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November 20, 2026

To whom it may concern:

Company Name: Wacom Co., Ltd.
Representative: Nobutaka Ide, President and Representative Director (CEO)
(Securities Code: 6727, Prime Market of the Tokyo Stock Exchange)
Contact: Amane Kojima, Director and CFO
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Notice of Opinion on the Planned Tender Offer in Connection with a Management Buyout and Recommendation to Tender Shares

Wacom Co., Ltd. (the "Company") hereby announces as follows that, at its Board of Directors meeting held today, it has resolved, as its opinion as of today, to express an opinion in favor of the Tender Offer and recommend its shareholders to tender their shares of common stock issued by the Company (the "Company Shares") in the Tender Offer, and recommend that the holders of the ADRs (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below) deliver their ADRs to the Depositary Banks (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below) in advance and receive the Company Shares related to the ADSs (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below) represented by such ADRs and tender such Company Shares in the Tender Offer if the tender offer (the "Tender Offer") for the Company Shares and the ADRs by MP-2611 Co., Ltd (the "Tender Offeror"), to be conducted as part of a series of transactions for a management buyout (MBO) (Note 1), is commenced.

The resolution of the Board of Directors was made on the premise that the Tender Offeror intends to make the Company its wholly-owned subsidiary through the Tender Offer and a series of subsequent procedures and that the Company Shares are expected to be delisted.

The Tender Offer is scheduled to be commenced upon the satisfaction of the Tender Offer Conditions Precedent (as defined below) (or waiver thereof by the Tender Offeror), and has not commenced as of today. The Company intends to express its opinion regarding the Tender Offer again at the time the Tender Offer is commenced. In addition, as described in "(iii) Details of the determination" under "(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below, at the above Board of Directors meeting, the Company also resolved to request the special committee of the Company established in connection with the Tender Offer (the "Special Committee"), prior to the commencement of the Tender Offer, to consider whether there have been any changes to the opinion expressed by the Special Committee to the Company's Board of Directors on November 19, 2026, and to state to the Company's Board of Directors that there have been no changes if there are no changes, or to state its revised opinion if there are changes, and to express its opinion regarding the Tender Offer again at the time the Tender Offer is commenced, taking into account such opinion.

(Note 1) A "management buyout (MBO)" generally refers to a transaction in which the management of a target company acquires shares of the target company by contributing all or part of the funds required for the acquisition on the premise that the business of the target company will continue.

The descriptions concerning the Tender Offeror in this press release are based on explanations received from the Tender Offeror.

According to the Tender Offeror, with respect to the Tender Offer, based on its consideration to date, it is expected that a certain period of time will be required for the procedures and responses relating to the permits, approvals, etc. required under competition laws in Japan and overseas (Japan, Taiwan, and Australia) and the permits, approvals, etc. required under investment regulatory laws in Japan and overseas (Japan, Germany, and Bulgaria) (collectively, the "Clearance"). Therefore, the Tender Offeror intends to promptly commence the Tender Offer upon satisfaction of the conditions precedent, including the completion of the acquisition of the Clearance, stipulated in the tender offer agreement entered into today by and between the Tender Offeror and the Company (the "Tender Offer Agreement") and the transaction agreement (the "Transaction Agreement (SESP)") entered into today between the MBKP Fund (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below) and Samsung Electronics Singapore Pte. Ltd. ("SESP") (number of shares held: 8,398,400 shares; ownership ratio (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below; the same shall apply hereinafter): 6.32%), as described below under <Tender Offer Conditions Precedent> (the "Tender Offer Conditions Precedent"; the Tender Offer Conditions Precedent are stipulated in the Tender Offer Agreement, and item (IV) of the Tender Offer Conditions Precedent is also stipulated in the Transaction Agreement (SESP)) (or waiver thereof by the Tender Offeror; with respect to items (I), (II), (V), and (VIII) of the Tender Offer Conditions Precedent, there are no contractual restrictions on waiver by the Tender Offeror, with respect to items (III), (IV), (VI), and (VII), waiver by the Tender Offeror is not permitted under the Tender Offer Agreement, and with respect to item (IV), waiver requires the consent of SESP (which may not be unreasonably withheld if it is reasonably expected that the waiting period relating to the Clearance required to be obtained by SESP will expire by the last day of the Tender Offer Period (as defined below))). With respect to the procedures under competition laws in Japan and overseas, the Tender Offeror is proceeding with preparations for filings and intends to promptly make the filings once the preparations are complete. In addition, with respect to the procedures under investment regulatory laws in Japan and overseas, the Tender Offeror is also proceeding with preparations for filings and intends to promptly make the filings once the preparations are complete. As of today, the Tender Offeror aims to commence the Tender Offer around mid-February 2027, taking into consideration the period required to prepare each filing and the anticipated period from the submission of each filing until the completion of the acquisition of the Clearance, based also on discussions with domestic and foreign law firms regarding such procedures, etc. However, since it is difficult to accurately predict the time required for the procedures, etc. conducted by the domestic and foreign authorities responsible for the procedures relating to the Clearance, the Tender Offeror will promptly announce the details of the schedule for the Tender Offer once they have been determined. In addition, if the anticipated timing for the commencement of the Tender Offer changes, the Tender Offeror will promptly announce such change.

<Tender Offer Conditions Precedent>

According to the Tender Offeror, the Tender Offer will be commenced upon the satisfaction of all of the following conditions precedent (or their waiver by the Tender Offeror).

(I) (i) As of the date of announcement of the Tender Offer, the Company's Board of Directors has resolved to express an opinion in favor of the Tender Offer and to recommend that the shareholders of the Company tender their Company Shares in the Tender Offer (including an opinion recommending that the holders of the ADRs deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and tender such Company Shares in the Tender Offer; hereinafter referred to as the "Opinion in Favor and Recommendation to Tender at the Time of Announcement"), and such opinion has been publicly announced in accordance with laws and regulations, and (ii) as of the day immediately preceding the commencement date of the Tender Offer, the Company's Board of Directors has resolved to express an opinion in favor of the Tender Offer (the "Opinion in Favor at the Time of Commencement"; the Opinion in Favor at the Time of Commencement and the opinion in favor of the Tender Offer included in the Opinion in Favor and Recommendation to Tender at the Time of Announcement are hereinafter collectively referred to as the "Opinion in Favor"), and the Opinion in Favor at the Time of Commencement has been publicly announced in accordance with laws and regulations, and the Opinion in Favor has not been changed or withdrawn, and no resolution inconsistent with the Opinion in Favor has been adopted. (Note 2)

(II) The Special Committee has submitted favorable reports regarding the adoption by the Company's Board of Directors of resolutions concerning each of the opinions specified in item (I) above, and the content of the report concerning the Opinion in Favor has not been changed (except where the report as changed is favorable to the Company's Board of

Directors maintaining the Opinion in Favor) or withdrawn. (Note 3)

(III) All of the Clearance required to be obtained by the Tender Offeror for the implementation of the Transaction (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below; the same shall apply hereinafter) has been obtained, or it is objectively and reasonably expected that all of such Clearance will be obtained by the last day of the period for purchase, etc. in the Tender Offer (the "Tender Offer Period"). (Note 4)

(IV) All of the Clearance required to be obtained by SESP for the implementation of the SESP Reinvestment (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below; the same shall apply hereinafter) has been obtained.

(V) No circumstances have arisen that would constitute grounds for withdrawal of the Tender Offer as provided in the proviso to Article 27-11, Paragraph 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the "Act"). (Note 5)

(VI) Confirmation has been obtained from the Company that there are no material facts concerning the business, etc. of the Company (as defined in Article 166, Paragraph 2 of the Act) that have not been publicly announced (as defined in Paragraph 4 of the same Article), and the Tender Offeror is not aware of any facts concerning the implementation of a tender offer, etc. for the Company Shares (as defined in Article 167, Paragraph 2 of the Act, excluding the Tender Offer) that have not been publicly announced (as defined in Paragraph 4 of the same Article).

(VII) No decision, etc. has been made by any governmental authority, etc. that restricts or prohibits the implementation of the Transaction, and there is no specific risk thereof.

(VIII) If the Tender Offer is not commenced by February 24, 2027, the deadline for exercising the right to propose agenda items prescribed in Article 303, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the "Companies Act") with respect to the Company's annual general meeting of shareholders for the fiscal year ending March 31, 2027 has passed without any shareholder of the Company exercising the right to propose an agenda item concerning payment of dividends of surplus.

(Note 2) With respect to item (I) of the Tender Offer Conditions Precedent, at its Board of Directors meeting held today, the Company adopted a resolution to the effect that, as its opinion as of today, if the Tender Offer is commenced, it will express an opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their Company Shares in the Tender Offer and that the holders of the ADRs deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and tender such Company Shares in the Tender Offer. Based on the foregoing, the Tender Offeror states that, as of today, it expects item (I) of the Tender Offer Conditions Precedent to be satisfied if the Tender Offeror commences the Tender Offer.

(Note 3) With respect to item (II) of the Tender Offer Conditions Precedent, at the meeting of the Special Committee held on November 19, 2026, a favorable report reflecting the Special Committee's opinion as of November 19, 2026 was submitted regarding the Company's Board of Directors expressing an opinion in favor of the Tender Offer and recommending that the shareholders of the Company tender their Company Shares in the Tender Offer and that the holders of the ADRs deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and tender such Company Shares in the Tender Offer. Based on the foregoing, the Tender Offeror states that, as of today, item (II) of the Tender Offer Conditions Precedent has been satisfied.

(Note 4) With respect to item (III) of the Tender Offer Conditions Precedent, the Tender Offeror states that, as of today, the Tender Offeror is taking the necessary steps to complete the acquisition of the Clearance by around mid-February 2027, when the Tender Offer is expected to commence, based on advice from domestic and foreign law firms, and that the current status and future outlook are as set forth in the table below.

The Tender Offeror states that it is announcing its intention to conduct the Tender Offer as of today, prior to the public notice of commencement of the Tender Offer, after taking into consideration that it has been confirmed that, with respect to investment regulatory laws in Germany and competition laws in Taiwan among the Clearance set forth in the table below, it may be necessary for the implementation of the Tender Offer to have been publicly announced in order to carry out the procedures, that a certain period of time is required for the procedures under competition laws and investment regulatory laws in each of the jurisdictions set forth in the table below, and that it is difficult to accurately predict the time required for such procedures.

In addition, with respect to the Foreign Exchange and Foreign Trade Act of Japan among the Clearance set

forth in the table below, filings are required not only in connection with the Tender Offeror's implementation of the Transaction, but also in connection with SESP implementing the SESP Reinvestment.

<Current status and outlook for obtaining the Clearance>

Jurisdiction	Applicable laws and regulations	Required procedures and period	Current status	Expected timing of completion of procedures
Clearance required to be obtained by the Tender Offeror or the Tender Offeror Parent Company (each as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." below), or the MBKP Fund				
Japan	Act on Prohibition of Private Monopolization and Maintenance of Fair Trade	The aim is to obtain the Clearance within 30 days after filing.	Filing scheduled between today and early December 2026	Early January 2027 (scheduled)
Australia	Competition and Consumer Act 2010 (competition law)	The aim is to obtain a decision that no filing is required for the Tender Offer (the "Exemption Decision") within 25 business days after the submission of the relevant documents necessary to obtain the Exemption Decision.	Application scheduled between today and early December 2026	Late January 2027 (scheduled)
Taiwan	Taiwan Fair Trade Act	The aim is to obtain the Clearance within 1.5 to 2.5 months after the commencement of filing.	Filing scheduled between today and late November 2026	Mid-February 2027 (scheduled)
Japan	Foreign Exchange and Foreign Trade Act	The aim is to complete the review within two months after filing.	Filing scheduled between today and late November 2026	Late January 2027 (scheduled)
Germany	German Foreign Trade and Payments Ordinance (investment regulatory laws)	The aim is to obtain the Clearance within three months after filing.	Filing scheduled between today and late November 2026	Mid-February 2027 (scheduled)
Bulgaria	Bulgarian Investment Promotion Act	The aim is to obtain the Clearance within three months after filing.	Filing scheduled between today and late November 2026	Mid-February 2027 (scheduled)
Clearance required to be obtained by SESP				
Japan	Foreign Exchange and Foreign Trade Act	The aim is to complete the review within two months after filing.	Filing scheduled between today and late November 2026	Late January 2027 (scheduled)

(Note 5) The Tender Offeror states that, as of today, it is not aware of any circumstances falling under items (V) through (VIII) of the Tender Offer Conditions Precedent having arisen.

1. Overview of the Tender Offeror

(1)	Name	MP-2611 Co., Ltd
(2)	Address	2-6-1 Toranomon, Minato-ku, Tokyo
(3)	Title and name of representative	Representative Director Tetsuya Kaneko
(4)	Business activities	(1) Management consulting services (2) Acquisition, holding, and trading of securities (3) Any and all businesses incidental to the preceding items
(5)	Capital	5,000 yen
(6)	Date of establishment	October 1, 2026
(7)	Major shareholders and shareholding ratios	MP-2610 Co., Ltd.: 100.00%
(8)	Relationship between the Company and the Tender Offeror	
	Capital relationship	As of today, the Tender Offeror does not hold any Company Shares.
	Personnel relationship	Not applicable.
	Business relationship	Not applicable.
	Status as a related party	Not applicable.

2. Overview of purchase, etc. (scheduled)

Purpose of the Tender Offer	Taking the Company private (management buyout (MBO))
Period for purchase, etc.	According to the Tender Offeror, the Tender Offer is scheduled to be commenced promptly upon the satisfaction of the Tender Offer Conditions Precedent (or their waiver by the Tender Offeror). As of today, the Tender Offeror aims to commence the Tender Offer around mid-February 2027, based also on discussions with domestic and foreign law firms regarding the procedures and responses, etc. necessary to obtain the Clearance. The Tender Offeror also states that the Tender Offer Period is scheduled to be 20 business days. (Note 1)
Purchase price	1,030 yen per share of common stock 1,030 yen per Company Share related to the ADSs represented by the ADRs
Minimum number of shares to be purchased	88,349,600 shares (scheduled) (Note 2) (Note 3)
Maximum number of shares to be purchased	—

(Note 1) The Tender Offeror states that the Tender Offer Period is scheduled to be set so as to secure 20 business days in the United States, which is the minimum required period for the tender offer under U.S. securities laws, and therefore, the Tender Offer Period may exceed 20 business days due to differences in holidays between Japan and the United States. The same shall apply hereinafter to references to business days in the Tender Offer Period.

(Note 2) With respect to the minimum number of shares to be purchased (88,349,600 shares), the ownership ratio of share certificates, etc. after such purchase, etc., if the purchase, etc. is conducted (meaning the ownership ratio of share certificates, etc. as stipulated in Article 27-2, Paragraph 8 of the Act, and, if such person has any specially related parties as stipulated in Article 27-2, Paragraph 1, Item 1 of the Act (excluding, among such specially related parties, persons excluded from specially related parties pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended) in calculating the ownership ratio of share certificates, etc. under the respective items of Article 27-2, Paragraph 1 of the Act), the ratio obtained by adding the ownership ratios of share certificates, etc. of such specially related parties; the same shall apply hereinafter)

will be 66.66% (rounded to two decimal places). (Note 3)

(Note 3) The ownership ratio of share certificates, etc. is calculated using the total number of voting rights of all shareholders (1,327,794 voting rights) as of September 30, 2026, as stated in the semiannual report for the 44th fiscal year (the "Company Semiannual Report") submitted by the Company on November 11, 2026, as the denominator, because the number of shares constituting less than one unit of the Company as of today is unknown and therefore the total number of voting rights of all shareholders of the Company as of today is unknown, and the total number of voting rights of all shareholders as of September 30, 2026 is the latest total number of voting rights of all shareholders ascertainable from the documents announced or submitted by the Company.

3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc.

(1) Details of the opinion

At its Board of Directors meeting held today, the Company resolved, as its opinion as of today, based on the grounds and reasons described in "(2) Grounds and reasons for the opinion" below, to express an opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their Company Shares in the Tender Offer and that the holders of the ADRs deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and tender such Company Shares in the Tender Offer if the Tender Offer is commenced.

The above resolution of the Board of Directors was adopted in the manner described in "(VII) Unanimous approval of all disinterested directors (including directors who are audit and supervisory committee members) of the Company" under "(3) Measures to ensure fairness of the Tender Offer" below.

In addition, the above resolution of the Board of Directors expresses the Company's opinion as of today, and the Company intends to express its opinion regarding the Tender Offer again at the time the Tender Offer is commenced. If there are any changes in the circumstances surrounding the Transaction (as defined in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" below) by that time, the Company may express an opinion different from its opinion as of today. In addition, at the above Board of Directors meeting, the Company also resolved to request the Special Committee, prior to the commencement of the Tender Offer, to consider whether there have been any changes to the opinion expressed by the Special Committee to the Company's Board of Directors on November 19, 2026, and to state to the Company's Board of Directors that there have been no changes if there are no changes, or to state its revised opinion if there are changes, and to express its opinion regarding the Tender Offer again at the time the Tender Offer is commenced, taking into account such opinion.

(2) Grounds and reasons for the opinion

(I) Overview of the Tender Offer

According to the Tender Offeror, the Tender Offeror is a stock company established on October 1, 2026, and, as of today, all of its issued shares (excluding treasury shares) are directly held by MP-2610 Co., Ltd. (the "Tender Offeror Parent Company"), all of whose issued shares (excluding treasury shares) are held by a fund (the "MBKP Fund") to which MBK Partners Co., Ltd. or its related companies (collectively, "MBKP") provide services. The Tender Offeror's primary purpose is to implement a transaction to take the Company private (the "Transaction") by acquiring and holding the Company Shares listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange") through the Tender Offer and the subsequent series of procedures, and thereby to jointly operate and manage the business with the Company toward common business objectives. As of today, the Tender Offeror, the Tender Offeror Parent Company, MBKP, and the MBKP Fund do not hold any Company Shares.

According to the Tender Offeror, MBKP is an independent private equity firm established in March 2005 that specializes in private equity investments in three East Asian countries, namely Japan, the People's Republic of China, and the Republic of Korea. With the support of investors, primarily institutional investors around the world, including global companies, banks, financial institutions, family offices, public pension funds, foundations, sovereign wealth funds, and funds of funds, MBKP has approximately 32.4 billion U.S. dollars in assets under

management as of today and makes investments in companies ranging from large to medium-sized companies, primarily in the retail/consumer goods, telecommunications/media/technology, financial services, and healthcare sectors. Following its investments, MBKP actively provides management support to its portfolio companies to maximize their corporate value. Since its establishment in March 2005, MBKP has made 87 investments in East Asian countries, including 22 investments in 17 companies in Japan, such as Yayoi Co., Ltd., USJ Co., Ltd., INVOICE INC., KOMEDA Co., Ltd., TASAKI & Co., Ltd. (formerly Tasaki Shinju Co., Ltd.), Accordia Next Golf Co., Ltd., Kuroda Group Co., Ltd. (formerly Kuroda Electric Co., Ltd.), Orchid Co., Ltd. (formerly Godiva Japan Co., Ltd.), Tsukui Holdings Corporation, EPS Holdings, Inc., SOYOKAZE Co., Ltd. (formerly UNIMAT Retirement Community Co., Ltd.), HITOWA Holdings Co., Ltd., Japan Best Rescue System Co., Ltd., Alinamin Pharmaceutical Co., Ltd., FICT LIMITED, Solasto Corporation, and ALTEMIRA Holdings Co., Ltd. Following its investments, MBKP has achieved increases in net sales and profitability as a result of working together with the management teams on value enhancement themes specific to each company over the medium to long term. MBKP considers private equity investments in Japan (including going-private transactions involving listed companies) to be an area of focus on par with investments in China and Korea, and has long been selecting promising investment targets in Japan, in particular with the aim of further enhancing the corporate value of high-quality companies with growth potential.

The Tender Offeror states that it has now decided to conduct the Tender Offer as part of the Transaction for the purpose of acquiring all of the Company Shares listed on the Prime Market of the Tokyo Stock Exchange (excluding the treasury shares held by the Company and the Shares Agreed Not to Be Tendered (as defined below)) and all of the ADRs (Note 1), subject to the satisfaction or waiver by the Tender Offeror of the Tender Offer Conditions Precedent.

(Note 1) According to the registration statements relating to the ADRs (Forms F-6EF and F-6POS) filed with the U.S. Securities and Exchange Commission by Citibank, N.A. on October 10, 2013, The Bank of New York Mellon on November 12, 2013, and Deutsche Bank Trust Company Americas on January 14, 2014 and September 29, 2017 (collectively, the "ADR Registration Statements"), American Depositary Receipts relating to the Company Shares (the "ADRs") have been issued in the United States by Citibank, N.A., The Bank of New York Mellon, and Deutsche Bank Trust Company Americas (collectively, the "Depositary Banks"); however, the Company was not involved in the issuance of the ADRs. According to the Tender Offeror, because it aims to acquire all of the Company Shares through the Tender Offer, it is required, pursuant to Article 27-2, Paragraph 5 of the Act and Article 8, Paragraph 5, Item 3 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended), to solicit offers to sell, etc. with respect to all share certificates, etc. issued by the Company, and therefore includes the ADRs among the types of share certificates, etc. to be purchased, etc. On the other hand, because the ADRs are securities issued in the United States and there is, in practice, no financial instruments business operator, etc. that can handle them as a tender offer agent for their acquisition by the Tender Offeror, a resident of Japan, in the Tender Offer conducted outside the United States, it has been found to be difficult for the Tender Offeror to acquire the ADRs themselves in the Tender Offer. Therefore, only tenders of the Company Shares will be accepted in the Tender Offer, tenders of the ADRs themselves will not be accepted, and tenders of the Company Shares related to the American Depositary Shares (the "ADSs") deposited with the Depositary Banks and represented by the ADRs will be accepted. Accordingly, holders of the ADRs who wish to tender in the Tender Offer must deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and then tender such Company Shares in the Tender Offer. According to the ADR Registration Statements, one ADS is equivalent to one Company Share.

The Tender Offeror states that the Tender Offer will be conducted by the Tender Offeror based on discussions with Mr. Nobutaka Ide, President and Representative Director (CEO) of the Company ("Mr. Ide"), and that the Tender Offer constitutes a management buyout (MBO).

According to the Tender Offeror, in connection with the Tender Offer, it has entered into, as of today, a non-

tender agreement for the Tender Offer (the "Non-Tender Agreement (Mr. Ide)") with Mr. Ide (number of shares held: 155,953 shares; ownership ratio (Note 2): 0.12%), and the MBKP Fund has entered into, as of today, a shareholders agreement (the "Shareholders Agreement (Mr. Ide)") with Mr. Ide, and Mr. Ide has agreed, among other things, (i) not to tender any of the Company Shares held by him (the "Shares Agreed Not to Be Tendered") (Note 3) in the Tender Offer (Note 4) if the Tender Offeror commences the Tender Offer, and (ii) if the Squeeze-Out Procedures (as defined below; the same shall apply hereinafter) are carried out by way of the Share Consolidation (as defined in "(4) Policy regarding reorganization, etc., following completion of the Tender Offer" below; the same shall apply hereinafter), to vote in favor of the proposals relating to the Share Consolidation at the Extraordinary Shareholders Meeting (as defined in "(4) Policy regarding reorganization, etc., following completion of the Tender Offer" below; the same shall apply hereinafter). In addition, under the Non-Tender Agreement (Mr. Ide), the Tender Offeror has agreed with Mr. Ide that, on a date on or after the date on which the consideration for the Squeeze-Out Procedures is received, as separately determined by the Tender Offeror in consultation with Mr. Ide, Mr. Ide will contribute to the Tender Offeror Parent Company an amount to be separately agreed upon by both parties through discussions by the commencement date of settlement for the Tender Offer, representing the full amount of the consideration that Mr. Ide would be expected to receive if he were to sell the Shares Agreed Not to Be Tendered pursuant to the Squeeze-Out Procedures on the Squeeze-Out Effective Date (as defined below) reasonably expected as of the successful completion of the Tender Offer, after deducting an amount equivalent to the tax expected to be incurred by Mr. Ide as a result of such sale (Note 5) (the "Mr. Ide Reinvestment"), although the details of the terms, timing, etc. of the Mr. Ide Reinvestment have not yet been determined. In addition, as of today, there are no agreements between the Tender Offeror and any directors of the Company other than Mr. Ide regarding their appointment as directors or officers, or their treatment after the Tender Offer, and the Tender Offeror intends to determine the management structure of the Company, including the composition of its officers, through discussions with the Company after the successful completion of the Tender Offer.

(Note 2) "Ownership ratio" means the percentage relative to the number of shares (132,799,784 shares; the "Reference Number of Shares") obtained by deducting the number of treasury shares held by the Company (2,200,216 shares) as of September 30, 2026, as stated in the "Consolidated Financial Results for the Second Quarter (Interim Period) of the Fiscal Year Ending March 31, 2027 (Under Japanese GAAP)" announced by the Company on October 30, 2026, from the total number of issued shares (135,000,000 shares) as of September 30, 2026, as stated in the Company Semiannual Report (rounded to two decimal places). The same shall apply hereinafter to references to ownership ratios.

(Note 3) According to the Tender Offeror, with respect to 137,753 Company Shares among the Shares Agreed Not to Be Tendered that were granted to Mr. Ide as restricted stock compensation (ownership ratio: 0.10%; the "Restricted Shares Held by Mr. Ide"), the allotment agreement relating to the Restricted Shares Held by Mr. Ide provides that, if, during the transfer restriction period, a share consolidation (limited to cases where, as a result of such share consolidation, the restricted shares held by Mr. Ide would consist solely of a fractional share of less than one share) or a share cash-out demand with respect to the Company Shares (meaning a share cash-out demand as stipulated in Article 179, Paragraph 2 of the Companies Act) is approved at a general meeting of shareholders of the Company (or at a meeting of the Board of Directors of the Company in the case of a share cash-out demand), pursuant to a resolution of the Board of Directors of the Company, the transfer restrictions shall be lifted with respect to the number of Restricted Shares Held by Mr. Ide calculated by multiplying the number obtained by dividing the number of months from the month including the date on which the Restricted Shares Held by Mr. Ide were delivered through the month including, in the case of a share consolidation, the effective date of the share consolidation stipulated in Article 180, Paragraph 2, Item 2 of the Companies Act or, in the case of a share cash-out demand, the date on which the special controlling shareholder acquires the shares subject to sale as stipulated in Article 179-2, Paragraph 1, Item 5 of the Companies Act (the "Squeeze-Out Effective Date"), by 12 (provided, however, that if the calculated number exceeds one, it shall be deemed to be one), by the number of Restricted Shares Held by Mr. Ide as of the Squeeze-Out Effective Date (provided,

however, that any resulting fraction of less than one share shall be rounded down), as of the time immediately before the business day immediately preceding the Squeeze-Out Effective Date (provided, however, that this shall apply only if the Squeeze-Out Effective Date occurs before the expiration of the transfer restriction period), and, in such case, the Company shall automatically acquire, without consideration, as of the business day immediately preceding the Squeeze-Out Effective Date, all of the Restricted Shares Held by Mr. Ide for which the transfer restrictions have not been lifted as of that day. Therefore, in the Transaction, in accordance with the above provisions, the Restricted Shares Held by Mr. Ide for which the transfer restrictions have been lifted as of the business day immediately preceding the Squeeze-Out Effective Date are expected to be subject to the Demand for Share Cash-Out (as defined in "(4) Policy regarding reorganization, etc., following completion of the Tender Offer" below; the same shall apply hereinafter) or the Share Consolidation, and the Restricted Shares Held by Mr. Ide for which the transfer restrictions have not been lifted as of the business day immediately preceding the Squeeze-Out Effective Date are expected to be acquired by the Company without consideration. In addition, the restricted shares of the Company (27,736 shares) granted to directors of the Company other than Mr. Ide as restricted stock compensation (together with the Restricted Shares Held by Mr. Ide, a total of 165,489 shares, collectively, the "Restricted Shares") are also expected to be treated in the same manner. (The Tender Offeror intends to consider alternative measures, such as the introduction of a new incentive system, in connection with such acquisition without consideration after consulting with the Company in the future, but the details of such measures have not yet been determined.)

(Note 4) The Restricted Shares cannot be tendered in the Tender Offer because the allotment agreements for restricted stock compensation of the Company do not provide for the lifting of transfer restrictions even if a tender offer is commenced. 137,753 shares, representing 88.3% of the Shares Agreed Not to Be Tendered held by Mr. Ide, constitute Restricted Shares. Although 18,200 shares, representing 11.7% of the Shares Agreed Not to Be Tendered held by Mr. Ide, do not constitute Restricted Shares, according to the Tender Offeror, it has been agreed that all of the Company Shares held by Mr. Ide will not be tendered in the Tender Offer and will be dealt with in the Squeeze-Out Procedures, in order to avoid the procedural complexity of tendering only a portion of the Company Shares held by Mr. Ide and not tendering the remaining portion.

(Note 5) According to the Tender Offeror, the valuation of the Company Shares serving as the basis for determining the paid-in amount per share of common shares of the Tender Offeror Parent Company in the Mr. Ide Reinvestment is expected to be set at the same amount as the price for the purchase, etc. of one Company Share in the Tender Offer (the "Tender Offer Price") (provided, however, that if the Squeeze-Out Procedures take the form of the Share Consolidation, a formal adjustment is expected to be made based on the consolidation ratio of the Company Shares in the Share Consolidation), so as not to contravene the purpose of the uniformity of the tender offer price (Article 27-2, Paragraph 3 of the Act), and no terms more favorable than the Tender Offer Price are expected to be established. In addition, the reason why the Tender Offeror Parent Company will receive the Mr. Ide Reinvestment from Mr. Ide is that, as described in "(II) Background, purpose, and decision-making process that led to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer, etc." below, Mr. Ide is expected to continue to lead the overall management of the Company toward its long-term growth while assuming a responsible role in the management policy of the Company as its President and Representative Director (CEO) even after the Transaction, and the intention is for Mr. Ide to continue to have common incentives for enhancing the corporate value of the Company even after the Transaction. Since the reinvestment by Mr. Ide was considered independently of whether or not Mr. Ide would tender his shares in the Tender Offer, the Tender Offeror considers that it does not contravene the purpose of the rule on the uniformity of the tender offer price (Article 27-2, Paragraph 3 of the Act).

In addition, as of today, in connection with the Tender Offer, the MBKP Fund entered into the Transaction Agreement (SESP) and a shareholders agreement (the "Shareholders Agreement (SESP)") with SESP, the Company's second-largest shareholder (number of shares held: 8,398,400 shares; ownership ratio: 6.32%) and a member of the Samsung Group (as defined below). In these agreements, SESP has agreed to the following, among others: (i) if the Tender Offeror commences the Tender Offer, SESP will tender all of its Company Shares (the "Shares Agreed to Be Tendered by SESP") in the Tender Offer; and (ii) SESP will make a capital contribution to

the Tender Offeror Parent Company within five business days after the settlement for the Tender Offer is completed, in a manner ensuring that SESP's fully diluted voting rights ratio in the Tender Offeror Parent Company following the completion of the Transaction is 6.3%, equivalent to SESP's current voting rights ratio in the Company (Note 6) (the "SESP Reinvestment"). For the reasons for the proposed capital participation by SESP in the Tender Offeror Parent Company following the Transaction through the SESP Reinvestment, please refer to Note 6 below.

(Note 6) The valuation of the Company Shares, which serves as the basis for determining the pay-in price per common share of the Tender Offeror Parent Company in the SESP Reinvestment, is to be set at an equal amount to the Tender Offer Price in order not to conflict with the intent of the regulation on uniformity of the tender offer price (Article 27-2, Paragraph 3 of the Act) (however, if the Share Consolidation is implemented as part of the Squeeze-Out Procedures, there will be a nominal adjustment based on the consolidation ratio of the Company Shares in the Share Consolidation), and the intent is not to provide terms more favorable to SESP than the Tender Offer Price. Furthermore, the reason the Tender Offeror Parent Company is to receive the SESP Reinvestment from SESP is, as described in "(II) Background, purpose, and decision-making process that led to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer, etc." below, that the Tender Offeror believes that Samsung Electronics Co., Ltd. and its related companies (collectively, the "Samsung Group," and hereinafter, the Tender Offeror, Mr. Ide, MBKP, the MBKP Fund, and the Samsung Group are collectively referred to as "Tender Offer-Related Parties") are the Company's extremely important business partners, and the Samsung Group has continuously built a collaborative relationship with the Company in terms of capital, technology, and business since entering into a capital and business alliance with the Company in January 2013. Given the nature of this relationship, the Tender Offeror believes that continuing SESP's status as a minority shareholder as the Company's strategic partner even after the Transaction, maintaining the Company's autonomy as an independent entity as before, and maintaining and developing the collaborative relationship between the Company and the Samsung Group, will allow the Company to sustain the stable business relationship with the Samsung Group, which is the source of the Company's corporate value, while further strengthening the Company's position as a long-term and stable strategic partner for the Samsung Group, which will ultimately contribute to enhancing the Company's corporate value. The Tender Offeror therefore intends a capital participation by SESP, a member of the Samsung Group, in the Tender Offeror Parent Company through the SESP Reinvestment.

The Tender Offeror states that additionally, as of today, it has entered into an agreement to tender Company Shares (the "Tender Agreement (AVI)") with Asset Value Investors Limited ("AVI"), and AVI has agreed to the tender of all of the Company Shares (a total of 26,765,950 shares; ownership ratio: 20.16%; the "Shares Agreed to Be Tendered by AVI") owned by AVI Japan Opportunity Trust Plc, AVI Japanese Special Situations Fund, AVI Global Trust Plc, AVI Global Special Situations Fund, and one other investment corporation (collectively, "AVI Funds and Others") as of today, if the Tender Offeror commences the Tender Offer. The Tender Offeror has also entered into an agreement to tender Company Shares (the "Tender Agreement (KC)") with Kaname Capital, L.P. ("KC"), a shareholder of the Company, and KC has agreed to tender all of the Company Shares (7,145,000 shares; ownership ratio: 5.38%; the "Shares Agreed to Be Tendered by KC") that it directly or indirectly owns as of today (including shares owned in the accounts of any fund managed by KC or any client of KC (collectively, "KC Funds and Others") under discretionary investment management agreements, in addition to shares owned by KC itself) in the Tender Offer if the Tender Offeror commences the Tender Offer.

For the outline of the Non-Tender Agreement (Mr. Ide), the Transaction Agreement (SESP), the Tender Agreement (AVI), and the Tender Agreement (KC), please refer to "(6) Material agreements regarding the Tender Offer" below.

According to the Tender Offeror, the minimum number of shares to be purchased in the Tender Offer has been set at 88,349,600 shares (ownership ratio: 66.53%) (Note 7), and if the total number of shares tendered in the Tender Offer ("Tendered Share Certificates, etc.") falls short of the minimum number of shares to be purchased (88,349,600 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. Conversely, the maximum number of shares to be purchased has not been set because, as previously mentioned, the purpose of the Tender Offer is to take the Company private. If the total number of the Tendered Share Certificates, etc. is equal

to or exceeds the minimum number of shares to be purchased (88,349,600 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, etc. The minimum number of shares to be purchased (88,349,600 shares) is calculated by multiplying the number of voting rights (1,327,997 rights) associated with the Reference Number of Shares (132,799,784 shares) by two-thirds (2/3) (resulting in 885,332 rights; rounded up to the nearest whole number), minus the number of voting rights (1,559 rights) associated with the Shares Agreed Not to Be Tendered (155,953 shares) and the number of voting rights (277 rights) associated with the Restricted Shares granted to the Company's directors other than Mr. Ide (27,736 shares) (resulting in 883,496 rights), multiplied by the number of shares per share unit of the Company (100 shares) (Note 8). While the Tender Offeror's objective is to acquire all of the Company Shares (excluding the treasury shares owned by the Company and the Shares Agreed Not to Be Tendered) and all of the ADRs in the Tender Offer and take the Company private, the implementation of the Share Consolidation procedures requires a special resolution as prescribed in Article 309, Paragraph 2 of the Companies Act. Therefore, the Tender Offeror has set the minimum number of shares to be purchased to ensure that the Tender Offeror, Mr. Ide, and the Company's directors other than Mr. Ide who own Restricted Shares alone can satisfy this requirement after the successful completion of the Tender Offer and to enable the reliable execution of the Share Consolidation procedures. For the relationship between the minimum number of shares to be purchased and the majority of minority ("MoM") in the Tender Offer, please refer to "(IX) Setting the minimum number of shares to be purchased that satisfies the Majority of Minority" under "(3) Measures to ensure fairness of the Tender Offer" below.

(Note 7) According to the Tender Offeror, although the Restricted Shares cannot be tendered in the Tender Offer due to restrictions on transfers, the Company's Board of Directors has resolved, at its meeting held today, as the Company's opinion as of the same day, that if the Tender Offer is commenced, it will express an opinion in favor of the Tender Offer, recommend that the shareholders of the Company tender their Company Shares in the Tender Offer, and recommend that the holders of the ADRs deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and tender such Company Shares in the Tender Offer. Furthermore, as described in "(VII) Unanimous approval of all disinterested directors (including directors who are audit and supervisory committee members) of the Company" under "(3) Measures to ensure fairness of the Tender Offer" below, all directors of the Company who participated in the deliberations and resolutions (nine out of a total of ten directors, except Mr. Ide) concurred with this resolution. Accordingly, the Tender Offeror believes that, if the Tender Offer is commenced and successful, the votes attached to the Restricted Shares are likely to be cast in favor at the Extraordinary Shareholders Meeting. Therefore, when determining the minimum number of shares to be purchased, the Tender Offeror has excluded the number of the Restricted Shares.

(Note 8) According to the Tender Offeror, the minimum number of shares to be purchased is a provisional figure based on currently available information. Depending on future changes in the number of treasury shares owned by the Company, the actual minimum number of shares to be purchased at the commencement of the Tender Offer may differ from the figure stated above. The Tender Offeror plans to determine the final minimum number of shares to be purchased prior to the commencement of the Tender Offer, based on information available at that time.

According to the Tender Offeror, in the event that it is unable to acquire all of the Company Shares (excluding the treasury shares owned by the Company and the Shares Agreed Not to Be Tendered) and all of the ADRs through the Tender Offer, it plans to implement a series of procedures to take the Company private (the "Squeeze-Out Procedures") following the successful completion of the Tender Offer, to make the Tender Offeror the sole shareholder of the Company, as described in "(4) Policy regarding reorganization, etc., following completion of the Tender Offer" below.

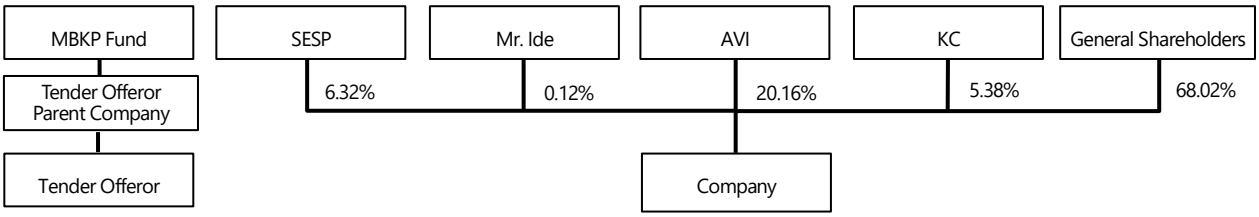
Following the completion of the Squeeze-Out Procedures, the Tender Offeror and the Company are scheduled to carry out an absorption-type merger (the "Absorption-Type Merger") wherein the Tender Offeror will be the surviving company and the Company will be the disappearing company. As of today, the timing and other details of the Absorption-Type Merger have not yet been determined.

According to the Tender Offeror, the Tender Offeror is also scheduled to finance the Transaction, including the Tender Offer, through borrowings from Mizuho Bank, Ltd. and MUFG Bank, Ltd., as its senior lenders (collectively, the "Senior Lenders"), borrowings from Mizuho Bank, Ltd., as its mezzanine lender (the "Mezzanine Lender") (collectively, the "Borrowing"), as well as a capital contribution from the Tender Offeror Parent Company (the "Investment"). Subject to the successful completion of the Tender Offer and the satisfaction of other conditions, the Tender Offeror is scheduled to (i) receive the Investment of 59,700 million yen from the Tender Offeror Parent Company no later than two business days prior to the commencement date of the settlement of the Tender Offer, and (ii) obtain the Borrowing on or before the business day preceding the commencement date of the settlement of the Tender Offer. Regarding the Borrowing, the Tender Offeror received a commitment letter dated October 9, 2026 from the Senior Lenders, indicating their readiness to provide financing up to a total of 68,000 million yen, and a commitment letter dated October 9, 2026 from the Mezzanine Lender, indicating its readiness to provide financing up to a total of 13,346 million yen. As such, the Tender Offeror has completed preparations for the settlement funds required for the purchase price of the Tender Offer.

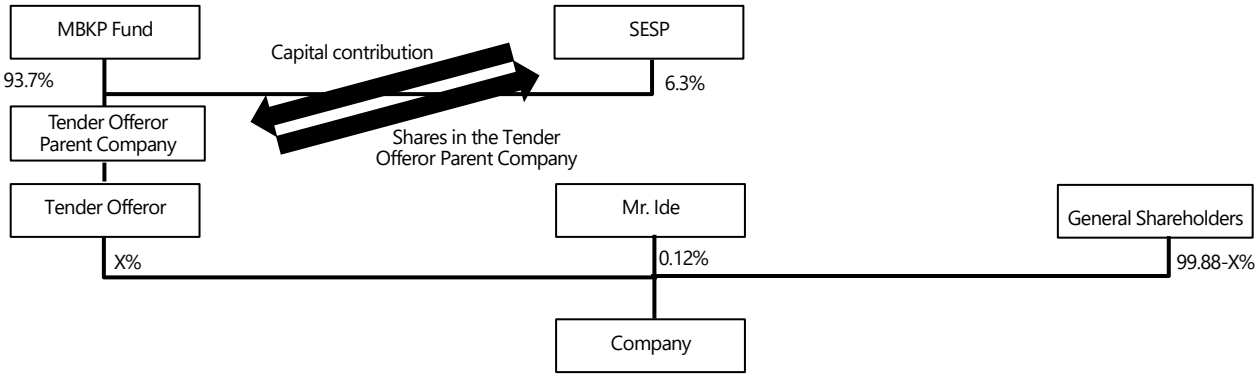
The specifics of the Borrowing are to be determined in the loan agreements governing such borrowings, following separate discussions with the Senior Lenders and the Mezzanine Lender. Meanwhile, according to the terms of the loan agreements governing such borrowings, it is anticipated that the Company Shares to be acquired by the Tender Offeror through the Tender Offer, as well as certain other assets of the Tender Offeror, will be provided as collateral.

According to the Tender Offeror, the following outlines the framework of the Transaction currently envisioned by the Tender Offeror:

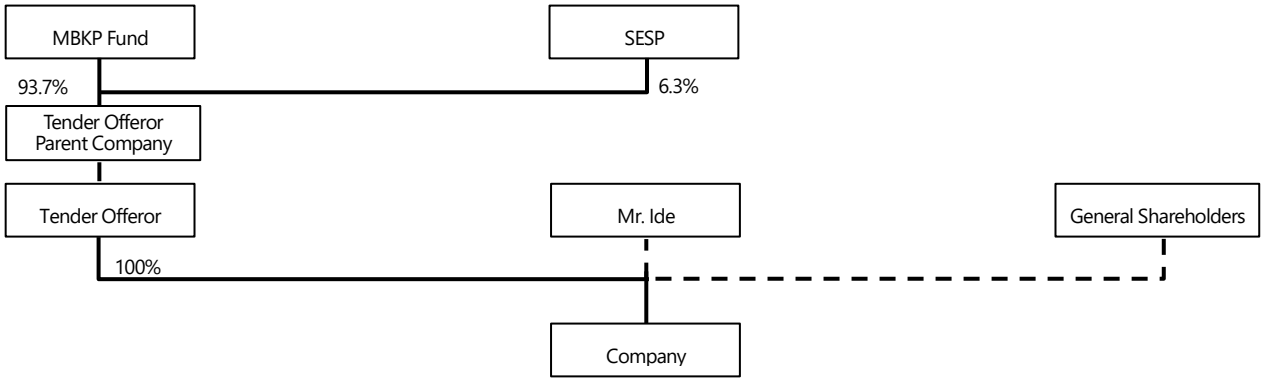
I. Prior to the implementation of the Tender Offer (as of today)



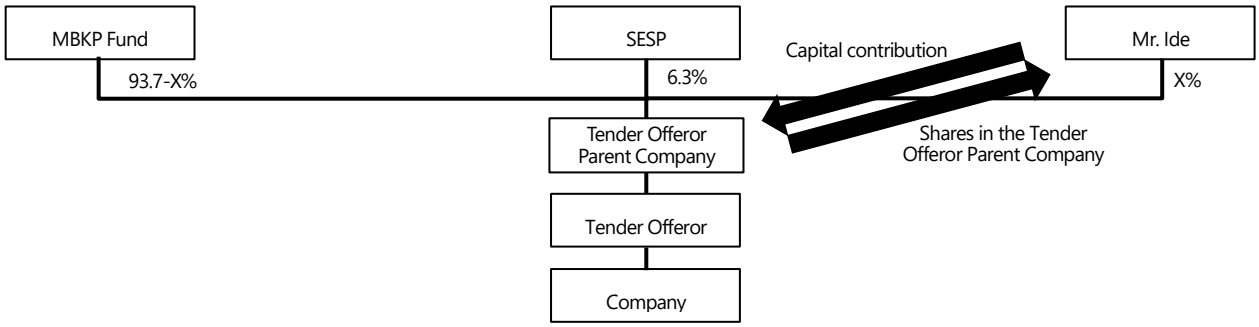
II. After the successful completion of the Tender Offer and the SESP Reinvestment (in late March 2027 (scheduled))



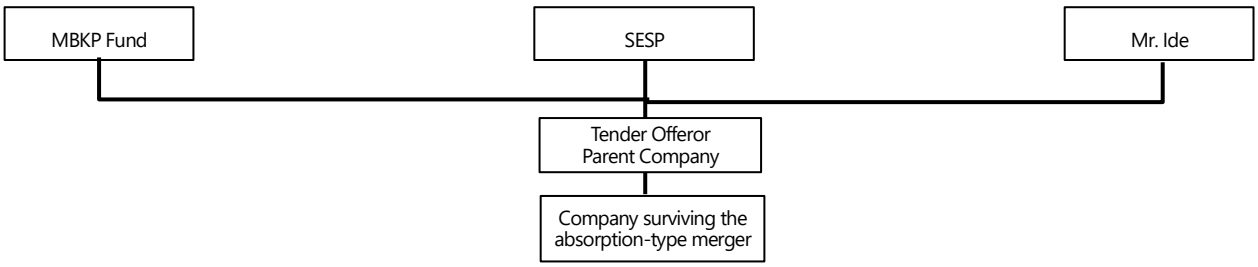
III. After the Squeeze-Out Procedures (in June 2027 (scheduled))



IV. After the Mr. Ide Reinvestment (to be determined)



V. After the Absorption-Type Merger (to be determined)



(II) Background, purpose, and decision-making process that led to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer, etc.

(i) Background, purpose, and decision-making process that led to the Tender Offeror's decision to implement the Tender Offer

The Company has received the following explanation from the Tender Offeror regarding the background, purpose, and decision-making process that led to the decision to implement the Tender Offer.

The Company was founded in July 1983 in Ageo-shi, Saitama, as Wacom Co., Ltd., with a capital of 48 million yen, and commenced operations in the electronic devices business (currently known as the Branded Products business) and the ECS (Engineering Collaborative Solutions) business. In April 2002, the Company entered the pen and sensor components sector (currently known as the Technology Solutions business). In April 2003, the Company Shares were listed on the JASDAQ Market of the Japan Securities Dealers Association, and in December 2005, they were listed on the First Section of the Tokyo Stock Exchange. The Company Shares were transferred to the Tokyo Stock Exchange Prime Market following the market reclassification of the Tokyo Stock Exchange in April 2022, where they remain listed.

As of today, the Company's corporate group consists of the Company, 19 consolidated subsidiaries, and one

equity method affiliate (the "Company Group"). Guided by the vision of "Life-long Ink," the Company Group is committed to delivering meaningful experiences for people and society over the long term through the Company's technology, with the aim of contributing to a more humane world, even if only slightly. The Company Group is currently implementing its medium-term business plan, the Wacom Chapter 4 (the "Mid-Term Management Plan"), which covers the period from the year ended March 2026 through the year ending March 2029. The Company Group is working together to enhance corporate value with the objective of evolving its business model as an "instrument craftsman" that provides holistic "*kaku* (inking)" experiences in four use-case areas: "Creation," "Learning/Teaching," "Work/Play & Beyond," and "Well-being."

The Company Group has long operated in the Technology Solutions business and the Branded Products business. Below is a brief overview of each business.

(A) Technology Solutions business

The Company Group specializes in the development and manufacturing of digital pens equipped with digital pen technology (Note 9) (Active ES (Note 10) and EMR (Note 11)), along with multi-touch sensors, touch panels, and other components and modules, and supplies them to global OEM customers (Note 12). These components are incorporated into mobile devices such as smartphones, tablets, notebook PCs, and e-readers, where they are used for applications such as handwriting input.

(Note 9) "Digital pen technology" refers to a technology which uses electronic pens, sensors, and other components to input text, shapes, and other elements as digital data by detecting the pen's position and pressure, among other factors.

(Note 10) "Active ES (Active Electrostatic)" refers to an electrostatic coupling pen input technology that detects signals from an electric field generated by driving the electrodes of the pen (which requires a battery) using a sensor on the screen side to determine its position and pen pressure. The same sensor can also detect finger touches.

(Note 11) "EMR (Electro-Magnetic Resonance)" refers to a pen input technology that uses electromagnetic induction to power the resonant circuit of the pen (which does not require a battery) with an alternating magnetic field generated by driving a sensor coil on the screen side, and after the drive stops, the magnetic field emitted by the pen is detected by the same coil to determine its position and pen pressure.

(Note 12) "OEM (Original Equipment Manufacturer) customers" refers to client companies that adopt the technologies, related components, modules, and other products provided by the Company to develop, manufacture, and sell their own-brand devices incorporating these components or other products.

(B) Branded Products business

The Company Group, under its own brand, develops, manufactures, and sells pen tablets and other products that enable users to create detailed drawings and enter text on LCD screens and other surfaces using pressure-sensitive pens. These products are used not only for creative projects, such as graphic design utilizing computer graphics, film and animation production, photo editing, and illustration, but also for online education, remote work and other applications. Additionally, the Company Group provides business-use products designed to support digital transformation (DX) initiatives in sectors such as healthcare and the public sector.

The Company Group has spent many years refining the technology that underpins "*kaku* (inking)," a fundamental human activity. It has developed proprietary digital ink technologies and established a co-creation ecosystem with its community, including creators, as well as a long-term business foundation with major global OEM customers. Under the Mid-Term Management Plan, the Company Group aims to transition from a business model focused on the provision of existing devices to the establishment of a new revenue model based on data and services in addition to hardware sales. The Company Group has redefined the term "pen and ink" as "the optimal interface for humans to master AI" in the AI era, and has set its sights on expanding into growth markets that were

previously inaccessible and cultivating new businesses as a third pillar to complement the Company Group's two existing businesses. Specifically, the Company Group is working on (i) advancing the development toward the commercialization of "USM" (Note 14), a next-generation technology that eliminates the need for dedicated digitizers (Note 13) and enables thinner, lighter, and more cost-effective devices; (ii) transitioning to a service-oriented business by rolling out an All-in-One model combining hardware and services in fields such as education, logistics, healthcare, and wellbeing; (iii) commercializing businesses in the areas of intellectual property protection and creator support through the "Wacom Yuify" (Note 15); and (iv) strengthening its implementation capabilities and management foundation in new business areas centered on "Pen × Ink × AI," utilizing M&A and strategic alliances. The Company Group has established the following objectives to be accomplished by the final fiscal year of the Mid-Term Management Plan (fiscal year ending March 2029): consolidated net sales of 150 billion yen, consolidated operating profit of 15 billion yen, ROE of 20% or higher, and ROIC of 18% or higher. Additionally, the Company Group plans to allocate 62 billion yen to R&D and capital investment, and to invest at least 12 billion yen in technological capital alliances. The Company Group is committed to enhancing shareholder returns through a total return ratio of at least 50% and a progressive dividend system (with a minimum annual dividend of 22 yen).

(Note 13) "Dedicated digitizer" refers to a sensor specifically designed for pen input. It is installed separately from the sensors used for finger touch input to detect input from an electronic pen.

(Note 14) "USM (Universal Sensor Module)" refers to a technology that enables EMR-based pen input on a capacitive touch sensor. Since it does not require a dedicated sensor coil, it achieves a thinner and lighter sensor design while maintaining the EMR characteristic of not requiring a battery in the pen.

(Note 15) "Wacom Yuify" refers to a service that supports copyright protection by recording and managing information on the creators of digital works.

Concurrently, the business environment surrounding the Company Group is undergoing rapid transformation. Specifically, advancements in sensor and communications technologies, as well as AI and software technologies, are driving up the functional and performance requirements demanded by OEM customers. The increasing popularity of low-priced products, primarily from Chinese manufacturers, has created challenges for maintaining profitability in the entry-level market for branded products. Additionally, in the fields of education, healthcare, and business digital transformation (DX), there is a growing demand for the development of highly specialized, industry-specific solutions. In addition, as the Company progresses in its transition from a standalone hardware model to an integrated model combining software and services, the investment required to revamp its product portfolio and strengthen research and development is increasing. The Company Group's consolidated net sales changed from 118,794 million yen for the year ended March 2024 to 109,995 million yen for the year ended March 2026. The Company Group recognizes that to address these environmental changes and achieve sustainable growth, it is imperative to update its organizational structure, actively allocate management resources to high-profitability areas, and implement bold and agile measures involving upfront investment. However, since each of these measures involves a certain level of upfront investment or one-time expenses, the Company cannot rule out the possibility that they may place a burden on the Company Group's earnings and cash flow in the short term. Conversely, as a publicly listed company, the Company has committed to enhancing shareholder returns, including a total return ratio of 50% or more and a progressive dividend system. Due to the need to give due consideration to short-term business performance and market valuation, there are certain constraints on the allocation of funds and the utilization of management resources for medium- to long-term growth.

The Company recognizes that, moving forward, achieving the goals of the Company's Mid-Term Management Plan will require a review of the allocation of management resources and further adaptation to changes in the external environment. The Company believes that, more than ever before, it will need to consider strategic measures and make swift management decisions to promptly implement them.

Given the circumstances described above, Mr. Ide had believed that, in order to continue delivering "*kaku*

(inking) experiences" to customers and the community, and to adapt to changes in the business environment and achieve the Company's sustainable growth and enhancement of corporate value, it would be necessary to renew the product portfolio, make proactive investments in growth areas, update its organizational structure, and execute strategic M&A with sufficient scale and speed. Conversely, while these measures would contribute to enhancing the Company Group's corporate value in the medium to long term, they could lead to a deterioration in cash flow and earnings in the short term, and it cannot be ruled out that they might have a negative impact on the Company's market share price. Accordingly, he had believed that it would be difficult to implement these measures flexibly while maintaining the listing of the Company Shares and that there were certain constraints on the Company's ability to grow on its own. Therefore, Mr. Ide concluded that, in order to realize these growth strategies, it would be beneficial to collaborate with an appropriate partner capable of providing capital, human resources, and management expertise.

Under these circumstances, beginning in September 2024, Mr. Ide and Mr. Amane Kojima, Director and CFO of the Company ("Mr. Kojima"), respectively received approaches from multiple private equity funds, including MBKP, regarding discussions on the Company's capital strategy and the provision of management support, among other matters, and engaged in preliminary exchanges of views regarding the Company's business operations, future management policies, and core technologies, among other things. These exchanges were conducted with a view to securing management options aimed at enhancing the Company's corporate value over the medium term. With the funds other than MBKP, exchanges of views were limited to one or a few times, subsequent contact ceased, or the discussions did not materialize. Accordingly, the status of discussions with the funds with which multiple exchanges of views took place and a certain progress was made was shared with the Company's Board of Directors. However, this process did not result in the signing of a confidentiality agreement or the receipt of a concrete acquisition proposal. Conversely, ongoing dialogue with MBKP has taken place since September 2024, deepening mutual understanding of the Company's business, technology, and future growth strategy.

Through these discussions, Mr. Ide came to the conclusion in late July, 2025 that MBKP would be an appropriate partner for maximizing the Company's medium- to long-term corporate value, based on the following considerations:

(A) Deep understanding of the Company's business, technology, and customer base

Mr. Ide assessed that MBKP possesses a deep understanding of the Company's business structure, technology, and customer base, and reached a consensus with MBKP regarding growth strategies to address the business environment and operational challenges facing the Company.

(B) MBKP's global network

MBKP has maintained its leading position in the South Korean sponsor-led large-scale buyout market for the past decade, with a 36% share based on transaction value, and the Company's Technology Solutions business primarily serves the Samsung Group in South Korea. Accordingly, Mr. Ide determined that MBKP's global network and expertise, including its presence in South Korea, would enhance the Company's corporate value, and that this expertise could serve as a differentiating factor that would be difficult for other partners to replicate.

(C) Management support capabilities

Given that MBKP has executed multiple privatization transactions in Japan with management teams and has a proven track record of significantly increasing post-investment net sales and EBITDA for its domestic portfolio companies as a result of these transactions, Mr. Ide assessed that in the Transaction, MBKP is capable of developing measures aimed at enhancing the Company's corporate value in the medium to long term and assisting in their implementation in collaboration with the current management team.

(D) M&A support capabilities

Mr. Ide determined that MBKP has led multiple acquisitions at its domestic portfolio companies and has a proven track record of consistently supporting M&A transactions at these companies, from the selection and

sourcing of acquisition targets, through the execution of deals, funding arrangements, and post-merger integration (PMI). Furthermore, Mr. Ide concluded that MBKP possesses sufficient financial strength to provide, as needed, the additional funds required to execute growth investments and strategic M&A following the privatization, in order to achieve the targets set forth in the Mid-Term Management Plan.

Meanwhile, through discussions with each of Mr. Ide and Mr. Kojima, which began in September 2024, MBKP has come to highly value the Company's proprietary technological foundation for digital pens and digital ink, its relationships with global customers and partners, its strong brand power, and its co-creation ecosystem. At the same time, MBKP has become aware that, although the Company's products possess key capabilities that support the differentiation of customer products through excellent pen experience, their strategic value has not been fully recognized. MBKP has also recognized that while the Company's Technology Solutions business is founded on strong relationships with key customers, its performance is subject to variability depending on OEM customers' product cycles and trends in adopted models, and consequently, there is room to build a foundation for sustainable and stable growth by further deepening relationships with existing customers and expanding the customer base, application areas, and range of products in which the Company's technology is incorporated. Furthermore, MBKP has concluded that, in order for the Company to achieve the goals set forth in the Mid-Term Management Plan, it must go beyond growth based solely on the extension of existing businesses and instead achieve discontinuous growth through the full-scale launch of products in new categories, the commercialization of new use-case areas such as education, healthcare, and business digital transformation (DX), and strategic M&A. In this regard, MBKP has come to recognize that while the Company possesses a wealth of technology seeds in new areas, such as education, healthcare, and business digital transformation (DX), it faces the challenge of not having sufficiently established the human resources, organizational structure, and sales channels necessary to launch and monetize these as businesses. Furthermore, MBKP has recognized that although the Company is already advancing initiatives aimed at new growth, including through the launch of products of new categories, technical and capital alliances with external companies, and the development of new use cases, these initiatives are currently at a stage where commercialization and monetization are set to begin in earnest. MBKP has become aware that the Company is facing significant management challenges in simultaneously driving renewed growth in its existing businesses and making upfront investments in new growth areas, while responding to changes in the external environment, including the product life cycles of its OEM customers, component prices (e.g., semiconductor memory prices), and exchange rates.

Therefore, MBKP believes that by taking the Company private and creating an environment in which it can swiftly and flexibly execute necessary growth investments and management reforms from a medium- to long-term perspective, without being unduly influenced by short-term business performance or market stock prices, and by leveraging the management know-how accumulated through MBKP's capital, human resources, and the management support for its portfolio companies, particularly within its network centered on Japan, China, and South Korea, rather than being limited to the Company's internal management resources, it can accelerate transformations that might otherwise take time for the Company to achieve on its own, and address the aforementioned management challenges. MBKP is confident that this will enable the Company's medium- to long-term growth and enhancement of corporate value.

Specifically, MBKP considers that it can provide the following support, primarily aimed at enhancing the Company's medium- to long-term corporate value:

(A) Restoring top-line growth in existing businesses

MBKP believes it can support the restoration of top-line growth in the Company's existing businesses by accelerating the launch of products of new categories and marketing investments, while also enhancing the management of unit selling prices and profitability. Furthermore, MBKP believes that by streamlining management accounting and monthly closing processes, as well as establishing KPIs and business-unit profitability management, it will be possible to visualize the progress and profitability of each initiative, thereby enabling faster and more sophisticated investment and exit decisions.

(B) Commercialization of new growth areas

MBKP positions the fields of education, healthcare, and business digital transformation (DX) as the Company's third growth pillar. MBKP believes that it can support the Company in deepening collaborations

with companies in which the Company has already invested or with which it has formed partnerships, developing new partners, establishing sales channels, and building a development framework for industry-specific solutions. Furthermore, since launching new growth areas requires upfront investment, which takes a certain amount of time to reach commercialization and profitability, MBKP believes it can contribute to the commercialization of these new growth areas by establishing an environment that allows for the flexible execution of necessary R&D and marketing investments without being constrained by short-term profit and loss considerations.

(C) Discontinuous growth through strategic M&A

MBKP believes that it is essential for the Company to pursue discontinuous growth through strategic M&A, in addition to organic growth, to achieve the goals set forth in the Mid-Term Management Plan. MBKP believes that it will be able to contribute to establishing a capital structure that enables the Company to execute growth investments and M&A in a flexible and agile manner by consistently supporting the Company, from the selection of target sectors and the identification of M&A candidates to the execution of transactions and post-merger integration (PMI), with the aid of MBKP's track record in executing M&A transactions among its portfolio companies, its network centered on Japan, China, and South Korea, and its specialized expertise, as well as by contributing additional equity as needed.

(D) Acquisition of specialized talent and strengthening of management structure

MBKP has identified the enhancement of the Company's capacities for commercializing and monetizing new business ventures as a priority. MBKP is confident in its ability to support the recruitment of specialized talent in areas such as marketing, new business development, corporate planning, finance, and legal affairs by leveraging the networks of MBKP and its operating team. Furthermore, MBKP believes that it can contribute to further strengthening the Company's management structure by assisting in fortifying its organizational capabilities, including executive officers, other management personnel, and the support staff who back them up, with the aid of MBKP's operating team, Operating Partners, and external experts in various fields, as needed, based on the Company's current organizational structure and consultations with the management team.

In addition, through its preliminary analysis based on publicly available information and other sources conducted since September 2024 and subsequent discussions with Mr. Ide and Mr. Kojima, respectively, MBKP came to understand that, in receiving the above-mentioned support from MBKP and implementing measures to address the Company's management challenges based on such support, so long as the Company remained listed, the Company would be required to conduct its business in a manner that takes into account short-term returns to shareholders and short-term profit levels, and upfront investments, which would involve a temporary increase in expenses, a short-term decline in profit levels, or deterioration in cash flow, may not be sufficiently supported by the capital markets, with the result that it may be difficult for MBKP to provide the support intended to enhance the Company's corporate value over the medium to long term. Accordingly, MBKP determined that taking the Company private will make it possible to implement prompt decision-making and fundamental reforms, including the provision of MBKP's management resources and expertise, unconstrained by short-term business performance, and concluded that, in order to smoothly implement the above measures while maintaining the Company's business strengths, it is important to secure a structure under which Mr. Ide, who has built relationships of trust with the Company's customers, business partners, and other stakeholders, would continue to serve as President and Representative Director (CEO) after the Transaction, playing a responsible role in the Company's management policy and continuing to lead its overall management toward long-term growth. In addition, MBKP considered that if MBKP, a third party independent of Mr. Ide, owned a substantial majority of the Company Shares, it would make clear that the purpose of taking the Company private was not to serve Mr. Ide's personal interests or preserve his position. At the same time, Mr. Ide's own equity participation would demonstrate his responsibility as a party to the business transformation and his commitment to its execution, thereby clarifying the above-mentioned collaborative relationship contemplated by MBKP and Mr. Ide to customers, the community, and team members. Therefore, in June 2026, MBKP proposed this arrangement to Mr. Ide. Based on the above background, MBKP and Mr. Ide (collectively, the "Proposers") determined that taking the Company private by means of a management buyout (MBO) would be desirable in order to achieve the Company's medium- to long-term growth and enhance its corporate value. Based on such judgment, on July 6, 2026, the Proposers submitted a non-binding written proposal

(the "Letter of Intent") to the Company expressing their preliminary intention to take the Company private through a management buyout (MBO), with an acquisition vehicle to be established and directly or indirectly controlled by MBKP acting as the Tender Offeror.

Subsequently, in light of the obligation under the capital alliance agreement between the Company and the Samsung Group to immediately notify the Samsung Group if the Company receives an acquisition proposal for the Company Shares from a third party, and because he considered that the Samsung Group was an extremely important business partner and that, in order to enhance the Company's corporate value after the Transaction, it would be necessary to maintain and further develop the ongoing collaborative relationship with the Samsung Group, on July 6, 2026, Mr. Ide explained to Samsung Electronics Co., Ltd. the background and purpose of the Transaction, as well as the policy of maintaining and developing the long-term technological, business, and capital relationships with it even after the Company is taken private. Thereafter, the Proposers engaged in ongoing discussions with Samsung Electronics Co., Ltd. regarding the Transaction and the collaborative relationship after the Transaction.

Based on the proposal made to Mr. Ide in June 2026 as described above, on June 15, 2026, MBKP appointed Nishimura & Asahi as its legal advisor independent of the Tender Offer-Related Parties. In addition, on July 28, 2026, upon receiving notice from the Company on July 22, 2026 that it will proceed with discussions regarding the implementation of the Transaction by MBKP, MBKP appointed Mizuho Securities Co., Ltd. ("Mizuho Securities") as its financial advisor independent of the Tender Offer-Related Parties. Subsequently, from early August 2026 to late September 2026, MBKP conducted business, financial, tax, legal, intellectual property, and other due diligence on the Company based on information received from the Company, including information concerning the business environment surrounding the Company and the Company's management strategy and business plans, and on publicly available information such as the Company's securities reports and timely disclosure materials, and held meetings with the Company's management. Based on the information obtained during this process, MBKP further analyzed and reviewed the significance of the Transaction, the acquisition structure, the feasibility of the Transaction, and the post-acquisition management policy.

As a result of such review, MBKP came to the conclusion that, in order for the Company to achieve medium-term growth and enhance its corporate value going forward, it would be necessary to promote topline growth in its existing businesses, commercialization in new growth areas, and discontinuous growth through strategic M&As, and that, in order to enhance the Company's capability to execute these measures and maximize the effectiveness and speed of transformation, it would be beneficial to leverage not only the Company's internal management resources but also MBKP's personnel, management know-how, and expertise in M&A and PMI.

The Tender Offeror notes that, as general disadvantages resulting from taking the Company private, the Company will lose the ability to raise funds through the capital markets and may experience a decline in its brand and credibility associated with being a listed company. However, with respect to the former, the Company has not relied on equity finance for raising funds in its business operations to date, and the Tender Offeror believes that, after the Company is taken private, it would be possible to utilize MBKP's financial strength and credibility. With respect to the latter, the Tender Offeror believes that the Company's brand and credibility have been thoroughly established among customers, business partners, and other stakeholders through its long-standing business activities, and that, by leveraging MBKP's global network and management support capabilities, it would be possible to maintain or further enhance the Company's external credibility. Therefore, the Tender Offeror believes that the adverse effects associated with taking the Company private would be limited.

Based on the results of such review and other factors, on October 6, 2026, the Proposers submitted to the Special Committee a legally binding final written proposal setting the Tender Offer Price at 900 yen, which represents a premium of 0.90% (rounded to the second decimal place; the same shall apply hereinafter to the calculation of premium rates) over the closing price (892 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on October 5, 2026, the business day immediately preceding the date of the proposal, on the condition that the Company would not pay a year-end dividend for the fiscal year ending March 31, 2027 or any subsequent year, nor repurchase its own shares (except in the case of requests for the repurchase of shares constituting less than one unit as provided for in the Companies Act; the same shall apply hereinafter). In response to such proposal, on October 8, 2026, the Proposers received a request from the Special Committee to increase the Tender Offer Price on the grounds that, based on the results of valuation by the third-party valuator, the proposed price did not sufficiently reflect the Company's intrinsic value. In response, the Proposers reconsidered the Tender Offer Price and, on October 12, 2026, submitted a proposal to the Special Committee setting the Tender Offer Price at 950 yen, which represents a premium of 10.34% over the closing price (861 yen) of the Company Shares on the Prime

Market of the Tokyo Stock Exchange on October 9, 2026, the business day immediately preceding the date of the proposal, on the condition that the Company would not pay a year-end dividend for the fiscal year ending March 31, 2027 or any subsequent year, nor repurchase its own shares. In response to such proposal, on October 13, 2026, the Proposers received a request from the Special Committee to increase the Tender Offer Price on the grounds that the level of premium represented by the proposed price over the recent market price of the Company Shares remained low compared to the premium rates in comparable transaction cases and the proposed price did not sufficiently reflect the Company's intrinsic value. In response, the Proposers reconsidered the Tender Offer Price and, on October 15, 2026, submitted a proposal to the Special Committee setting the Tender Offer Price at 960 yen, which represents a premium of 12.15% over the closing price (856 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on October 14, 2026, the business day immediately preceding the date of the proposal, on the condition that the Company would not pay a year-end dividend for the fiscal year ending March 31, 2027 or any subsequent year, nor repurchase its own shares. In response to such proposal, on October 19, 2026, the Proposers received a request from the Special Committee to increase the Tender Offer Price on the grounds that the increase from the previous proposal was extremely limited and, based on the results of valuation by the third-party valuator, the proposed price still did not sufficiently reflect the Company's intrinsic value. In response, the Proposers reconsidered the Tender Offer Price and, on November 5, 2026, submitted a proposal to the Special Committee setting the Tender Offer Price at 1,000 yen, which represents a premium of 36.80% over the closing price (731 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on November 4, 2026, the business day immediately preceding the date of the proposal. In response to such proposal, on November 5, 2026, the Proposers received a request from the Special Committee stating that, although the proposed price had been raised to a certain extent, a further increase in the Tender Offer Price was necessary. In response, the Proposers reconsidered the Tender Offer Price and, on November 9, 2026, submitted a proposal to the Special Committee maintaining the Tender Offer Price at 1,000 yen, which represents a premium of 48.15% over the closing price (675 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on November 6, 2026, the business day immediately preceding the date of the proposal. The Proposers also informed the Special Committee that they had discussed the Tender Offer Price with AVI and KC and that, as of that date, neither AVI nor KC had requested an increase of the Tender Offer Price to a price exceeding 1,000 yen.

In addition, on November 11, 2026, the Proposers received a request for a meeting from the Special Committee. At an online meeting held with the Special Committee on November 12, 2026, the Proposers received a request from the Special Committee to further increase the Tender Offer Price. In response, the Proposers reconsidered the Tender Offer Price and, on November 13, 2026, submitted a proposal to the Special Committee setting the Tender Offer Price at 1,015 yen, which represents a premium of 42.36% over the closing price (713 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on November 12, 2026, the business day immediately preceding the date of the proposal. In making this proposal, the Proposers informed the Special Committee that the proposed price was the highest possible price they could offer at that time and that it would be their final proposal regarding the Tender Offer Price. In response to such proposal, on November 14, 2026, the Proposers received a response from the Special Committee stating that it had determined that the final proposed Tender Offer Price of 1,015 yen was at a level at which it was appropriate to express an opinion recommending that the Company's shareholders tender their Company Shares in the Tender Offer. Subsequently, as described below, the Proposers discussed the terms of the Tender Agreement (AVI) with AVI and reached agreement with AVI on the terms of the Tender Agreement (AVI) on the premise that the Tender Offer Price would be 1,030 yen. Accordingly, on November 17, 2026, the Proposers explained this course of events to the Special Committee and informed the Special Committee that they would increase the Tender Offer Price to 1,030 yen, which represents a premium of 49.71% over the closing price (688 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on November 16, 2026, the business day immediately preceding the date of the notification.

Following the foregoing, the Tender Offeror today entered into the Tender Offer Agreement with the Company.

At the same time, in mid-August 2026, MBKP approached the Samsung Group, to which SESP, the Company's second largest shareholder, belongs and which is an extremely important business partner of the Company, regarding a structure involving taking the Company private and SESP's reinvestment in the Tender Offeror Parent Company, and MBKP received a response from the Samsung Group in early October 2026 that it would be able to proceed with its consideration based on such structure.

At the same time, from mid-August 2026 through mid-November 2026, MBKP and the Samsung Group continued discussions regarding the capital relationship following the privatization, long-term collaborative relationships in technology and business, and a tender agreement, and as a result, the MBKP Fund entered into the Transaction Agreement (SESP) and the Shareholders Agreement (SESP) with SESP on November 20, 2026.

In addition, at the same time, MBKP continued discussions with Mr. Ide on his non-tender in the Tender Offer and on the Mr. Ide Reinvestment, and as a result, the Tender Offeror entered into the Non-Tender Agreement (Mr. Ide) with Mr. Ide on November 20, 2026 and the MBKP Fund entered into the Shareholders Agreement (Mr. Ide) with Mr. Ide on the same day.

In addition, in parallel with the above negotiations with the Company and the Special Committee, the Tender Offeror commenced discussions with AVI on October 9, 2026 regarding AVI's tendering of its Company Shares in the Tender Offer. The Tender Offeror explained the background to the Transaction and, on October 15, 2026, presented the Tender Offer Price of 960 yen that it had proposed to the Company as of that date. On the same day, AVI indicated that it would consider entering into the Tender Agreement (AVI). In addition, on October 29, 2026, the Tender Offeror presented AVI with a draft of the Tender Agreement (AVI), and AVI requested revisions to it. Subsequently, in the course of negotiations with AVI regarding the Tender Agreement (AVI), the Tender Offeror received a response from AVI on November 5, 2026 that it would accept a Tender Offer Price of 1,000 yen. However, with a view to further increasing the likelihood of successful completion of the Transaction, the Tender Offeror continued discussions with AVI regarding the terms of the Tender Agreement (AVI). As a result, on November 16, 2026, on the condition that the Tender Offer Price of 1,015 yen agreed with the Special Committee would be increased to 1,030 yen, the Tender Offeror received a response from AVI that it would accept the terms of the Tender Agreement (AVI). In response, on November 17, 2026, the Proposers informed the Special Committee of the above course of events and that the Tender Offer Price would be set at 1,030 yen. Subsequently, on November 20, 2026, the Tender Offeror entered into the Tender Agreement (AVI) with AVI.

In addition, in parallel with the above negotiations with the Company, the Special Committee, and AVI, the Tender Offeror commenced discussions with KC on October 13, 2026 regarding KC's tendering of its shares in the Tender Offer. The Tender Offeror explained the background to the Transaction and, on October 19, 2026, presented the Tender Offer Price of 960 yen that it had proposed to the Company as of that date. On the same day, KC requested an increase in the Tender Offer Price. In addition, on October 29, 2026, the Tender Offeror presented KC with a draft of the Tender Agreement (KC), and KC requested revisions to it. Subsequently, in the course of negotiations regarding the Tender Agreement (KC), the Tender Offeror received a response from KC on November 5, 2026, that it would accept a Tender Offer Price of 1,000 yen. However, with a view to further increasing the likelihood of successful completion of the Transaction, the Tender Offeror proposed on November 16, 2026 to increase the Tender Offer Price to 1,030 yen. On the same day, KC responded that it would accept a Tender Offer Price of 1,030 yen and would proceed toward entering into the Tender Agreement (KC) on November 20, 2026. Subsequently, on November 20, 2026, the Tender Offeror entered into the Tender Agreement (KC) with KC.

Based on the above review, discussions, and determinations, on November 20, 2026, the Tender Offeror decided to implement the Tender Offer as part of the Transaction, with the Tender Offer Price set at 1,030 yen and the purchase price per Company Share related to the ADSs represented by the ADRs set at the same amount as the Tender Offer Price.

(ii) Management policy after the Tender Offer, etc.

According to the Tender Offeror, as described in "(I) Overview of the Tender Offer" above, the Transaction constitutes a management buyout (MBO), and it is contemplated that Mr. Ide will continue to manage the Company after the Transaction. With respect to the management structure of the Company after the consummation of the Tender Offer, including the composition of its officers, while a majority of officers will be appointed by MBKP Fund from among persons affiliated with MBKP Fund, the policy is to maintain the Company's current management structure in principle, and day-to-day operations are expected to be entrusted to the current management team. However, the specific composition of officers and other details regarding the management

structure remain undecided as of today and are scheduled to be decided in consultation with the Company after the consummation of the Tender Offer. In addition, at this time, the employment and treatment of the Company's employees are expected to continue substantially as they are.

The Proposers recognize that, in order for the Company to achieve further growth and enhance its corporate value over the medium to long term, it is important to establish a management environment that enables management decisions to be made from a medium- to long-term perspective, while accurately identifying changes in the business environment and promoting measures such as strengthening human capital management, human resource development, and organizational capabilities. In addition, the Proposers believe that, in order to steadily implement these measures and realize the Company's sustainable growth and enhancement of corporate value over the medium to long term, it is important to establish a stable management structure in which shareholders and management are aligned and, under such a structure, proceed with developing personnel to lead the Company's management in the future and establishing a new management structure. The Proposers believe that such new management structure must possess not only the capability to understand and stably operate the Company's existing businesses, but also the capability to lead (i) the co-creation of markets and ecosystems themselves together with the Company's customers, business partners, and other stakeholders across technology, customer, creator, and other communities, (ii) the creation of a cycle that continuously delivers and evolves customer experiences by combining products, services, AI, and communities, rather than focusing solely on the standalone sale of hardware or software, and (iii) the continuous updating of business models and models for creating and delivering value while adapting to rapidly changing external and technological environments. However, the Proposers believe that, rather than seeking these capabilities in a single successor, it is important for the entire management team, led by the Company's CEO, to possess them collectively. Accordingly, while the Proposers plan to prioritize the development and promotion of internal talent, they intend to supplement the Company's capabilities with external talent if the necessary capabilities cannot be secured internally. No specific individual has been designated as a successor at this time, and, after the Transaction, the Proposers intend to systematically provide potential candidates with responsibilities and opportunities to gain experience, and to form, develop, appoint, and assess the management team. The significance of implementing the Transaction as a management buyout (MBO) with the involvement of Mr. Ide is not that he will remain in a leading management position for an extended period, but that his expertise, relationships with customers and partners, values, and culture will become embedded in the Company as part of its business foundation, organizational capabilities, and governance, rather than remain dependent on a specific individual, and that, while considering the relisting of the Company Shares as one of the primary options, these elements will be passed on to the next-generation management team during the preparatory period.

In addition, the Tender Offeror plans to implement the Absorption-Type Merger subject to the completion of the Squeeze-Out Procedures. However, details such as the timing of the Absorption-Type Merger remain undecided as of today.

In this regard, the purpose of the Tender Offer is to take the Company private, and if the Tender Offeror is unable to acquire all of the Company Shares (excluding treasury shares held by the Company and the Shares Agreed Not to Be Tendered) and all of the ADRs in the Tender Offer, it plans to implement the Squeeze-Out Procedures after the completion of the Tender Offer, as described in "(4) Policy regarding reorganization, etc., following completion of the Tender Offer" below. Accordingly, it does not plan to acquire any additional Company Shares after the Tender Offer.

(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor

(i) Background to the establishment of a review system

As described in "(II) Background, purpose, and decision-making process that led to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer, etc." above, the Company received the Letter of Intent from the Proposers on July 6, 2026.

Because the Transaction constitutes a management buyout (MBO) and structural conflicts of interest exist between the Company and its general shareholders, in order to proceed with caution in making its decisions regarding the Transaction, eliminate arbitrariness and the risk of conflicts of interest in the decision-making process of the Company's Board of Directors, and ensure the fairness of such process, the Company established the Special Committee for the purpose of considering the proposal for the Transaction pursuant to a resolution of the

Company's Board of Directors at the meeting held on July 10, 2026 (for matters such as the composition and specific activities of the Special Committee, please refer to "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" under "(3) Measures to ensure fairness of the Tender Offer" below), and put in place a system for reviewing, negotiating, and making decisions regarding the Transaction.

After receiving the proposal for an MBO from MBKP, in late June 2026, Mr. Ide provided a preliminary explanation to the Company's directors stating that he was considering taking the Company private through an MBO involving his own reinvestment with MBKP. Since then, given that Mr. Ide is in a position to consider the Transaction from the perspective of the Proposers, he has not participated in any reviews, discussions, or negotiations regarding the Transaction from the Company's perspective, nor has he participated in any deliberations or resolutions of the Company's Board of Directors concerning the Transaction.

As described in "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" under "(3) Measures to ensure fairness of the Tender Offer" below, the Company, at the Special Committee meeting held on July 22, 2026, obtained the approval of the Special Committee for the appointment of Anderson Mori & Tomotsune ("Anderson Mori & Tomotsune") as the Company's legal advisor and Daiwa Securities Co. Ltd. ("Daiwa Securities") as the Company's financial advisor and third-party valuator, after confirming that there were no issues with their independence, expertise, or track record. In addition, after receiving the Letter of Intent from the Proposers dated July 6, 2026, the Company established an internal system to review, negotiate, and make decisions regarding the Transaction (including the scope of the Company's officers and employees involved in the review, negotiation, and decision-making process relating to the Transaction, and their duties) from a position independent of the Tender Offer-Related Parties, and on July 22, 2026, obtained the approval of the Special Committee that there were no issues with such review system from the perspectives of independence and fairness (for details of the establishment of the independent review system within the Company, please refer to "(VIII) Establishment of an independent review system in the Company" under "(3) Measures to ensure fairness of the Tender Offer" below).

Based on the above, as described in "(I) Share valuation report received by the Company from an independent third-party valuator," "(III) Advice received by the Company from an independent law firm," and "(V) Advice received by the Company from an independent financial adviser" under "(3) Measures to ensure fairness of the Tender Offer" below, the Company, in order to eliminate arbitrariness from the decision-making of the Company and its Board of Directors in the Transaction and to ensure the fairness, transparency, and objectivity of its decision-making process, by resolution of its Board of Directors at the meeting held on July 30, 2026, appointed Anderson Mori & Tomotsune as its legal advisor independent of the Company and the Tender Offer-Related Parties, and Daiwa Securities as its financial advisor and third-party valuator independent of the Company and the Tender Offer-Related Parties.

(ii) Background to review and negotiations

Under the above structure, and taking into account the Company's management environment, business conditions, and other factors, the Company has carefully evaluated whether to proceed with the Transaction and the fairness of its terms and conditions, including the Tender Offer Price, while engaging in ongoing discussions and negotiations with the Proposers with the advice of Anderson Mori & Tomotsune and Daiwa Securities.

Specifically, the Company established the Special Committee on July 10, 2026, and the Special Committee has since proceeded with its review and deliberations. At its first meeting held on July 22, 2026, the Special Committee confirmed that there were no issues with the independence, expertise, or track record of the Company's legal advisor and the Company's financial advisor and third-party valuator, approved their appointments, appointed Nagashima Ohno & Tsunematsu as the Special Committee's own legal advisor, and also confirmed that there were no issues, from the perspectives of independence and fairness, with the Company's internal review system established for the Transaction. In addition, on July 30, 2026, the Special Committee appointed Plutus Consulting Co., Ltd. ("Plutus Consulting") as its own financial advisor and third-party valuator.

On July 30, 2026, the Special Committee sent questions in writing to the Proposers regarding matters such as the background and purpose of the Transaction, the structure of the Transaction, the impact of the privatization of the Company on the Company's business, the measures that the Proposers intend to implement after the Transaction, and other terms and conditions of the Transaction, and received a response in writing from the Proposers on August 7, 2026. After reviewing the content of the response, the Special Committee conducted direct interviews with MBKP on August 17, 2026 and with Mr. Ide on August 20, 2026, and held question-and-answer sessions regarding matters such as the background leading to the Transaction, the necessity of taking the Company private, the management structure and management policy after the Transaction, the impact on relationships with the Company's major customers, and the treatment of the Company's employees after the Transaction. In addition, in order to independently confirm the recognition of the Company's executives regarding the necessity of the Transaction and whether any alternatives to the Transaction existed, the Special Committee conducted multiple interviews with the Company's directors and executive officers between August 25 and August 27, 2026, during which the Special Committee received explanations and held question-and-answer sessions regarding matters such as their views on the proposals concerning the Transaction, the Company's business environment and competitive environment, relationships with major customers and major business partners, the management structure after taking the Company private, and personnel-related issues.

The above questions in writing also included questions regarding the status of the discussions held with multiple private equity funds, including MBKP, and the circumstances that led Mr. Ide to implement the Transaction jointly with MBKP. Specifically, given that the Transaction constitutes a management buyout (MBO) involving an investment by Mr. Ide and that Mr. Ide proposed the Transaction as a member of the Proposers after participating in the above discussions with each of the private equity funds as the Company's Representative Director, the Special Committee considered that the reasons for the selection and the fairness and reasonableness of the selection process were prerequisites for evaluating the legitimacy and reasonableness of the purpose of the Transaction and the appropriateness of the terms and conditions of the Transaction. Therefore, the Special Committee requested the Proposers to clarify, with respect to all candidates, including those with whom interactions were limited to preliminary contact or informal approaches, the timing of contact with Mr. Ide, the circumstances leading to such contact, the depth of consideration, the content of the discussions, the reasons for the determination to terminate the consideration, and the timing and person responsible for such determination, and confirmed these matters through the above written responses and the question-and-answer sessions during the interviews. The Special Committee also confirmed the details regarding the contacts and discussions with each fund with Mr. Kojima.

Through such confirmation, the Proposers explained that the preliminary discussions with MBKP were not premised on an MBO involving Mr. Ide's investment; however, subsequently, as the discussions on taking the Company private and the method of implementation thereof progressed, Mr. Ide began to consider implementing the Transaction jointly with MBKP. The Proposers also responded that, while no specific acquisition proposal was received from any candidate other than MBKP, MBKP's understanding of the Company's business and technology deepened through ongoing discussions, and Mr. Ide selected MBKP as the partner due to its business understanding, management support capabilities, support capabilities for the execution of strategic M&As, financial strength, and other factors. Based on the explanations regarding the timing and depth of discussions with each candidate and the reasons for terminating the consideration, the Special Committee confirmed that the reasons and process for selecting the partner for the Transaction did not unreasonably exclude any particular candidate, were not pursued for the purpose of serving Mr. Ide's personal interests, and were based on the feasibility of realizing measures that would contribute to enhancing the Company's corporate value.

In addition, the Special Committee reviewed the business plan that served as the basis for the valuation of the Company Shares in the following order. First, the Special Committee examined whether the Company's previously announced Mid-Term Management Plan could be used as it was for the valuation of the Company Shares in the Transaction, and the reasons why it could not be used, and received an explanation from the Company that the assumptions underlying the Mid-Term Management Plan had changed due to a significant deterioration in the current business environment, which occurred after the Mid-Term Management Plan was formed, including the

rapid advancement of AI, increases in memory prices, and growing pressure for cost reductions in the Technology Solutions business, along with the specific factors contributing to such changes. Consequently, the Special Committee concluded that it would not be appropriate to use the Mid-Term Management Plan as it was for the valuation of the Company Shares in the Transaction, and that it would be more appropriate to use a new business plan that reflects the current business environment and the Company's latest management conditions. The Special Committee then received from the Company several proposals for a business plan newly prepared by the Company and, after receiving an explanation regarding the assumptions underlying each of them and the differences among them, decided on September 4, 2026 to proceed with its review based on the proposal that reflected the planned figures at the upper end of a reasonable range. At the same time, the Special Committee requested the Company to (i) clarify the quantitative differences between the Mid-Term Management Plan and the relevant proposal and the factors giving rise thereto, (ii) verify the factors contributing to upward deviations in the planned figures for the current fiscal year and the following fiscal year, and (iii) verify any additional factors expected to contribute to upward deviations during the medium- to long-term period covered by the plan.

Subsequently, on September 10, 2026, the Special Committee received an explanation from the Company regarding the quantitative differences by business segment (including a breakdown of factors contributing to increases and decreases) from the Mid-Term Management Plan to the relevant business plan, the results of the verification of the levels of the planned figures for the current fiscal year and the following fiscal year, and additional factors contributing to upward deviations, and held a question-and-answer session. Based on such explanation and question-and-answer session, in order to further verify the content of the business plan, the Special Committee requested the Company to (i) conduct a detailed review of the level of selling, general, and administrative expenses during the period covered by the plan in light of the fact that the level of such expenses was higher than historical results, (ii) reconsider the business plan from the perspective of whether the factors for decrease incorporated in each business segment were conservative, (iii) quantify the effects expected from collaboration with the Company's subsidiaries, and (iv) explain the factors contributing to fluctuations in profit levels during the period covered by the plan. In response to these requests, the Company revised the business plan upward, explained to the Special Committee the details and results of such additional review, and held a question-and-answer session, and the Special Committee reexamined the reasonableness of the planned figures in such business plan and the assumptions underlying them. Following such review, on September 18, 2026, the Special Committee confirmed the reasonableness of the content of such business plan, its material assumptions, the process by which it was prepared, and approved such business plan.

Subsequently, after being informed of the latest situation that the projected interim results for the fiscal year ending March 31, 2027 were expected to exceed initial internal projections, and in light of the fact that the proposed Transaction constituted an MBO, which is a transaction involving a conflict of interest, the Special Committee considered that there may be room for further review of such business plan from the perspective of maximizing shareholder value. The Special Committee also considered it reasonable to take into account that, even amid the environmental changes caused by the rapid deterioration in the business environment, the Company and its major customers would make their best efforts to prevent a decline in business performance. Based on this view, in order to quantitatively reflect such efforts in the business plan, on October 13, 2026, the Special Committee received from the Company additional explanations regarding the projected interim results and full-year outlook for the fiscal year ending March 31, 2027, the assumptions underlying manufacturing costs and selling, general, and administrative expenses for the period from the following fiscal year to the end of the business plan period, and the new business areas, which had been a long-standing challenge and a pillar of the Mid-Term Management Plan, followed by a question-and-answer session. Then, based on such question-and-answer session, in order to further verify the content of the business plan, the Special Committee requested the Company to provide additional explanations as to whether there was room to review manufacturing costs in the Branded Products business for the following fiscal year and beyond, whether there was similar room for review in the Technology Solutions business, and how the expansion of the new business areas, which was considered a pillar of the Mid-Term Management Plan, would be carried forward and reflected in the new business plan.

In response to these requests, on October 16, 2026, the Special Committee received from the Company an explanation of the details and results of such additional review, held a question-and-answer session, and reexamined the possibility of revising the business plan.

Following the above review, on October 19, 2026, the Special Committee confirmed that the planned figures in the revised business plan had been maximized to a reasonable extent and approved the business plan again. On the same day, the Company disclosed the revised business plan (the "Business Plan") to the Proposers.

In addition, the discussions and negotiations regarding the Tender Offer Price were conducted as follows under a structure in which the Special Committee considered and determined the negotiation policy and was substantively involved in discussions and negotiations with the Proposers through Daiwa Securities, the Company's financial advisor.

On October 6, 2026, the Company received a legally binding final written proposal from the Proposers setting the Tender Offer Price at 900 yen per share, which represents a premium of 0.90% over the closing price (892 yen) of the Company Shares on October 5, 2026, the business day immediately preceding the date of the proposal, 6.89% over the simple average closing price (842 yen) for the most recent one-month period ending on the same date, 11.66% over the simple average closing price (806 yen) for the most recent three-month period ending on the same date, and 11.66% over the simple average closing price (806 yen) for the most recent six-month period ending on the same date.

In response, on October 8, 2026, after considering the proposal, the Special Committee determined that, based on the results of valuation by the third-party valuator, the proposed Tender Offer Price did not sufficiently reflect the Company's intrinsic value and was not at a level that sufficiently took into account the interests of the Company's general shareholders, and requested the Proposers to reconsider and substantially increase the Tender Offer Price.

Subsequently, on October 12, 2026, the Company received a revised proposal from the Proposers setting the Tender Offer Price at 950 yen per share, which represents a premium of 10.34% over the closing price (861 yen) of the Company Shares on October 9, 2026, the business day immediately preceding the date of the proposal, 11.63% over the simple average closing price (851 yen) for the most recent one-month period ending on the same date, 17.00% over the simple average closing price (812 yen) for the most recent three-month period ending on the same date, and 17.57% over the simple average closing price (808 yen) for the most recent six-month period ending on the same date.

In response, on October 13, 2026, after considering the revised proposal, the Special Committee determined that the level of premium represented by the proposed Tender Offer Price over the recent market price of the Company Shares remained low compared to the premium rates in comparable transaction cases and was not at a level that sufficiently took into account the intrinsic value of the Company, and requested the Proposers to reconsider and further increase the Tender Offer Price.

Subsequently, on October 15, 2026, the Company received a revised proposal from the Proposers setting the Tender Offer Price at 960 yen per share, which represents a premium of 12.15% over the closing price (856 yen) of the Company Shares on October 14, 2026, the business day immediately preceding the date of the proposal, 11.63% over the simple average closing price (860 yen) for the most recent one-month period ending on the same date, 17.79% over the simple average closing price (815 yen) for the most recent three-month period ending on the same date, and 18.67% over the simple average closing price (809 yen) for the most recent six-month period ending on the same date.

In response, the Special Committee, having reviewed such revised proposal, noted that the increase from the previous proposal was extremely limited and concluded that, taking into account the level of premium over recent market prices and the results of its own valuation of the Company Shares, among other factors, the proposed price still had not reached a level that sufficiently took into account the interests of the Company's general shareholders, and on October 19, 2026, requested the Proposers to further increase the Tender Offer Price. In addition, as described above, on October 19, 2026, the Company disclosed the revised Business Plan and requested the Proposers to reconsider the Tender Offer Price in light of such revised Business Plan.

Subsequently, on November 5, 2026, the Company received a revised proposal from the Proposers setting the Tender Offer Price at 1,000 yen per share, which represents a premium of 36.80% over the closing price (731 yen) of the Company Shares on November 4, 2026, the business day immediately preceding the date of the proposal, 18.34% over the simple average closing price (845 yen) for the most recent one-month period ending on the same date, 20.34% over the simple average closing price (831 yen) for the most recent three-month period ending on the same date, and 22.25% over the simple average closing price (818 yen) for the most recent six-month period ending on the same date.

In response, on November 5, 2026, the Special Committee reviewed such revised proposal, taking into account the results of its own valuation of the Company Shares and the level of premium over the simple average closing prices for the most recent one-month, three-month, and six-month periods, among other factors, and, although a certain price increase had been made, requested the Proposers to further increase the Tender Offer Price.

Subsequently, on November 9, 2026, the Special Committee received a response from the Proposers stating that they had also discussed the Tender Offer Price with AVI and KC and that, as of that date, neither AVI nor KC had requested an increase of the Tender Offer Price to a price exceeding 1,000 yen. The Proposers also stated that the Tender Offer Price would remain at 1,000 yen per share, which represents a premium of 48.15% over the closing price (675 yen) on November 6, 2026, the business day immediately preceding the date of the proposal, 18.91% over the simple average closing price (841 yen) for the most recent one-month period ending on the same date, 22.55% over the simple average closing price (816 yen) for the most recent three-month period ending on the same date, and 23.30% over the simple average closing price (811 yen) for the most recent six-month period ending on the same date.

In response, on November 12, 2026, the Special Committee held an online meeting with the Proposers, attended by all committee members, and conveyed that a Tender Offer Price of 1,000 yen per share was not at a level that sufficiently took into account the interests of the Company's general shareholders, and directly requested the Proposers to reconsider and further increase the Tender Offer Price.

Subsequently, on November 13, 2026, the Special Committee received a final proposal from the Proposers setting the Tender Offer Price at 1,015 yen per share, which represents a premium of 42.36% over the closing price (713 yen) of the Company Shares on November 12, 2026, the business day immediately preceding the date of the proposal, 26.72% over the simple average closing price (801 yen) for the most recent one-month period ending on the same date, 23.48% over the simple average closing price (822 yen) for the most recent three-month period ending on the same date, and 24.54% over the simple average closing price (815 yen) for the most recent six-month period ending on the same date. Upon receipt of the proposal, the Special Committee was informed that the proposed price was the highest possible price the Proposers could offer at that time and that it would be their final proposal regarding the Tender Offer Price.

In response, the Special Committee reviewed the final proposal, comprehensively taking into account the results of its own valuation of the Company Shares, the level of premium over the simple average closing prices for the most recent one-month, three-month, and six-month periods, and the course of discussions and negotiations to date, among other factors, and determined that the final proposed Tender Offer Price of 1,015 yen per share was at a level at which it was appropriate to express an opinion recommending that the Company's shareholders tender their Company Shares in the Tender Offer. On November 14, 2026, the Special Committee notified the Proposers of this determination. It also conveyed that this response did not constitute the Special Committee's final report regarding the Transaction, and that the Special Committee's final report and the Company Board of Directors' determination of its opinion would be made after confirming the final contents of the share valuation reports and other relevant documents.

Subsequently, on November 17, 2026, the Special Committee received a notice from the Proposers explaining that, following discussions with AVI regarding the terms of the Tender Agreement (AVI), they had reached agreement with AVI on those terms on the premise that the Tender Offer Price would be 1,030 yen, and stating that they would increase the Tender Offer Price to 1,030 yen, which represents a premium of 49.71% over the closing price (688 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on November 16, 2026,

the business day immediately preceding the date of the notice.

(iii) Details of the determination

Under the circumstances described above, the Company received necessary legal advice from Anderson Mori & Tomotsune, its legal advisor, regarding the methods and process of decision-making by the Company's Board of Directors, including the various procedures relating to the Transaction, and other points to be noted, and also received a report (the "Report") from the Special Committee on November 19, 2026 (please refer to Attachment 1 for details of the Report and "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" under "(3) Measures to ensure fairness of the Tender Offer" below for the specific activities of the Special Committee).

In addition, the Company received a share valuation report for the Company Shares from Daiwa Securities, the third-party valuator, on November 19, 2026 (the "Share Valuation Report (Daiwa Securities)") (for an overview of the Share Valuation Report (Daiwa Securities), please refer to "(ii) Overview of valuations" under "(I) Share valuation report received by the Company from an independent third-party valuator" under "(3) Measures to ensure fairness of the Tender Offer" below).

The Company then conducted careful discussions and reviews from the perspectives of whether the Transaction would enhance its corporate value and whether the terms and conditions of the Transaction, including the Tender Offer Price, were fair, while taking into account the content of the legal advice received from Anderson Mori & Tomotsune, the financial advice and the Share Valuation Report (Daiwa Securities) received from Daiwa Securities, and the Share Valuation Report (Plutus Consulting) (as defined in "(VII) Unanimous approval of all disinterested directors (including directors who are audit and supervisory committee members) of the Company" under "(3) Measures to ensure fairness of the Tender Offer"; the same shall apply hereinafter) and the Fairness Opinion (as defined in "(i) Name of valuator and its relationships with the Company, the Special Committee and the Tender Offeror" under "(II) Obtainment by the Special Committee of a share valuation report and an opinion regarding share valuation (a fairness opinion) from an independent third-party valuator"; the same shall apply hereinafter) received through the Special Committee, and giving the utmost respect to the content of the Report received from the Special Committee.

As a result, the Company concluded that, in light of the following points, among others, the measures contemplated by the Proposers, as described in "(II) Background, purpose, and decision-making process that led to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer, etc." above are reasonable, and that taking the Company private through the Transaction would contribute to enhancing the Company's corporate value.

(A) Growth and improvement of profitability of existing businesses

The Company believes that, in order to achieve sustainable growth, it is important to leverage its technological capabilities, brand strength, and customer base to launch products in new categories and expand its customers, applications, and range of products in which its technologies are incorporated, while improving the profitability of each product and business. In this regard, the Company believes that by utilizing MBKP's expertise and network in Japan and overseas relating to management support for its portfolio companies, it can enhance its marketing measures, pricing, and management of average selling prices, thereby increasing the effectiveness of its initiatives aimed at growing its existing businesses and improving their profitability.

(B) Acceleration of commercialization of new growth areas

Building on its digital pen and digital ink technologies, the Company is working to expand into new areas such as education, healthcare, and business DX, as new businesses intended to serve as the third pillar. The Company believes that, in order to translate these initiatives into sustainable revenue, it must pursue not only technological development but also the development of solutions tailored to customer needs, the identification of partnership opportunities, and the establishment of sales channels as an integrated strategy. In this regard, the Company

believes that, by utilizing MBKP's support for developing new partnerships and businesses, it can facilitate the integration of the Company's technological foundation with external management resources and accelerate commercialization and monetization in new growth areas.

(C) Enhancement of execution capabilities for strategic M&A and growth investments

The Company believes that, in order to realize the growth strategies set forth in the Mid-Term Management Plan, it is important not only to pursue growth by leveraging its own management resources, but also to acquire the necessary technologies, talent, and business foundation through M&A, technological alliances, and capital alliances. The Company believes that, by utilizing MBKP's domestic and overseas networks and expertise in M&A execution and PMI, it can strengthen its initiatives ranging from identifying potential targets to executing transactions and post-acquisition integration. Together with the financial support explained by the Proposers, including additional capital contributions as necessary, the Company believes this would broaden its options for flexibly executing strategic M&A and growth investments.

(D) Strengthening of talent and management structure to support growth strategies

The Company believes that, in order to simultaneously advance the growth of its existing businesses and the expansion into new areas, it is important not only to secure the specialized talent to lead these initiatives and strengthen organizational capabilities, but also to enhance the management structure for timely assessing the progress and profitability of each initiative and determining the allocation of management resources. In this regard, the Company believes that by leveraging the talent network and management support expertise of MBKP and its operating teams, it can advance the recruitment of specialized talent and the enhancement of management accounting and business-unit profitability management, thereby strengthening the structure to support the execution of the Company's growth strategies.

The Company believes that some of the above initiatives involve upfront investments that will require a certain period of time to commercialize and monetize. The Company believes that promoting these initiatives through the Transaction, which combines its management resources with MBKP's support while avoiding excessive influence from short-term business performance and market share price, will increase the capability and speed of execution compared to independently advancing these initiatives, and contribute to enhancing corporate value in the medium to long term.

On the other hand, the Company also considered the disadvantages of taking the Company private through the Transaction. Specifically, while the Company Shares are intended to be delisted as a result of the Transaction, the Company considered: (i) the inability to raise funds through equity financing in the capital markets after the Transaction, (ii) the possibility of adverse effects on the recruitment of employees, the retention of existing employees, and the maintenance and expansion of business relationship premised on the social credibility and name recognition associated with being a listed company, (iii) the possibility that the governance and compliance systems may weaken compared to when the Company was listed, and (iv) whether the relationship with the Samsung Group, which is both a major shareholder and a major customer of the Company, could be affected.

In this regard, with respect to (i), as of the end of the fiscal year ended March 2026, the Company had an equity ratio of 57.6%, and there was little need to raise funds through equity financing in its current business operations. In addition, the Proposers stated that, after the Transaction, they will design a structure taking into account the necessary growth investments, and funds managed by MBKP will be able to make additional equity contributions in a flexible manner as needed, making it possible to execute financing of a scale that would be difficult for a listed company to undertake due to concerns about dilution. Therefore, the Company believes that there would be no issues. With respect to (ii), the Company's Technology Solutions business operates on a BtoB business model (Note 16), and the Company recognizes that its customers' credit assessments and evaluations of its credibility depend to a large extent on the Company's transaction history, technological capabilities, quality, and commitment

to supply, and that such credibility and recognition are built up over the long term through its relationships with customers within the industry. The Company also recognizes that the brand value of its Branded Products business is based primarily on the evaluation of its products within the creator community and does not depend on the Company's status as a listed company. Accordingly, the Company believes that the impact of the delisting on its customers and business partners will be limited. In addition, with respect to the recruitment and retention of employees, the Company Group recognizes that many of its applicants wish to join the Company Group as they resonate with the Company Group's business of providing value to society through the "*kaku* (inking)" experience under its "Life-long Ink" vision, and believes that the reasons for joining the Company are not necessarily limited to its status as a listed company. Furthermore, the Company Group is working to create an environment that accommodates diverse working styles, including by introducing a system under which employees may freely choose their work location and a super-flex system with no core working hours. In addition, for key management positions, the Company Group makes appointments based on enthusiasm for fulfilling missions and on demonstrated capability, regardless of gender, nationality, or age. The Company Group places particular importance on human resources development, as it believes that it is crucial to develop and retain engineers who will drive technological innovation. As described above, the Company recognizes that, given the recent trend of people prioritizing factors such as the working environment, employee treatment, and job satisfaction when deciding which company to work for, delisting would not be a significant disadvantage. According to the Proposers, at this time, the employment and treatment of the Company's employees are expected to continue substantially as they are. With respect to (iii), according to the Proposers, they recognize that the loss of the capital markets' monitoring function over management is an issue that must be directly addressed, and their policy is to ensure a management oversight function that will serve as a substitute for the market monitoring function applicable to listed companies through monthly monitoring by the Board of Directors, which includes directors dispatched by MBKP, and discipline through function-specific meetings. In addition, the Proposers intend to maintain and strengthen the current internal control system and governance system. In light of these circumstances, the Company believes that there are no particular issues. With respect to (iv), according to the Proposers, the business relationship between the Company and the Samsung Group is based on technology, quality, price, and contractual terms, and SESP, which belongs to the Samsung Group, is expected to continue to hold an equity interest as a shareholder even after the Company is taken private. The Company also recognizes that its business relationships with major OEM customers, including the Samsung Group, are based on many years of joint development spanning multiple generations, and are not dependent on whether or not the Company Shares are listed, and therefore believes that the Transaction is unlikely to have a material impact on such business relationships.

Based on the foregoing, at the Board of Directors meeting held today, the Company determined that the advantages of taking the Company private outweigh the disadvantages.

In addition, the Company believes that, in order to enhance its corporate value over the medium to long term, it is necessary to establish a management structure that enables it to promptly implement various measures without being constrained by short-term evaluations by the stock market. Furthermore, the Company determined that, in order to efficiently implement such measures, it is reasonable to adopt a management buyout (MBO), whereby the Company will be taken private with Mr. Ide, the Company's President and Representative Director (CEO), who is thoroughly familiar with the Company's business operations and business environment, continuing to lead the Company's management.

(Note 16) "BtoB (Business to Business)" refers to a business model in which a company provides products or services to other companies.

For the reasons described in (A) through (G) below, the Company determined that the Tender Offer Price (1,030 yen) protects the interests of the Company's general shareholders, and that the Tender Offer provides the Company's shareholders with a reasonable opportunity to sell their Company Shares.

(A) According to the valuation results for the Company Shares in the Share Valuation Report (Daiwa Securities) and the Share Valuation Report (Plutus Consulting) as described in "(ii) Overview of valuations" under "(I) Share valuation report received by the Company from an independent third-party valuator" and "(ii) Overview of valuations" under "(II) Obtainment by the Special Committee of a share valuation report and an opinion regarding share valuation (a fairness opinion) from an independent third-party valuator," respectively, under "(3) Measures to ensure fairness of the Tender Offer" below, the Tender Offer Price falls within the per-share valuation ranges calculated by Daiwa Securities and Plutus Consulting based on the discounted cash flow method (the "DCF Method"), exceeds the valuation ranges calculated by both companies based on the market price analysis, and also exceeds the valuation range calculated by Plutus Consulting based on the comparable company analysis.

(B) As described in "(3) Measures to ensure fairness of the Tender Offer" below, the Tender Offer Price was determined after measures were taken to ensure the fairness of the Tender Offer, and it is recognized that due consideration was given to the interests of the general shareholders.

(C) The Tender Offer Price was determined as a result of sincere and ongoing discussions and negotiations conducted by the Company, through Daiwa Securities, with the Proposers, after the above measures were taken and after the Special Committee independently determined the negotiation policy.

(D) As described in "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" under "(3) Measures to ensure fairness of the Tender Offer" below, the Report obtained from the Special Committee also expresses the opinion that the Tender Offer Price is deemed to be fair.

(E) As described in "(iii) Overview of the Fairness Opinion" under "(II) Obtainment by the Special Committee of a share valuation report and an opinion regarding share valuation (a fairness opinion) from an independent third-party valuator" under "(3) Measures to ensure fairness of the Tender Offer" below, the Special Committee has received from Plutus Consulting, which is independent of both the Company and the Tender Offer-Related Parties and receives only a fixed fee payable regardless of whether the Transaction is consummated, the Fairness Opinion stating that the Tender Offer Price is fair to the Company's general shareholders from a financial perspective.

(F) With respect to the ADRs, because, in practice, there are no financial instruments business operators, etc. that can handle them as the tender offer agent when the Tender Offeror, who is a resident of Japan, acquires them in the Tender Offer, which is being conducted outside the United States, it has been found that it is difficult for the Tender Offeror to acquire the ADRs themselves. In addition, the purchase price per Company Share related to the ADSs represented by the ADRs is expected to be set at the same amount as the Tender Offer Price. In light of these facts, the treatment of the ADRs and the purchase price per Company Share related to the ADSs represented by the ADRs are not unreasonable.

(G) The Tender Offer Price of 1,030 yen represents a premium of 49.93% over the closing price (687 yen) of the Company Shares on the Prime Market of the Tokyo Stock Exchange on November 19, 2026, the business day immediately preceding the date of announcement of the scheduled commencement of the Tender Offer, 34.82% over the simple average closing price (764 yen) for the most recent one-month period ending on the same date, 26.85% over the simple average closing price (812 yen) for the most recent three-month period ending on the same date, and 26.85% over the simple average closing price (812 yen) for the most recent six-month period ending on the same date. In addition, such premium is considered to be at a reasonable level compared with the premium levels in 331 tender offer cases announced between June 28, 2019, when the Fair M&A Guidelines were published, and October 30, 2026, targeting companies listed on the Prime Market of the Tokyo Stock Exchange (or the First Section prior to the review of market segments) and conducted for the purpose of making the target companies wholly owned subsidiaries (the median premiums in those cases were 41.29% over the closing price on the business day immediately preceding the announcement date, 42.55% over the simple average closing price for the most recent one-month period ending on the same date, 43.61% over the simple average closing price for the most recent

three-month period ending on the same date, and 45.82% over the simple average closing price for the most recent six-month period ending on the same date), as well as the premium levels in 81 of those cases in which the target company's PBR, calculated based on the tender offer price, exceeded 2.0x (the median premiums in those cases were 31.61% over the closing price on the business day immediately preceding the announcement date, 37.93% over the simple average closing price for the most recent one-month period ending on the same date, 41.81% over the simple average closing price for the most recent three-month period ending on the same date, and 45.55% over the simple average closing price for the most recent six-month period ending on the same date).

Based on the foregoing, at the Board of Directors meeting held today, the Company resolved that, as its opinion as of today, if the Tender Offer is commenced, it would express an opinion in favor of the Tender Offer and recommend that the Company's shareholders tender their Company Shares in the Tender Offer and that the holders of the ADRs deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and tender such Company Shares in the Tender Offer. Such resolution by the Company's Board of Directors was made on the premise that the Company Shares will be delisted as a result of the Tender Offer and the Squeeze-Out Procedures. In addition, at the above-mentioned meeting of the Board of Directors, the Company also resolved, prior to the commencement of the Tender Offer, to request the Special Committee to examine whether there has been any change in the opinion expressed by the Special Committee to the Company's Board of Directors as of November 19, 2026, and to state, if there has been no change, that its opinion remains unchanged, or, if there has been any change, its revised opinion; and, based on such opinion, to express its opinion regarding the Tender Offer again at the time of the commencement of the Tender Offer.

For details of the above resolution of the Board of Directors, please refer to "(VII) Unanimous approval of all disinterested directors (including directors who are audit and supervisory committee members) of the Company" under "(3) Measures to ensure fairness of the Tender Offer" below.

(3) Measures to ensure fairness of the Tender Offer

Taking into account that the Tender Offer is to be conducted as part of a transaction that constitutes a management buyout (MBO), and that there are typically issues with structural conflicts of interest and information asymmetry, the Tender Offeror and the Company implemented the following measures in order to ensure the fairness of the Transaction, including the Tender Offer, from the perspectives of ensuring the fairness of the Tender Offer Price, eliminating arbitrariness in the decision-making process leading to the decision to conduct the Tender Offer, and avoiding conflicts of interest.

Of the following statements, the statements regarding the measures implemented by the Tender Offeror are based on the explanations provided by the Tender Offeror.

(I) Share valuation report received by the Company from an independent third-party valuator

(i) Name of valuator and its relationships with the Company and the Tender Offeror

In expressing an opinion on the Tender Offer, in order to ensure the fairness in the process of decision-making regarding the Tender Offer Price proposed by the Proposers, the Company requested Daiwa Securities, a third-party valuator independent of the Company and the Tender Offer-Related Parties, to conduct the valuation of the Company Shares and obtained the Share Valuation Report (Daiwa Securities) from Daiwa Securities on November 19, 2026. The Company has not obtained an opinion regarding the fairness of the Tender Offer Price (a fairness opinion) from Daiwa Securities. This is because, as described in "(II) Obtainment by the Special Committee of a share valuation report and an opinion regarding share valuation (a fairness opinion) from an independent third-party valuator" below, the Special Committee has obtained the Fairness Opinion in addition to the Share Valuation Report (Plutus Consulting) from Plutus Consulting, a third-party valuator independent of the Company and the Tender Offer-Related Parties, and thereby an objective opinion from an independent third party regarding the fairness of the Tender Offer Price has been obtained; and the other measures to ensure the fairness of the Tender

Offer Price and to avoid conflicts of interest described in this "(3) Measures to ensure fairness of the Tender Offer" have been implemented; and therefore, the Company has determined that the fairness of the Transaction is sufficiently ensured. Daiwa Securities does not fall under the category of a related party of the Company and the Tender Offer-Related Parties and does not have any material interest that should be disclosed with respect to the Transaction, including the Tender Offer. The Special Committee also approved Daiwa Securities as the Company's third-party valuator. For the compensation structure for Daiwa Securities in connection with the Transaction, please refer to "(V) Advice received by the Company from an independent financial adviser" below.

(ii) Overview of valuations

Daiwa Securities examined which valuation methods among multiple methods should be adopted in calculating the share value of the Company Shares. Based on the premise that the Company is a going concern, Daiwa Securities considered it appropriate to evaluate the share value of the Company Shares from multiple perspectives, and accordingly, Daiwa Securities analyzed the value of the Company Shares using the following as valuation measures: (a) the market price analysis since the Company Shares are listed on the Prime Market of the Tokyo Stock Exchange and market prices are available; and (b) the DCF Method to ensure that the Company's future business activities would be reflected in the valuation, and the Company acquired the Share Valuation Report (Daiwa Securities) from Daiwa Securities on November 19, 2026. The value per Company Share calculated by Daiwa Securities based on each of the above methods is as follows.

Market price analysis	: 687 yen to 812 yen
DCF Method	: 968 yen to 1,196 yen

In the market price analysis, November 19, 2026, the business day immediately preceding the announcement date of the Transaction, was used as the valuation reference date, and the value per Company Share was calculated to be in the range of 687 yen to 812 yen on the basis of the closing price on the valuation reference date of the Company Shares, as well as the simple average closing price of 764 yen for the most recent one-month period ending on the valuation reference date (from October 20, 2026 to November 19, 2026), the simple average closing price of 812 yen for the most recent three-month period (from August 20, 2026 to November 19, 2026), and the simple average closing price of 812 yen for the most recent six-month period (from May 20, 2026 to November 19, 2026), in order to smooth out temporary price fluctuations (all such prices as listed on the Prime Market of the Tokyo Stock Exchange).

In the DCF Method, on the basis of the financial forecasts in the Business Plan for five fiscal years from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2031, which was prepared for the period that the Company can reasonably forecast at present in light of the Company's current earnings environment and business performance, the Company's consolidated balance sheet as of the end of September 2026, publicly available information and other factors, the Company's corporate value and share value were calculated by discounting, at a certain discount rate, the free cash flows expected to be generated by the Company from October 2026 onward, and the per-share value of the Company's common shares was calculated to fall within the range of 968 yen to 1,196 yen. The discount rate adopted was the weighted average cost of capital (WACC), and a rate of 8.9% to 9.7%, including a size risk premium reflecting the Company's scale, was used. The constant growth model was used for the calculation of the going concern value, and the going concern value of the Company was calculated to be between 138.2 billion yen and 177.1 billion yen based on a perpetual growth rate of 1.5% to 2.5%, taking into account domestic and overseas inflation rates and the industry growth rate applicable to the Company, among other factors. In calculating the going concern value, adjustments were made so as not to reflect any one-time expenditures, including acquisition consideration related to M&A, expected to be incurred in the fiscal year ending March 31, 2031, which is the final fiscal year of the Business Plan.

The Business Plan that was used as a basis for the calculation by Daiwa Securities under the DCF Method includes fiscal years in which a significant increase or decrease in profits, as well as a significant increase or

decrease in free cash flow, are expected compared with the previous fiscal year. Specifically, for the fiscal year ending March 31, 2028, a significant decrease in operating profit and EBITDA is expected due to a decline in the gross profit margin resulting from increasing demands for cost reductions in the Technology Solutions business and changes in product mix associated with trends in OEM customers' product cycles and adopted models, as well as the disappearance of temporary factors from large-scale projects in the Branded Products business that are expected to be recorded in the fiscal year ending March 31, 2027. In addition, for the fiscal year ending March 31, 2029, a significant increase in operating profit and EBITDA is expected due to an increase in net sales from the acquisition of new projects in the Technology Solutions business, efficiency improvements in selling, general and administrative expenses, as well as strategic M&A in the Branded Products business and the effects of various initiatives. Furthermore, for the fiscal year ending March 31, 2029, a significant decrease in free cash flow is expected due to expenditures of acquisition consideration relating to strategic M&A, and for the fiscal year ending March 31, 2030, a significant increase in free cash flow is expected because no similar expenditures are scheduled as the previous year.

The Business Plan was prepared based on matters such as the business environment surrounding the Company and the profit status, including the rapid advancement of AI that has occurred since the formulation of the Mid-Term Management Plan, the rise in semiconductor memory prices, and increasing demands for cost reductions in the Technology Solutions business, for the purpose of reviewing the conditions of the Transaction, and the Tender Offer-Related Parties, including Mr. Ide, have not been involved in any process of its preparation. In addition, the Business Plan is not premised on the execution of the Transaction, and the Business Plan does not reflect the synergy effects expected to be realized through the execution of the Transaction, as it is currently difficult to specifically estimate them.

The financial forecasts and free cash flows based on the Business Plan that formed the basis of Daiwa Securities' DCF Method are as follows:

(Unit: million yen)

	Fiscal Year ending March 31, 2027 (6 months)	Fiscal Year ending March 31, 2028	Fiscal Year ending March 31, 2029	Fiscal Year ending March 31, 2030	Fiscal Year ending March 31, 2031
Net sales	56,196	108,405	137,016	144,145	151,293
Operating profit	5,956	6,082	13,943	15,072	16,560
EBITDA	6,747	7,932	15,840	17,012	18,541
Free cash flow	6,560	3,633	(315)	8,815	9,661

(Note 17) For the fiscal year ending March 31, 2027 (six months), the figures shown are those for the period from October 1, 2026 to March 31, 2027. Such figures have been calculated by subtracting the actual figures (cumulative) as of September 30, 2026 from the full-year projected figures for the fiscal year ending March 31, 2027 (net sales of 104,600 million yen, operating profit of 12,000 million yen, and EBITDA of 13,800 million yen). For the fiscal year ending March 31, 2027, the presence or absence of the above-mentioned significant increases or decreases has been determined based on the full-year projected figures.

(Note 18) In conducting the valuation of the share value of the Company Shares, Daiwa Securities has, in principle, adopted as-is the information provided by the Company and publicly available information, and has assumed that all such materials and information are accurate, complete, and appropriate, without independently verifying the accuracy, completeness, and appropriateness thereof. In addition, Daiwa Securities has not conducted its own evaluation, appraisal, or assessment of the assets or liabilities (including contingent liabilities) of the Company and its affiliated companies, nor has it requested any evaluation, appraisal, or assessment thereof from any third-party institution. Furthermore, Daiwa

Securities confirmed with the Company that there were no undisclosed material facts that would affect the valuation, nor any contingent liabilities, off-balance-sheet liabilities, lawsuits or other matters that could affect the valuation, and its valuation was prepared on that basis. In addition, Daiwa Securities has assumed that the Business Plan was reasonably prepared in accordance with appropriate procedures, based on the best forecasts and judgments available as of the valuation date, and Daiwa Securities did not independently verify the accuracy, appropriateness, and feasibility of the Business Plan. Daiwa Securities' valuation was also based on the financial, economic, market, and other conditions as of November 19, 2026 and on the materials and information obtained by Daiwa Securities by that date. Further, Daiwa Securities conducted multiple interviews regarding the Business Plan used as the basis for its valuation, and analyzed and examined the content thereof. In addition, as described in "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom," the Special Committee confirmed the reasonableness of the content, material assumptions, and the preparation process of the Business Plan.

(II) Obtainment by the Special Committee of a share valuation report and an opinion regarding share valuation (a fairness opinion) from an independent third-party valuator

(i) Name of valuator and its relationships with the Company, the Special Committee and the Tender Offeror

In examining the Advisory Matters (as defined in "(i) Background to the establishment of the Special Committee" under "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" below; the same shall apply hereinafter), the Special Committee, based on the authority delegated by the Company's Board of Directors as described in "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" below, selected Plutus Consulting on July 30, 2026 as an independent third-party valuator and financial advisor independent of both the Company and the Tender Offer-Related Parties, and requested Plutus Consulting to calculate the value of the Company Shares, provide financial advice from the perspective of the Company's general shareholders regarding the terms of the Transaction, including the Tender Offer Price, and express an opinion on the fairness of the Tender Offer Price. The Special Committee obtained from Plutus Consulting the Share Valuation Report (Plutus Consulting) on November 19, 2026, and also obtained, as of the same date, an opinion stating that the Tender Offer Price is fair to the Company's general shareholders from a financial perspective (the "Fairness Opinion").

The reason the Special Committee obtained the Fairness Opinion from Plutus Consulting is as follows: given that the Transaction constitutes a management buyout (MBO) and that Mr. Ide, the President and Representative Director (CEO) of the Company, is scheduled to make the Mr. Ide Reinvestment to the Tender Offeror, structural conflicts of interest and information asymmetry issues typically exist between the Company and its general shareholders. In light of this, the Special Committee determined that obtaining an objective opinion from a third party independent of the Tender Offer-Related Parties regarding the fairness of the Tender Offer Price would serve the interests of the Company's general shareholders.

In addition, Plutus Consulting does not fall under the category of a related party of the Company and the Tender Offer-Related Parties, and does not have any material interest that should be disclosed with respect to the Transaction, including the Tender Offer. Furthermore, the compensation to be paid to Plutus Consulting in connection with the Transaction consists solely of fixed fees payable regardless of the outcome of the Transaction, and does not include any success fee contingent upon the announcement or completion of the Transaction, including the Tender Offer.

In addition, as described in "(I) Share valuation report received by the Company from an independent third-party valuator" above, the Company has obtained the Share Valuation Report (Daiwa Securities) from Daiwa Securities, the Company's financial advisor and third-party valuator. However, in reviewing the Advisory Matters, the Special Committee separately selected Plutus Consulting as its own financial advisor and third-party valuator in order to conduct a review from a financial perspective in a position independent of the Company's advisor.

(ii) Overview of valuations

Plutus Consulting examined which valuation methods among multiple methods should be adopted in calculating the share value of the Company Shares. Based on the premise that the Company is a going concern, Plutus Consulting considered it appropriate to evaluate the share value of the Company Shares from multiple perspectives, and accordingly, Plutus Consulting analyzed the value of the Company Shares using the following as valuation methods: (a) the market price analysis since the Company Shares are listed on the Prime Market of the Tokyo Stock Exchange, (b) the comparable company analysis since there are several listed companies that are comparable with the Company and it is possible to make an analogical inference of the share value of the Company Shares by comparing similar listed companies; and (c) the DCF Method to ensure that the Company's future business activities would be reflected in the valuation, and the Company acquired the Share Valuation Report (Plutus Consulting) from Plutus Consulting through the Special Committee on November 19, 2026.

The value per Company Share calculated based on each of the above methods is as follows:

Market price analysis	: 687 yen to 812 yen
Comparable company analysis	: 554 yen to 673 yen
DCF Method	: 665 yen to 1,155 yen

In the market price analysis, November 19, 2026, the business day immediately preceding the date of resolution of the Company's Board of Directors concerning the expression of the opinion on the Tender Offer, was used as the reference date, and the value per Company Share was calculated to be in the range of 687 yen to 812 yen on the basis of the closing price on the valuation date of the Company Shares on the Prime Market of the Tokyo Stock Exchange of 687 yen, the simple average closing price of 764 yen for the most recent one-month period, the simple average closing price of 812 yen for the most recent three-month period, and the simple average closing price of 812 yen for the most recent six-month period (all such prices as listed on the Prime Market of the Tokyo Stock Exchange).

In the comparable company analysis, by selecting Elecom Co., Ltd. and BUFFALO INC. as listed companies engaged in businesses that are to a certain extent similar to those of the Company, and using the EBIT and EBITDA multiples to calculate enterprise value, then adjusting for non-operating assets and interest-bearing debt, the value per Company Share was calculated to be in the range of 554 yen to 673 yen.

In the DCF Method, based on the Company's Business Plan from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2031, which was prepared for the period that the Company can reasonably forecast as of the time of its preparation, the Company's revenue forecasts and investment plans set forth therein, the Company's financial information for the second quarter of the fiscal year ending March 31, 2027, and publicly available information and other factors, the Company's enterprise value and share value were calculated by discounting the free cash flows expected to be generated by the Company to present value at a certain discount rate, and the value per Company Share was calculated to be in the range of 665 yen to 1,155 yen. The discount rate adopted as the weighted average cost of capital was 9.0% to 10.9%. In calculating the discount rate, no size risk premium was taken into account. In calculating the going concern value, the perpetual growth rate model and the multiple method were used. Under the perpetual growth model, the perpetual growth rates were set to be in the range of 0% to 2%, and the going concern value was calculated to be in the range of 105,302 million yen to 161,105 million yen. The minimum perpetual growth rate was based on the theoretically expected long-term economic environment, and the maximum perpetual growth rate was based on the inflation rate, demographic trends, regional characteristics, and other macroeconomic factors. Under the multiple method, taking into account the levels of comparable companies in the industry, the going concern value was calculated to be in the range of 79,798 million yen to 112,515 million yen, using EV/EBIT multiples of 5.2x to 6.8x and EV/EBITDA multiples of 4.3x to 5.9x in relation to enterprise value. In addition, cash and deposits were added to the share value after deducting operational cash and deposits estimated by comprehensively taking into account the Company's actual past cash-flow management performance and other factors.

The financial projections based on the Business Plan that were used as a basis for the calculation by Plutus Consulting under the DCF Method are as follows. In addition, the Business Plan includes fiscal years in which a significant increase or decrease in profit, as well as a significant increase or decrease in free cash flow, are expected compared with the previous fiscal year. Specifically, for the fiscal year ending March 31, 2028, a significant decrease in operating profit and EBITDA is expected due to a decline in the gross profit margin resulting from increasing demands for cost reductions in the Technology Solutions business and changes in product mix associated with trends in OEM customers' product cycles and adopted models, as well as the disappearance of temporary factors from large-scale projects in the Branded Products business that are expected to be recorded in the fiscal year ending March 31, 2027. In addition, for the fiscal year ending March 31, 2029, a significant increase in operating profit and EBITDA is expected due to an increase in net sales from the acquisition of new projects in the Technology Solutions business, efficiency improvements in selling, general and administrative expenses, as well as strategic M&A in the Branded Products business and the effects of various initiatives. Furthermore, for the fiscal year ending March 31, 2029, a significant decrease in free cash flow is expected due to expenditures of acquisition consideration relating to strategic M&A, and for the fiscal year ending March 31, 2030, a significant increase in free cash flow is expected because no similar expenditures are scheduled as the previous year.

The Business Plan that was used as a basis for the calculation of the value of the Company Shares by Plutus Consulting was prepared by employees who do not have any conflicts of interest with the Tender Offeror for the purpose of examining the Transaction, and was subsequently approved following review by the Special Committee.

In addition, the synergy effects expected to be realized through the execution of the Transaction are not reflected, as it is currently difficult to specifically estimate the impact on earnings.

(Unit: million yen)

	Fiscal Year ending March 31, 2027 (6 months)	Fiscal Year ending March 31, 2028	Fiscal Year ending March 31, 2029	Fiscal Year ending March 31, 2030	Fiscal Year ending March 31, 2031
Net sales	56,196	108,405	137,016	144,145	151,293
Operating profit	5,956	6,082	13,943	15,072	16,560
EBITDA	6,747	7,932	15,840	17,012	18,541
Free cash flow	10,385	3,264	(116)	8,966	9,804

(Note 19) In conducting the valuation of the share value of the Company Shares, Plutus Consulting has, in principle, adopted as-is the information provided by the Company and publicly available information, and has assumed that all such materials and information are accurate and complete, without independently verifying the accuracy and completeness thereof. In addition, Plutus Consulting has not conducted its own evaluation, appraisal, or assessment of the assets and liabilities (including off-balance-sheet assets and liabilities, as well as other contingent liabilities) of the Company, nor has it requested any appraisal or assessment thereof from any third-party institution. Furthermore, with respect to information regarding the Company's financial projections, Plutus Consulting has assumed that such information was reasonably prepared based on the best forecasts and judgments available to the Company's officers and employees (limited to those independent of the Tender Offeror) at the present time. However, Plutus Consulting conducted multiple interviews regarding the Business Plan that formed the basis of its valuation, and analyzed and reviewed the content thereof. In addition, as described in "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom," the Special Committee confirmed the reasonableness of the content, material assumptions, and the preparation process of the Business Plan.

(iii) Overview of the Fairness Opinion

The Company has, through the Special Committee, obtained from Plutus Consulting, as of November 19, 2026, the Fairness Opinion stating that the Tender Offer Price of 1,030 yen per share is considered fair to the Company's general shareholders from a financial perspective (Note 20). The Fairness Opinion expresses the opinion that, in light of the results of the valuation of the Company Shares based on the Business Plan, the Tender Offer Price of 1,030 yen per share is fair to the Company's general shareholders from a financial perspective. The Fairness Opinion was issued based on the results of Plutus Consulting's valuation of the Company Shares, which was conducted after receiving from the Company information regarding the current status of the Company Group's businesses, the Company Group's future business plans, and other matters, as well as explanations regarding such matters; its question-and-answer sessions with the Company regarding the overview, background, and purpose of the Tender Offer; its review of matters such as the business environment surrounding the Company Group and economic, market, and financial conditions, to the extent it deemed necessary; and a review process conducted by a review committee at Plutus Consulting that is independent of its engagement team.

(Note 20) In preparing the Fairness Opinion, Plutus Consulting has assumed that the underlying materials provided by the Company, publicly available materials, and the information obtained in the interviews with the Company were accurate and complete. Plutus Consulting has not conducted its own investigation or verification of their accuracy or completeness and has no obligation to do so. Accordingly, Plutus Consulting assumes no liability arising from any deficiencies in these materials or any failure to disclose material facts.

Plutus Consulting has assumed that the Business Plan and other materials used as the basis for the Fairness Opinion had been reasonably prepared based on the best forecasts and judgments available at the time of their preparation. Plutus Consulting does not guarantee their feasibility and expresses no opinion regarding the analyses or forecasts underlying their preparation or the assumptions on which they were based.

Plutus Consulting is not a professional firm specializing in legal, accounting, or tax matters. Accordingly, Plutus Consulting does not express any opinion on legal, accounting, or tax matters related to the Tender Offer and has no obligation to do so.

Plutus Consulting has not conducted its own evaluation or appraisal of the assets and liabilities (including off-balance-sheet assets and liabilities, as well as other contingent liabilities) of the Company and its affiliated companies, including the analysis and evaluation of individual assets and liabilities, nor has it received any valuation reports or appraisal reports regarding such assets and liabilities. Accordingly, Plutus Consulting has not evaluated the solvency of the Company and its affiliated companies.

The Fairness Opinion expresses an opinion on the fairness of the Tender Offer Price from a financial perspective for the purpose of assisting the Company in its consideration when expressing its opinion on the Tender Offer. Accordingly, the Fairness Opinion expresses no opinion as to the relative advantages or disadvantages of the Tender Offer compared to transactions that could constitute alternatives to it, the benefits of implementing the Tender Offer, or whether it is advisable to implement the Tender Offer.

The Fairness Opinion expresses no opinion to the holders of securities issued by the Company, its creditors, or any other related parties. Accordingly, Plutus Consulting assumes no liability to any shareholders or third parties who rely on the Fairness Opinion.

Plutus Consulting is not soliciting any investment in the Company and has no authority to do so. Accordingly, the Fairness Opinion does not recommend that the Company's shareholders tender their Company Shares in the Tender Offer or take any other action in connection with the Tender Offer.

The Fairness Opinion expresses Plutus Consulting's opinion, as of the date of submission thereof, as to whether the Tender Offer Price is fair to the Company's general shareholders from a financial perspective, based on the financial and capital markets, economic conditions, and other circumstances as of that date, and on information provided to or obtained by Plutus Consulting before that date. Even if any of these assumptions changes due to

subsequent developments, Plutus Consulting has no obligation to revise, amend, or supplement its opinion.

The Fairness Opinion does not imply or suggest any opinion other than those expressly stated in the Fairness Opinion or with respect to matters occurring on or after the date of submission thereof.

(III) Advice received by the Company from an independent law firm

In order to ensure the fairness and appropriateness of the decision-making by the Company's Board of Directors with respect to the Transaction, including the Tender Offer, the Company selected Anderson Mori & Tomotsune as a legal advisor independent of the Company and the Tender Offer-Related Parties, and has received necessary legal advice from such firm regarding the method and process of the Company's Board of Directors' decision-making, including the various procedures relating to the Transaction, including the Tender Offer, as well as other matters to be noted. Anderson Mori & Tomotsune does not fall under the category of a related party of the Company and the Tender Offer-Related Parties, and does not have any material interest that should be disclosed with respect to the Transaction, including the Tender Offer. The compensation to be paid to Anderson Mori & Tomotsune in connection with the Transaction is calculated based on the hourly rate multiplied by the hours worked, regardless of whether the Transaction is consummated, and does not include any success fee contingent upon the completion of the Transaction. In addition, the Special Committee has approved the appointment of Anderson Mori & Tomotsune as the Company's legal advisor.

(IV) Advice received by the Special Committee from an independent law firm

The Special Committee, based on the authority delegated by the Company's Board of Directors as described in "(i) Background to the establishment of the Special Committee" under "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" below, selected Nagashima Ohno & Tsunematsu, which is independent of the Company and the Tender Offer-Related Parties, as the Special Committee's own legal advisor on July 22, 2026, and has received legal advice from such firm, including advice on the measures to be taken to ensure the fairness of the procedures in the Transaction, the method of examining the Advisory Matters and matters to be noted therein, the method of deliberation and operation of the Special Committee, the method and process of the Company's decision-making regarding the Transaction, and the preparation of the Report.

The reason the Special Committee selected its own legal advisor in addition to Anderson Mori & Tomotsune, the Company's legal advisor, is as follows: in light of the fact that the Transaction constitutes a management buyout (MBO) and that structural conflicts of interest and information asymmetry issues typically exist between the Company and its general shareholders, the Special Committee determined that ensuring a framework for receiving legal advice from a position independent of the Company and the Company's advisors would enhance the effectiveness of the examination of the Advisory Matters and the fairness of the procedures.

In addition, Nagashima Ohno & Tsunematsu does not fall under the category of a related party of the Company and the Tender Offer-Related Parties, and does not have any material interest that should be disclosed with respect to the Transaction, including the Tender Offer. Furthermore, the compensation to be paid to Nagashima Ohno & Tsunematsu in connection with the Transaction is calculated based on the hourly rate multiplied by the hours worked, regardless of whether the Transaction is consummated, and does not include any success fee contingent upon the completion of the Transaction.

(V) Advice received by the Company from an independent financial adviser

In order to ensure the fairness and appropriateness of the decision-making by the Company's Board of Directors with respect to the Transaction, including the Tender Offer, the Company selected Daiwa Securities as a financial advisor independent of the Tender Offer-Related Parties, and has received from Daiwa Securities advice on the method and process of the Company's Board of Directors' decision-making, including the various procedures relating to the Transaction, including the Tender Offer, and other matters to be noted, advice from a financial perspective, and advice regarding discussions and negotiations with the Proposers. In addition, as described in "(ii)

Background to the review by the Special Committee" under "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" below, the Company, based on the negotiation policy determined by the Special Committee, has conducted discussions and negotiations with the Proposers regarding the terms of the Transaction, including the Tender Offer Price, through Daiwa Securities. For the Share Valuation Report (Daiwa Securities) obtained by the Company from Daiwa Securities, please refer to "(I) Share valuation report received by the Company from an independent third-party valuator" above.

Daiwa Securities does not fall under the category of a related party of the Company and the Tender Offer-Related Parties and does not have any material interest that should be disclosed with respect to the Transaction, including the Tender Offer. The Special Committee also approved Daiwa Securities as the Company's financial advisor and third-party valuator. The compensation to be paid to Daiwa Securities in connection with the Transaction includes a success fee contingent upon the announcement or completion of the Transaction, among other events. Nevertheless, the Company has selected Daiwa Securities as its financial advisor and third-party valuator under the above compensation structure, based on the judgment that the inclusion of a success fee contingent upon the announcement or completion of the Transaction does not, in and of itself, negate independence, in consideration of factors such as: (i) the compensation structure is reasonable in light of general practices in similar transactions; and (ii) the propriety of a compensation structure that would result in a corresponding financial burden on the Company even if the Transaction is not consummated.

(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom

(i) Background to the establishment of the Special Committee

As described in "(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor" under "(2) Grounds and reasons for the opinion" above, since the Transaction constitutes a management buyout (MBO) and structural conflicts of interest typically exist between the Company and the Company's general shareholders (including holders of the ADRs), the Company established the Special Committee, composed of members independent of both the Tender Offer-Related Parties and the outcome of the Transaction, for the purpose of ensuring careful deliberation in the Company's decision-making regarding the Transaction and of eliminating any arbitrariness or risk of conflicts of interest in the decision-making process of the Company's Board of Directors, thereby ensuring the fairness thereof, based on a resolution of the Company's Board of Directors at the meeting held on July 10, 2026. In selecting the members of the Special Committee, the Company, after confirming the independence and eligibility of the candidates among the Company's independent outside directors, determined that the following three individuals could collectively provide the Special Committee with the knowledge and experience necessary for examining the Transaction, from the perspective of ensuring a balance of knowledge and experience within the Special Committee as a whole while constituting the Special Committee with an appropriate size to ensure a sufficient number of meetings could be held: Mr. Osamu Hosokubo (an outside director and independent officer (Audit and Supervisory Committee member) of the Company, a corporate auditor of Shikigaku Co., Ltd., and Representative Partner of Great Asia Capital & Consulting LLC), who has experience involved in special committees of other companies and knowledge of management; Mr. Yuji Ono (an outside director and independent officer (Audit and Supervisory Committee member) of the Company, attorney-at-law, Miyake & Partners), who has specialized knowledge and practical experience as an attorney in corporate legal affairs; and Ms. Andrea Knoblich (an outside director and independent officer of the Company, and an outside director of Rigaku Holdings Corporation), who has extensive practical experience, including M&A, in the financial industry. Accordingly, the Company selected these three individuals as members of the Special Committee. In addition, Mr. Osamu Hosokubo was appointed as the chairperson of the Special Committee through mutual election among the members of the Special Committee. There has been no change in the composition of the members of the Special Committee from the time of its establishment to the present date.

Based on the above resolution of the Board of Directors, the Company consulted the Special Committee on the following matters and entrusted it with the task of submitting a report to the Company regarding these matters: 1. whether the purpose of the Transaction has legitimacy and reasonableness (including whether the Transaction

contributes to the enhancement of the Company's corporate value); 2. whether the fairness and appropriateness of the terms of the Transaction (including the price for the purchase, etc. in the Tender Offer) have been ensured; 3. whether the fairness of the procedures of the Transaction has been ensured; 4. whether the Transaction is considered fair to the Company's general shareholders, taking into account the matters set forth in 1 through 3 above; and 5. whether it is appropriate for the Company's Board of Directors to express an opinion in favor of the Tender Offer and to recommend that the shareholders of the Company tender their shares in the Tender Offer (the matters set forth in 1 through 5 are hereinafter referred to as the "Advisory Matters").

In addition, in consulting the Special Committee, the Company's Board of Directors resolved that it would make its decision regarding the Transaction, including whether to support the Tender Offer, while giving maximum respect to the opinion of the Special Committee, and that if the Special Committee determined that the Transaction was not appropriate, the Company's Board of Directors would not make a decision to proceed with the Transaction. In addition, based on the above resolution of the Board of Directors, the Company granted the Special Committee the following authorities, respectively: (a) the authority to nominate or approve (including ex post facto approval) experts such as the Company's financial advisor and legal advisor; (b) the authority, in examining the Advisory Matters, to select its own advisors, etc. when the Special Committee deems it necessary (provided that, if the Special Committee determines that the Company's advisors, etc. have a high level of expertise and no issues with respect to independence, among other factors, such that the Special Committee as a whole can trust the Company's advisors, etc. and seek professional advice from them, the Special Committee may seek professional advice from the Company's advisors, etc., and the reasonable costs relating to the professional advice of the Special Committee's advisors, etc. shall be borne by the Company); (c) the authority to receive from the Company's officers and employees and other persons deemed necessary by the Special Committee the information necessary for the examination and determination of the Transaction; (d) the authority to substantively participate in the process of negotiations regarding the terms of the Transaction, including by confirming the policy in advance, receiving timely reports on the status thereof, expressing opinions at important junctures, and giving instructions or requests, among other means, as well as the authority to directly conduct negotiations itself as necessary, and (e) the authority not to support the Transaction under the terms of the Transaction if it determined that such terms were not appropriate. The compensation of each member of the Special Committee consists solely of a fixed amount payable regardless of whether the Transaction is consummated, and does not include any success fee contingent upon the announcement or completion of the Transaction.

Based on the authority set forth in (b) above, the Special Committee selected, on July 22, 2026, Nagashima Ohno & Tsunematsu as its own legal advisor independent of the Company and the Tender Offer-Related Parties, and, on July 30, 2026, selected Plutus Consulting as its financial advisor and third-party valuator. The Special Committee determined that, by selecting its own advisors in addition to the Company's advisors, it could secure a framework for obtaining professional advice from a position independent of the Company, thereby enabling a more effective examination of the Advisory Matters. Neither Plutus Consulting nor Nagashima Ohno & Tsunematsu falls under the category of a related party of the Company and the Tender Offer-Related Parties, and neither has any material interest that should be disclosed with respect to the Transaction, including the Tender Offer. In addition, the compensation to be paid to Plutus Consulting and Nagashima Ohno & Tsunematsu in connection with the Transaction is, in each case, payable regardless of whether the Transaction is consummated, and does not include any success fee contingent upon the announcement or completion of the Transaction.

(ii) Background to the review by the Special Committee

The Special Committee held a total of 30 meetings from July 22, 2026 to November 19, 2026, and conducted careful reviews and discussions on the Advisory Matters.

Specifically, the Special Committee first confirmed, on July 22, 2026, that there were no issues with respect to the independence from the Company and the Tender Offer-Related Parties and the expertise of Anderson Mori & Tomotsune as the legal advisor and Daiwa Securities as the financial advisor and third-party valuator, and approved the appointment of each of them as the Company's advisors and third-party valuator prior to such appointment by

the Company. The Special Committee also confirmed that it would obtain professional advice from the Company's advisors, etc., as necessary. Furthermore, the Special Committee received an explanation from the Company regarding the internal review structure established by the Company for reviewing the Transaction, and confirmed and approved that there were no issues from the perspective of independence and fairness.

In addition, as described in "(i) Background to the establishment of the Special Committee" above, the Special Committee selected Nagashima Ohno & Tsunematsu as its own legal advisor on July 22, 2026, and Plutus Consulting on July 30, 2026, in each case after confirming that there were no issues with respect to their independence from the Company and the Tender Offer-Related Parties, as well as their expertise.

The Special Committee received from Nagashima Ohno & Tsunematsu an explanation of the background requiring the establishment of a special committee and the role of a special committee, among other matters, and received legal advice regarding the process and method of decision-making relating to the Transaction and other matters to be noted in making decisions relating to the Transaction. The Special Committee also received an explanation from Anderson Mori & Tomotsune, the Company's legal advisor, regarding the measures to be taken to ensure the fairness of the procedures in the Transaction, and reviewed such measures based on the foregoing. In addition, the Special Committee collected and reviewed various materials submitted by the Proposers and the Company, as well as other necessary information and materials, and, as described in "(ii) Background to review and negotiations" under "(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor" under "(2) Grounds and reasons for the opinion" above, received explanations and conducted a question-and-answer session regarding the content, background, significance and purpose of the Transaction, the measures planned to be implemented after the Transaction, and the background to Mr. Ide's decision to implement the Transaction jointly with MBKP, through written questions to the Proposers and interviews with the Proposers.

In addition, as described in the same "(ii) Background to review and negotiations," the Special Committee conducted interviews with the Company's directors and executive officers regarding the background and purpose of the Transaction, the reasons the Company considers the Transaction necessary, and the Company's understanding of the management structure after the implementation of the Transaction and the measures planned to be implemented, among other matters.

In addition, the Special Committee confirmed that the Business Plan was prepared by persons independent of the Tender Offer-Related Parties, and, as described in the same "(ii) Background to review and negotiations," received explanations from the Company on multiple occasions, requested additional verification from the Company, and ultimately confirmed and approved the reasonableness of the final content of the Business Plan, its material assumptions, and the process of its preparation.

In addition, the Special Committee received from Plutus Consulting an explanation regarding the valuation of the share value of the Company Shares, and received advice from a financial perspective regarding the content and assumptions of the Business Plan and the level of the Tender Offer Price proposed by the Proposers. The Special Committee received the Share Valuation Report (Plutus Consulting) from Plutus Consulting on November 19, 2026, received an explanation of the valuation methods, material assumptions, and valuation results, conducted a question-and-answer session, and confirmed the reasonableness thereof. Furthermore, the Special Committee received the Fairness Opinion from Plutus Consulting on November 19, 2026 (for details of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, please refer to "(II) Obtainment by the Special Committee of a share valuation report and an opinion regarding share valuation (a fairness opinion) from an independent third-party valuator" above). As described in "(ii) Background to review and negotiations" under "(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor" under "(2) Grounds and reasons for the opinion" above, since the Company received a proposal from the Proposers on October 6, 2026 setting the Tender Offer Price at 900 yen, the Special Committee has, based on advice from a financial perspective received from Plutus Consulting reflecting the results of the valuation of the Company Shares, legal advice received from Nagashima Ohno & Tsunematsu, advice from a financial perspective and advice regarding the negotiation policy with the Proposers, among other matters, received from Daiwa Securities, the

Company's financial advisor and third-party valuator, and advice from Anderson Mori & Tomotsune regarding the content of the measures to ensure the fairness of the Transaction and to avoid conflicts of interest, repeatedly examined the Tender Offer Price through fair procedures excluding the influence of the Proposers, determined the negotiation policy on its own, and substantively participated in the process of negotiations with the Proposers regarding the terms of the transaction through Daiwa Securities. Further, even after being informed that AVI and KC intended to tender their Company Shares in the Tender Offer on the premise that the Tender Offer Price would be 1,000 yen, the Special Committee continued the price negotiations and, on November 12, 2026, conducted a negotiation to secure a higher tender offer price by, among other things, directly requesting an increase in the price during an online meeting with the Proposers.

(iii) Details of the determination of the Special Committee

Under the circumstances described above, the Special Committee, having conducted careful discussions and reviews on the Advisory Matters while taking into account the legal advice received from Nagashima Ohno & Tsunematsu, the advice from a financial perspective received from Plutus Consulting, and the content of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion submitted on November 19, 2026, submitted the Report to the Company's Board of Directors on November 19, 2026, with the unanimous approval by all the members of the Special Committee. For the details of the Report, please refer to Attachment 1. In addition, the Special Committee is scheduled to be consulted again by the Company's Board of Directors, at the time the Tender Offer commences, as to whether there is any change to the opinion in the Report.

For details of the Special Committee's verification regarding the background to Mr. Ide's decision to implement the Transaction jointly with MBKP, please refer to "(ii) Background to review and negotiations" under "(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor" under "(2) Grounds and reasons for the opinion" above.

(VII) Unanimous approval of all disinterested directors (including directors who are audit and supervisory committee members) of the Company

Based on the legal advice received from Anderson Mori & Tomotsune, advice from a financial perspective received from Daiwa Securities, and the contents of the obtained Share Valuation Report (Daiwa Securities), as well as the contents of the share valuation report received by the Special Committee from Plutus Consulting on November 19, 2026 (the "Share Valuation Report (Plutus Consulting)") and the Fairness Opinion submitted through the Special Committee, and giving the utmost respect to the contents of the Report, the Company carefully examined the terms of the Transaction, including the Tender Offer. As a result, as stated in "(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor" in "(2) Grounds and reasons for the opinion" above, at its Board of Directors meeting held today, all the directors of the Company participating in the deliberations and resolution (9 directors out of the 10 total directors, excluding Mr. Ide) resolved, as its opinion as of today, to express an opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer and that the holders of the ADRs deliver their ADRs to the Depositary Banks in advance, receive the Company Shares related to the ADSs represented by such ADRs, and tender such Company Shares in the Tender Offer. In addition, at the above-mentioned meeting of the Board of Directors, the Company also resolved, prior to the commencement of the Tender Offer, to request the Special Committee to examine whether there has been any change in the opinion expressed by the Special Committee to the Company's Board of Directors as of November 19, 2026, and to state, if there has been no change, that its opinion remains unchanged, or, if there has been any change, its revised opinion; and, based on such opinion, to express its opinion regarding the Tender Offer again at the time of the commencement of the Tender Offer.

Furthermore, of the Company's directors, Mr. Ide, who is the proposer of the Transaction, is expected to indirectly own the Company's equity interest after the Transaction through the Mr. Ide Reinvestment, and is also expected to continue to be involved in the management of the Company as its President and Representative

Director (CEO) even after the Transaction, and as such, in order to avoid any suspicion of a conflict of interest and ensure the fairness of the Transaction, Mr. Ide did not participate in any of the deliberations and resolutions at the above-mentioned meeting of the Board of Directors, and after providing an explanation to the Company's directors regarding the consideration of the Transaction on June 24 and 25, 2026, he has not participated in any discussions and negotiations with the Proposers on behalf of the Company in connection with the Transaction.

(VIII) Establishment of an independent review system in the Company

From the perspective of eliminating the issues of structural conflicts of interest, the Company established an internal review system for reviewing, negotiating, and making decisions regarding the Transaction from a position independent from the Proposers. Specifically, of the Company's directors, Mr. Ide has participated in the discussion on the Transaction with MBKP and he is expected to indirectly own the Company's equity interest after the Transaction through the Mr. Ide Reinvestment and continue to be involved in the management of the Company as its President and Representative Director (CEO) even after the Transaction, and as such, from the perspective of avoiding any suspicion of a conflict of interest and ensuring the fairness of the Transaction, he has not participated in any of the deliberations and resolutions of the Board of Directors after providing an explanation to the Company's directors regarding the consideration of the Transaction on June 24 and 25, 2026, including the resolutions at such Board of Directors meeting of the Company dated July 10, 2026 concerning the establishment of the Special Committee, and he has not participated in any discussions and negotiations with the Proposers on behalf of the Company. The review system shall be composed solely of officers and employees (four employees of the Company) who are all considered independent from the Proposers, and such arrangement has been maintained until today.

The review system established in the Company for the Transaction, including such arrangement, specifically, the scope and duties of the officers and employees involved in the review, negotiations, and determinations regarding the Transaction (including duties requiring a high degree of independence, such as preparation of the Business Plan based on which the valuation of the Company Shares will be conducted) are based on advice from Anderson Mori & Tomotsune, and the Company has obtained the approval of the Special Committee that there are no problems from the perspective of independence and fairness.

(IX) Setting the minimum number of shares to be purchased that satisfies the Majority of Minority

As described in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" above, the Tender Offeror has set 88,349,600 shares (ownership ratio: 66.53%) as the minimum number of shares to be purchased in the Tender Offer, and if the total number of the Tendered Share Certificates, etc. is less than the minimum number of shares to be purchased (88,349,600 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. According to the Tender Offeror, in the Tender Offer, the number of shares equivalent to a majority of the Company Shares held by the shareholders of the Company who do not have any interest relationship with the Tender Offeror, the so-called MoM will be 62,122,716 shares, which corresponds to a majority of the number of shares obtained by deducting the Company Shares held by Mr. Ide (155,953 shares) and the Company Shares held by SESP (8,398,400 shares) from the Reference Number of Shares (132,799,784 shares). The Tender Offeror states that the number obtained by deducting the number of shares that SESP, which has an interest relationship with the Tender Offeror, has agreed to tender from the minimum number of shares to be purchased in the Tender Offer (88,349,600 shares) is 79,951,200 shares, which will exceed the number equivalent to the MoM. As a result, if the approval of a majority of the Company's shareholders who do not have any interest relationship with the Tender Offeror is not obtained, the Tender Offeror will not proceed with the Transaction, including the Tender Offer, and the Tender Offeror believes that this reflects the importance placed on the intentions of the Company's general shareholders. AVI and KC are each independent third parties who do not have any interest relationship with the Tender Offeror, and the Tender Agreement (AVI) and the Tender Agreement (KC) were executed based on sincere discussions and negotiations between the Tender Offeror, AVI and KC as independent parties, and accordingly, the Tender Offeror believes that the fact that the Tender Agreement (AVI) and the Tender Agreement (KC) have been made and entered into does not cause AVI and KC to fall under the Company's shareholders who have an interest relationship with the

Tender Offeror for purposes of the MoM's determination. The Company also believes that, as described above, it is reasonable to treat AVI and KC as not constituting the Company's shareholders who have an interest in the Tender Offeror and that setting such minimum number of shares to be purchased respects the intentions of the Company's general shareholders and contributes to ensuring the fairness of the Transaction, and the Special Committee likewise evaluates the matter in the same manner.

(X) Securing of objective conditions that ensure the fairness of the Tender Offer

The Tender Offeror announced today its intention to commence the Tender Offer and intends to commence the Tender Offer after the Tender Offer Conditions Precedent have been satisfied, and further intends to set the Tender Offer Period at no less than 20 business days, the shortest period prescribed by applicable laws and regulations. In this way, during the period from today's announcement until the commencement of the Tender Offer and throughout the Tender Offer Period, the Tender Offeror intends to ensure the fairness of the Tender Offer by securing an opportunity for all of the Company's shareholders and the holders of the ADRs to make an appropriate decision regarding whether to tender their shares in the Tender Offer, as well as an opportunity for a competing acquisition offeror to make a counteroffer or other competing acquisition proposal with respect to the Company Shares. Furthermore, as described in "(I) The Tender Offer Agreement" in "(6) Material agreements regarding the Tender Offer" below, the Tender Offer Agreement stipulates the Company's obligation to maintain its opinion in favor of the Tender Offer and imposes limitations on the provision of information and engagement in discussions with respect to a competing transaction. However, contact and verification to the extent necessary to determine whether a proposal from a third party constitutes an Eligible Competing Proposal are permitted, and with respect to an Eligible Competing Tender Offer or an Eligible Competing Proposal that meets certain conditions, the Company is permitted to provide information, consult, and negotiate with such third party. Furthermore, with respect to an Eligible Competing Tender Offer or a legally binding Eligible Competing Proposal that meets certain conditions, the Company may request discussions with the Tender Offeror; and if the Tender Offeror does not resubmit a revised offer price equal to or higher than the relevant offer price within a prescribed period, the Company shall not be subject to the obligation to maintain its opinion in favor of the Tender Offer or the obligation related to the restrictions on competing transactions. Given these exceptions, the Company believes that the agreed terms of the Tender Offer Agreement cannot be said to unduly hinder the opportunity for a competing proposal that is more favorable to the Company's shareholders. For the overview of the Tender Offer Agreement, please refer to "(I) The Tender Offer Agreement" in "(6) Material agreements regarding the Tender Offer" below. In this manner, indirect market checks will be conducted by setting the Tender Offer Period as described above and by securing opportunities for making a counter offer, etc. In this way, the Company takes care to ensure the fairness of the Tender Offer. In the Transaction, no so-called active market check has been conducted. The Special Committee had also been considering measures to enable the immediate implementation of an active market check in the event that it determined that the Proposers had not presented a tender offer price at a sufficient level. However, the Special Committee determined that not conducting any active market check will contribute to the interests of the Company's general shareholders, taking into account the following reasons: (I) the Company's corporate value depends significantly on long-term technical and business cooperative relationships with certain major customers, and if the bidding process, etc. is commenced, this could become publicly known, thereby undermining such major customers' confidence in the stability of the Company's management and, in turn, potentially impairing the Company's corporate value; (II) if such information spreads and the market price of the Company Shares rises temporarily, there might no longer be any candidate capable of taking the Company Shares private on the basis of such share price level, and as a result, the opportunity itself to enhance the Company's corporate value through taking the Company Shares private might be lost; (III) the prolonged process might further divert management resources of the Company's directors and employees, which should otherwise be devoted to the Company's core business operations; and (IV) on the other hand, in light of the circumstances set forth below, even if no active market check is conducted, opportunities for making a counteroffer, etc. are considered to be secured to a considerable extent with respect to the Company Shares.

When reviewing item (I) above, the Special Committee has conducted such review and reached its conclusions

with the understanding that SESP is expected to continue to directly or indirectly own the Company's equity interest even after the Transaction. In addition, according to the Proposers, the Samsung Group, including SESP, has not been involved in determining the Tender Offer Price.

Additionally, in making the above determination in (IV), the Special Committee believes that opportunities to make competing acquisition proposals will remain available even after the announcement of the Tender Offer for the following reasons: (A) as described in "(ii) Background to review and negotiations" under "(III) Decision-making process leading to the Company's decision to support the Tender Offer and the reasons therefor" in "(2) Grounds and reasons for the opinion" above, since September 2024, multiple private equity funds, including MBKP, have contacted Mr. Ide and Mr. Kojima respectively in connection with the discussions concerning the Company's capital strategy and the provision of management support, and initial exchanges of opinions regarding the Company's business operations, future management policies, and core technologies have taken place; and (B) the Tender Offer is scheduled to commence after a considerable period has elapsed from today's announcement, and a sufficient period for consideration will be secured for the Company's shareholders and competing acquisition offerors during the period from today's announcement until the commencement of the Tender Offer and throughout the Tender Offer Period. In addition, as stated above, under the Tender Offer Agreement, contact and verification to the extent necessary to determine whether a proposal qualifies as an Eligible Competing Proposal, as well as the provision of information to the proposer of a competing proposal, consultations, and negotiations, among other actions, are permitted under certain conditions. However, the Special Committee has decided to ensure the appropriateness of the terms of the Transaction by, among other measures, obtaining a share valuation report and a fairness opinion from an independent third-party valuator described in "(II) Obtainment by the Special Committee of a share valuation report and an opinion regarding share valuation (a fairness opinion) from an independent third-party valuator" above, and to continue negotiating on its own regarding the level of the Tender Offer Price, with the understanding that none of the prior preliminary exchanges of views described in (A) above was a process in which the Company or the Special Committee requested multiple candidates to present the price and other specific terms of the Transaction and conducted a comparative review, on the premise that the Transaction will be implemented.

(4) Policy regarding reorganization, etc. following completion of the Tender Offer

As described in "(I) Overview of the Tender Offer" under "(2) Grounds and reasons for the opinion" in "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." above, if the Tender Offer is successfully completed but the Tender Offeror is unable to acquire all of the Company Shares (excluding the treasury shares held by the Company and the Shares Agreed Not to Be Tendered) and all of the ADRs through the Tender Offer, the Tender Offeror intends to implement the Squeeze-Out Procedures for the purpose of taking the Company Shares private with the aim of acquiring all of the Company Shares (excluding the treasury shares held by the Company) and all of the ADRs by the following measures after the completion of the Tender Offer.

(I) Share cash-out demand

If, after the successful completion of the Tender Offer, the total number of voting rights of the Company owned by the Tender Offeror is equal to or exceeds 90% of the number of voting rights of all of the shareholders of the Company and the Tender Offeror becomes a special controlling shareholder prescribed in Article 179, Paragraph 1 of the Companies Act, the Tender Offeror will, promptly after the completion of the settlement of the Tender Offer and under the provisions of Part II, Chapter II, Section 4-2 of the Companies Act, make a demand to all of the shareholders of the Company (excluding the Tender Offeror and the Company) (the "Selling Shareholders") to sell all of the Company Shares they own (the "Demand for Share Cash-Out"). In the Demand for Share Cash-Out, the Tender Offeror intends to provide that an amount equivalent to the Tender Offer Price will be delivered to the Selling Shareholders as consideration for each of the Company Shares. In such case, the Tender Offeror will notify the Company to that effect and request the Company's approval of the Demand for Share Cash-Out. If the Company approves the Demand for Share Cash-Out by a resolution of its Board of Directors, the Tender Offeror will acquire all of the Company Shares owned by all of the Selling Shareholders on the acquisition date specified in the Demand for Share Cash-Out in

accordance with the procedures prescribed by relevant laws and regulations and without requiring the individual approval of the shareholders of the Company. In that case, the Tender Offeror intends to deliver to each Selling Shareholder an amount equivalent to the Tender Offer Price as consideration for each of the Company Shares owned by each Selling Shareholder.

Furthermore, if the Company receives a notice from the Tender Offeror of its intention to make the Demand for Share Cash-Out and of the matters set out in each item of Article 179-2, Paragraph 1 of the Companies Act, the Company's Board of Directors intends to approve the Demand for Share Cash-Out. Moreover, since the Company Shares subject to the Demand for Share Cash-Out include the Company Shares represented by the ADRs and held by the Depositary Banks, if the above approval is obtained, an amount of money equal to the Tender Offer Price multiplied by the number of such Company Shares will be delivered to the Depositary Banks. With respect to the Companies Act provisions intended to protect the rights of general shareholders in connection with the Demand for Share Cash-Out, it is provided that the shareholders of the Company who do not tender their shares in the Tender Offer (excluding the Tender Offeror and the Company) may petition a court for a determination of the purchase price of the Company Shares held by them in accordance with Article 179-8 of the Companies Act and other relevant laws and regulations. If such petition is filed, the purchase price of the Company Shares will ultimately be determined by the court.

If a holder of the ADRs intends to file a petition to determine the price, such holder must deliver its ADRs to the Depositary Banks and receive the Company Shares deposited with the Depositary Banks, and then file such petition in accordance with Article 179-8 of the Companies Act and other applicable laws and regulations.

(II) Share Consolidation

If, after the successful completion of the Tender Offer, the Tender Offeror holds less than 90% of the total number of voting rights of all shareholders of the Company, the Tender Offeror plans to request that the Company hold an extraordinary general shareholders meeting (the "Extraordinary Shareholders Meeting") promptly after the completion of settlement of the Tender Offer, with the agenda to include a proposal to consolidate the Company Shares pursuant to Article 180 of the Companies Act (the "Share Consolidation") and a proposal to partially amend the Company's Articles of Incorporation to abolish the provisions regarding the number of shares constituting one unit, subject to the Share Consolidation becoming effective. The timing of the Extraordinary Shareholders Meeting has not yet been determined at this time. While it will depend on the timing of the successful completion of the Tender Offer, at this time, the Tender Offeror plans to request that the Company hold such meeting around mid-May 2027, if the Tender Offer can commence in mid-February 2027. If the Company receives such a request from the Tender Offeror, the Company plans to comply with the request. The Tender Offeror and Mr. Ide plan to vote in favor of each of the above-mentioned proposals at the Extraordinary Shareholders Meeting.

If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders Meeting, on the date on which the Share Consolidation becomes effective, the shareholders of the Company will own the number of the Company Shares in accordance with the Share Consolidation ratio approved at the Extraordinary Shareholders Meeting. If the number of shares resulting from the Share Consolidation results in fractions of less than one share, the money obtained by selling the Company Shares to the Company or the Tender Offeror in a number equivalent to the total sum of such fractional shares (if the total sum includes fractional shares of less than one share, such sum shall be rounded down to the nearest whole number; hereinafter the same shall apply) will be delivered to shareholders of such fractional shares of the Company in accordance with the procedures stipulated in Article 235 of the Companies Act and other relevant laws and regulations. With respect to the sales price for the Company Shares in the number equivalent to the total sum of such fractional shares, the Tender Offeror plans to calculate such price so that the amount of money delivered as a result of such sale to the shareholders of the Company that did not tender their shares in the Tender Offer (excluding the Tender Offeror and the Company) will be equal to the amount calculated by multiplying the Tender Offer Price by the number of the Company Shares held by each such shareholder, and request that the Company file a petition for permission for sale by private contract with the court. Further, although the ratio of the Share Consolidation is undecided as of today, the Tender Offeror plans to request that the Share Consolidation ratio be determined so that the number of the Company Shares held by the shareholders of the Company that do not tender shares in the Tender

Offer (excluding the Tender Offeror and the Company) will be a fraction of less than one share to ensure that the Tender Offeror will own all of issued Company Shares (excluding the treasury shares held by the Company). If the above determination is made, the number of Company Shares that the Depositary Banks will hold after the Share Consolidation is also expected to be a fraction of less than one share because the Company Shares subject to the Share Consolidation include the Company Shares represented by the ADRs and held by the Depositary Banks.

As a provision for the purpose of protecting the rights of general shareholders in connection with the Share Consolidation, if the Share Consolidation results in fractions of less than one share, the Companies Act provides that the shareholders of the Company who do not tender shares in the Tender Offer (excluding the Tender Offeror and the Company) may demand that the Company purchase all of their shares that constitute fractions of less than one share at a fair price, and may file a petition with the court to determine the price of the Company Shares, in accordance with the provisions of Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations.

As described above, in the Share Consolidation, since it is planned that the number of the Company Shares held by the shareholders of the Company who do not tender shares in the Tender Offer (excluding the Tender Offeror and the Company) will be a fraction of less than one share, shareholders of the Company who oppose the Share Consolidation (excluding the Tender Offeror and the Company) will be able to file such petition. If the above petition is filed, the purchase price of the Company Shares will be ultimately determined by the court. If a holder of the ADRs intends to make a demand for share purchase and file a petition to determine the price, such holder must deliver its ADRs to the Depositary Banks and receive the Company Shares deposited with the Depositary Banks, and then make such demand and file such petition in accordance with Article 182-4 and 182-5 of the Companies Act and other applicable laws and regulations.

With respect to each of the procedures described in (I) and (II) above, the method and timing of implementation may change depending on circumstances such as amendments to, enforcement of, or interpretations by the relevant authorities of applicable laws and regulations. However, even in such cases, it is planned that the method of delivering money to shareholders of the Company that do not tender shares in the Tender Offer (excluding the Tender Offeror and the Company) will be ultimately adopted, and in that case, the amount of money to be delivered to such shareholders of the Company will be calculated to be equal to the price obtained by multiplying the Tender Offer Price by the number of the Company Shares held by each such shareholder of the Company. In that case, the amount of money delivered to the Depositary Banks in connection with the Company Shares represented by the ADRs and held by the Depositary Banks shall likewise be the same, and each holder of the ADRs will receive from the Depositary Banks, in accordance with the deposit agreement and in proportion to the number of the ADRs held, an amount equal to the money received by the Depositary Banks converted into U.S. dollars (rounded to the nearest cent), less the Depositary Banks' fees and taxes, etc.

With respect to the Restricted Shares, the allotment agreement stipulates that (a) during the transfer restriction period, if the Share Consolidation (limited to cases where such Share Consolidation results in the grantee holding fractions of less than one Restricted Share) or the Demand for Share Cash-Out targeting the Company Shares is approved by a general shareholders meeting of the Company (provided, however, that the Demand for Share Cash-Out will be approved by the board of directors of the Company), the transfer restrictions on the number of Restricted Shares obtained (provided, however, that if the number includes fractional shares of less than one share, it shall be rounded down to the nearest whole number) by multiplying the number of Restricted Shares held by the grantee as of the Squeeze-Out Effective Date, by the number of months from the month that includes the delivery date of the Restricted Shares to the month that includes the Squeeze-Out Effective Date, divided by 12 (provided, however, that if the number exceeds 1, it shall be 1), will be lifted immediately before the business day preceding the Squeeze-Out Effective Date (provided, however, that only limited to the cases where the Squeeze-Out Effective Date arrives before the expiration of the transfer restriction period), and (b) on the business day immediately preceding the Squeeze-Out Effective Date, the Company will acquire all of the Restricted Shares for which transfer restrictions have not been lifted as of the same day without compensation. In the Squeeze-Out Procedures, it is planned that, in accordance with the provisions of (a) of the above allotment agreement, the Restricted Shares for which transfer restrictions have been lifted prior to the Squeeze-Out Effective Date shall be subject to the Demand for Share Cash-Out or the Share Consolidation, and

pursuant to the provisions of (b) of the above allotment agreement, the Restricted Shares for which transfer restrictions have not been lifted as of the business day immediately preceding the Squeeze-Out Effective Date will be acquired by the Company without compensation.

The Company will promptly announce the specific procedures to be taken, the timing of the implementation thereof, and other related information in cases described above, once these matters are decided upon consultation with the Tender Offeror.

The Tender Offer is in no way intended to solicit support from the Company's shareholders (including the holders of the ADRs) at the Extraordinary Shareholders Meeting. Additionally, the Company's shareholders (including the holders of the ADRs) should consult with their tax advisors at their own responsibility with respect to the tax treatment applicable to tendering shares in the Tender Offer or to the above procedures.

(5) Possibility of delisting, etc. and the reasons therefor

As of today, the Company Shares are listed on the Tokyo Stock Exchange Prime Market. However, since the Tender Offeror has not set the maximum number of shares to be purchased in the Tender Offer, if the Tender Offer is commenced, the Company Shares may be delisted through the prescribed procedures in accordance with the Tokyo Stock Exchange's delisting criteria as a result of the Tender Offer.

In addition, even if the Company Shares do not meet the delisting criteria at the time of completion of the Tender Offer, if the Tender Offeror implements the Squeeze-Out Procedures described in "(4) Policy regarding reorganization, etc., following completion of the Tender Offer" above after completion of the Tender Offer, the Company Shares will be delisted through the procedures prescribed by the Tokyo Stock Exchange in accordance with the Tokyo Stock Exchange's delisting criteria. After the delisting, the Company Shares will no longer be traded on the Tokyo Stock Exchange Prime Market.

(6) Material agreements regarding the Tender Offer

(I) The Tender Offer Agreement

The Company has entered into the Tender Offer Agreement with the Tender Offeror as of today in connection with the implementation of the Tender Offer. The outline of the Tender Offer Agreement is as follows.

(A) The Company shall, (i) on the date of execution of the Tender Offer Agreement, publicly announce a resolution of the Board of Directors expressing the Opinion in Favor and Recommendation to Tender at the Time of Announcement in accordance with applicable laws and regulations; and (ii) on the day immediately preceding the commencement date of the Tender Offer, adopt a resolution of the Board of Directors expressing the Opinion in Favor at the Time of Commencement, publicly announce the same in accordance with applicable laws and regulations, maintain the Opinion in Favor, and shall not change or withdraw the Opinion in Favor, nor adopt any resolution inconsistent with such Opinion in Favor.

(B) After the execution of the Tender Offer Agreement, the Company shall not, by itself or through any third party, with any person other than the Tender Offeror, (i) engage in any provision of information, proposal, solicitation, discussion, negotiation, agreement or execution of any contract for realizing any transaction that is reasonably determined to substantially compete with, be inconsistent with or conflict with the Transaction, or that may make the implementation thereof difficult (the "Competing Transaction"), and (ii) if any such act has already been commenced or is ongoing as of the time of execution of the Tender Offer Agreement, promptly cease such act (provided, however, that in the event that the Company receives a proposal, etc. concerning the Competing Transaction from any third party other than the Tender Offeror, it shall not be deemed a breach of this (B) for the Company to contact the person who made such proposal, etc., request additional information regarding such proposal, etc. (including clarification or specification of the terms thereof), and conduct any other necessary verifications to the extent necessary to determine whether such proposal, etc. qualifies as an Eligible Competing Proposal (as defined in (C) below)). In addition, if the Company receives any proposal, etc. concerning the Competing Transaction from any third

party other than the Tender Offeror, or becomes aware that such proposal, etc. specifically exists, the Company shall notify the Tender Offeror of such fact and the details of such proposal, etc. as promptly as practicable, and shall consult in good faith with the Tender Offeror regarding the response concerning such proposal, etc.

(C) Notwithstanding (B) above, if, after the execution of the Tender Offer Agreement, on or before the date that is five business days prior to the last date of the Tender Offer Period, (i) a tender offer for the Company Shares and ADRs (collectively, the "Company's Securities") for the purpose of taking the Company private (provided, however, that such tender offer must be one that specifies a minimum number of shares to be purchased that would ensure the privatization of the Company if such tender offer is successful) made by a person other than the Tender Offeror (the "Counter-Proposer") at a price (limited to cash) exceeding the Tender Offer Price (for the avoidance of doubt, if the Tender Offer Price is changed, this shall mean the amount as changed; hereinafter the same in this (C)) by 4% or more, and with terms and conditions that do not raise any doubt as to feasibility (including a reasonable expectation that the necessary funding to successfully take the Company private is secured and that the necessary permits and approvals required to take the Company private can be obtained within a reasonable period; the same shall apply hereinafter in this "(I) The Tender Offer Agreement") (the "Eligible Competing Tender Offer" for purposes of this "(I) The Tender Offer Agreement") is publicly announced or commenced, or (ii) a proposal for a tender offer for the Company's Securities for the purpose of taking the Company private at a price (limited to cash) exceeding the Tender Offer Price by 4% or more (limited to a sincere written proposal that clearly specifies the principal terms of the transaction, is concrete, and is reasonably deemed feasible based on the likelihood of securing funding for the tender offer, the likelihood of obtaining necessary approvals and licenses, and the likelihood of fulfilling the preconditions set forth in the proposal) (the "Eligible Competing Proposal" for purposes of this "(I) The Tender Offer Agreement") is made to the Company, the Company may provide information, make proposals, solicit, consult, or negotiate with the Counter-Proposer regarding an Eligible Competing Tender Offer or an Eligible Competing Proposal only if the Company is not in breach of its own obligations as set forth in (B) above.

(D) If (i) an Eligible Competing Tender Offer is announced or commenced, or (ii) the Company receives a legally binding proposal that qualifies as an Eligible Competing Proposal, has terms and conditions that do not give rise to any doubts as to its feasibility, and clearly and specifically sets forth the conditions precedent to commencing the transaction concerning such Eligible Competing Proposal, with it being reasonably determined that there is a high likelihood that all such conditions precedent will be satisfied by the last day of the Tender Offer Period, then, provided that the Company is not in breach of its obligations under (B) above, the Company may propose to engage in good-faith consultation with the Tender Offeror regarding how to respond. If the Company makes such a proposal, the Company shall consult with the Tender Offeror in good faith so that the Tender Offeror is afforded an opportunity to make a revised proposal regarding the Transaction. If, during the period up to and including the fourth business day counted from the day following the date on which the Company proposed consultation with the Tender Offeror, the Tender Offeror has not made a revised proposal to change the Tender Offer Price to an amount equal to or higher than the purchase price concerning the Eligible Competing Tender Offer or the Eligible Competing Proposal, the Company shall not be bound by the obligations set forth in (A) and (B) above (however, with respect to (B), not including the obligation regarding good-faith consultation), and the Tender Offeror or the Company may terminate the Tender Offer Agreement.

(E) In addition to the foregoing, the Company shall bear the following principal obligations: (I) to conduct and cause its subsidiaries to conduct their business in substantially the same manner as before and within the ordinary course of business with the due care of a prudent manager; (II) to provide the cooperation reasonably practicable in obtaining and maintaining the Clearance; (III) to permit access by the Tender Offeror to the Company, its subsidiaries and their respective officers and employees to the extent reasonably necessary; (IV) to cooperate to the extent reasonably practicable with the Tender Offeror's financing

arrangements; (V) to consult in good faith with the Tender Offeror regarding measures to obtain consents from the counterparties to material agreements including provisions requiring the other party's consent for the consummation of the Transaction; (VI) to notify the Tender Offeror if it becomes aware of any possible breach of its own representations and warranties or obligations, or any possible failure to satisfy any Tender Offer Conditions Precedent; and (VII) to make efforts to cause any undisclosed material facts of the Company to be disclosed or cease to exist.

(F) In addition, in summary, the Tender Offer Agreement provides for, among other things, (I) the Tender Offeror's implementation of the Tender Offer on the date separately agreed by the parties on or after the date on which all of the Tender Offer Conditions Precedent (for more information about the Tender Offer Conditions Precedent, please refer to the heading <Tender Offer Conditions Precedent>) have been satisfied or waived by the Tender Offeror, and, subject to the successful completion of the Tender Offer, the Company's implementation of the Squeeze-Out Procedures, (II) representations and warranties by the Tender Offeror and the Company (Note), (III) indemnification obligations in the event of any breach by the Tender Offeror or the Company of its own representations and warranties or obligations under the Tender Offer Agreement, and (IV) the grounds for termination of the Tender Offer Agreement including the following cases: (i) if the Tender Offer has not been commenced or has not been completed by May 31, 2027 (provided, however, that if the Tender Offer has not been commenced only because the Clearance has not been obtained, the procedures for obtaining the Clearance remain ongoing on the part of the Tender Offeror or the governmental authorities responsible for procedures concerning the Clearance, and there are no specific circumstances sufficient to conclude that obtaining the Clearance is not objectively and reasonably expected, such date shall be automatically extended by one month, and the same shall apply following any such extension (provided that no such extension shall result in such date falling after July 31, 2027; hereinafter referred to as the "Tender Offer Commencement Deadline" in this "(I) The Tender Offer Agreement")) due to any cause not attributable to the terminating party (the fact that the Tender Offer has not been successfully completed because the Tender Offer Period cannot be extended or is terminated by the Tender Offeror through withdrawal on the grounds that the settlement of the Tender Offer cannot be commenced by March 31, 2027, shall not fall within this until the Tender Offer Commencement Deadline arrives unless it is certain that the Tender Offer will not be commenced again by the Tender Offer Commencement Deadline); (ii) if the other party is in material breach of its representations and warranties; (iii) if the other party is in material breach of any of its obligations under the Tender Offer Agreement and such breach is not cured within 10 business days after written notice thereof; and (iv) if any insolvency proceedings are commenced with respect to the other party, or if a petition for the commencement of such proceedings is filed against the other party (provided, however, that this excludes a petition for the commencement of such proceedings filed by a third party without reasonable grounds).

(Note) In the Tender Offer Agreement, the Company has made representations and warranties to the Tender Offeror concerning (I) its existence and authority, (II) the execution and performance of the Tender Offer Agreement, (III) enforceability, (IV) the absence of any conflict with laws and regulations, (V) the absence of any relationship with anti-social forces, (VI) the absence of insolvency proceedings, (VII) the total number of issued shares of the Company, and (VIII) the absence of undisclosed material facts (as defined in Article 166, Paragraph 2 of the Act). The Tender Offeror has made representations and warranties to the Company regarding (I) its existence and authority, (II) the execution and performance of the Tender Offer Agreement, (III) enforceability, (IV) the absence of any conflict with laws and regulations, (V) the absence of any relationship with anti-social forces, and (VI) the absence of insolvency proceedings.

(II) Non-Tender Agreement (Mr. Ide)

According to the Tender Offeror, it has entered into the Non-Tender Agreement (Mr. Ide) with Mr. Ide as of today and has agreed to the following terms. Other than the Non-Tender Agreement (Mr. Ide) and the Shareholders

Agreement (Mr. Ide), no agreement regarding the Transaction has been entered into between the Tender Offeror and Mr. Ide, and no benefit will be provided by the Tender Offeror to Mr. Ide in connection with the Transaction other than the payment of the Tender Offer Price.

(A) Mr. Ide will not tender the Shares Agreed Not to Be Tendered that he holds as of the date of execution of the Non-Tender Agreement (Mr. Ide) in the Tender Offer. In addition, pursuant to the Non-Tender Agreement (Mr. Ide), from the date of execution of the Non-Tender Agreement (Mr. Ide) until the completion of the Transaction, Mr. Ide will not tender all or any part of the Shares Agreed Not to Be Tendered in any tender offer other than the Tender Offer, nor will he transfer them to or have them succeeded to by any third party, create any security interest in them, or otherwise dispose of them in any manner whatsoever.

(B) During the period from the execution date of the Non-Tender Agreement (Mr. Ide) to the completion of the Transaction, Mr. Ide will not, either directly or through any third party, engage in any contact, communication, provision of information, proposal, solicitation, discussion, negotiation, agreement, or execution of contract with any third party other than MBKP for the purpose of realizing any Competing Transaction. In addition, if Mr. Ide receives any proposal or similar communication regarding a Competing Transaction from any third party other than MBKP, or becomes aware that such a proposal or communication specifically exists, he will, as promptly as practicable, notify MBKP of such fact and the details of the proposal or communication to the extent known to him, and will discuss with MBKP in good faith regarding the response to such proposal or communication.

(C) In addition to the foregoing, in summary, the Non-Tender Agreement (Mr. Ide) provides for, among other things, (I) Mr. Ide's obligation to cooperate in the implementation of the Transaction, including the Squeeze-Out Procedures in the event that the Tender Offer is successfully completed (including the obligation to exercise voting rights in favor of the approval of the Share Consolidation at the general shareholders meeting), (II) the obligation to exercise shareholder rights in accordance with the Tender Offeror's instructions at any general shareholders meeting of the Company held on or before the effective date of the Squeeze-Out Procedures, or for which the record date is on or before the day immediately preceding the effective date of the Squeeze-Out Procedures, (III) the obligation to indemnify the other party in the event of non-performance of obligations or a breach of representations or warranties (Note) under the Non-Tender Agreement (Mr. Ide), and (IV) the grounds for termination of the Non-Tender Agreement (Mr. Ide), including (i) termination by the Tender Offeror or by Mr. Ide in the event that the Tender Offer fails to be commenced by May 31, 2027 (or, if the Tender Offer has not been commenced solely because the Clearance has not yet been obtained, the procedures for obtaining the Clearance remain ongoing on the part of the Tender Offeror or the governmental authorities responsible for procedures concerning the Clearance, and there are no specific circumstances sufficient to conclude that obtaining the Clearance is not objectively and reasonably expected, such date shall be automatically extended by one month, and the same shall apply following any such extension, provided, however, that no such extension shall result in such date falling after July 31, 2027; hereinafter referred to as the "Tender Offer Commencement Deadline" in this "(II) Non-Tender Agreement (Mr. Ide)") or is not successfully completed, in each case for reasons not attributable to the terminating party, provided, however, that this does not apply to cases where the Tender Offer is terminated without being successfully completed due to withdrawal or the expiration of the Tender Offer Period until the Tender Offer Commencement Deadline arrives, unless it is certain that the Tender Offer will not be recommenced by the above date, and (ii) the occurrence of inheritance with Mr. Ide as the decedent. In addition, if the Tender Offeror decides not to commence the Tender Offer (including a decision not to commence the Tender Offer again after the Tender Offer has ended without successful completion), the Tender Offeror shall promptly notify Mr. Ide thereof, and Mr. Ide may terminate the Non-Tender Agreement (Mr. Ide) upon receipt of such notice, and if the Tender Offeror intends to commence the Tender Offer again after the Tender Offer has ended without successful completion, the Tender Offeror shall discuss in good faith with Mr. Ide in advance regarding the commencement date and other terms and conditions

thereof.

(Note) Under the Non-Tender Agreement (Mr. Ide), Mr. Ide has made representations and warranties to the Tender Offeror regarding (I) the execution and performance of the Non-Tender Agreement (Mr. Ide), (II) enforceability, (III) the absence of any conflict with laws and regulations, (IV) the absence of any relationship with anti-social forces, (V) the absence of insolvency proceedings, (VI) valid ownership of the Shares Agreed Not to Be Tendered, and (VII) disclosure of information. The Tender Offeror has made representations and warranties to Mr. Ide regarding (I) its existence and authority, (II) the execution and performance of the Non-Tender Agreement (Mr. Ide), (III) enforceability, (IV) the absence of any conflict with laws and regulations, (V) the absence of any relationship with anti-social forces, and (VI) the absence of insolvency proceedings.

(III) The Transaction Agreement (SESP)

According to the Tender Offeror, MBKP Fund has entered into the Transaction Agreement (SESP) with SESP as of today and has agreed to the following terms. Other than the Transaction Agreement (SESP) and the Shareholders Agreement (SESP), no agreement regarding the Transaction has been entered into between the Tender Offeror or MBKP Fund, on the one hand, and SESP, on the other hand, and, other than the payment of the Tender Offer Price, no benefit will be provided by the Tender Offeror or MBKP Fund to SESP in connection with the Transaction.

(A) SESP will, promptly after the commencement of the Tender Offer (and no later than five business days after the commencement of the Tender Offer), tender the Shares Agreed to Be Tendered by SESP that it holds as of the date of execution of the Transaction Agreement (SESP) in the Tender Offer, and will not withdraw such tender (provided, however, that SESP shall not be required to make such tender if doing so would violate applicable laws and regulations (including Article 166 of the Act), but that, to the extent permitted under applicable laws and regulations or the confidentiality obligations to which the Samsung Group is subject, if SESP becomes aware of any information concerning the Company (including material facts that have not been publicly announced as stipulated in Article 166 of the Act) or any other circumstances under which it is reasonably expected that SESP would be unable to make such tender under applicable laws and regulations, SESP shall promptly notify the MBKP Fund thereof and provide the MBKP Fund with information regarding such circumstances as reasonably requested by the MBKP Fund. In addition, SESP shall make commercially reasonable efforts to avoid causing any circumstances under which SESP would not be permitted to make such tender under such applicable laws and regulations.). In addition, from the date of execution of the Transaction Agreement (SESP) until the completion of settlement for the Tender Offer, SESP will not tender the Shares Agreed to Be Tendered by SESP in any tender offer other than the Tender Offer, nor will it effect any sale, transfer, assignment, succession, pledge, creation of any security interest, or disposition of the Shares Agreed to Be Tendered by SESP, or any rights related thereto, to or for the benefit of any third party.

(B) From the date of execution of the Transaction Agreement (SESP) until the completion of the Transaction, with respect to the Shares Agreed to Be Tendered by SESP, SESP will not, directly or indirectly, enter into, solicit, intentionally facilitate, negotiate, or provide information regarding any transaction with a third party that directly or indirectly competes with or is inconsistent with the Tender Offer or any other transaction contemplated by the Transaction Agreement (SESP). In addition, if SESP receives a bona fide proposal or offer from any third party other than MBKP Fund regarding the acquisition of the Shares Agreed to Be Tendered by SESP or a competing tender offer for the Shares Agreed to Be Tendered by SESP, SESP will notify MBKP Fund in writing of the material terms thereof within a reasonable period and will discuss in good faith with MBKP Fund regarding its response to such third party.

(C) SESP will, promptly after the execution of the Transaction Agreement (SESP), commence the procedures necessary to obtain the Clearance required to be obtained by SESP, and will use its best commercially reasonable efforts to obtain such Clearance as promptly as practicable (provided, however, that SESP will

have no obligation to agree to any condition, covenant, or mitigating measure that would impose a material burden on SESP), and MBKP Fund will provide, and cause the Tender Offeror Parent Company to provide, such information and cooperation as may be reasonably necessary for such purpose. In addition, SESP will promptly notify MBKP Fund upon obtaining the Clearance required to be obtained by SESP.

(D) MBKP Fund will not, without SESP's consent, allow the Tender Offeror to commence the Tender Offer before SESP obtains the Clearance required to be obtained by SESP (provided, however, that SESP will not unreasonably withhold such consent if it can reasonably be expected that the waiting period associated with the Clearance, which SESP is required to obtain, will expire by the end of the Tender Offer Period). In addition, MBKP Fund will not, without SESP's consent, cause the Tender Offeror to (i) lower the Tender Offer Price (provided, however, that this excludes any reduction in the Tender Offer Price, to the extent permitted under applicable tender offer regulations, resulting from the payment of dividends of surplus retained or other distributions to the Company's shareholders, or any decision to make any such payment or distribution) or (ii) make any change to the other terms and conditions of the Tender Offer that would be materially disadvantageous to SESP.

(E) In addition to the foregoing, in summary, the Transaction Agreement (SESP) provides for, among other things, (I) the implementation of the Squeeze-Out Procedures and the Absorption-Type Merger in the event that the Tender Offer is successfully completed, (II) the obligation to indemnify the other party in the event of a breach of the representations or warranties (Note) under the Transaction Agreement (SESP) or a material breach of the obligations under the Transaction Agreement (SESP), and (III) the grounds for termination of the Transaction Agreement (SESP), including: (i) where the Tender Offer fails to be successfully completed by the date falling 12 months after the date of execution of the Transaction Agreement (SESP) for reasons not attributable to the terminating party; (ii) in the event of termination by SESP, if the Tender Offer is withdrawn or fails to be completed for any other reason (provided, however, that if the MBKP Fund notifies SESP, within 10 business days of such withdrawal or failure to consummate the Tender Offer, of its intention to recommence the Tender Offer on terms not disadvantageous to SESP, SESP may terminate the Transaction Agreement (SESP) only if the Tender Offer is not recommenced within five months after such notice or by the date on which 12 months have elapsed from the date of execution of the Transaction Agreement (SESP), whichever is earlier); (iii) in the event of termination by SESP, if SESP is unable to obtain the required Clearance, or if such Clearance is granted subject to conditions that would impose a material burden on SESP; and (iv) where there has been a material breach by the other party of its representations, warranties, or obligations, and such breach is not cured within 10 business days after a written demand, notwithstanding the issuance of such demand.

(Note) Under the Transaction Agreement (SESP), SESP has made representations and warranties to MBKP Fund regarding (I) its existence and authority, (II) the absence of any conflict with laws and regulations, (III) permits and approvals, (IV) its ownership of the Shares Agreed to Be Tendered by SESP, and (V) the absence of any relationship with anti-social forces. In addition, MBKP Fund has made representations and warranties regarding (I) its existence and authority, (II) the absence of any conflict with laws and regulations, (III) permits and approvals, (IV) the fact that the Company does not constitute a real estate-related corporation, and (V) the absence of any relationship with anti-social forces.

(IV) The Tender Agreement (AVI)

According to the Tender Offeror, it has entered into the Tender Agreement (AVI) with AVI as of today and has agreed to the following terms. Other than the Tender Agreement (AVI), no agreement regarding the Transaction has been entered into between the Tender Offeror and AVI, and, other than the payment of the Tender Offer Price, no benefit will be provided by the Tender Offeror to AVI in connection with the Transaction.

(A) AVI will, as promptly as reasonably practicable after the commencement of the Tender Offer, tender the Shares Agreed to Be Tendered by AVI in the Tender Offer, and will not withdraw such tender, nor will it

terminate the agreement for the purchase of the Shares Agreed to Be Tendered by AVI resulting from such tender. In addition, AVI will not, directly or indirectly, transfer, create any security interest in, or otherwise dispose of all or any of the Shares Agreed to Be Tendered by AVI (including, but not limited to, tendering them in a tender offer other than the Tender Offer), or enter into any agreement to do so, nor will it acquire any Company Shares or any rights related to the Company Shares, or enter into any agreement to do so.

(B) (i) After the execution of the Tender Agreement (AVI), AVI will not engage in any contact, communication, provision of information, proposal, solicitation, discussion, negotiation, agreement, or execution of contract for the purpose of realizing any Competing Transaction, and (ii) if any such conduct has already commenced or is ongoing at the time of execution of the Tender Agreement (AVI), AVI will promptly cease such conduct. In addition, if AVI receives any proposal or similar communication regarding a Competing Transaction from any third party other than the Tender Offeror or becomes aware that such a proposal or communication specifically exists, it will, as promptly as practicable, notify the Tender Offeror of such fact and the details of the proposal or communication, and will discuss in good faith with the Tender Offeror regarding the response to such proposal or communication. AVI will cause the AVI Funds and Others to take all measures necessary to lawfully and validly perform the obligations set forth in (A) and (B) above with respect to the Shares Agreed to Be Tendered by AVI held by each of them.

(C) If, by the last day of the Tender Offer Period, any person other than the Tender Offeror commences a tender offer (provided, however, that no maximum number of shares to be purchased is set) (the "Eligible Competing Tender Offer" for purposes of this "(IV) The Tender Agreement (AVI)"), for all of the Company's Securities (excluding the treasury shares held by the Company) for the purpose of taking the Company private, at a price (limited to cash) exceeding the Tender Offer Price (for the avoidance of doubt, if the Tender Offer Price is changed, this shall mean the amount as changed; hereinafter the same in this (C)) by 4% or more, or if a specific, feasible and bona fide proposal (provided, however, that such proposal shall be limited to one for which equity commitment letters, financing commitment letters or other legally binding evidence of funding, or certificates of account balances, have been submitted in respect of the full amount of funds necessary to lawfully complete the privatization of the Company, and it is objectively and reasonably determined that such funds are certain to be secured) made in a legally binding written document committing to launch the Eligible Competing Tender Offer is submitted to the Company, AVI may request that the Tender Offeror discuss the response to such offer in good faith with AVI. In this case, the Tender Offeror and AVI will promptly discuss the response in good faith. In such event, if (i) the Tender Offeror does not change the Tender Offer Price to an amount equal to or greater than the offer price under the Eligible Competing Tender Offer within five business days from the day following the date on which AVI requested discussions with the Tender Offeror, and (ii) if AVI is not in breach of its obligations under the Tender Agreement (AVI) or applicable laws and regulations, AVI may refrain from tendering its shares in the Tender Offer or withdraw its tender of shares in the Tender Offer and accept the Eligible Competing Tender Offer.

(D) In addition to the foregoing, in summary, the Tender Agreement (AVI) provides for, among other things, (I) AVI's obligation not to exercise its shareholder rights from the date of execution of the Tender Agreement (AVI) until the commencement date of settlement for the Tender Offer and, if such rights have already been exercised, to revoke them, (II) AVI's obligation (provided, however, that the obligations set forth in (I) and (II) shall take effect retroactively as of the date of execution of the Tender Agreement (AVI) subject to obtaining the Clearance, and AVI will cause the AVI Funds and Others to take all measures necessary to lawfully and validly perform the obligations set forth in (I) and (II) above with respect to the Shares Agreed to Be Tendered by AVI held by each of them), in the event that any shareholders meeting of the Company is held for which the record date for the exercise of rights falls before the commencement date of settlement for the Tender Offer, to exercise voting rights and any other rights at such shareholders meeting in respect of the Shares Agreed to Be Tendered by AVI in accordance with the instructions of the Tender Offeror, (III) the obligation to indemnify the other party in the event of a breach of obligations or a breach of

representations or warranties (Note) under the Tender Agreement (AVI), and (IV) as the grounds for termination of the Tender Agreement (AVI), termination in the event that the Tender Offer fails to be commenced by May 31, 2027 (or, if the Tender Offer has not been commenced solely because the Clearance has not yet been obtained, the procedures for obtaining the Clearance remain ongoing on the part of the Tender Offeror or the governmental authorities responsible for procedures concerning the Clearance, and there are no specific circumstances sufficient to conclude that obtaining the Clearance is not objectively and reasonably expected, such date shall be automatically extended by one month, and the same shall apply following any such extension (provided, however, that no such extension shall result in such date falling after July 31, 2027); hereinafter referred to as the "Tender Offer Commencement Deadline" in this "(IV) The Tender Agreement (AVI)") or is not successfully completed (provided, however, that this does not apply to cases where the Tender Offer is terminated without being successfully completed due to withdrawal or the expiration of the Tender Offer Period, unless it is certain that the Tender Offer will not be recommenced by the Tender Offer Commencement Deadline).

(Note) Under the Tender Agreement (AVI), AVI has made representations and warranties concerning AVI to the Tender Offeror regarding (I) its existence and authority, (II) the execution and performance of the Tender Agreement (AVI), (III) enforceability, (IV) the absence of any conflict with laws and regulations, (V) the absence of any relationship with anti-social forces, (VI) the absence of insolvency proceedings, and (VII) the ownership of the Shares Agreed to Be Tendered by AVI. The Tender Offeror has made representations and warranties to AVI regarding (I) its existence and authority, (II) the execution and performance of the Tender Agreement (AVI), (III) enforceability, (IV) the absence of any conflict with laws and regulations, (V) the absence of any relationship with anti-social forces, and (VI) the absence of insolvency proceedings.

(V) The Tender Agreement (KC)

According to the Tender Offeror, it has entered into the Tender Agreement (KC) with KC as of today and has agreed to the following terms. Other than the Tender Agreement (KC), no agreement regarding the Transaction has been entered into between the Tender Offeror and KC, and, other than the payment of the Tender Offer Price, no benefit will be provided by the Tender Offeror to KC in connection with the Transaction.

(A) KC will, as promptly as reasonably practicable after the commencement of the Tender Offer (and by five business days before the last date of the Tender Offer Period), tender or cause to be tendered the Shares Agreed to Be Tendered by KC in the Tender Offer, and will not withdraw or cause the withdrawal of such tender, nor will it terminate or cause the termination of the agreement for the purchase of the Shares Agreed to Be Tendered by KC resulting from such tender. In addition, KC will not, directly or indirectly, transfer, create any security interest in, or otherwise dispose of all or any of the Shares Agreed to Be Tendered by KC (including, but not limited to, tendering them in a tender offer other than the Tender Offer), or enter into any agreement to do so, nor will it acquire any Company Shares or any rights related to the Company Shares, or enter into any agreement to do so.

(B) (i) After the execution of the Tender Agreement (KC), KC will not engage in any contact, communication, provision of information, proposal, solicitation, discussion, negotiation, agreement, or execution of contract for the purpose of realizing any Competing Transaction, and (ii) if any such conduct has already commenced or is ongoing at the time of execution of the Tender Agreement (KC), KC will promptly cease such conduct. In addition, if KC receives any proposal or similar communication regarding a Competing Transaction from any third party other than the Tender Offeror or becomes aware that such a proposal or communication specifically exists, it will, as promptly as practicable, notify the Tender Offeror of such fact and the details of the proposal or communication, and will discuss in good faith with the Tender Offeror regarding the response to such proposal or communication. KC will cause the KC Funds and Others to take all measures necessary to lawfully and validly perform the obligations set forth in (A) and (B) above with respect to the Shares Agreed to Be Tendered by KC held by each of them.

(C) If, by the last day of the Tender Offer Period (including the period prior to the commencement of the Tender Offer), without any proposal or solicitation by KC, any third party other than the Tender Offeror commences a tender offer (provided, however, that no maximum number of shares to be purchased is set) (the "Eligible Competing Tender Offer" for purposes of this "(V) The Tender Agreement (KC)") for all of the Company's Securities (excluding treasury shares held by the Company) for the purpose of taking the Company private, at a purchase price per share of common stock exceeding the Tender Offer Price by 4% or more, or if a specific, feasible and bona fide proposal (provided, however, that such proposal shall be limited to one for which (i) the minimum conditions precedent to commencing the Eligible Competing Tender Offer are clearly and specifically described, and it is objectively and reasonably determined that all such conditions are highly likely to be satisfied by the last day of the Tender Offer Period; (ii) equity commitment letters, financing commitment letters or other legally binding evidence of funding, or certificates of account balances, have been submitted in respect of the full amount of funds necessary to lawfully complete the privatization of the Company, and it is objectively and reasonably determined that such funds are certain to be secured; and (iii) the filings required under competition laws and regulations and investment control laws and regulations, as well as other procedures before governmental authorities necessary for the Eligible Competing Tender Offer and the privatization, have been analyzed on a reasonable basis, and it is objectively and reasonably determined that there is a reasonable prospect of completing such procedures, hereinafter referred to as the "Eligible Competing Proposal" in this "(V) The Tender Agreement (KC)") made in a legally binding written document committing to launch the Eligible Competing Tender Offer is submitted to the Company and the details of such Eligible Competing Proposal are subsequently publicly announced by the proposer, KC may request that the Tender Offeror discuss the response to such offer with KC. If KC conducts such discussions in good faith and, taking into account such discussions, the purchase price and other transaction terms of the Eligible Competing Tender Offer, the attributes of the party making the Eligible Competing Tender Offer, the certainty of completion of the transaction, and other circumstances, determines that accepting the Eligible Competing Tender Offer would be more favorable to KC than accepting the Tender Offer, and if KC reasonably determines that KC's failure to accept the Eligible Competing Tender Offer may constitute a breach of its obligations under any agreement to which KC is a party or under applicable laws and regulations, KC may notify the Tender Offeror to that effect in writing (which must set out, to a reasonable extent, the reasons for such determination) by the date falling five business days before the last day of the Tender Offer Period. In this case, (i) if the Tender Offeror does not change the Tender Offer Price to an amount equal to or greater than the purchase price under the Eligible Competing Tender Offer by the earlier of the date on which five business days have elapsed from the date of receipt of such written notice or the business day immediately preceding the last day of the Tender Offer Period, and (ii) if KC is not in material breach of its obligations under the Tender Agreement (KC) (a breach of the obligations set forth in (B) above is included in such material breaches), KC may refrain from tendering its shares in the Tender Offer or withdraw its tender of shares in the Tender Offer and accept the Eligible Competing Tender Offer. In this case, KC may terminate the Tender Agreement (KC) by written notice to the Tender Offeror and shall have no obligation to pay any damages, penalty, or any other amount whatsoever, in connection with such termination, not tendering its shares in the Tender Offer, withdrawing its tender, or tendering its shares in the Eligible Competing Tender Offer. If the Tender Offeror changes the Tender Offer Price within the period specified in (i) above and the purchase price under the Eligible Competing Tender Offer is subsequently increased to an amount that exceeds the changed Tender Offer Price by 4% or more, the provisions of this (C) shall apply again.

(D) In addition to the foregoing, in summary, the Tender Agreement (KC) provides for, among other things, (I) KC's obligation not to exercise its shareholder rights from the date of execution of the Tender Agreement (KC) until the commencement date of settlement for the Tender Offer and, if such rights have already been exercised, to revoke them, (II) KC's obligation (provided, however, that the obligations set forth in (I) and (II) shall take effect retroactively as of the date of execution of the Tender Agreement (KC) subject to

obtaining the Clearance, and KC will cause the KC Funds and Others to take all measures necessary to lawfully and validly perform the obligations set forth in (I) and (II) above with respect to the Shares Agreed to Be Tendered by KC held by each of them), in the event that any shareholders meeting of the Company is held for which the record date for the exercise of rights falls before the commencement date of settlement for the Tender Offer, to exercise or cause to exercise voting rights and any other rights at such shareholders meeting in respect of the Shares Agreed to Be Tendered by KC in accordance with the instructions of the Tender Offeror to the extent permitted by applicable laws and regulations, (III) the obligation to indemnify the other party in the event of a breach of obligations or a breach of representations or warranties (Note) under the Tender Agreement (KC), and (IV) as the grounds for termination of the Tender Agreement (KC), (i) termination in the event that the Tender Offer fails to be commenced by May 31, 2027 (or, if the Tender Offer has not been commenced solely because the Clearance has not yet been obtained, the procedures for obtaining the Clearance remain ongoing on the part of the Tender Offeror or the governmental authorities responsible for procedures concerning the Clearance and there are no specific circumstances sufficient to conclude that obtaining the Clearance is not objectively and reasonably expected, such date shall be automatically extended by one month, and the same shall apply following any such extension (provided, however, that no such extension shall result in such date falling after July 31, 2027; hereinafter referred to as the "Tender Offer Commencement Deadline" in this "(V) The Tender Agreement (KC)")) or is commenced but not successfully completed (provided, however, that the fact that the Tender Offer has not been successfully completed because the Tender Offer Period cannot be extended or is terminated by the Tender Offeror through withdrawal by the Tender Offeror on the grounds that the settlement of the Tender Offer cannot be commenced by March 31, 2027, shall not fall within this unless it is certain that the Tender Offer will not be recommenced by the Tender Offer Commencement Deadline) and (ii) cases where there is any material breach of representations and warranties or the Tender Agreement (KC), and such breach is not cured within 10 business days after notice demanding its correction.

(Note) Under the Tender Agreement (KC), KC has made representations and warranties concerning KC to the Tender Offeror regarding (I) its existence and authority, (II) the execution and performance of the Tender Agreement (KC), (III) enforceability, (IV) the absence of any conflict with laws and regulations, (V) the absence of any relationship with anti-social forces, (VI) the absence of insolvency proceedings, and (VII) the holding of the Shares Agreed to Be Tendered by KC. The Tender Offeror has made representations and warranties to KC regarding (I) its existence and authority, (II) the execution and performance of the Tender Agreement (KC), (III) enforceability, (IV) the absence of any conflict with laws and regulations, (V) the absence of any relationship with anti-social forces, and (VI) the absence of insolvency proceedings.

(7) Other material matters regarding the Tender Offer

As set forth above in "(I) Overview of the Tender Offer," under "(2) Grounds and reasons for the opinion" in "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." the Tender Offeror has entered into the Non-Tender Agreement (Mr. Ide) with Mr. Ide and has agreed to implement the Mr. Ide Reinvestment on or after the date on which the consideration for the Squeeze-Out Procedures is received. Furthermore, the MBKP Fund has entered into the Transaction Agreement (SESP) with SESP and has agreed to implement the SESP Reinvestment within five business days after completion of the settlement for the Tender Offer. In addition, the Tender Offeror plans to implement the Absorption-Type Merger after completion of the Squeeze-Out Procedures.

4. Granting of benefits by the Tender Offeror or other special related parties

Not applicable.

5. Response policy on the basic policy relating to company control

Not applicable.

6. Questions for the Tender Offeror

Not applicable.

7. Request for extension of the tender offer period

Not applicable.

8. Future prospects

Please refer to "(ii) Management policy after the Tender Offer, etc." in "(II) Background, purpose, and decision-making process that led to the Tender Offeror's decision to implement the Tender Offer, and management policy after the Tender Offer, etc." in "(2) Grounds and reasons for the opinion" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc.", "(4) Policy regarding reorganization, etc. following completion of the Tender Offer", and "(5) Possibility of delisting, etc. and the reasons therefor" above.

9. Matters relating to the MBO, etc.

(1) Applicability to the MBO, etc.

Mr. Ide is an officer of the Company, and "Matters to be Observed Pertaining to MBOs, etc." as prescribed in Article 441 of the Tokyo Stock Exchange's Securities Listing Regulations apply to the Transaction, including the Tender Offer.

(2) Matters relating to the measures to ensure fairness and measures to avoid conflicts of interest

As stated in "(3) Measures to ensure fairness of the Tender Offer" in "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." above, the Company has taken measures to ensure fairness and measures to avoid conflicts of interest with respect to the Transaction, including the Tender Offer.

(3) Opinion of the Special Committee that the Transaction is fair to the general shareholders

As stated in "(VI) Establishment of an independent special committee by the Company and obtainment of a report therefrom" in "(3) Measures to ensure fairness of the Tender Offer" under "3. Details of, and grounds and reasons for, the opinion on the Tender Offer, etc." above, the Company has received the Report from the Special Committee to the effect that the Transaction, including the Tender Offer, is fair to the general shareholders of the Company. For the details of the Report, please refer to Attachment 1.

10. Other matters

(1) Announcement of "Consolidated Financial Results for the Second Quarter (Interim Period) of the Fiscal Year Ending March 31, 2027 (Under Japanese GAAP)"

The Company has announced its "Consolidated Financial Results for the Second Quarter (Interim Period) of the Fiscal Year Ending March 31, 2027 (Under Japanese GAAP)" as of October 30, 2026. For more information, please refer to the contents of such announcement.

(2) Announcement of "Notice of Revision to the Year-End Dividend Forecast (No Dividends) for the Fiscal Year Ending March 31, 2027"

The Company has announced its "Notice of Revision to the Year-End Dividend Forecast (No Dividends) for the Fiscal Year Ending March 31, 2027" as of today. For more information, please refer to the contents of such announcement.

(Reference)

Attachment 1: Report

Attachment 2: Notice Regarding Scheduled Commencement of Tender Offer for Shares of Wacom Co., Ltd. (Securities Code: 6727) published by MP-2611 Co., Ltd dated November 20, 2026

End

November 19, 2026

To: The Board of Directors of Wacom Co., Ltd.

Special Committee of Wacom Co., Ltd.

Chairperson: Osamu Hosokubo

Committee Member: Yuji Ono

Committee Member: Andrea Knoblich

Report

This document was prepared by unanimous consent of all members of the Special Committee—which was established pursuant to a resolution of the Board of Directors of Wacom Co., Ltd.—following careful deliberation on the matters referred to it by the Target Company's Board of Directors.

Matters Referred to The Special Committee (the "Referred Matters")

1. Whether the purpose of the Transaction is legitimate and reasonable (including whether the Transaction will contribute to enhancing the Target Company's corporate value).
2. Whether the fairness and reasonableness of the terms and conditions of the Transaction (including the purchase price in the Tender Offer) are ensured.
3. Whether the fairness of the procedures related to the Transaction are ensured.
4. Based on items 1 through 3 above, whether the Transaction is considered fair to the Target Company's general shareholders.
5. Whether the Target Company's Board of Directors should express an opinion in favor of the Tender Offer and recommend that the Target Company's shareholders tender their shares in response to the Tender Offer.

The Special Committee's opinion on the Referred Matters

1. The Transaction is expected to contribute to the enhancement of the Target Company's corporate value, and we recognize the legitimacy and reasonableness of the purpose of this Transaction.
2. The fairness and appropriateness of the terms and conditions of the Transaction, including the Tender Offer (such as the level of consideration, the method of implementation, and the fairness of the type of consideration), have been ensured.
3. The fairness of the procedures adopted in connection with the implementation of the Transaction—including the measures to ensure fairness—has been ensured.
4. Based on points 1 through 3 above, the Transaction is fair to the Target Company's general shareholders.
5. It is appropriate for the Target Company's Board of Directors to express its support for the Tender Offer and to recommend that the Target Company's shareholders tender their shares in response to the Tender Offer, and to recommend that holders of these ADRs first deliver such ADRs to the Depositary Bank, receive the Target Company Shares corresponding to the ADS represented by such ADRs, and then tender their shares in response to the Tender Offer.

   Although the above includes a recommendation regarding the ADRs that is not explicitly stated in Referred Matter 5, the Special Committee has

determined that the appropriateness of recommending that holders of such ADRs tender their shares is included as a detail of Referred Matter 5, and has therefore issued the above recommendation.

Part 1 Regarding the Process for Preparing the Report

This document was prepared through the following process.

1. Establishment of the Special Committee

This transaction (hereinafter referred to as the "Transaction") is to be conducted by MP-2611 Co., Ltd (hereinafter referred to as the "Tender Offeror") based on discussions with Mr. Nobutaka Ide (hereinafter referred to as "Mr. Ide"), by acquiring all of the Target Company Shares (excluding treasury shares held by the Target Company) and all of the Target Company Shares underlying the American Depositary Shares (the "ADSs") represented by the American Depositary Receipts (the "ADRs") issued in the United States by Citibank, N.A., The Bank of New York Mellon, and Deutsche Bank Trust Company Americas (collectively, the "Depositary Banks"), as a means to achieve a management buyout (MBO) of Wacom Co., Ltd. (securities code: 6727; listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the "**Tokyo Stock Exchange**"); the "**Target Company**").

Generally, MBOs are characterized by "issues with respect to structural conflicts of interest and information asymmetries" (as stated in the "Fair M&A Guidelines" dated June 28, 2019, formulated by the Ministry of Economy, Trade, and Industry; hereinafter referred to as the "M&A Guidelines"1.4). Therefore, in order to ensure prudence in the Target Company's decision-making regarding the Transaction, to eliminate any risk of arbitrariness or conflicts of interest in the Target Company's Board of Directors' decision-making process, and to guarantee its fairness, the Target Company's Board of Directors resolved at its meeting held on July 10, 2026, to exclude the Tender Offeror, Mr. Ide, MBK Partners Fund VI, L.P. (hereinafter referred to as "MBKP"), the MBKP Fund, and the Samsung Group (hereinafter collectively referred to as the "Tender Offer-Related Parties") and establish a special committee in connection with the Tender Offer (the "Special Committee") with three of the Target Company's independent outside directors—who are independent of both the success and failure of the Transaction—namely, Mr. Osamu Hosokubo (Outside Director and Independent Officer of the Target Company (Audit and Supervisory Committee Member), Representative Partner of Great Asia Capital & Consulting, Auditor of Shikigaku Co., Ltd.), Mr. Yuji Ono (Outside Director and Independent Officer of the Target Company (Audit and Supervisory Committee Member), Attorney at Law, Miyake Law Office), and Ms. Andrea Knoblich (Outside Director and Independent Officer of the Target Company, Director, and Outside Director of Rigaku Holdings).

2. Committee Meetings

In response to a request for advice from the Target Company's Board of Directors, the Target Company's Special Committee held a total of 30 meetings (totaling approximately 40 hours) from July 22, 2026, through November 19, 2026, and all committee members attended every meeting.

3. Exercise of Authority Granted to the Special Committee During Deliberations

The Special Committee was granted the following authorities by the Target Company's Board of Directors and deliberated on the Referred Matters by exercising such authorities as appropriate.

(1). The Special Committee has the authority to appoint or approve (including ex post facto approval) experts such as the Target Company's financial advisors and legal advisors (hereinafter collectively referred to as "Advisors, etc.").

(2). In reviewing the Referred Matters, the Special Committee has the authority to appoint its own Advisors, etc., if it deems it necessary (provided that, if the Special Committee determines that it can rely on the Target Company's Advisors, etc., to seek professional advice, the reasonable costs associated with the professional advice provided by the Target Company's Advisors, etc., shall be borne by the Target Company).

(3). The Special Committee has the authority to receive information necessary for the review and decision-making regarding the Transaction from the Target Company's officers and employees, as well as any other persons deemed necessary by the Special Committee.

(4). The Special Committee has the authority to substantially participate in the negotiation process regarding the terms and conditions of the Transaction by confirming the policy regarding such negotiations in advance, receiving timely reports on the status of negotiations, expressing opinions at critical junctures, and issuing instructions or requests; the Special Committee also has the authority to conduct negotiations directly itself as necessary.

(5). Decisions made by the Target Company's Board of Directors regarding the Transaction shall be made with the utmost respect for the Special Committee's judgment. If the Special Committee determines that the terms and conditions of the Transaction are not appropriate, the Target Company's Board of Directors shall not approve the Transaction under such terms and conditions.

4. Gathering Information Through Expert Advice, Hearings, and Interviews

The Special Committee received professional advice by obtaining information from a professional perspective—including the Special Committee's approach to reviewing the Referred Matters, the handling of similar cases, and other matters—from Daiwa Securities Co., Ltd. (hereinafter "Daiwa"), the Target Company's financial advisor, and Anderson Mori & Tomotsune, the Target Company's legal advisor, thereby receiving professional advice. Furthermore, the Special Committee appointed Nagashima Ohno & Tsunematsu as its independent legal advisor and received advice from a professional perspective on the details of measures to ensure the fairness of the Transaction, the formulation of the business plan, the handling of similar cases under applicable laws and financial exchange rules, the handling of similar cases, and other matters; furthermore, the Special Committee appointed Plutus Consulting Co., Ltd. (hereinafter referred to as "Plutus") as its independent financial advisor and third-party valuation firm, and received advice from a professional perspective regarding the valuation analysis of the Target Company's common stock (hereinafter referred to as the "Target Company Shares") and other matters.

In addition, in the course of the Special Committee's review of the Referred Matters, it underwent various processes, including conducting the hearings and interviews described below, holding question-and-answer sessions, sending out questions and receiving responses (hereinafter collectively referred to as "the Interviews, etc."), and participating in price negotiations.

(1). Explanations provided by the Target Company and a question-and-answer session regarding the content, formulation procedures, and methods of the business plan prepared by the Target Company for the purpose of evaluating the Transaction (hereinafter referred to as the "Business Plan"), which serves as the basis for the Share Valuation Report (including matters related to upward revisions to the Business Plan; 8th to 24th Special Committee Meetings)

(2). Submission of questions to the Target Company, as well as the conduct of interviews regarding the Transaction and a question-and-answer session (5th to 7th Special Committee Meetings)

(3). Conducting an interview with MBKP regarding the Transaction and a question-and-answer session (3rd Special Committee Meeting), as well as an explanation by MBKP regarding the details of its proposal and a question-and-answer session (20th Special Committee Meeting)

(4). Interview and Q&A session with Mr. Ide regarding the Transaction (4th

Special Committee Meeting)

(5). Interviews and Q&A sessions with the Target Company's executives regarding the Transaction (Mr. Koji Yano, Head of the Branded Products Business, at the 5th Special Committee Meeting; Mr. Amane Kojima, Director and CFO, at the 6th Special Committee Meeting; Mr. Takashi Nakajima, Director and COO, at the 6th Special Committee Meeting; and Mr. Akihiro Komine, CRO, at the 7th Special Committee Meeting)

(6). Explanation and Q&A by Daiwa regarding the valuation of the Target Company Shares (Interim report at the 17th Special Committee Meeting; final report at the 30th Special Committee Meeting)

(7). Explanation and Q&A by Plutus regarding the valuation of the Target Company Shares and the Fairness Opinion (interim report at the 18th Special Committee meeting; final report at the 29th Special Committee meeting)

(8). Explanation and Q&A regarding measures to ensure fairness (1st Special Committee Meeting), as well as explanation and Q&A regarding the status of implementation of such measures (10th Special Committee Meeting)

5. Review of documents

The Special Committee has reviewed the Business Plan, the share valuation report regarding the Target Company Shares acquired from Daiwa on November 19, 2026 (hereinafter referred to as the "Share Valuation Report (Daiwa)"), and the share valuation report regarding the Target Company Shares acquired from Plutus on November 19, 2026 (hereinafter referred to as the "Share Valuation Report (Plutus)"), and the fairness opinion obtained from Plutus on November 19, 2026, stating that the price of JPY 1,030 per share—which is the price of the tender offer by the Tender Offeror (hereinafter referred to as the "Tender Offer") (hereinafter referred to as the "Tender Offer Price")—is fair to the Target Company's general shareholders from a financial perspective (hereinafter referred to as the "Fairness Opinion"), a draft of the notice regarding the Tender Offeror's planned commencement of the Tender Offer (hereinafter referred to as the "Advance Press Release"), a draft of the press release announcing the Target Company's opinion in support of the Tender Offer (hereinafter referred to as the "Opinion Press Release"), and various other materials distributed at the Special Committee meeting, including the Interviews, etc..

6. Involvement in Negotiations Between the Target Company and the Tender Offerors

The Special Committee received timely reports from Daiwa, either at

Committee meetings or via email, regarding the content of proposals from the Tender Offeror concerning the terms and conditions of the Transaction, including the Tender Offer Price. After deliberation by the Special Committee, it directly communicated its opinions, along with specific supporting rationale, to the Tender Offeror in writing and through online conferences on multiple occasions; thus, the Special Committee was directly involved in negotiations with the Tender Offeror.

7. Resolution Upon Completion of the Report

Having gone through the processes described above, the Special Committee has prepared this document as of the date of its preparation by unanimous consent of all members.

Part 2 Reasons for the Special Committee's Opinion

1. Regarding Referred Matter 1

(1). The Special Committee's Understanding and Approach to Referred Matter 1

Referred Matter 1 asks whether the Transaction, including the Tender Offer implemented by the Tender Offeror (hereinafter referred to as the "Tender Offer"), will contribute to enhancing the Target Company's corporate value, and whether the objectives of the Transaction are legitimate and reasonable.

Based on its understanding of the Target Company's business environment and management challenges, among other factors, the Special Committee examined whether the Transaction would contribute to the enhancement of the Target Company's corporate value and whether its purpose is legitimate and reasonable.

(2). Assessment of the Current Situation

① History and Business Activities

According to the Target Company, its history, and business activities are summarized as follows.

・The Target Company was founded in July 1983 in Ageo-shi, Saitama, as Wacom Co., Ltd., with a capital of JPY 48 million, and commenced operations in the electronic devices business (currently known as the Branded Products business) and the ECS (Engineering Collaborative Solutions) business. In April 2002, the Target Company entered the pen and sensor components sector (currently known as the Technology Solutions business). In April 2003, the Target Company Shares were listed on the JASDAQ Market of the Japan Securities Dealers Association, and in December 2005, they were listed on the First Section of the Tokyo Stock Exchange. The Target Company Shares

were transferred to the Tokyo Stock Exchange Prime Market following the market reclassification of the Tokyo Stock Exchange in April 2022, where they remain listed.

・As of today, the Target Company's corporate group consists of the Target Company, 19 consolidated subsidiaries, and one equity method affiliate (the "Target Company Group"). Guided by the vision of "Life-long Ink," the Target Company Group is committed to delivering meaningful experiences for people and society over the long term through the Target Company's technology, with the aim of contributing to a more humane world, even if only slightly. The Target Company Group is currently implementing its medium-term business plan, the Wacom Chapter 4 (the "Mid-Term Management Plan"), which covers the period from the year ended March 2026 through the year ending March 2029. The Target Company Group is working together to enhance corporate value with the objective of evolving its business model as an "instrument craftsman" that provides holistic "*kaku* (inking)" experiences in four use-case areas: "Creation," "Learning/Teaching," "Work/Play & Beyond," and "Well-being."

・The Target Company Group has long operated in the Technology Solutions business and the Branded Products business. Below is a brief overview of each business.

(a) Technology Solutions Business

The Target Company Group specializes in the development and manufacturing of digital pens equipped with digital pen technology (Note 1) (Active ES (Note 2) and EMR (Note 3)), along with multi-touch sensors, touch panels, and other components and modules, and supplies them to global OEM customers (Note 4). These components are incorporated into mobile devices such as smartphones, tablets, notebook PCs, and e-readers, where they are used for applications such as handwriting input.

(Note 1) "Digital pen technology" refers to a technology which uses electronic pens, sensors, and other components to input text, shapes, and other elements as digital data by detecting the pen's position and pressure, among other factors.

(Note 2) "Active ES (Active Electrostatic)" refers to an electrostatic coupling pen input technology that detects signals from an electric field generated by driving the electrodes of a pen (which requires a battery) using a sensor on the screen to determine position and pen pressure. The same sensor can also detect finger touches.

(Note 3) “EMR (Electro Magnetic Resonance)” refers to an electromagnetic induction-based pen input technology in which an alternating magnetic field generated by driving a sensor coil on the display side powers the pen’s (battery-free) resonant circuit; after the coil stops driving, the magnetic field emitted by the pen is captured by the same coil to detect position and pen pressure.

(Note 4) “OEM (Original Equipment Manufacturer) customers” refers to client companies that adopt the technologies, related components, modules, and other products provided by the Target Company to develop, manufacture, and sell their own-brand devices incorporating these components or other products.

(b) Branded Products Business

The Target Company Group, under its own brand, develops, manufactures, and sells pen tablets and other products that enable users to create detailed drawings and enter text on LCD screens and other surfaces using pressure-sensitive pens. These products are used not only for creative projects, such as graphic design utilizing computer graphics, film and animation production, photo editing, and illustration, but also for online education, remote work and other applications. Additionally, the Target Company Group provides business-use products designed to support digital transformation (DX) initiatives in sectors such as healthcare and the public sector.

・The Target Company Group has spent many years refining the technology that underpins “kaku (inking),” a fundamental human activity. It has developed proprietary digital ink technologies and established a co-creation ecosystem with its community, including creators, as well as a long-term business foundation with major global OEM customers. Under the Mid-Term Management Plan, the Target Company Group aims to transition from a business model focused on the provision of existing devices to the establishment of a new revenue model based on data and services in addition to hardware sales. The Target Company Group has redefined the term “pen and ink” as “the optimal interface for humans to master AI” in the AI era, and has set its sights on expanding into growth markets that were previously inaccessible and cultivating new businesses as a third pillar to complement the Target Company Group’s two existing businesses. Specifically, the Target Company Group is working to (i) advance the development toward the

commercialization of “USM” (Note 5), a next-generation technology that eliminates the need for dedicated digitizers (Note 6) and enables thinner, lighter, and more cost-effective devices; (ii) transition to a service-oriented business by rolling out an All-in-One model combining hardware and services in fields such as education, logistics, healthcare, and wellbeing; (iii) commercialize businesses in the areas of intellectual property protection and creator support through the “Wacom Yuify” (Note 7); and (iv) strengthen its implementation capabilities and management foundation in new business areas centered on “Pen × Ink × AI,” utilizing M&A and strategic alliances. The Target Company Group has established the following objectives to be accomplished by the final fiscal year of the Mid-Term Management Plan (fiscal year ending March 2029): consolidated net sales of JPY 150 billion, consolidated operating profit of JPY 15 billion, a ROE of 20% or higher, and a ROIC of 18% or higher. The Target Company also plans to invest JPY 62 billion in R&D and capital expenditures, as well as at least JPY 12 billion in technology and capital partnerships, while simultaneously aiming to strengthen shareholder returns through a total payout ratio of 50% or higher and a progressive dividend policy (with a minimum annual dividend of JPY 22).

(Note 5) “USM (Universal Sensor Module)” refers to technology that enables EMR (electromagnetic resonance) pen input on a capacitive touch sensor. Since it does not require a dedicated sensor coil, it achieves a thinner and lighter sensor design while maintaining the EMR feature of a battery-free pen.

(Note 6) “Dedicated digitizer” refers to a sensor specifically designed for pen input. It is installed separately from the sensors used for finger touch input to detect input from an electronic pen.

(Note 7) “Wacom Yuify” refers to a service that supports copyright protection through the recording and management of creator information for digital works.

② Assessment of the Business Environment and Management Challenges

According to the Target Company, it has the following understanding of its business environment and management challenges.

・The business environment surrounding the Target Company Group is undergoing rapid transformation. Specifically, advancements in sensor and communications technologies, as well as AI and software technologies, are driving up the functional and performance requirements demanded by OEM

customers. The increasing popularity of low-priced products, primarily from Chinese manufacturers, has created challenges for maintaining profitability in the entry-level market for branded products. Additionally, in the fields of education, healthcare, and business digital transformation (DX), there is a growing demand for the development of highly specialized, industry-specific solutions. In addition, as the Target Company progresses in its transition from a standalone hardware model to an integrated model combining software and services, the investment required to revamp its product portfolio and strengthen research and development is increasing. The Target Company Group's consolidated net sales saw a decline from JPY 118,794 million in the fiscal year ending March 2024 to JPY 109,995 million in the fiscal year ending March 2026. The Target Company Group recognizes that to address these environmental changes and achieve sustainable growth, it is imperative to update its organizational structure, actively allocate management resources to high-profitability areas, and implement bold and agile measures involving upfront investment. However, since each of these measures involves a certain level of upfront investment or one-time expenses, the Target Company cannot rule out the possibility that they may place a burden on the Target Company Group's earnings and cash flow in the short term. Conversely, as a publicly listed company, the Target Company has committed to enhancing shareholder returns, including a total return ratio of 50% or more and a progressive dividend system. Due to the need to give due consideration to short-term business performance and market valuation, there are certain constraints on the allocation of funds and the utilization of management resources for medium- to long-term growth.

③ Evaluation of the Target Company's Assessment

With regard to the Target Company's assessment of the business environment and management challenges as described above, no contradictions or points contrary to objective facts have been identified, and the Special Committee is not aware of any circumstances that would warrant rejecting its content.

(3). Significance of the Transaction

(i) The Tender Offerors' View of the Significance of the Transaction

According to the Interviews, etc. and other sources, the Tender Offeror and Mr. Ide (hereinafter referred to as the "Tender Offerors") believe that by taking the Target Company private and creating an environment in which it

can swiftly and flexibly execute necessary growth investments and management reforms from a medium- to long-term perspective, without being unduly influenced by short-term business performance or market stock prices, and by leveraging the management know-how accumulated through MBKP's capital, human resources, and the management support for its portfolio companies, particularly within its network centered on Japan, China, and South Korea, rather than being limited to the Target Company's internal management resources, it can accelerate transformations that might otherwise take time for the Target Company to achieve on its own, and address the aforementioned management challenges. MBKP is confident that this will enable the Target Company's medium- to long-term growth and enhancement of corporate value.

Specifically, MBKP considers that it can provide the following support, primarily aimed at enhancing the Target Company's medium- to long-term corporate value:

A. Restoring Top-Line Growth in Existing Businesses

・MBKP believes it can support the restoration of top-line growth in the Target Company's existing businesses by accelerating the launch of products of new categories and marketing investments, while also enhancing the management of unit selling prices and profitability. Furthermore, MBKP believes that by streamlining management accounting and monthly closing processes, as well as establishing KPIs and business-unit profitability management, it will be possible to visualize the progress and profitability of each initiative, thereby enabling faster and more sophisticated investment and exit decisions.

B. Commercialization of New Growth Areas

・MBKP positions the fields of education, healthcare, and business digital transformation (DX) as the Target Company's third growth pillar. MBKP believes that it can support the Target Company in deepening collaborations with companies in which the Target Company has already invested or with which it has formed partnerships, developing new partners, establishing sales channels, and building a development framework for industry-specific solutions. Furthermore, since launching new growth areas requires upfront investment, which takes a certain amount of time to reach commercialization and profitability, MBKP believes it can contribute to the commercialization of these new growth areas by establishing an environment that allows for the flexible execution of necessary R&D and marketing investments without being

constrained by short-term profit and loss considerations.

C. Discontinuous Growth through Strategic M&A

・MBKP believes that it is essential for the Target Company to pursue discontinuous growth through strategic M&A, in addition to organic growth, to achieve the goals set forth in the Mid-Term Management Plan. MBKP believes that it will be able to contribute to establishing a capital structure that enables the Target Company to execute growth investments and M&A in a flexible and agile manner by consistently supporting the Target Company, from the selection of target sectors and the identification of M&A candidates to the execution of transactions and post-merger integration (PMI), with the aid of MBKP's track record in executing M&A transactions among its portfolio companies, its network centered on Japan, China, and South Korea, and its specialized expertise, as well as by contributing additional equity as needed.

D. Acquisition of Specialized Talent and Strengthening of Management Systems

・MBKP has identified the enhancement of the Target Company's capacities for commercializing and monetizing new business ventures as a priority. MBKP is confident in its ability to support the recruitment of specialized talent in areas such as marketing, new business development, corporate planning, finance, and legal affairs by leveraging the networks of MBKP and its operating team. Furthermore, MBKP believes that it can contribute to further strengthening the Target Company's management structure by assisting in fortifying its organizational capabilities, including executive officers, other management personnel, and the support staff who back them up, with the aid of MBKP's operating team, Operating Partners, and external experts in various fields, as needed, based on the Target Company's current organizational structure and consultations with the management team.

・In addition, through its preliminary analysis based on publicly available information and other sources conducted since September 2024 and subsequent discussions with Mr. Ide and Mr. Kojima, respectively, MBKP came to understand that, in receiving the above-mentioned support from MBKP and implementing measures to address the Target Company's management challenges based on such support, so long as the Target Company remained listed, the Target Company

would be required to conduct its business in a manner that takes into account short-term returns to shareholders and short-term profit levels, and upfront investments, which would involve a temporary increase in expenses, a short-term decline in profit levels, or deterioration in cash flow, may not be sufficiently supported by the capital markets, with the result that it may be difficult for MBKP to provide the support intended to enhance the Target Company's corporate value over the medium to long term.

・Accordingly, MBKP determined that taking the Target Company private will make it possible to implement prompt decision-making and fundamental reforms, including the provision of MBKP's management resources and expertise, unconstrained by short-term business performance, and concluded that, in order to smoothly implement the above measures while maintaining the Target Company's business strengths, it is important to secure a structure under which Mr. Ide, who has built relationships of trust with the Target Company's customers, business partners, and other stakeholders, would continue to serve as President and Representative Director (CEO) after the Transaction, playing a responsible role in the Target Company's management policy and continuing to lead its overall management toward long-term growth.

・In addition, MBKP considered that if MBKP, a third party independent of Mr. Ide, held a substantial majority of the Target Company Shares, it would make clear that the purpose of taking the Target Company private was not to serve Mr. Ide's personal interests or preserve his position. At the same time, Mr. Ide's own equity participation would demonstrate his responsibility as a party to the business transformation and his commitment to its execution, thereby clarifying the above-mentioned collaborative relationship contemplated by MBKP and Mr. Ide to customers, the community, and team members.

(ii) The Target Company's View on the Significance of the Transaction

Based on the draft Opinion Press Release and the Interviews, etc., among other sources, we believe that it is necessary to implement the various measures described in item (1) above, as intended by the Tender Offerors, for the following reasons.

A. Growth of existing businesses and improvement in profitability

・The Target Company believes that, in order to achieve sustainable growth, it is important to leverage its technological capabilities, brand

strength, and customer base to launch products in new categories and expand its customers, applications, and range of products in which its technologies are incorporated, while improving the profitability of each product and business. In this regard, the Target Company believes that by utilizing MBKP's expertise and network in Japan and overseas relating to management support for its portfolio companies, it can enhance its marketing measures, pricing, and management of average selling prices, thereby increasing the effectiveness of its initiatives aimed at growing its existing businesses and improving their profitability.

B. Accelerating commercialization in new growth areas

・Building on its digital pen and digital ink technologies, the Target Company is working to expand into new areas such as education, healthcare, and business DX, as new businesses intended to serve as the third pillar. The Target Company believes that, in order to translate these initiatives into sustainable revenue, it must pursue not only technological development but also the development of solutions tailored to customer needs, the identification of partnership opportunities, and the establishment of sales channels as an integrated strategy. In this regard, the Target Company believes that, by utilizing MBKP's support for developing new partnerships and businesses, it can facilitate the integration of the Target Company's technological foundation with external management resources and accelerate commercialization and monetization in new growth areas.

C. Enhancement of execution capabilities for strategic M&A and growth investments

・The Target Company believes that, in order to realize the growth strategies set forth in the Mid-Term Management Plan, it is important not only to pursue growth by leveraging its own management resources, but also to acquire the necessary technologies, talent, and business foundation through M&A, technological alliances, and capital alliances. The Target Company believes that, by utilizing MBKP's domestic and overseas networks and expertise in M&A execution and PMI, it can strengthen its initiatives ranging from identifying potential targets to executing transactions and post-acquisition integration. Together with the financial support explained by the Tender Offerors, including additional capital contributions as necessary, the Target Company believes this would

broaden its options for flexibly executing strategic M&A and growth investments.

D. Strengthening of talent and management structure to support growth strategies

・The Target Company believes that, in order to simultaneously advance the growth of its existing businesses and the expansion into new areas, it is important not only to secure the specialized talent to lead these initiatives and strengthen organizational capabilities, but also to enhance the management structure for timely assessing the progress and profitability of each initiative and determining the allocation of management resources. In this regard, the Target Company believes that by leveraging the talent network and management support expertise of MBKP and its operating teams, it can advance the recruitment of specialized talent and the enhancement of management accounting and business-unit profitability management, thereby strengthening the structure to support the execution of the Target Company's growth strategies.

・Furthermore, the Target Company believes that some of the above initiatives involve upfront investments that will require a certain period of time to commercialize and monetize. The Target Company believes that promoting these initiatives through the Transaction, which combines its management resources with MBKP's support while avoiding excessive influence from short-term business performance and market share price, will increase the capability and speed of execution compared to independently advancing these initiatives, and contribute to enhancing corporate value in the medium to long term.

(iii) Evaluation of the Significance of the Transaction as Perceived by the Tender Offerors

The significance of the Transaction as perceived by the Tender Offerors, as described in (i) above, is based on the Target Company's management challenges mentioned earlier and can be assessed as consistent with the Target Company's own view of the significance of the Transaction. Furthermore, regarding the Target Company's own view of the significance of the Transaction, as described in (ii) above, there are no grounds for doubt when viewed in light of the Target Company's management challenges.

(iv) Other Impacts of Implementing the Transaction

Potential disadvantages to the Target Company arising from the Transaction include: (a) the inability to raise funds through equity financing in the capital markets;(b) the potential for adverse effects on employee recruitment, retention of existing employees, and the maintenance, and expansion of business relationships—all of which rely on the Target Company's social credibility and reputation as a listed company; (c) the potential for a weakening of the Target Company's governance and compliance frameworks compared to the time of its initial public offering; and (d) the potential for an impact on the relationship with the Samsung Group, which is both a major shareholder and a major customer of the Target Company. The Target Company has provided the following explanation regarding the extent of each of these potential disadvantages.

・Regarding (a), as of the end of the fiscal year ended March 2026, the Target Company had maintained an equity ratio of 57.6%, and the need to raise funds through equity financing for its current business operations was limited. In addition, according to the Tender Offerors, following the Transaction, a capital structure will be designed to accommodate the necessary growth investments, and the funds managed by MBKP will be able to make additional equity contributions in a flexible manner as necessary, thereby enabling the Target Company to raise funds on a scale that would be difficult for a listed company to pursue due to concerns regarding dilution. Accordingly, the Target Company believes that there would be no particular impediment in this respect.

・Regarding (b), the Target Company recognizes that its Technology Solutions Business operates on a BtoB business model (Note 8), and that customers' credit assessments and evaluations of its credibility depend to a significant extent on its track record of transactions, technological capabilities, quality and commitment to supply, and that such credibility and recognition are built over the long term through relationships with customers within the industry. The Target Company also recognizes that the brand value of its Branded Products Business is based primarily on the evaluation of its products within the creator community and does not depend on its status as a listed company. Accordingly, the Target Company believes that the impact of the delisting on its customers and business partners would be limited.

・With respect to the recruitment and retention of employees, the Target Company recognizes that many individuals wish to join the Target Company Group because they resonate with the Target Company Group's business of providing value to society through the "kaku (inking)" experience under its "Life-long Ink" vision, and believes that their reasons for wishing to join the Target Company are not necessarily limited to the Target Company's status as a listed company. In addition, the Target Company Group has been developing a working environment that accommodates diverse working styles, including by introducing a system under which employees may freely choose their work location and a super-flex system with no core working hours. The Target Company Group also appoints individuals to key management positions based on their enthusiasm for fulfilling their missions and demonstrated capabilities, regardless of gender, nationality or age, and places particular emphasis on human resources development, recognizing the importance of developing and retaining engineers who drive technological innovation. In light of the recent trend toward placing greater emphasis on factors such as the working environment, compensation and job satisfaction, the Target Company believes that the delisting would not constitute a significant disadvantage in terms of the recruitment and retention of employees. According to the Tender Offerors, as of this time, the employment and treatment of the Target Company's employees are expected, in principle, to remain unchanged following the consummation of the Transaction.

・Regarding (c), according to the Tender Offerors, they recognize that the loss of the capital markets' monitoring function over management is an issue that should be directly addressed, and intend to establish a management oversight function that will serve as a substitute for the monitoring function of the capital markets applicable to listed companies through monthly monitoring by the Board of Directors, including directors dispatched by MBKP, and discipline through function-specific meetings. In addition, the Tender Offerors intend to maintain and strengthen the existing internal control and governance systems. In light of the foregoing, the Target Company also believes that there would be no particular impediment in this respect.

・Regarding (d), according to the Tender Offerors, the business relationship between the Target Company and the Samsung Group is based on technology, quality, price and contractual terms, and SESP, a

member of the Samsung Group, is expected to continue to participate as a shareholder following the privatization of the Target Company. The Target Company also recognizes that its business relationships with major OEM customers, including the Samsung Group, are based on many years of joint development spanning multiple generations and are not dependent on whether or not the Target Company Shares are listed. Accordingly, the Target Company believes that the Transaction is unlikely to have a material impact on such business relationships.

(Note 8) "BtoB (Business to Business)" refers to a business model in which a company provides goods or services to other companies.

Based on the above, there are no grounds for doubt, and we do not see any particular circumstances that would constitute a significant impediment to enhancing the Target Company's corporate value through the implementation of the Transaction.

(v) Possibility of Adopting Other Methods (Necessity of Choosing Delisting as a Means)

According to the explanations provided by the Tender Offerors during the Interviews, etc. and other occasions, as the business environment surrounding the Target Company is undergoing significant changes due to advancements in AI and shifts in the business environments of the Target Company's customers, it is an urgent priority to maintain the Target Company's technology, human resources, and customer base while flexibly pursuing new business ventures, M&A, and other growth initiatives. On the other hand, as a publicly listed company, the Target Company cannot help but be strongly mindful of demands for short-term earnings and dividends, among other things, and these can act as constraints on the measures the Target Company needs to undertake. Therefore, the Tender Offerors believe that delisting is appropriate in order to promote the necessary measures more swiftly from a medium- to long-term perspective.

Based on the above explanation, the Special Committee does not recognize any circumstances that would lead it to conclude that the view of the Tender Offerors—namely, that delisting the Target Company Shares is necessary for the implementation of various measures in light of the business environment in which the Target Company operates—is unreasonable.

In light of the foregoing, the decision to proceed with the Transaction—with the aim of delisting the Target Company Shares and implementing the

various measures—is considered reasonable.

(4). Summary

Based on the foregoing facts, the various measures that the Target Company and the Tender Offerors intend to implement can be considered reasonable in light of the Target Company's management challenges, and no circumstances that would negate the significance of carrying out the Transaction as a prerequisite for implementing these measures have been found.

Furthermore, in light of the fact that no circumstances have been identified that would constitute a significant impediment to the enhancement of the Target Company's corporate value through the implementation of the Transaction, there are no grounds to deny that the implementation of the Transaction will contribute to resolving the management challenges recognized by the Target Company and, furthermore, to enhancing the Target Company's corporate value.

Therefore, we submit our opinion that the Transaction is expected to contribute to the enhancement of the Target Company's corporate value and that the objectives of the Transaction are legitimate and reasonable.

2. Regarding Referred Matter 2

(1). The Special Committee's Understanding and Approach to Referred Matter 2

Referred Matter 2 examines the fairness and reasonableness of the terms and conditions of the Transaction (including the purchase price in the Tender Offer).

In this regard, the M&A Guidelines contain the following provisions regarding the appropriateness of transaction terms (M&A Guidelines 3.2.2), which serve as a useful reference when examining the fairness of the transaction terms for the Transaction.

"With respect to the reasonableness of transaction terms, it is important for the Special Committee to consider the reasonableness of transaction terms by (a) ensuring that in discussions and negotiations of transaction terms with an acquiring party, reasonable efforts are made to conduct the M&A transaction on the best possible transaction terms for general shareholders, while also increasing corporate value, and (b) confirming the contents of the stock price valuation, which is an important basis for judging the reasonableness of transaction terms, and the rationality of financial forecasts, assumptions and other factors which are the premises for such valuation. In

addition, it is important to examine not only the level of the acquisition consideration but also the reasonableness of both the acquisition method and types of acquisition consideration."

Therefore, based on the above points raised in the M&A Guidelines, we will examine the fairness of the transaction terms in the Transaction.

Furthermore, regarding the specific content of (b) above, the M&A Guidelines state that, in addition to the results of the share valuation conducted by an independent third-party valuation firm with specialized expertise, it is desirable to examine the positioning and feasibility of the business plan underlying the valuation, the characteristics of the valuation method used, the level of premiums generally applied in similar M&A transactions, the value that could be realized even without the M&A transaction, and the anticipated effect of the M&A transaction on corporate value increase (M&A Guidelines 3.3.2.1B). Therefore, we will conduct our review with this point in mind.

(2). Ensuring Fairness in Negotiations

First, as described in "Regarding Referred Matter 3" below (Section 3), the fairness of the various procedures adopted in the Transaction—including the establishment of a Special Committee— "ensuring that in discussions and negotiations of transaction terms with an acquiring party, reasonable efforts are made to conduct the M&A transaction on the best possible transaction terms for general shareholders" has been recognized.

In addition, since the Special Committee has conducted negotiations with the Tender Offerors on multiple occasions, as described below, to increase the Tender Offer Price, it can be assessed that the negotiations were based on objective and consistent discussions equivalent to those between independent parties in substance; there are no circumstances that would negate the fact that the Target Company made reasonable efforts to ensure that the M&A transaction is conducted on the best possible transaction terms for general shareholders.

Specifically, regarding the terms and conditions of the Transaction, the Target Company has engaged in multiple rounds of negotiations with the Tender Offerors since October 6, 2026. The specific course of the negotiations is as follows:

・On October 6, 2026, the Target Company received an initial proposal from the Tender Offerors setting the Tender Offer Price at JPY 900, on the condition that the Target Company pay an interim dividend of JPY

12 per share for the fiscal year ending March 2027 and refrain from distributing any dividends from retained earnings or repurchasing treasury stock with a record date prior to the settlement commencement date for the Tender Offer.

・In response, on October 8, 2026, following deliberations by the Special Committee, the Target Company submitted a response requesting that the Tender Offer Price be reconsidered, on the grounds that the proposed Tender Offer Price did not adequately reflect the interests of the Target Company's general shareholders.

・On October 12, 2026, the Target Company received a revised proposal from the Tender Offerors setting the Tender Offer Price at JPY 950.

・In response, on October 13, 2026, following deliberations by the Special Committee, the Target Company replied requesting a reconsideration of the Tender Offer Price, on the grounds that the premium level of the proposed Tender Offer Price relative to the most recent market price of the Target Company Shares remained low compared to premium rates in similar transaction cases and could not be considered a level that sufficiently reflected the Target Company's intrinsic value.

・On October 15, 2026, the Target Company received a revised proposal from the Tender Offerors setting the Tender Offer Price at JPY 960.

・In response, on October 19, 2026, following deliberations by the Special Committee, the Target Company replied requesting that the Tender Offerors reconsider the Tender Offer Price, on the grounds that the increase from the previous proposal was extremely limited and that the proposed Tender Offer Price still did not sufficiently reflect the interests of the Target Company's general shareholders.

・Subsequently, on November 5, 2026, the Target Company received a revised proposal from the Tender Offerors setting the Tender Offer Price at JPY 1,000.

・ In response, on November 5, 2026, although the proposed price represented a certain increase, the Target Company requested a further increase in the Tender Offer Price.

・ Subsequently, on November 9, 2026, the Target Company received a response from the Tender Offerors to maintain the Tender Offer Price at JPY 1,000 per share. At that time, the Tender Offerors explained to the Special Committee that they had also been discussing the Tender

Offer Price with AVI and KC and, as of that date, had not received from any of AVI or KC a request to increase the Tender Offer Price above JPY 1,000 per share.

・ In response, on November 12, 2026, the Special Committee held a web conference with the Tender Offerors and conveyed to them that it believed setting the Tender Offer Price at JPY 1,000 did not sufficiently take into account the interests of the Target Company's general shareholders; the Special Committee requested that the Tender Offerors further raise and reconsider the Tender Offer Price.

・ On November 13, 2026, the Target Company received a revised proposal from the Tender Offerors setting the Tender Offer Price at JPY 1,015 per share. In connection with such proposal, the Tender Offerors also informed the Target Company that the proposed price represented the maximum price level that they were able to offer at that time and that such proposal constituted their final proposal with respect to the Tender Offer Price.

・In response, on November 14, 2026, the Special Committee responded that it had determined that the final proposed Tender Offer Price of JPY 1,015 per share was at a level at which it would be appropriate to express an opinion recommending that the Target Company's shareholders tender their shares in the Tender Offer.

・Thereafter, on November 17, 2026, the Tender Offerors reported that, with a view to further enhancing the stability and certainty of the Transaction, they had engaged in further discussions with AVI regarding the tender agreement with them. As a result of such further discussions, the Tender Offerors and AVI had agreed on the tender agreement on the premise that the Tender Offer Price would be increased from JPY 1,015 per share to JPY 1,030 per share.

・In response, on November 17, 2026, following its deliberation, the Special Committee determined that the Tender Offer Price of JPY 1,030 per share proposed by the Tender Offerors sufficiently took into consideration the interests of the Target Company's general shareholders.

・ Following the above discussions and negotiations, the Tender Offerors plan to decide on November 20, 2026, to set the Tender Offer Price at JPY 1,030 and to conduct the Tender Offer as part of the Transaction.

(3). Relationship Between the Share Valuation and the Tender Offer Price

① Obtaining a Share Valuation Report from a Third-Party Valuation Firm

In reviewing the fairness and reasonableness of the Tender Offer Price, the Target Company appointed Daiwa, a third-party valuation firm independent of the Target Company and Tender Offer-Related Parties, and obtained the Share Valuation Report (Daiwa).

A. Reasonableness of the Business Plan

Since the Discounted Cash Flow Method (hereinafter referred to as the "DCF Method") used by Daiwa in its stock valuation is based on the Business Plan, it is necessary to verify the credibility and validity of the Business Plan. In particular, as the Business Plan was prepared after the possibility of the Transaction being implemented was specifically recognized, it is necessary to proceed with caution to ensure that no arbitrariness intended to influence the success or failure of the Transaction is introduced.

The Special Committee carefully reviewed the Business Plan, which serves as the basis for the valuation of the Target Company Shares, from the perspective of verifying the background of its preparation, its content, and the reasonableness of its key assumptions.

Specifically, the Special Committee first examined the appropriateness of using the Target Company's previously announced Mid-Term Management Plan as the basis for valuing the Target Company Shares in connection with the Transaction. Regarding this point, the Target Company explained that the assumptions underlying the Mid-Term Management Plan have changed due to a significant deterioration in the current business environment—including rising memory prices, increased pressure to reduce costs in the Technology Solutions business, and rapid advancements in AI—all of which occurred after the Mid-Term Management Plan was formulated and outlined the specific factors contributing to these changes. As a result, the Special Committee determined that it would not be appropriate to use the Mid-Term Management Plan as is as the basis for calculating the value of the Target Company Shares in connection with the Transaction, and that it would be appropriate to use a new business plan that reflects the current business environment and the Target Company's latest financial situation.

Furthermore, regarding the new business plan prepared by the Target Company, the Special Committee received several draft business plans

from the Target Company and was briefed on the assumptions and differences between them. Based on this, the Special Committee decided to proceed with its deliberations using, as a basis, a draft business plan that will maximize the corporate value within a reasonable range. Based on this policy, the Special Committee requested that the Target Company: (1) identify the quantitative differences between the current Mid-Term Management Plan and the proposed plan, along with the factors causing those differences; (2) verify the feasibility of the upward revision factors incorporated into the plan figures for the current and next fiscal years; and (3) verify the existence and feasibility of any additional upward revision factors anticipated during the medium- to long-term planning period.

Subsequently, the Special Committee received an explanation from the Target Company regarding the quantitative differences by business segment between the Mid-Term Management Plan and the proposed business plan, including a breakdown of the factors contributing to increases and decreases; the results of the verification regarding the levels of the planned figures for the current and next fiscal years; and additional upside factors anticipated during the planning period, followed by a question-and-answer session with the Target Company. Based on this explanation and the question-and-answer session, the Special Committee requested the Target Company to further verify the contents of the business plan by: (1) conducting a detailed review of the level of selling, general, and administrative expenses during the plan period, given that they are at a higher level compared to results in previous fiscal years; (2) reexamining whether the factors contributing to decreases factored into each business segment are conservative; (3) to quantify the expected benefits of collaboration with the Target Company's subsidiaries; and (4) to provide additional explanations regarding the factors affecting profit levels during the planning period and the rationale behind them.

In response to these requests, the Target Company revised the business plan upward and presented the details and results of the additional review to the Special Committee, followed by a question-and-answer session. The Special Committee then re-examined the reasonableness of the various plan figures and their underlying assumptions in the business plan.

Following the above review, the Special Committee verified the

reasonableness of the business plan's content, key assumptions, and the process by which it was prepared, and approved the business plan.

Subsequently, after being informed of the latest situation—namely, that the interim earnings forecast for the fiscal year ending March 2027 is expected to exceed projections—the Special Committee, in light of the fact that the proposed acquisition constitutes an MBO (management buyout), a transaction involving a conflict of interest, concluded that there may be room for further revision of the business plan from the perspective of maximizing shareholder value. Based on the view that, even amid a rapidly deteriorating business environment, it is reasonable to conduct this review under the assumption that the Target Company and its major customers will make their best efforts to stem the decline in performance, the Special Committee sought to quantitatively reflect these efforts in the business plan. Accordingly, on October 13, 2026, the Target Company provided the Special Committee with its interim earnings forecast for the fiscal year ending March 2027 and its full-year outlook, as well as assumptions regarding manufacturing costs and selling, general and administrative expenses for the business plan period starting next fiscal year and beyond. The Target Company also provided additional explanations regarding new business areas—which had been a long-standing challenge and a pillar of the Mid-Term Management Plan—and held a question-and-answer session.

Subsequently, based on this Q&A session and to further verify the contents of the business plan, the Special Committee requested additional explanations from the Target Company as to (i) whether there was room to revise the assumptions regarding manufacturing costs in the Branded Products Business from the following fiscal year onward, (ii) whether there was similar room for revision in the Technology Solutions Business, and (iii) how the expansion of the new business areas, which could be regarded as a pillar of the Mid-Term Management Plan, would be carried forward and reflected in the business plan.

In response to these requests, on October 16, 2026, the Special Committee received a presentation from the Target Company regarding the content and results of the additional review, conducted a question-and-answer session, and re-examined the possibility of revising the

business plan.

Following the above deliberations, on October 19, 2026, the Special Committee confirmed the reasonableness of the proposed amendments to the business plan and re-approved them; subsequently, on October 19, 2026, the Target Company disclosed the Business Plan to the Tender Offerors.

Based on the following circumstances, the Special Committee determined that there were no grounds to question the reasonableness of the process by which the Business Plan was prepared or its content.

There is no indication that the Tender Offerors or their affiliates were involved in the preparation of the Business Plan or exerted any influence over it. Furthermore, (a) the Mid-Term Management Plan was prepared independently of the Transaction and prior to any concrete recognition of the possibility that the Transaction would be implemented; (b) the Business Plan was prepared based on the policy of creating a plan with the most positive content possible within a reasonable scope, after determining that the Mid-Term Management Plan could not be used as-is as the basis for valuation; and (c) during the review process for the Business Plan, the quantitative differences between the draft business plan prepared by the Target Company and the Mid-Term Management Plan were identified, and the Special Committee verified the factors contributing to upward deviations in the planned figures for the current and next fiscal years and discussed and examined, on a factor-by-factor basis, additional upward deviation factors for the medium- to long-term planning period; the Business Plan was then prepared after this process was repeated multiple times, during which the Target Company was requested to re-verify the plan based on these findings; and (d) Regarding the business plan that had been provisionally approved, in light of the most recent situation—namely, that the interim earnings forecast for the fiscal year ending March 2027 is expected to exceed projections—the Special Committee further examined the scope for upward revisions. Rather than adhering rigidly to the original business plan, they repeatedly re-examined the figures and made revisions accordingly, and (e) under the Business Plan as finally approved, with respect to the fiscal years in which significant increases or decreases in

profits and free cash flow are projected, the Special Committee received explanations that the principal factors underlying such fluctuations included the absence of the effects of one-off large-scale projects recorded in the preceding fiscal year, changes in profit margins resulting from changes in product mix and other factors, the acquisition of new projects, the effects of various initiatives, and the timing of payments of acquisition consideration in connection with strategic M&A, and considered the relationship between these factors and the projected figures for each fiscal year. In particular, with respect to fluctuations in free cash flow, the Special Committee separately considered the impact of the timing of investment expenditures, in addition to fluctuations in profitability. Based on these considerations, the Special Committee confirmed that the Business Plan, including the projections of such significant increases or decreases in certain fiscal years, was prepared based on the current business environment and reasonable future projections, and found no unreasonable aspects therein.

Daiwa and Plutus have conducted multiple question-and-answer sessions with the Target Company regarding the Business Plan. After understanding the background of its preparation and the Target Company's current status, they have verified the reasonableness of the Target Company's Business Plan from the perspective of whether there are any unreasonable points. The Special Committee received a report to that effect and conducted a question-and-answer session; however, no unreasonable points were found in the analysis of the Business Plan conducted by Daiwa and Plutus.

② Reasonableness of the Valuation Method and Basis

At the 17th Special Committee meeting and the 30th Special Committee meeting, the Special Committee received a detailed explanation from Daiwa regarding the results of the valuation of Target Company Shares, the valuation methods used, and the reasoning process behind the results.

First, Daiwa reviewed the various valuation methods available to determine which should be adopted for calculating the value of the Target Company Shares. Based on the view that it is appropriate to evaluate the value of the Target Company Shares from multiple perspectives under the assumption that the Target Company is a going concern, and given that the Target Company is listed on the Tokyo Stock Exchange Prime Market and a

market price exists, the Market Price Method was selected, and, to reflect the future state of business operations in the valuation, the DCF Method was also selected. This valuation approach—which combines the Market Price Method with the DCF Method, which incorporates the present value of future cash flows into the valuation—is consistent with standard corporate valuation practices and can be considered appropriate.

Among the valuation methods adopted by Daiwa, the Market Price Method uses November 19, 2026 as the record date and calculates the stock price based on the closing price on the record date and the simple average of the closing prices for the one-month, three-month, and six-month periods immediately preceding the record date. Regarding price trends of the Target Company Shares, there have been no significant fluctuations attributable to special factors, nor have there been any particularly abnormal movements; therefore, we believe that the valuation period set by Daiwa in its valuation is appropriate, and the price range derived from the Market Price Method is sufficiently reasonable.

Next, regarding the DCF Method, if arbitrary manipulation of figures or the establishment of unreasonable assumptions occurs in any of the calculation elements, the final valuation result could fluctuate significantly. From this perspective, we confirmed the calculation process with Daiwa during the Interviews, etc. and other discussions; however, we did not identify any arbitrary manipulation of figures or unreasonable assumptions in the various calculation bases adopted in the DCF Method that warranted specific mention.

Furthermore, regarding the Comparable Companies Method—which calculates the Target Company Shares value by comparing it with market prices and financial indicators such as profitability of listed companies engaged in businesses relatively similar to the Target Company's— Daiwa explained that it had decided not to adopt this method because it was unable to select appropriate listed companies similar to the Target Company, taking into account business characteristics and financial indicators of other companies. The Special Committee determined that there were no particularly unreasonable points in this explanation.

As stated above, no unreasonable aspects were found regarding the selection of the Market Price Method and the DCF Method, or the respective calculation methods and bases for calculation; therefore, the Special Committee assessed that, in examining the stock value of the Target Company,

it is appropriate to rely on the Share Valuation Report (Daiwa) prepared by Daiwa.

③ Results of the Share Valuation

According to the Share Valuation Report (Daiwa) prepared by Daiwa, the share value of the Target Company Shares calculated using each valuation method is as shown in Table 1 below; the Tender Offer Price falls within the range calculated by Daiwa using the DCF Method and exceeds the range of results calculated using the Market Price Method.

<Table 1: Share Value of the Target Company as Determined by Daiwa>

Valuation Method	Record Date	Share Value per Share
Market Price Method	November 19, 2026	JPY 687 to JPY 812
DCF Method	November 19, 2026	JPY 968 to JPY 1,196

④ Obtaining a stock valuation report and a fairness opinion from a third-party appraiser selected by the Special Committee

A Acquisition of the Share Valuation Report (Plutus)

In reviewing the fairness and reasonableness of the Tender Offer Price, and in order to verify the reasonableness of the terms and conditions of the Transaction—including the Tender Offer Price—from an independent perspective, the Special Committee appointed Plutus as its independent financial advisor and as a third-party valuation firm independent of the Target Company and Tender Offer-Related Parties, and obtained the Share Valuation Report (Plutus).

(a) Reasonableness of the Business Plan

As stated above in "① Obtaining the Share Valuation Report from the Target Company's Third-Party Valuation Firm: (a) Reasonableness of the Business Plan," the Special Committee confirmed that no particular unreasonable aspects were found in the preparation process or content of the Business Plan.

(b) Reasonableness of the Valuation Method and Basis

At the 18th Special Committee Meeting and the 29th Special Committee Meeting, the Special Committee received a detailed

explanation from Plutus regarding the valuation results for Target Company Shares, the valuation methodology, and the reasoning behind the results.

First, Plutus reviewed the various valuation methods available for determining the value of the Target Company Shares. Based on the view that it is appropriate to evaluate the value of the Target Company Shares from multiple perspectives under the assumption that the Target Company is a going concern, and given that the Target Company Shares are listed on the Tokyo Stock Exchange Prime Market, Plutus employed the Market Price Method. Since there are several comparable listed companies similar to the Target Company, it is possible to infer the value of the Target Company Shares by comparing them to similar listed companies; therefore, the Comparable Companies Method was also employed. Furthermore, to reflect the future state of business operations in the valuation, the DCF Method was used to calculate the value per share of the Target Company Shares. The valuation methodology, which combines the market price and the stock prices of comparable companies with the DCF Method—which incorporates the present value of future cash flows into the valuation—is consistent with standard corporate valuation practices and can be considered appropriate.

Among the valuation methods adopted by Plutus, the Market Price Method uses November 19, 2026 as the record date and calculates the stock price based on the closing price on the record date and the simple average of the closing prices for the one-month, three-month, and six-month periods immediately preceding the record date. Regarding the trend in the Target Company Shares price, there have been no significant fluctuations attributable to special factors, nor have there been any particularly abnormal movements; therefore, we consider the setting of the stock price evaluation period in Plutus' valuation to be appropriate, and the price range derived from the Market Price Method to be sufficiently reasonable.

Next, regarding the Comparable Companies Method, Elecom Co., Ltd. and Buffalo Co., Ltd. were selected as listed companies engaged in businesses with certain similarities to the Target Company. The business value was calculated using EBITDA and EBIT multiples relative to business value, and the stock price was derived by adjusting for non-operating assets, interest-bearing liabilities, and other items. Although the Target Company's business domain is unique and there are no listed

companies engaged in exactly the same business as the Target Company, the Special Committee determined that there was nothing particularly unreasonable in Plutus' explanation that, given this positioning, the results of the DCF Method are relatively more significant as a reference point, since the two companies mentioned above share certain similarities with the Target Company as manufacturers of computer peripherals.

Furthermore, regarding the DCF Method, if arbitrary manipulation of figures or the establishment of unreasonable assumptions occurs in any of the calculation elements, the final valuation result may fluctuate significantly. From this perspective, the Special Committee verified the calculation process with Plutus during the Interviews, etc. and other discussions; however, no arbitrary manipulation of figures or establishment of unreasonable assumptions worthy of particular note was observed in the various calculation bases adopted in the DCF Method.

As outlined above, no unreasonable aspects were found regarding the selection of the Market Price Method, the Comparable Companies Method, and the DCF Method, nor regarding the respective calculation methods and bases. Consequently, the Special Committee assessed that it can rely on the Share Valuation Report (Plutus) prepared by Plutus when examining the share value of the Target Company.

(c)Results of the Share Valuation

According to the Share Valuation Report (Plutus) prepared by Plutus, the share value of the Target Company Shares calculated using each valuation method is as shown in Table 2 below; the Tender Offer Price falls within the valuation range determined by Plutus using the DCF Method, exceeds the valuation range determined by the Market Price Method, and exceeds the valuation range determined by the Comparable Companies Method.

<Table 2: Share Value of the Target Company as Determined by Plutus>

Valuation Method	Record Date	Share Value per Share
Market Price Method	November 19, 2026	JPY 687 to JPY 812

Comparable Companies Method	November 13, 2026	JPY 554 to JPY 673
DCF Method	November 13, 2026	JPY 665 to JPY 1,155

B Obtaining the Fairness Opinion

On November 19, 2026, the Special Committee obtained the Fairness Opinion from Plutus. The Fairness Opinion expresses an opinion that the Tender Offer Price of JPY 1,030 per share is fair to the Target Company's general shareholders from a financial perspective, based on the results of the share valuation conducted in accordance with the Business Plan and other relevant factors. The Fairness Opinion is based on the results of the share valuation conducted by Plutus after receiving disclosures from the Target Company regarding the current state of its business, the Business Plan, and other relevant materials, as well as explanations regarding those matters, in addition to an overview of the Tender Offer, background, and purpose of the Tender Offer; an examination of the Target Company's business environment, economy, market, and financial conditions, etc., to the extent deemed necessary by Plutus; and review procedures conducted by a review committee independent of Plutus's engagement team. No unreasonable aspects were identified regarding the issuance procedures or content of the Fairness Opinion.

Based on the foregoing, the Fairness Opinion can be deemed reliable.

⑤ Consideration of the Premium

A Premium in the Transaction

According to Daiwa's explanations during the Interviews, etc. and other discussions, the Tender Offer Price is calculated by adding the premiums shown in Table 3 below to the closing price of the Target Company Shares on the Tokyo Stock Exchange Prime Market as of November 19, 2026 (hereinafter referred to as the "Immediately Preceding Business Day").

<Table 3: Premium on the Tender Offer Price>

Reference Price	Stock Price	Premium
Closing Price on the Immediately Preceding Business Day	JPY 687	49.93%
Simple average of the closing prices over	JPY 764	34.82%

the past month, calculated as of the Immediately Preceding Business Day		
Simple average of closing prices over the past three months, calculated as of the Immediately Preceding Business Day	JPY 812	26.85%
Simple average of closing prices over the past 6 months, calculated as of the Immediately Preceding Business Day	JPY 812	26.85%

B Comparison with Other Transactions

As noted in the M&A Guidelines (Section 2.2.2), it is considered difficult to establish a definitive, objective standard—such as "the premium is fair if it is over x%"—when comparing to market share prices. Accordingly, the Special Committee also recognizes that the mere fact that a premium as described above is applied does not allow us to immediately conclude that the Tender Offer Price is fair, reasonable, or unreasonable.

However, according to Daiwa's explanation in the Interviews, etc., the above premium can be considered reasonable when compared with the premium levels in comparable transactions. Specifically, the comparable transactions consist of 331 tender offers of companies aimed at making a listed company a wholly-owned subsidiary, selected from among transactions involving companies listed on the Tokyo Stock Exchange Prime Market, the market on which the Target Company is listed (or, for transactions announced before the Tokyo Stock Exchange's market restructuring on April 4, 2022, companies listed on the First Section of the Tokyo Stock Exchange), that were announced between June 28, 2019, the date on which the M&A Guidelines were published, and October 30, 2026. The median premiums applied in determining the purchase price in those transactions were as follows: 41.29% over the closing price on the business day immediately preceding the announcement date; 42.55% over the simple average closing price for the preceding one-month period; 43.61% over the simple average closing price for the preceding three-month period; and 45.82% over the simple average closing price for the preceding six-month period. In addition, the foregoing premium levels are also considered reasonable when compared with the premium levels observed in 81 tender offers aimed at making a listed company a wholly-owned subsidiary, involving companies whose PBR, calculated based on the relevant tender offer price, exceeded 2.0x, announced during the

same period. Specifically, the median premiums in such transactions were 31.61% over the closing price on the business day immediately preceding the announcement date, 37.93% over the simple average closing price for the one-month period immediately preceding the announcement date, 41.81% over the simple average closing price for the three-month period immediately preceding the announcement date, and 45.55% over the simple average closing price for the six-month period immediately preceding the announcement date.

⑥ Execution of the Offer Agreement Between the Tender Offeror, AVI and KC

Asset Value Investors Limited (hereinafter "AVI") and Kaname Capital, L.P. (hereinafter "KC"), which are shareholders of the Target Company, have no capital ties or other special interests with the Tender Offerors and are independent of the Tender Offerors with respect to the Transaction; the fact that AVI and KC, in their capacity as independent parties, intend to tender all of their shares in the Target Company in the Tender Offer is considered evidence that AVI and KC recognize a certain degree of economic rationality in the Tender Offer Price and the terms and conditions of the Tender Offer.

⑦ Summary

As described above, (i) no particular unreasonable aspects were identified in the process of preparing the Business Plan or in its content; (ii) no particular unreasonable aspects were identified in the content of the share valuation conducted by Daiwa and Plutus, nor in its underlying assumptions and analytical methods; and (iii) the Tender Offer Price falls within the valuation range determined by Daiwa and Plutus using the DCF Method, exceeds the range of results calculated using the Market Price Method, and further exceeds the valuation range determined by Plutus using the Comparable Companies Method; (iv) a fairness opinion has been obtained from Plutus stating that the Tender Offer Price is fair to the Target Company's general shareholders from a financial perspective;(v) AVI and KC plan to tender their shares in the Tender Offer, and, (vi) the Special Committee, even after being informed by the Tender Offerors that AVI and KC intended to tender their shares in the Tender Offer on the premise that the Tender Offer Price would be JPY 1,000, continued price negotiations and secured an even higher Tender Offer Price from the Tender Offerors; furthermore, (vii) the Tender Offer Price was determined through sincere and ongoing discussions

and negotiations with the Tender Offerors via Daiwa, and was raised to a level at which the Tender Offerors explained on multiple occasions that they had no intention of raising it further, taking into account the results of the analysis of the Target Company's share value conducted by Daiwa and Plutus, as well as the legal advice received from Anderson Mori & Tomotsune and Nagashima Ohno & Tsunematsu. Taking all of these factors into comprehensive consideration, the Tender Offer Price is deemed to provide the Target Company's general shareholders with a reasonable opportunity to sell their shares and is recognized as a fair and reasonable price.

(4). Appropriateness and Fairness of the Scheme, etc.

In the Transaction, the intended approach is to first conduct the Tender Offer and, following its completion, carry out a squeeze-out (hereinafter referred to as the "Squeeze-Out Procedure") through a request for the transfer of shares, etc. (hereinafter referred to as the "Share Transfer Request") or a share consolidation (hereinafter referred to as the "Share Consolidation"). Furthermore, according to the draft of the Advance Press Release, it has been clarified that when conducting the Squeeze-Out Procedure, the cash to be delivered to the Target Company's shareholders and holders of the ADRs as consideration is scheduled to be calculated so that it is equal to the Tender Offer Price multiplied by the number of Target Company Shares held by each shareholder.

The Transaction method is commonly adopted in this type of delisting transaction, and, in the second stage of the procedure, opposing shareholders of the Target Company may file a petition with the court for price determination pursuant to the provisions of the Companies Act.

Since the consideration received by shareholders in the Transaction is in cash, this method is superior in terms of the ease of understanding the consideration, as well as the high stability and objectivity of its value; it is also considered desirable from the perspective of balancing the need to swiftly delist the Target Company with the need to ensure that general shareholders and others have the opportunity and time to make appropriate decisions based on sufficient information .

Based on the foregoing, the adoption of a two-stage acquisition involving a tender offer as the method of acquisition, with the consideration paid in cash, is deemed reasonable and fair .

(5). Reasonableness of the Purchase Price for the Target Company Shares

Represented by the ADSs

Although the Tender Offer also covers the Target Company Shares represented by the ADSs, since the purchase price for the Target Company Shares represented by these ADSs has been set at the same amount as the Tender Offer Price of JPY 1,030, the Special Committee considers that, for the same reasons as those regarding the Tender Offer Price, sufficient consideration has been given to the interests of the holders of these ADSs with respect to the purchase price for the Target Company Shares represented by these ADSs.

(6). Summary

As described in (1) through (5) above, assuming the appropriateness of the negotiation status and structure of the Transaction, the Tender Offer Price is deemed to be reasonable and fair.

Furthermore, in the Transaction, regardless of whether general shareholders receive consideration through the Tender Offer or the Squeeze-Out Procedure, they are guaranteed to receive consideration equal to the Tender Offer Price per share of Target Company Shares; and holders of the ADRs are expected to receive, in the Squeeze-Out Procedure, through the Depositary Bank, an amount equal to the Tender Offer Price per share of the Target Company Shares underlying the ADSs (after conversion to U.S. dollars and net of the Depositary Bank's fees, taxes, and other applicable charges). Therefore, we submit our opinion that the fairness and reasonableness of the terms and conditions of the Transaction (including the purchase price in the Tender Offer) are ensured.

3. Regarding Referred Matter 3

(1). The Special Committee's Understanding and Review Policy Regarding Referred Matter 3

Referred Matter 3 concerns the fairness of the procedures related to the Transaction.

With regard to Referred Matter 3, the Special Committee conducted its review by verifying the status of the adoption and implementation of fairness safeguards described in the M&A Guidelines, as well as the status of the adoption of such safeguards in similar cases. In doing so, the Special Committee considers it important—as the M&A Guidelines also point out (M&A Guidelines 3.1.2)—not to assume that all measures listed in the M&A Guidelines must be adopted, but rather to confirm whether fairness safeguards

appropriate to the actual circumstances of the Transaction have been adopted and are being properly implemented.

Furthermore, the Special Committee believes that, in assessing the fairness of the procedures related to the Transaction, it is appropriate to do so based on the fundamental perspectives set forth in the M&A Guidelines: (i) ensuring that the process of establishing transaction terms is comparable to a transaction between independent parties, and (ii) ensuring that general shareholders have the opportunity to make appropriate judgments based on sufficient information (M&A Guidelines 2.4).

(2). Establishment of the Special Committee and Receipt of the Special Committee's Report

The Special Committee was established by a resolution of the Target Company's Board of Directors and has been consulted on the Referred Matters.

In considering the Referred Matters, the Special Committee is fulfilling the roles prescribed for special committees in the M&A Guidelines (specifically: (1) examining and determining the merits of the M&A from the perspective of whether it contributes to enhancing the corporate value of the target company, and (2) examining and determining the appropriateness of the transaction terms and the fairness of the procedures from the perspective of promoting the interests of general shareholders) (M&A Guidelines 3.2.2).

In addition, given the consideration given to the following points regarding the Special Committee, it is recognized as functioning effectively as a measure to ensure fairness.

① Establishment of the Special Committee as Promptly as Possible (M&A Guidelines 3.2.4.1)

After receiving the proposal regarding the Transaction from the Tender Offerors on July 6, 2026, the Special Committee was established on July 10, and its first meeting was held on July 22; thus, the Special Committee was established and convened as promptly as possible after receiving the acquisition proposal from the acquirers.

② Composition of the Special Committee (M&A Guidelines 3.2.4.2)

The Special Committee consists of three of the Target Company's independent outside directors. We have confirmed that each member is independent of the Tender Offer-Related Parties and of the outcome of the Transaction, and that they possess the qualifications required to serve as

members.

③ Involvement of the Special Committee in Negotiations with the Tender Offeror Regarding Transaction Terms (M&A Guidelines 3.2.4.4)

The Special Committee has confirmed that it can substantively participate in the negotiation process regarding the terms of the Transaction by, among other things, confirming its policy in advance regarding negotiations on the terms of the Transaction, receiving timely reports on the status of such negotiations, expressing opinions at critical junctures, and issuing instructions or requests. Furthermore, prior to receiving a proposal from the Tender Offerors to set the Tender Offer Price at JPY 1,030 per share, the Special Committee directly communicated its opinions—along with the specific grounds for them—in writing to the Tender Offeror, and was directly involved in the negotiation process with the Tender Offerors.

④ Obtaining Advice from Advisors

The Special Committee is authorized to, after approving the Target Company's financial or legal advisor (including ex post facto approval), receive professional advice or explanations from such advisor as necessary when preparing its report on the Referred Matters, or to appoint its own financial or legal advisor and receive professional advice from such advisor; (Note that the Target Company shall bear the costs in such cases.) At the first and second meetings of the Special Committee, the Target Company's financial advisor, Daiwa; the Target Company's legal advisor, Anderson Mori & Tomotsune; the Special Committee's financial advisor, Plutus; and the Special Committee's legal advisor, Nagashima Ohno & Tsunematsu, confirmed that there were no issues regarding their independence, and that the Special Committee would seek professional advice or explanations from them as necessary (M&A Guidelines 3.2.4.5).

⑤ Obtaining Information (M&A Guidelines 3.2.4.6)

The Special Committee has sent a list of questions to the Tender Offerors and the Target Company, obtained their responses, and is gathering the information necessary for its deliberations and decisions, including by requesting additional information.

⑥ Remuneration of Committee Members (M&A Guidelines 3.2.4.7)

No success-based compensation contingent on the completion of the

Transaction or similar conditions has been adopted for the members of the Special Committee.

⑦ Treatment of the Special Committee's Determinations by the Target Company's Board of Directors (M&A Guidelines 3.2.5)

When making decisions regarding the Transaction at meetings of the Target Company's Board of Directors, the Board will give the utmost consideration to the Special Committee's judgment; furthermore, should the Special Committee determine that the terms of the Transaction are inappropriate, the Board has resolved that it will not approve the Tender Offer.

(3). The Target Company's Decision-Making Process and Review Structure (M&A Guidelines 3.2.6)

In a Board of Directors resolution determining whether to approve or reject an M&A transaction, if all directors—excluding those with a material interest in the Transaction—vote in favor and all auditors express no objection, this is considered one of the circumstances indicating that measures to ensure fairness functioned effectively in that M&A transaction (M&A Guidelines 3.2.5, Footnote 46).

Furthermore, the M&A Guidelines state that, starting from the review and negotiation stage prior to the Target Company's board of directors' resolution to approve or reject the M&A, and depending on the specific circumstances of the individual M&A transaction, the Target Company should establish an internal system that allows for review and negotiation from a position as independent as possible from the acquirer—for example, by excluding directors with certain interests, including "directors with special interests," from the Target Company's review and negotiation process (M&A Guidelines 3.2.6).

In this regard, with respect to the Target Company, it is expected that at the Target Company's Board of Directors meeting to be held on the day following the date of this document, all directors of the Target Company who participated in the deliberations and resolution (i.e., 9 directors out of a total of 10 directors, excluding Mr. Ide) will unanimously express their approval of the Tender Offer, to recommend that the Target Company's shareholders tender their shares in the Tender Offer, and to recommend that holders of the ADRs first deliver their ADRs to the Depositary Banks, receive the Target Company Shares underlying the ADSs represented by such ADRs, and then tender their shares in the Tender Offer.

Furthermore, Mr. Ide, the Target Company's President and CEO, has not participated in any deliberations or resolutions of the Target Company's Board of Directors regarding the Transaction—including the aforementioned Board meeting—given that he has a conflict of interest or the potential for a conflict of interest with the Target Company in the Transaction; nor has he participated in any way, from the Target Company's perspective, in the deliberations regarding the Transaction, the formulation of the Business Plan, or in discussions and negotiations with the Tender Offerors.

Furthermore, as described in (2) above, the Target Company intends to establish the Special Committee to obtain its opinion; however, the Target Company's Board of Directors' decision-making regarding the Transaction shall be conducted with the utmost respect for the Special Committee's judgment. In particular, given that if the Special Committee determines that the terms and conditions of the Transaction are not appropriate, the Target Company's Board of Directors will not approve the Transaction under such terms, it can be said that arbitrariness in the Target Company's decision-making regarding the Transaction is eliminated, and the fairness, transparency, and objectivity of the decision-making process are ensured (M&A Guidelines 3.2.4.4 and 3.2.5).

Based on the foregoing, there are no apparent issues regarding the fairness of the Target Company's decision-making process.

(4). Obtaining a Share Valuation Report and a Fairness Opinion from an Independent Third-Party Valuation Firm (M&A Guidelines 3.3.2)

In expressing its opinion regarding the Tender Offer, and to ensure the fairness of the decision-making process regarding the Tender Offer Price proposed by the Tender Offerors, the Target Company: (1) on July 30, 2026, appointed Daiwa as a financial advisor and third-party valuation firm independent of the Target Company and Tender Offer-Related Parties; subsequently, the Target Company requested Daiwa to perform a valuation of the Target Company Shares and obtained the Share Valuation Report (Daiwa). Furthermore, on July 30, 2026, the Special Committee appointed Plutus as a financial advisor and third-party valuation firm independent of the Target Company and Tender Offer-Related Parties, and requested that Plutus calculate the value of the Target Company Shares and issue an opinion (Fairness Opinion) regarding the fairness of the Tender Offer Price, thereby obtaining the Share Valuation Report (Plutus) and the Fairness Opinion.

As detailed in Section 2(3) above, both the Share Valuation Report (Daiwa)

and the Share Valuation Report (Plutus) employ multiple valuation methods, and care has been taken to ensure that no arbitrary pricing occurs. Furthermore, in preparing the Business Plan, which serves as the basis for the valuation, there is no evidence of any arbitrary conduct by the Tender Offerors or the Target Company's officers and employees, nor are there any circumstances that would cast doubt on the fairness of the valuation.

Based on the foregoing, the Share Valuation Report (Daiwa), the Share Valuation Report (Plutus), and the Fairness Opinion are recognized as share valuation reports and a fairness opinion prepared by independent third-party valuation institutions.

(5). Obtaining Advice from an Independent Law Firm (M&A Guidelines 3.3.1)

To ensure the fairness and propriety of the decision-making process by the Target Company's Board of Directors regarding the Tender Offer, on July 30, 2026, the Target Company appointed Anderson Mori & Tomotsune as a legal advisor independent of the Target Company and Tender Offer-Related Parties and has received necessary legal advice from the firm regarding the methods and processes of the Target Company's Board of Directors' decision-making—including procedures related to the Transaction—and other matters requiring attention. Furthermore, Anderson Mori & Tomotsune does not qualify as a related party of the Target Company and Tender Offer-Related Parties and has no material interest requiring disclosure with respect to the Transaction, including the Tender Offer.

Fees payable to Anderson Mori & Tomotsune will be calculated by multiplying the number of hours worked by an hourly rate, regardless of whether the Transaction is completed, and do not include any success fee contingent upon the completion of the Transaction. Furthermore, at its first meeting, the Special Committee confirmed that there were no issues regarding the independence and expertise of Anderson Mori & Tomotsune and approved the firm as the Target Company's legal advisor.

Furthermore, on July 22, 2026, the Special Committee appointed Nagashima Ohno & Tsunematsu as an independent legal advisor, separate from the Target Company and Tender Offer-Related Parties, and has received legal advice from Nagashima Ohno & Tsunematsu regarding measures to be taken to ensure the fairness of the procedures in the Transaction, the various procedures for the Transaction, and the methods, and processes of the Target Company's decision-making regarding the Transaction. Nagashima Ohno & Tsunematsu does not qualify as a related party of the Target Company and

Tender Offer-Related Parties and has no material interest that should be disclosed regarding the Transaction, including the Tender Offer. Furthermore, Nagashima Ohno & Tsunematsu's compensation is calculated by multiplying the number of hours worked by an hourly rate, regardless of whether the Transaction is successful or not, and does not include any success fee contingent upon the completion of the Transaction.

Based on the foregoing, it is deemed that the Target Company and the Special Committee have been obtaining expert advice from legal counsel since the initial stages of their deliberations regarding the Transaction.

(6). Market Check (M&A Guidelines 3.4.2)

According to the draft of the Advance Press Release, the Tender Offeror plans to set the period for the Tender Offer (hereinafter referred to as the "Tender Offer Period") at 20 business days, which is the minimum period prescribed by law. However, when the period from the release date of the Advance Press Release to the commencement of the Tender Offer is included, the actual duration will exceed the minimum period prescribed by law (at least 30 business days or more), thereby ensuring an opportunity for a competing Tender Offer.

The Tender Offeror and the Target Company have entered into a tender offer agreement (the "Tender Offer Agreement"). Although the Tender Offer Agreement contains certain provisions restricting the Target Company from having contacts, etc. with persons other than the Tender Offeror, it also provides for certain exceptions in connection with a tender offer or proposal by a person other than the Tender Offeror (a "Competing Offeror") for the purpose of taking the Target Company private. Accordingly, the Target Company has not entered into any agreement that would unduly restrict a Competing Offeror from contacting the Target Company or otherwise unduly restrict opportunities for a Competing Offeror to conduct or propose a competing tender offer. In this manner, by ensuring opportunities for competing tender offers or proposals, together with the setting of the Tender Offer Period, an indirect market check is being conducted, thereby giving due consideration to ensuring the fairness of the Tender Offer.

Furthermore, regarding the circumstances that led Mr. Ide to carry out the Transaction in collaboration with the Tender Offeror, the Special Committee, based on the Tender Offeror's explanation concerning the timing and depth of discussions between Mr. Ide and candidates other than the Tender Offeror, as well as the reasons for concluding those discussions, the Special

Committee has confirmed that the reasons and process for selecting the partner for the Transaction did not involve the unreasonable exclusion of any specific candidate, were not undertaken for the purpose of Mr. Ide's personal gain, and were based on the feasibility of implementing measures that would contribute to enhancing the Target Company's corporate value. Furthermore, with regard to the Transaction, the Special Committee had been exploring the possibility of immediately conducting a so-called "active market check"—which involves investigating and evaluating the presence of potential acquirers in the market (including bidding procedures prior to the public announcement of the Transaction)—should it determine that MBKP had not offered a tender offer price at a sufficient level; however, this was ultimately not carried out.

However, (a) the Target Company's corporate value relies to a significant extent on long-term technical and business partnerships with specific major customers; if we were to initiate a bidding process or similar procedures, details of these partnerships—which are normally subject to confidentiality obligations—could be disclosed to outside parties, thereby undermining these major customers' confidence in the stability of the Target Company's management and, consequently, potentially damaging the Target Company's corporate value; (b) if information spreads and the market price of the Target Company Shares temporarily rises, there may no longer be any candidates capable of taking the Target Company private based on that stock price level, and as a result, there is a risk that the opportunity to enhance corporate value through the Target Company's delisting will be lost; (c) there is a risk that a protracted process could further divert management resources from the Target Company's officers and employees that should be allocated to the Target Company's core business operations; and (d) Although the Target Company had been in contact with multiple private equity funds even before receiving a proposal from MBKP regarding the Transaction, MBKP was the only party with which discussions and deliberations actually deepened to the point of a concrete proposal; in light of the above, and considering the content of the various measures implemented to ensure the fairness of the Transaction, including the Tender Offer, it is considered that the fairness of the Transaction is ensured even without conducting an active market check.

(7). Majority of the Minority (M&A Guidelines 3.5)

According to the draft of the Advance Press Release, the minimum number of shares to be purchased in the Tender Offer has been set at 88,349,600 shares

(ownership ratio: 66.53%), and if the total number of tendered shares falls short of the minimum number to be purchased (88,349,600 shares), the Tender Offeror will not purchase any of the tendered shares. In the Tender Offer, the number of shares of the Target Company held by shareholders who have no interest in the Tender Offeror—that is, the so-called "Majority of Minority"—is a majority of the number obtained by subtracting the shares of the Target Company held by Mr. Ide (155,953 shares) and the shares of the Target Company held by SESP (8,398,400 shares) from the Reference Share Count (132,799,784 shares) (62,122,716 shares). Furthermore, it is stated that the number obtained by subtracting the number of shares that SESP—which has an interest in the Tender Offeror—has agreed to tender from the minimum number of shares to be purchased (88,349,600 shares) (79,951,200 shares) will exceed the number corresponding to MoM. Therefore, the lower limit of the intended purchase quantity exceeds the number of shares held by general shareholders who have no interest in the Tender Offeror, thereby effectively satisfying the MoM condition.

According to the draft Advance Press Release, AVI and KC are each independent third parties having no interests in common with the Tender Offeror, and the tender agreements with AVI and KC were entered into based on bona fide discussions and negotiations conducted on an arm's-length basis between the Tender Offeror and each of AVI and KC. Accordingly, the Tender Offeror considers that the fact that it has entered into the tender agreements with AVI and KC does not, in and of itself, cause AVI or KC to constitute a shareholder of the Target Company having interests in common with the Tender Offeror for purposes of determining the Majority of Minority ("MoM"). The Special Committee considers it reasonable to treat AVI and KC as not constituting shareholders of the Target Company having interests in common with the Tender Offeror, and considers that setting the minimum number of shares to be purchased in this manner respects the intentions of the Target Company's general shareholders and contributes to ensuring the fairness of the Transaction.

(8). Enhancing the Provision of Information to General Shareholders and Improving Process Transparency (M&A Guidelines 3.6)

The M&A Guidelines recommend providing general shareholders with important information to assist them in assessing the appropriateness of the transaction terms (M&A Guidelines 3.6.1); specifically, comprehensive

disclosure regarding the Special Committee and the share valuation report is expected (M&A Guidelines 3.6.2).

In the Transaction, the draft Opinion Press Release included details on the authority granted to the Special Committee, the background of the Special Committee's deliberations and the extent of its involvement in the negotiation process, the contents of this document, and the compensation structure for members of the Special Committee (M&A Guidelines 3.6.2.1), an overview of the Share Valuation Report (Daiwa), the Share Valuation Report (Plutus), and the Fairness Opinion (M&A Guidelines 3.6.2.2), the process leading up to the execution of the Transaction and the history of negotiations (M&A Guidelines 3.6.2.3). It is recognized that substantial information has been disclosed, and that important factors to assist the Target Company's shareholders and other stakeholders in assessing the appropriateness of the transaction terms have been provided.

(9). Exclusion of Coercion (M&A Guidelines 3.7)

According to the draft of the Advance Press Release, it has been clarified that (i) if, as a result of the completion of the Tender Offer, the total number of voting rights (including the Target Company Shares represented by ADSs) in the Target Company held by the Tender Offeror reaches 90% or more of the voting rights of all shareholders of the Target Company, depending on the number of shares acquired by the Tender Offeror through the Tender Offer, and the Tender Offeror thereby becomes a special controlling shareholder as defined in Article 179, Paragraph 1 of the Companies Act, the Tender Offeror plans to make the Share Transfer Request to all of the shareholders of the Target Company (excluding the Tender Offeror and the Target Company) promptly after the completion of the settlement of the Tender Offer, pursuant to the provisions of Part II, Chapter II, Section 4-2 of the Companies Act; or, if the total number of voting rights in the Target Company held by the Tender Offeror is less than 90% of the voting rights of all shareholders of the Target Company, the Tender Offeror plans to request that the Target Company convene an extraordinary general meeting of shareholders in May 2027, the agenda of which will include the Share Consolidation and an amendment to the Articles of Incorporation to abolish the provision on the number of shares constituting one share unit, subject to the Share Consolidation taking effect; and (ii) in conducting the Share Transfer Request or the Share Consolidation, the Tender Offeror plans to calculate the amount of cash to be delivered to the shareholders of the Target Company as consideration so that it will be

equal to the Tender Offer Price multiplied by the number of shares of Target Company Shares held by each such shareholder.

Furthermore, given that the Target Company's shareholders are guaranteed the right to request the purchase of their shares and the accompanying right to petition the court for a price determination, it is recognized that precautions have been taken to ensure that the Tender Offer does not give rise to coercion.

(10). Summary

As described in (2) through (9) above, in the Transaction, (i) a situation that can be considered a transaction between substantially independent parties was ensured during the process of establishing the transaction terms, and (ii) from the perspective of ensuring that general shareholders have the opportunity to make appropriate judgments based on sufficient information (M&A Guidelines 2.4), comprehensive measures to ensure fairness have been adopted and are being effectively implemented; therefore, in conclusion, we submit an opinion stating that the fairness of the procedures related to the Transaction, including the Tender Offer, is deemed to be ensured.

4. Regarding Referred Matter 4

(1). The Special Committee's Understanding and Approach to Referred Matter 4

Referred Matter 4 asks whether the Transaction is fair to the Target Company's general shareholders. This involves determining whether the Transaction contributes to enhancing the Target Company's corporate value and whether the fairness of the transaction terms and the fairness of the procedures can be recognized.

(2). Opinion of the Special Committee Regarding Referred Matter 4

The Special Committee believes that the factors to be considered in reviewing Referred Matter 4 are comprehensively covered by the matters requested for review in Referred Matters 1 through 3. As stated above, the Special Committee's review has concluded that, from the perspective of the Target Company's general shareholders, no issues were identified regarding Referred Matters 1 through 3.

Based on the foregoing, the Special Committee hereby submits its opinion that the Transaction (including the Target Company's Board of Directors expressing its approval of the Tender Offer and recommending that the Target Company's shareholders tender their shares in the Tender Offer, and

recommending that holders of the ADRs tender in the Tender Offer) is fair to the Target Company's general shareholders.

5. Regarding Referred Matter 5

(1). The Special Committee's Understanding and Approach to Referred Matter 5

Referred Matter 5 asks whether the Target Company's Board of Directors should express its approval of the Tender Offer and recommend that the Target Company's shareholders tender their shares in response to the Tender Offer.

The Special Committee has conducted its review on the understanding that Referred Matter 5 includes, as a detail thereof, whether it is appropriate to recommend that holders of the ADRs tender in the Tender Offer.

(2). Opinion of the Special Committee Regarding Referred Matter 5

The Special Committee considers that, as the legitimacy, and reasonableness of the purpose of the Transaction, the fairness of the terms and conditions of the Transaction, and the fairness of the procedures related to the Transaction have been recognized in Referred Matters 1 through 3, the Transaction does not present any issues from the perspective of enhancing the Target Company's corporate value and the interests of general shareholders.

Based on the foregoing, with regard to Referred Matter 5, and in light of points 1 through 3 above, the Special Committee submits its opinion that it is appropriate for the Target Company's Board of Directors to express its approval of the Tender Offer, to recommend that the Target Company's shareholders tender their shares in the Tender Offer, and to recommend that holders of the ADRs first deliver their ADRs to the Depositary Banks, receive the Target Company Shares underlying the ADSs represented by such ADRs, and then tender such Target Company Shares in the Tender Offer.

Part 3 Reservations

This document is subject to the reservations set forth below.

1. The recommendation contained in this document reflects the Special Committee's judgment as of the date of its preparation.
2. This document and the matters described herein must be interpreted strictly. Furthermore, no matter not expressly stated in this document shall be interpreted by analogy or broadly.
3. This document has been prepared based on the various matters recognized by the Special Committee through 4. and 5. of Section 1 of this document, and it

is based on the assumption that there are no facts, information, or materials that could influence the Special Committee's judgment. Furthermore, the Special Committee does not guarantee the accuracy or truthfulness of the various matters recognized by the Special Committee through 4. and 5. of Section 1 of this document.

4. This document does not express any opinion regarding accounting or tax issues directly or indirectly related to the Transaction.
5. Any documents referred to in this document as "drafts" refer to the most recent drafts shared with the Special Committee as of the date of this document's preparation.

End