares to be acquired pursuant to the resolution of the Board of Directors meeting is calculated by adding the number of shares corresponding to one minimum trading unit (100 shares) to the number of shares to be purchased, because the number of Tendered Shares may exceed the number of shares to be purchased and the actual number of shares purchased may exceed the number of shares to be purchased as a result of unit adjustment on a pro rata basis.

(2) Listed shares, etc. pertaining to treasury shares already repurchased based on the said resolution
Not applicable

3. Outline of tender offer

(1) Timetable

1. Board of Directors resolution	Tuesday, October 7, 2025
2. Date of tender offer commencement notice	Wednesday, October 8, 2025 Notices will be posted electronically, and a notice to this effect will be published in the Nihon Keizai Shimbun. Electronic notice address: https://disclosure2.edinet-fsa.go.jp/
3. Tender offer registration statement submission date	Wednesday, October 8, 2025
4. Tender offer period	Wednesday, October 8, 2025, to Thursday, November 6, 2025 (20 business days)

(2) Tender Offer Price

3,285 yen per common share

(3) Basis for calculating the Tender Offer Price

(i) Calculation basis

In determining the Tender Offer Price, the Company determined that using the market price as a basis would enhance the clarity and objectivity of its standards, considering that its common stock is listed on a Financial Instruments Exchange and that many listed companies repurchase their own shares through market transactions on such exchanges. Additionally, to respect the interests of shareholders who continue to hold shares of the Company's common stock without participating in the Tender Offer, the Company determined that purchasing shares at a certain discount to the market price would be desirable in order to minimize the outflow of the Company's assets.

With regard to the discount rate to the market price, among the Cases, 51 cases (the largest number) adopted a discount rate of approximately 10% (ranging from 9% to 11%). Considering this, the Company determined that adopting a similar discount rate would be appropriate. Additionally, as the appropriate price of the Company's common stock to serve as the basis for the discount, the Company considers that adopting the average share price over a certain period will eliminate temporary fluctuations and other special factors, hereby ensuring greater objectivity and rationality than relying on a single point in time. With regard to the reference period, the Company considered it appropriate to use the simple average of the closing prices of its common stock in the Prime Market of the Tokyo Stock Exchange over the one-month period ending on the day before the Board of Directors meeting (October 7, 2025) at which the decision to implement the Tender Offer was made. This approach was deemed suitable because the Company believes its recent financial performance is more accurately reflected in its current share price. Among the Cases, 25 adopted the one-month simple average as the basis, the most common choice.

The Tender Offer Price of 3,285 yen represents a discount of 8.24% (rounded to the second decimal place, hereinafter, the same shall apply to the calculation of discount rate.) from the closing price of 3,580 yen of the Company's common stock on October 6, 2025, the day before the Board of Directors

meeting at which the decision to implement the Tender Offer was made. It also represents a discount of 10.00% from the simple average closing price of 3,650 yen for the Company's common stock over the one-month period ending on that date, and a discount of 7.83% from the simple average closing price of 3,564 yen for the Company's common stock over the three-month period ending on that date.

(ii) Background for Calculation

Based on the above (i) Calculation basis, the Company proposed to TM Kosan that the Tender Offer price be set at a discount of approximately 10% from the simple average of the closing prices of its common stock in the Prime Market of the Tokyo Stock Exchange over the one-month period ending on October 6, 2025, the day before the Board of Directors meeting scheduled for October 7, 2025 to resolve the implementation of the Tender Offer.

Subsequently, on September 22, 2025, TM Kosan expressed its intention to participate in the Tender Offer, subject to the aforementioned conditions being met. TM Kosan also indicated to retain 6,607,996 shares of the Company's common stock (ownership ratio: 15.25%) which will not be tendered in the Tender Offer.

In light of the above, at the Board of Directors meeting held on October 7, 2025, the Company resolved (i) to conduct the Tender Offer for the acquisition of its own shares pursuant to the provisions of Article 156, paragraph (1) of the Companies Act, as applied by replacing the relevant terms pursuant to the provisions of Article 165, paragraph (3) of the same Act, and the provisions of the Company's Articles of Incorporation; and (ii) to set the Tender Offer Price at 3,285 yen, representing a 10.00 % discount from 3,650 yen which is the simple average closing price of the Company's common stock in the Prime Market of the Tokyo Stock Exchange over the one-month period ending on October 6, 2025, the day prior to the Board of Directors meeting (October 7, 2025) that resolved to implement the Tender Offer.

(4) Number of shares to be purchased

Class of shares to be acquired	Anticipated number of shares to be acquired	Number of excess shares to be acquired	Total
Common shares	1,100,000 shares	- shares	1,100,000 shares

(Note 1) If the total number of Tendered Shares does not exceed the number of shares to be purchased (1,100,000 shares), the Company will purchase all of the Tendered Shares. If the total number of Tendered Shares exceeds the number of shares to be purchased (1,100,000 shares), the Company will not purchase all or part of such excess shares. Instead, it will purchase by using the method of pro rata as stipulated in Article 27-13, Paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 27-22-2, Paragraph 2 of the Act and Article 21 of the Cabinet Office Ordinance.

(Note 2) Shares of less than one unit will also be subject to the Tender Offer. In addition, if the right to request the purchase of shares of less than one unit is exercised by a shareholder in accordance with the Companies Act, the Company may buy its own shares during the Tender Offer Period in accordance with procedures prescribed by law.

(5) Funds required for the Tender Offer

3,647,800,000 yen

(Note) This is the total of the purchase price (3,613,500,000 yen) if all the anticipated number of shares to be purchased (1,100,000 shares) is acquired, plus the estimated amount for purchase fees and other expenses (such as costs for public notices related to the Tender Offer and printing costs for the Tender Offer explanation document and other necessary documents).

(6) Method of Settlement

(i) Name and head office address of the financial instruments business operator bank, or other institution in charge of settlement of the Tender Offer

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

(ii) Settlement Commencement Date

Monday, December 1, 2025

(iii) Method of Settlement

A notice regarding the purchase of the Tender Offer will be mailed to the address of those shareholders who have tendered their shares in the Tender Offer (hereinafter referred to as the “Tendered Shareholders”) or to the standing proxies in the case of foreign resident shareholders (including corporate shareholders, hereinafter referred to as the “Foreign Shareholders”) without delay after the expiration of the Tender Offer Period. The purchase will be settled in cash, and the purchase price less withholding tax on deemed dividend* will be remitted from the Tender Offer agent to the location specified by the Tendered Shareholders (or to the standing proxy in the case of the Foreign Shareholders), or to be paid to the accounts of the Tendered Shareholders at the Tender Offer agent which received the application, in accordance with the instructions of the Tendered Shareholders (or the standing proxies in the case of the Foreign Shareholders) without delay after the commencement date of the settlement.

(Note) Please refer to the Japanese original for the tax treatment in the event of application for the Tender Offer, and for specific questions concerning taxation, each shareholder is kindly advised to confirm with professionals such as tax accountants and to make decisions at its own discretion.

(7) Other

(i) The Tender Offer is not directly or indirectly conducted within the United States or aimed at the United States, does not use the United States mail or any methods or means of interstate commerce or international commerce (including but not limited to facsimile, e-mail, Internet communication, telex and telephone.), and is not conducted through securities exchange facilities within the United States. Under the Tender Offer, shares may not be tendered using the above methods and means, through the above facilities, or from within the United States.

In addition, the Tender Offer registration statement and other related purchase documents will not be sent or distributed to the United States, nor sent or distributed using postal or other

methods in, to, or from the United States. Applications for the Tender Offer that directly or indirectly violate the above restrictions shall not be accepted. Each Tendered Shareholder (including standing proxies in the case of Foreign Shareholders) will be required to represent and warrant the following to the Tender Offer agent.

The Tendered Shareholders are not located in the United States at the time of either application for the Tender Offer or sending the Tender Offer application form. The Tendered Shareholder does not directly or indirectly receive or send any information or documents (including copies.) related to the Tender Offer in, to, or from the United States. The Tendered Shareholder directly or indirectly neither uses the United States mail or any methods or means of interstate commerce or international commerce (including but not limited to facsimile, e-mail, Internet communication, telex and telephone.) or securities exchange facilities within the United States to tender their shares or to sign or deliver the Tender Offer application form. The Tendered Shareholder is not acting as an agent, assignee or trustee with no discretionary power on any other person regarding the Tender Offer (excluding the case where such other person provides all instructions for the Tender Offer from outside the United States.).

(ii) On October 7, 2025, the Company was notified by TM Kosan, the Company's largest shareholder, of its intention to tender 1,000,000 shares (ownership ratio: 2.31%), the Tender Scheduled Shares in the Tender Offer, if the Tender Offer is implemented.

(iii) On October 7, 2025, the Company announced the Company Financial Results Summary. An outline of the announcement is provided below. Please note that the contents of the announcement have not been reviewed by an audit firm for the quarterly period. For further details, please refer to the full text of the announcement.

Outline of Consolidated Financial Results for the Three Months Ended August 31, 2025 (Under Japanese GAAP)

(A) Profits and losses (consolidated)

Accounting period	For the three months ended August 31, 2025
Net sales	23,005 million yen
Cost of sales	6,959 million yen
Selling, general and administrative expenses	11,583 million yen
Non-operating income	630 million yen
Non-operating expenses	225 million yen
Profit attributable to owners of parent	3,637 million yen

(B)Per share information (consolidated)

Accounting period	For the three months ended August 31, 2025
Net income per share	84.09 yen

(Reference) Holding status of treasury shares as of August 31, 2025

Total number of issued shares (excluding treasury shares)	43,336,360 shares
Number of treasury shares	2,074,390 shares

*The number of treasury shares above does not include shares held by the Board Benefit Trust (78,580 shares).