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Notice Concerning Continuation of the Policies to Respond to a Large-Scale Purchase of the Company's Shares (Takeover Response Policies)

The Company introduced the “measures to respond to a large-scale purchase of the Company's shares (takeover defense measures)” at the Board of Directors meeting held on March 17, 2008, which was most recently approved by shareholders at the 62nd Annual General Meeting of Shareholders held on May 23, 2023, thereby continuing the measures (hereinafter the “measures to respond to a large-scale purchase of the Company's shares [takeover defense measures]” after this continuation are referred to as the “Current Plan”). The validity of the Current Plan is scheduled to expire at the conclusion of the 65th Annual General Meeting of Shareholders scheduled to be held on May 26, 2026 (hereinafter the “General Meeting of Shareholders”). The Company has continuously considered the way the takeover defense measures should be, including the review of appropriateness of its continuation, as one of the initiatives for ensuring and enhancing its corporate value and common interests of shareholders, based on changes in the socio-economic environment thereafter, the latest development of the trends and debates concerning the details of the corporate governance code and the takeover response policies.

As a result, at the meeting of the Board of Directors of the Company held today, the Company hereby announces that it has decided to continue the “policies to respond to a large-scale purchase of the Company's shares (takeover response policies)” original plan (hereinafter the “Continuation”; the “policies to respond to a large-scale purchase of the Company's shares (takeover response policies)” after this continuation shall be referred to as the “Plan”) after carrying out partial revisions to the Current Plan at this General Meeting of Shareholders as an initiative to prevent decisions on the financial and business policies of the Company from being controlled by inappropriate parties in the context of its basic policy regarding the state of parties who control decisions on the financial and business policies of the Company (hereinafter the “Basic Policy on Control of the Company”) as prescribed in Article 118, Item (iii) of the Regulation for Enforcement of the Companies Act.

All three outside Directors and four Audit & Supervisory Board Members of the Company noted their opinion that they agree with the Plan on the condition that the detailed implementation of the Plan is carried out appropriately.

For the Continuation, the main changes from the Current Plan are changes to the definition of type of purchase of the Company's shares, etc. that falls under the Plan, some other terms, expressions, etc. Additionally, the status of the Company's shares as of February 28, 2026 is as shown in Appendix 1, but as of today, there has been no specific proposal for a large-scale purchase, etc., for the Company's shares.

1. About the Basic Policy on Control of the Company

The Company, as a listed company, recognizes that its shares may be freely traded by shareholders and investors, and does not categorically deny large-scale purchases, etc., of its shares or similar transactions. The Company believes that the ultimate decision as to whether to accept a large-scale purchase or purchase proposal should be determined by the will of the shareholders.

However, among such large-scale purchases or purchase proposals, there are some that are inappropriate, including those which, in light of their purposes and other factors, would clearly harm the Company's corporate value and, consequently, the common interests of shareholders; those that may effectively coerce shareholders into selling their shares; and those that do not provide sufficient time or information for the Board of Directors of the target company or its shareholders to evaluate the purchase terms, etc., or for the Board of Directors to present alternative proposals.

With respect to the appropriate parties who should control decisions on the Company's financial and business policies, the Company believes that such parties must have a sufficient understanding of the Company's fundamental management philosophy, the various sources of its corporate value, and the relationships of trust with its stakeholders, and must be capable of securing and enhancing the Company's corporate value and, consequently, the common interests of shareholders over the medium to long term. Accordingly, the Company believes that any party that conducts a large-scale purchase, etc., or similar action that may impair the Company's corporate value and the common interests of shareholders is considered inappropriate as a party to control decisions on the Company's financial and business policies.

Therefore, in the event that a party emerges intending to conduct a large-scale purchase, etc., involving a transfer of control of the Company, the Board of Directors considers it its duty to shareholders, who are the ultimate decision-makers, to require such a purchaser to provide sufficient information regarding the terms of the purchase, as well as management policies, business plans and other matters following the acquisition, and to secure adequate time for the Board of Directors, and, where appropriate, the shareholders, to evaluate such information and for the Board of Directors to present alternative proposals.

2. Initiatives to realize the Basic Policy on Control of the Company

In order to encourage a broader range of investors to continue investing in the Company over the medium to long term, the Company is undertaking initiatives to enhance the corporate value of the Group and, consequently, the common interests of shareholders. These initiatives include the establishment of the management philosophy in (1) below, efforts to enhance corporate value through the medium-term management plan, etc., in (2) below, and the strengthening and enhancement of corporate governance in (3) below.

(1) Management Philosophy

The Company is a pure holding company established on November 1, 2002, through the business integration of a corporate group centered on RALSE COMPANY, LIMITED, which operates supermarkets in various regions of Hokkaido, and FUKUHARA CO., LTD., which operates supermarkets in the Tokachi and Obihiro

areas. Subsequently, Fuji Co., Ltd. (currently Douhoku Arcs Co., Ltd.), which operates supermarkets primarily in Asahikawa, joined the Group in October 2004; TOKOU STORE COMPANY, LIMITED in October 2009; Universe Co., Ltd., a leading supermarket operator in the Northern Tohoku region, in October 2011; Shinohara Shoten Co., Ltd. (currently Doutou Arcs Co., Ltd.) in November 2011; JOIS Co., Ltd. (currently BELJOIS Co., Ltd.), which operates supermarkets primarily in Iwate Prefecture, in September 2012; Belle Plus Co., Ltd. (currently BELJOIS Co., Ltd.), which operates supermarkets primarily in Iwate and Miyagi Prefectures, in September 2014; Ito Chain Co., Ltd., which operates supermarkets primarily in Miyagi Prefecture, in September 2019; and OTANI CO., LTD., which operates supermarkets primarily in Tochigi Prefecture, in April 2021, each joining the Group as a core operating company. At present, under the “Yatsugatake Mountain Range Management” philosophy, which forms the foundation of the Group’s operations, 15 consolidated subsidiaries, including 10 supermarket companies, conduct business activities primarily in Hokkaido, the Tohoku region, and Northern Kanto region. “Yatsugatake Mountain Range Management” refers to the concept of achieving corporate integration among group companies on an equal footing like the peaks of the Yatsugatake mountain range, which are of similar height, while maintaining close proximity to customers and pursuing the expansion and growth of the Group’s overall management resources.

Based on this background, the Company has, since its establishment, adopted as its common group management philosophy as the commitment to being “A lifeline for each community. We contribute to enriched lives by providing valuable merchandise and services at low prices.” While the term “lifeline” generally refers to essential infrastructure such as electricity, gas, and water necessary for sustaining daily life, the Group considers the distribution of food and daily necessities to be similarly indispensable infrastructure for people’s lives. In addition, the Company has established the corporate statement “Bridge on the Rich Land for Your Life” to express its “raison d’être.” This statement reflects the Company’s aspiration to serve as a bridge connecting production areas and customers by providing fresh, safe, and reliable food to a wide range of customers, as well as its intention to function as a platform that connects regional companies sharing the same vision, thereby enabling them to compete with large-scale enterprises, including overseas distribution capital.

(2) Medium-term management plan

In order to give concrete form to its management philosophy and realize the Basic Policy on Control of the Company, the Group is implementing the following measures under its medium-term management plan. Going forward, the Group aims to develop into a distribution enterprise group with a broad geographic focus on Eastern Japan.

1) Enhancement of the supermarket business

In order to strengthen the supermarket business, which constitutes the core business of the Group, the Company is undertaking initiatives such as research and development of new business formats and the reinforcement of new store openings. In FY2006, the Company developed a new business format branded under the Group name, “Super ARCS,” and, as of the end of FY2025, has expanded this format to 71 stores. In addition, the Group introduced a unified point card system in FY2008, expanded its functionality in FY2012, and, in FY2021, established a system enabling payment completion via a mobile application. In FY2024, the application was further renewed to enhance push-based promotional functions, including

various campaigns and value-added coupon offerings. Furthermore, the Group is working to enhance the performance of existing stores through the expansion of sales channels, including home delivery services. Moreover, in January 2019, the Company, Valor Holdings Co., Ltd., and RETAIL PARTNERS CO., LTD. established the New Japan Supermarket Alliance. Under the Alliance Promotion Committee, five subcommittees (Management Subcommittee, Merchandising Subcommittee, Business Reform Subcommittee, Sustainability Subcommittee, and Next-Generation Domain Development Subcommittee) have been established. For example, within the Merchandising Subcommittee, the Group collaborates with manufacturers to develop and promote exclusive products. Through such initiatives, each subcommittee seeks to generate alliance synergies within its respective domain and to further respond to the expectations of customers in local communities.

2) Enhancement of lifeline functions

In order to further enhance its functions as a regional lifeline, the Group is also conducting research into new businesses beyond food-related operations. As a concrete outcome of such efforts, in June 2008, ELDy Co., Ltd. opened its first store as a franchisee of CAINZ, thereby entering the home improvement store business, and has expanded to three stores as of the end of FY2025. In addition, the Group is conducting research and studies into card-related businesses and financial services aimed at strengthening its retail operations.

3) Maximization of synergies under the Yatsugatake Mountain Range Management Framework

In order to enhance the synergies generated under the Yatsugatake Mountain Range Management framework, the Group has implemented measures such as the standardization of merchandise ordering systems, the consolidation of headquarters administrative functions, and the unification of key suppliers for specific product categories.

(3) Initiatives to strengthen and enhance group governance

In order to realize its management philosophy and medium- to long-term management plans, the Company positions the enhancement of group governance as a key management priority. As a listed company, the Company is committed to ensuring fair and highly transparent management and is undertaking initiatives to strengthen the functions such as the subsidiary management and guidance function, supervision function, business execution function, and auditing function.

1) Subsidiary management and guidance function

As the parent company, the Company determines the Group's medium- to long-term plans and overall group strategies, and, as a holding company possessing authority over the allocation and use of group management resources, provides management and guidance to its subsidiaries. Meanwhile, operating subsidiaries promote all business activities in accordance with the group strategies formulated by the Company and bear execution responsibility for achieving their respective performance targets.

2) Supervisory function

The Board of Directors of the Company serves as the highest decision-making body for group management and is responsible for supervisory functions within the Group. With respect to management policies and material measures, the Board of Directors engages in active discussions while ensuring consistency with

laws and regulations, and the Articles of Incorporation, and makes prompt decisions.

3) Business execution function

In order to clarify execution responsibilities for each function relating to the use of management resources, the Company has adopted an executive officer system. In addition, the Company holds a regular monthly Group Management Committee as a forum for deliberation on important matters concerning the entire Group, consisting of the Company's Directors, Audit & Supervisory Board Members, and Executive Officers, as well as Representative Directors and certain Senior Directors of operating subsidiaries.

4) Audit & Supervisory Board

The Company has established an Audit & Supervisory Board in accordance with the Companies Act, composed of four Audit & Supervisory Board Members, including two outside Audit & Supervisory Board Members. These members attend important meetings such as meetings of the Board of Directors and management meetings, provide advice and recommendations from an independent standpoint regarding the execution of duties by Directors and Executive Officers, and conduct audits to ensure that Directors perform their duties appropriately.

5) Internal audit

The Company has established a Management Audit Group as an independent department directly reporting to the President, which conducts internal audits covering all group companies and business sites.

6) Outside Directors

The Company currently appoints three outside Directors, including two women, who oversee the overall management of the Group and provide effective advice.

7) Nominating and Compensation Committee

In order to enhance fairness, transparency, and objectivity in the processes for the appointment and dismissal of officers, as well as the evaluation and determination of their remuneration, the Company has established a Nominating and Compensation Committee as an advisory body to the Board of Directors, with a majority of its members comprising independent outside Directors.

Through the foregoing initiatives, the Company is committed to enhancing its corporate value through the concerted efforts of its Directors and employees and, consequently, the common interests of shareholders, with the aim of encouraging a broad range of investors to continue investing in the Company over the long term. The Company believes that these initiatives also contribute to the realization of the Basic Policy on Control of the Company.

3. Purpose of this Plan (Measures to prevent control of decisions on the Company's financial and business policies by inappropriate parties in light of the Basic Policy on Control of the Company)

(1) Purpose of this Plan

The Group focuses its management resources on the supermarket business and its peripheral businesses, and stated "Contribute to a prosperous life by providing valuable products and services at low cost as a regional lifeline" as its group philosophy.

In order for the Group to contribute to the realization of a sustainable society, it believes that it is important not to make decisions based solely on profit when the operation of stores is difficult in the event that the business conditions of specific regions or stores deteriorates temporarily or due to the occurrence of disasters, etc., but to demonstrate the Group's collective strengths, such as other regions and stores covering for those issues, to contribute to customers' lives, maintain employment in the region, and provide food, daily necessities, etc. to people living in the region.

Based on this belief, this Plan is proposed to be continued as a measure to prevent decisions on the financial and business policies of the Company from being controlled by inappropriate parties in light of the Basic Policy on Control of the Company, in order for the Group to continue and develop the supermarket business as a regional lifeline.

The Board of Directors of the Company does not unconditionally deny free trading of the shares of the Company, a listed company, nor refuse an act of or proposal for large-scale purchase of the Company's shares. However, the Board has witnessed a number of cases of large-scale purchase, etc. which have actually undermined the corporate value and/or common interests of shareholders, so it believes that sufficient time and information should be provided for shareholders to examine the conditions of purchase, etc., while discussing or proposing alternative ideas.

As of February 28, 2026, roughly 19.1% of the Company's issued shares were held by officers of the Company and related parties. However, the Company cannot exclude the possibility that its officers and related parties may in the future transfer or otherwise dispose of their shares depending on individual circumstances, resulting in reduction of the officers' ownership ratio. The Company's shares other than those held by officers are largely held by individual shareholders, the employee shareholding association, institutional investors such as trust banks, domestic corporations and foreign corporations, etc. If a party intends to make large-scale purchase, etc., the Company believes it is important for those shareholders to secure time and information to examine the details of the act of or proposal for the large-scale purchase, etc., and opinion of the Board of Directors of the Company as well as the alternative proposals, in order to finalize their decisions appropriately on whether to accept the proposed large-scale purchase, etc.

In view of such circumstances, the Board of Directors of the Company believes that, in case of an act of or proposal for large-scale purchase of the Company's shares, securement of information and time necessary for shareholders to make a good decision and negotiate with the purchaser, etc., under certain reasonable rules align with the corporate value of the Company and common interests of shareholders. The Board has therefore established certain rules for ensuring the information provision and certain period for examination at the time of large-scale purchase (hereinafter the "Large-Scale Purchase Rules") and decided to continue this Plan as takeover response policies including the policies for responding to a large-scale purchase carried out by an inappropriate party in light of the Basic Policy on Control of the Company, subject to approval of

shareholders at this General Meeting of Shareholders. Please refer to Appendix 2 for the overall outline of this Plan.

(2) Type of purchase of the Company's shares, etc., that falls under this Plan

Type of purchase of the Company's shares, etc., that falls under the Plan is defined as:

- 1) purchase of the Company's shares, etc. (Note 1) intended to increase the proportion of voting rights (Note 2) of the specific shareholder group (Note 3) to 20% or higher,
- 2) purchase of the Company's shares, etc., with the proportion of voting rights of the specific shareholder group resulting in an increase to 20% or higher, or
- 3) any act conducted by the specified shareholder group of the Company with other shareholders of the Company (including cases where there are multiple such shareholders; the same shall apply hereinafter in this item 3)), regardless of whether the acts stipulated in 1) or 2) above are carried out, that leads to an agreement or any other act that would cause such other shareholders to become joint holders of the specified shareholder group, or any act (Note 4) that establishes a relationship between the specified shareholder group and such other shareholders wherein one substantially controls the other or they act jointly or in cooperation (Note 5) (provided, however, that this applies only in cases where the combined proportion of voting rights of the specified shareholder group and such other shareholders with respect to the shares, etc. issued by the Company would become 20% or higher) (in either case, excluding the purchase agreed upon in advance by the Board of Directors of the Company, and including any purchase methods such as market trading and tender offer; hereinafter, such type of purchase mentioned from 1) to 3) shall be referred to as a "Large-Scale Purchase," and any person who conducts or intends to conduct such purchase alone or jointly or in cooperation with others shall be referred to as a "Large-Scale Purchaser").

Note 1: Shares, etc., refer to either shares, etc. as defined in Article 27-23, paragraph (1) of the Financial Instruments and Exchange Act, or shares, etc. as defined in Article 27-2, paragraph (1) of the same Act.

Note 2: Proportion of voting rights is defined as:

- (i) in case that the specific shareholder group falls under (i) of Note 3 below, ownership ratio of shares, etc., of such holder (as defined in Article 27-23, paragraph (4) of the same Act, in which case number of shares, etc., held by joint holders of such holder [as defined in the same paragraph, hereinafter the same] shall be added);
- or
- (ii) in case that the specific shareholder group falls under (ii) of Note 3 below, combined ownership ratio of shares, etc., of the Large-Scale Purchaser and its specially related parties (as defined in Article 27-2, paragraph (8) of the same Act).

In calculating the proportion of voting rights for each case, the combined ownership ratio of shares, etc., owned by the following persons shall be added: persons who have entered into financial advisory agreements with those mentioned in Note 3 (i) or (ii), such as investment banks, securities companies, or other financial institutions, persons who share substantial common interests with such persons, tender offer agents, attorneys-at-law, certified public accountants, or other advisors, or persons who are recognized by the Company's Board of Directors as being substantially controlled by such persons or as acting jointly or in cooperation with such persons, and persons who have acquired the Company's shares, etc., through off-market transactions or off-auction transactions on the Tokyo Stock Exchange (ToSTNeT-1) from those falling under Note 3 (i) to (iv), but who have not been recognized by the Independent Committee as posing

no issues from the perspective of maximizing corporate value or the common interests of shareholders. In addition, total number of voting rights (as defined in Article 27-2, paragraph (8) of the same Act), and the total number of issued shares (as defined in Article 27-23, paragraph (4) of the same Act) may be quoted from securities report, semi-annual report or share buyback report, whichever submitted recently.

Note 3: Specific shareholder group is defined as:

- (i) a holder (including a party who falls under the category of a holder as defined in Article 27-23, paragraph (3) of the same Act; hereinafter the same) of the Company's shares, etc. (as defined in paragraph (1) of the same Article), as well as its joint holders (as defined in paragraph (5) of the same Article, including parties deemed as joint holders pursuant to paragraph (6) of the same Article, hereinafter the same);
- (ii) a party conducting a purchase, etc., (as defined in Article 27-2, paragraph (1) of the same Act, including a purchase conducted in the financial instruments exchange market) of the Company's shares, etc., (as defined in paragraph (1) of the same Article), and its specially related parties (as defined in paragraph (7) of the same Article);
- (iii) related parties of the persons in (i) or (ii) above (meaning a group composed of persons who have entered into financial advisory agreements with such persons, such as investment banks, securities companies, or other financial institutions, persons who share substantial common interests with such persons, tender offer agents, attorneys-at-law, certified public accountants, or other advisors, or persons who are recognized by the Company's Board of Directors as being controlled by such persons or as acting jointly or in cooperation with such persons);
and
- (iv) persons who have acquired the Company's shares, etc. from any of the persons listed in item (i) through this item (iv) through off-market negotiated transactions or off-auction trading on the Tokyo Stock Exchange (ToSTNeT-1).

Note 4: The determination of whether the acts specified in item 3) of the main text have been conducted shall be made by the Company's Board of Directors based on a reasonable judgment (and in making such judgment, the recommendations of the Independent Committee shall be respected to the maximum extent). In addition, the Company's Board of Directors may, to the extent necessary for determining whether the requirements set forth in item 3) of the main text are met, request the Company's shareholders to provide the necessary information.

Note 5: The determination of whether a "a relationship between the specified shareholder group and such other shareholders wherein one substantially controls the other or they act jointly or in cooperation" is established shall be based on new capital relationships, business partnership relationships, transaction or contract relationships, concurrent director relationships, funding relationships, credit relationships, the status of purchase of the Company's shares, etc., the status of exercise of voting rights regarding the Company's shares, etc., the formation of substantial interests regarding the Company's shares, etc. through derivatives or stock lending, etc., the direct and indirect influence of the specified shareholder group and such other shareholders on the Company, and other direct or indirect facts suggesting communication of intent between the specified shareholder group and such other shareholders. The determination regarding involvement in associations or other funds is based on the consideration of whether the fund manager is effectively the same and various other circumstances.

(3) Establishment of the Independent Committee

The Board of Directors of the Company shall make a final decision regarding whether such Large-Scale Purchase complied with the Large-Scale Purchase Rules, or whether the countermeasures should be taken

on the grounds that such Large-Scale Purchase is considered to significantly undermine the corporate value of the Company and the common interests of shareholders even if such Large-Scale Purchase complied with the Large-Scale Purchase Rules. Meanwhile, in order to operate this Plan appropriately, prevent the Board of Directors from making arbitrary decisions and ensure objective and rational decision at the Board of Directors, the Independent Committee shall be established in accordance with the Independent Committee Regulations (Please refer to Appendix 3 for the outline of the Regulations.) in the same manner as prescribed under the Current Plan. The Independent Committee shall consist of three or more members. They shall be appointed from among persons who are either of outside Directors, outside Audit & Supervisory Board Members or outside experts (Note) and who are independent of business execution of the Company, in order to ensure a fair and neutral decision. Members of the Independent Committee shall be announced as soon as appointed by the Board of Directors of the Company. Current members of the Independent Committee Satoru Takashima, an outside Audit & Supervisory Board Member as well as Tatsuya Hori and Shinichi Tanaka, outside experts are scheduled to continuously serve as members of the Committee after this Plan is continued. (Please refer to Appendix 4 for their career summary.)

Prior to exercising the countermeasures, the Board of Directors shall consult with the Independent Committee regarding the appropriateness of exercising the countermeasures, and the Independent Committee shall make recommendations to the Board regarding whether the countermeasures can be exercised, based on the careful evaluation and examination of the Large-Scale Purchase in light of enhancing the corporate value of the Company and the common interests of its shareholders. The Board of Directors shall make a decision on the exercise of the countermeasures while fully respecting the recommendations by the Independent Committee. The Independent Committee may request holding of the General Meeting of Shareholders to confirm shareholders' will (hereinafter the "General Meeting to Confirm Shareholders' Will") regarding the resolution on such exercise in making the recommendations on the exercise of the countermeasures. Based on such request, the Board of Directors of the Company may call for the General Meeting to Confirm Shareholders' Will to ask shareholders to decide whether to exercise the countermeasures under this Plan. The outline of the recommendations made by the Independent Committee shall be announced as appropriate.

In doing so, the Committee may, at the cost of the Company, obtain advice as appropriate of external independent third party specialists (including financial advisors, certified public accountants, attorneys-at-law, consultants, and other experts) in order to ensure that the decision of the Independent Committee is made in a manner to contribute to the corporate value of the Company and the common interests of shareholders.

Note: An outside expert refers to a senior corporate executive with proven track record, ex-government official, attorney-at-law, certified public accountant, persons with academic experience or those equivalent thereto.

(4) Outline of the Large-Scale Purchase Rules

1) Prior submission of a letter of intent by the Large-Scale Purchaser to the Company

A Large-Scale Purchaser intending to exercise the Large-Scale Purchase of the Company's shares is required to submit to the Board of Directors of the Company a letter of intent written in Japanese containing the following information with a pledge of compliance with the Large-Scale Purchase Rules,

in a form prescribed by the Company before exercising or proposing the Large-Scale Purchase.

- (a) Name and address of the Large-Scale Purchaser
- (b) Law governing the incorporation
- (c) Name of the representative
- (d) Contact address in Japan
- (e) Outline of the proposed Large-Scale Purchase
- (f) Pledge of compliance with the Large-Scale Purchase Rules under this Plan

Upon receipt of the letter of intent from the Large-Scale Purchaser, the Board of Directors shall immediately announce such receipt and its detail as appropriate.

2) Provision of the necessary information from the Large-Scale Purchaser

The Board of Directors of the Company shall, within ten business days (Note) from the next day of the receipt of the letter of intent containing all the information as listed in 1) (a)-(f) above, issue a document (hereinafter the “List of Necessary Information”) describing information concerning the Large-Scale Purchase (hereinafter the “Necessary Information”). The Large-Scale Purchaser is required to submit the Necessary Information in Japanese to the Board of Directors of the Company in accordance with the description of the List of Necessary Information.

Common items in the Necessary Information are listed as follows. While detail of the Necessary Information varies depending on the attributes of the Large-Scale Purchaser as well as the content of the Large-Scale Purchase, the scope shall be limited to the extent necessary and sufficient for shareholders to make a decision and for the Board of Directors to form its opinion.

- (a) Details (including name, business description, career summary or history, capital structure, financial conditions, and experiences of businesses similar to the business of the Company and the Group) of the Large-Scale Purchaser and its group (including joint holders, specially related parties and, in the case of a fund, partners and other members)
- (b) The purpose, method and other details of the Large-Scale Purchase (including amounts and types of consideration for the Large-Scale Purchase, the timing of the Large-Scale Purchase, the structure of any related transactions, the legality of the method of the Large-Scale Purchase, feasibility of the Large-Scale Purchase and any related transactions)
- (c) The basis of calculation of the consideration for the Large-Scale Purchase (including facts underlying the calculation, the method of calculation, numerical information used in the calculation, and the details of synergy expected to arise from a series of transactions related to the Large-Scale Purchase)
- (d) Supporting documents explaining the source of funds for the Large-Scale Purchase (including the specific name of the provider of the funds [including substantial providers of funds], funding methods and the details of any related transactions)
- (e) Candidates for officers assumed to be put up after the completion of the Large-Scale Purchase (including information concerning experiences of businesses similar to the business of the

Company and the Group), management policies, business plans, financial plans, capital policies, dividend policies, and asset utilization strategies of the Company and the Group

- (f) Changes and details thereof, if any, to the relationship between the Company and the Group and their stakeholders including customers, business partners and employees following the completion of the Large-Scale Purchase

The Board of Directors of the Company may, with a view to ensuring prompt execution of the Large-Scale Purchase Rules, set a deadline for the provision of information by the Large-Scale Purchaser as needed; provided, however, that such deadline may be extended subject to a request by the Large-Scale Purchaser on rational grounds.

If the Necessary Information submitted to the Company based on the above items is considered to be insufficient for evaluating and examining the Large-Scale Purchase following the scrutiny by the Board of Directors, it may set out a reasonable period as appropriate and request the Large-Scale Purchaser to provide additional information until the Necessary Information is fully received.

When the Board of Directors considers that all the Necessary Information has been fully and sufficiently provided by the Large-Scale Purchaser for the purpose of evaluating and examining the Large-Scale Purchase, it sends a notice to the Purchaser to that effect and announces that.

However, if the Board of Directors received a reasonable explanation from the Large-Scale purchaser regarding the difficulty in providing some of such Necessary Information regardless of the request for provision of the additional Necessary Information, negotiation for the information provision by the Large-Scale Purchaser may be terminated and the evaluation and examination by the Board of Directors as described in 3) below may commence without all the Necessary Information at hand requested by the Board of Directors. The Necessary Information provided to the Board of Directors shall be submitted to the Independent Committee, while all or part of such information shall also be disclosed at a certain point as considered appropriate by the Board of Directors, if such disclosure is deemed necessary for shareholders to make a good decision.

Note: A business day means a day other than the days set forth in the items of Article 1, paragraph (1) of the Act on Holidays of Administrative Organs.

3) Evaluation and examination of the Necessary Information by the Board of Directors of the Company

After the completion of the Large-Scale Purchaser's provision of the Necessary Information to the Board of Directors, the Board sets either of a period not exceeding 60 days in the case of purchasing all of the Company's shares exclusively through cash tender offer (in Japanese yen), or a period not exceeding 90 days in the case of the Large-Scale Purchase through other methods, as a period for evaluation, examination, negotiation, opinion formation, and development of an alternative proposal by the Board (hereinafter the "Board of Directors' Evaluation Period"), depending on the difficulty of evaluation, etc. of the Large-Scale Purchase. During the Board of Directors' Evaluation Period, the Board of Directors closely evaluates and examines the provided Necessary Information while obtaining advice as appropriate of external independent third party specialists (including financial advisors, certified public accountants, attorneys-at-law, consultants and other experts), and with utmost respect for the recommendations from the Independent Committee, carefully organizes and officially

announces its opinion. The Board of Directors of the Company will also negotiate the terms and conditions and points to be improved of the Large-Scale Purchase with the Large-Scale Purchaser as necessary and may present an alternative proposal to its shareholders.

(5) Policies for responding to the actual exercise of the Large-Scale Purchase

1) If the Large-Scale Purchaser has not complied with the Large-Scale Purchase Rules

If the Large-Scale Purchaser has not complied with the Large-Scale Purchase Rules, the Board of Directors of the Company may exercise countermeasures such as allotment of share acquisition rights without contribution as authorized under the Companies Act or other laws as well as the Articles of Incorporation of the Company against the Large-Scale Purchase, for the purpose of protecting the Company's corporate value and the common interests of shareholders.

In considering whether the Large-Scale Purchase Rules have been complied with or not, circumstances of the Large-Scale Purchaser are duly considered to a reasonable extent, and non-provision of a part of the Necessary Information alone should not be deemed as non-compliance with the Large-Scale Purchase Rules.

2) If the Large-Scale Purchaser has complied with the Large-Scale Purchase Rules

If the Large-Scale Purchaser has complied with the Large-Scale Purchase Rules, even if the Board of Directors disagrees to such Large-Scale Purchase, it only attempts to persuade shareholders by expressing counter opinions against such Large-Scale Purchase proposal and/or presenting an alternative proposal, without exercising countermeasures against it in principle. Shareholders would be asked to make consideration on their own whether to accept such Purchase proposal offered by the Large-Scale Purchaser, as well as the opinion and the alternative proposal presented by the Company.

However, even in the case where the Large-Scale Purchaser has complied with the Large-Scale Purchase Rules, if the Board of Directors considers that such Large-Scale Purchase falls under any of the following (a) to (e), and causes irretrievable damage to the Company, thus significantly undermines the Company's corporate value and the common interests of shareholders, the Board of Directors may exceptionally decide to exercise countermeasures as described in 1) above to a necessary and reasonable extent, for the purpose of protecting the Company's corporate value and the common interests of shareholders.

(a) Cases where the Purchaser is found not to have any intention to participate in the management of the Group and to be purchasing the Company's shares only for the purpose of selling the shares to the Company's related parties at a high price after driving the share price higher (so-called greenmailer)

(b) Cases where the Purchaser is found to be purchasing the Company's shares for the purpose of conducting so called "scorched earth" management, by temporarily gaining control over the Group's management and transferring intellectual property rights, know-how, corporate secrets, major business partners and customers that are necessary for the business operation of the Group to the Large-Scale Purchaser or its group companies, etc.

- (c) Cases where the Purchaser is found to be purchasing the Company's shares with a view to using the Group's assets as collateral for, or the source of funds for repayment of, debts of the Large-Scale Purchaser or its group companies, etc., after gaining control over the Group's management
 - (d) Cases where the Purchaser is found to be acquiring the Company's shares for the purpose of temporarily gaining control over the Group's management and disposing high-value assets, etc., such as real estate, securities, etc., of the Group by sale, and temporarily paying higher dividends from the disposition proceeds or deliberately selling the Company's shares at a high price as the share price surges during the period of the said temporarily higher dividends
 - (e) Cases where the method of purchase of the Company's shares proposed by the Large-Scale Purchaser is found to impose restrictions on the opportunity or freedom of shareholders to make a decision by way of so-called coercive two-tier tender offer (the method of carrying out a tender offer in two steps where the Purchaser does not solicit the sale of all of the Company's shares in the first stage while specifying unfavorable terms and conditions for purchase in the second stage or not clarifying the terms and conditions for purchase in the second stage) and shareholders could be effectively forced to sell the Company's shares
- 3) Resolution of the Board of Directors and holding of the General Meeting to Confirm Shareholders' Will

In making a decision as to whether to exercise countermeasures in the cases described in 1) or 2) above, the Board of Directors of the Company shall respect the recommendations of the Independent Committee to the maximum extent, fully consider the necessity and appropriateness of the countermeasures and pass a resolution as the body authorized by the Companies Act concerning the exercise or non-exercise of countermeasures.

Regarding the specific means, the Board of Directors shall opt for the countermeasures that is deemed as the most appropriate at that point in time. For example, in the case where the Board of Directors of the Company allots share acquisition rights without contribution as one of the specific countermeasures, it shall follow the outline in principle as described in Appendix 5. However, actual allotment of share acquisition rights may require conditions including the exercise period and others for maximizing its effectiveness; for example, a party to which share acquisition rights are allotted should not belong to the specific shareholder groups with the proportion of voting rights in excess of a certain threshold. In this case, it is not contemplated that monetary consideration will be paid as consideration for acquisition of share acquisition rights owned by the Large-Scale Purchaser.

In the case where the Independent Committee makes the recommendations on the exercise of the countermeasures and calls for the General Meeting to Confirm Shareholders' Will to confirm shareholders' will regarding the resolution on such exercise, the Board of Directors may set a period not exceeding 60 days for allowing shareholders to fully consider whether it is appropriate to exercise the countermeasures under this Plan (hereinafter the "Shareholders' Consideration Period"), and hold the General Meeting to Confirm Shareholders' Will during such Period (Note).

If the Board of Directors resolves holding of the General Meeting to Confirm Shareholders' Will and the record date, the Board of Directors' Evaluation Period shall be terminated as of the date of such resolution, and proceed to the Shareholders' Consideration Period.

In calling for the General Meeting to Confirm Shareholders' Will, the Board of Directors shall provide shareholders with content containing the Necessary Information provided by the Large-Scale Purchaser, the Board's opinion on the Necessary Information, the alternative proposal presented by the Board, and any other matters as deemed appropriate by the Board, along with the notice of the General Meeting of Shareholders, and disclose the provision of such content appropriately on a timely basis.

The Board of Directors shall follow the resolution of such General Meeting to Confirm Shareholders' Will regarding for or against the exercise of the countermeasures. The Board of Directors shall not exercise the countermeasures if such General Meeting to Confirm Shareholders' Will resolves not to exercise. The Shareholders' Consideration Period shall be terminated at the conclusion of such General Meeting to Confirm Shareholders' Will, and the results at the General Meeting to Confirm Shareholders' Will shall be disclosed appropriately on a timely basis following the resolution.

Note: At the General Meeting to Confirm Shareholders' Will, while the will of shareholders shall be confirmed by ordinary resolutions in principle, the scope of shareholders who can exercise voting rights is planned to be appropriately determined, taking into account recent court cases and the nature and circumstances of large-scale purchases, among other factors.

4) Waiting Period for the Large-Scale Purchase

The "Waiting Period for the Large-Scale Purchase" is defined as the period from the date of submission of the letter of intent as described in the above-mentioned 3. (4) 1) "Prior submission of a letter of intent by the Large-Scale Purchaser to the Company" to the Board of Directors of the Company, to the date of termination of the Board of Directors' Evaluation Period if the Shareholders' Consideration Period is not set, or the combination of the Board of Directors' Evaluation Period and Shareholders' Consideration Period, if the Shareholders' Consideration Period is set. The Large-Scale Purchase cannot be exercised during the Waiting Period for the Large-Scale Purchase.

Accordingly, the Large-Scale Purchase can be exercised only after the elapse of the Waiting Period for the Large-Scale Purchase.

5) Suspension, etc., of the exercise of the countermeasures

In 3) above, if exercise of the countermeasures is deemed inappropriate by the Board of Directors for cases where the Large-Scale Purchaser withdraws or makes a change to the Large-Scale Purchase after the resolution for the exercise of the specific countermeasures at the Board of Directors of the Company or the General Meeting to Confirm Shareholders' Will, the Board of Directors may suspend or otherwise halt the exercise of the countermeasures with utmost respect for opinions or recommendations of the Independent Committee.

In the case where share acquisition rights are allotted without contribution as a countermeasure, for example, if the exercise of the countermeasure is considered to be inappropriate by the Board of Directors due to the fact that the Large-Scale Purchaser withdraws or makes changes to the Large-Scale Purchase after the Board of Directors' resolution for allotment of share acquisition rights without contribution or after the allotment thereof, the Board of Directors may suspend the exercise of the countermeasures by cancelling the allotment of share acquisition rights without contribution until the day before the effective date of share acquisition rights, or by the Company's acquisition of the share

acquisition rights without contribution (whereby shareholders' share acquisition rights are extinguished) until the day before commencement of the exercise period after the allotment of share acquisition rights, based on recommendations of the Independent Committee.

If the Company suspends the exercise of the countermeasures as mentioned above, the decision thereon shall be disclosed appropriately on a timely basis in accordance with laws and regulations, and listing rules of the financial instruments exchange on which the Company is listed.

(6) The impact, etc., of this Plan on shareholders

1) The impact, etc., of the Large-Scale Purchase Rules on shareholders

The Large-Scale Purchase Rules are intended to provide shareholders with information necessary for making a decision on whether to accept the Large-Scale Purchase proposal and opinions of the Board of Directors currently engaged in the management of the Company, while ensuring opportunities for shareholders to be presented with the alternative proposals. Under the Large-Scale Purchase Rules, shareholders can make a proper decision on whether to accept the Large-Scale Purchase with adequate information and proposal from the Board of Directors, which, the Company believes, will contribute to protecting the Company's corporate value and the common interests of shareholders. Thus, the Company believes that the establishment of the Large-Scale Purchase Rules serves as a prerequisite for shareholders' appropriate decision-making, and contributes to shareholders' interest.

As described in (5) above, since the Company's policy for responding to the Large-Scale Purchase varies depending on whether the Large-Scale Purchaser complies with the Large-Scale Purchase Rules, shareholders would be kindly asked to stay alert to the behavior of the Large-Scale Purchaser.

2) Impact of the exercise of countermeasures on shareholders

In the cases where the Large-Scale Purchaser has not complied with the Large-Scale Purchase Rules, or where, despite the Large-Scale Purchaser's compliance with the Large-Scale Purchase Rules, the Large-Scale Purchase is considered to cause irretrievable damage to the Company, thus significantly undermines the Company's corporate value and the common interests of shareholders, the Board of Directors may exercise the countermeasures such as allotment of share acquisition rights as authorized under the Companies Act or other laws as well as the Articles of Incorporation of the Company for the purpose of protecting the Company's corporate value and the common interests of shareholders. However, in light of the nature of such countermeasures, the Company does not assume any situation in which shareholders (excluding the Large-Scale Purchaser that does not comply with the Large-scale Purchase Rules, or that exercises the Large-Scale Purchase considered to cause irretrievable damage to the Company, thus significantly undermines the Company's corporate value and the common interests of shareholders) may suffer any particular losses in terms of their legal rights or economic aspect.

In the event that the Board of Directors decided to exercise specific countermeasures, timely and appropriate disclosure shall be made in accordance with laws and regulations, and the financial instruments exchange rules, etc. For example, in the case where share acquisition rights is allotted without contribution as the countermeasure, shareholders receive the allotment of share acquisition rights without application for subscription of the share acquisition rights, while they receive the Company's shares as consideration for subscription of the share acquisition rights without paying the

amount of money equivalent to the exercise price of the share acquisition rights, due to a procedure for acquiring the share acquisition rights taken by the Company. Consequently, procedures such as application or payment is not needed. In such case, however, each shareholder receiving the share acquisition rights may be asked to submit a written declaration in the form designated by the Company for pledging that he/she is not the Large-Scale Purchaser.

The Company may, even after the date of allotment of the share acquisition rights and the effective date of the share acquisition rights, cancel the allotment of share acquisition rights, or acquire the share acquisition rights without delivery of the Company's shares to the share acquisition rights without contribution by the day before the commencement of the exercise period of the share acquisition rights, due to circumstances including the Large-Scale Purchaser's withdrawal of the Large-Scale Purchase. In such cases, shareholders or investors who sold or otherwise traded the Company's shares based on the assumption that dilution of economic value per share would occur after the shareholders received such allotment of share acquisition rights without contribution are determined (after the ex-rights date) may be exposed to reasonable losses due to share price fluctuation.

(7) Commencement of adoption of this Plan, its effective period, continuation and abolition

This Plan shall take effect by the resolution of this General Meeting of Shareholders from the same date of such resolution and expire at the conclusion of the 68th Annual General Meeting of Shareholders scheduled to be held by May 31, 2029.

However, even after the continuation of this Plan is approved and it becomes effective at this General Meeting of Shareholders, it shall be abolished at the time when 1) the resolution passed for abolishing this Plan at the General Meeting of Shareholders of the Company, or 2) the resolution passed for abolishing this Plan at the Board of Directors of the Company.

The Board of Directors may also review as appropriate and make changes to this Plan subject to the approval of the General Meeting of Shareholders even during the effective period of this Plan, for the purpose of enhancing the Company's corporate value and the common interests of shareholders. If the Board of Directors decides on continuation, changes, abolition, etc., concerning this Plan, the detail thereof shall be disclosed without delay.

The Board of Directors may also make modifications or changes to this Plan as appropriate subject to the consent of the Independent Committee, even during the effective period of this Plan, in the case where it is appropriate to reflect the establishment, amendment or abolition of laws or regulations, or the financial instruments exchange rules, etc., relevant to this Plan, or to modify the words and phrases for correcting typographical errors, insofar as the interests of shareholders would not be harmed.

4. Rationality of this Plan (regarding the nature of this Plan that complies with the Basic Policy on Control of the Company, coincides with the Company's corporate value and the common interests of shareholders, has no intention to preserve the status of the Company's officers)

(1) This Plan satisfies the requirements of the guidelines on takeover response policies.

This Plan satisfies all three principles (principle of protecting and enhancing corporate value and shareholders' common interests, principle of prior disclosure and shareholders' will and principle of ensuring the necessity and reasonableness of defensive measures) prescribed in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interest" jointly published by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005.

This Plan is also based on the reports, "Takeover Defense Measures in Light of Recent Environmental Changes" published on June 30, 2008 by the Corporate Value Study Group, which was established in the Ministry of Economy, Trade and Industry, and the "Guidelines for Corporate Takeovers—Enhancing Corporate Value and Securing Shareholders' Interests" announced by the Ministry of Economy, Trade and Industry on August 31, 2023.

The Company shall comply with all the principles concerning takeover response policies under the corporate governance code (Principle 1.5, Supplementary Principle 1.5.1).

(2) This Plan is being continued for the purpose of protecting and enhancing the common interests of shareholders.

As noted in the 3. (1) "Purpose of this Plan" above, this Plan is continued for the purpose of protecting and enhancing the corporate value of the Company and the common interests of shareholders in the case where a Large-Scale Purchase of the Company's shares is proposed, by allowing shareholders to decide whether to accept the proposal for the Large-Scale Purchase, securing information and time necessary for the Board of Directors to present an alternative proposal, as well as by enabling the Company to negotiate with the Purchaser on behalf of its shareholders or to take similar actions.

(3) This Plan reflects shareholders' will.

This Plan is subject to the approval of shareholders at this General Meeting of Shareholders, and shareholders are asked to indicate their will regarding this Plan for the purpose of reflecting shareholders' will. Additionally, the Board of Directors of the Company may confirm the will of shareholders regarding the implementation of countermeasures based on this Plan at the General Meeting to Confirm Shareholders' Will, under certain circumstances. Furthermore, if abolition of this Plan at the General Meeting of Shareholders of the Company is resolved even during its effective period after the continuation of this Plan, this Plan will be abolished at the time, and shareholders' will will be reflected.

(4) This Plan respects the judgment of highly independent outside parties.

As specified in 3. (5) "Policies for responding to the actual exercise of the Large-Scale Purchase" above, exercise of the countermeasures under this Plan shall be decided in consultation with the Independent Committee consisting of members independent of the management engaged in business execution of the Company with utmost respect of the recommendations from the Committee, and a procedure for

transparent operation of this Plan is ensured with a view to contributing to the Company's corporate value and the common interests of shareholders.

(5) This Plan is not a dead-hand-type nor slow-hand-type takeover response policy.

This Plan may be abolished by the Board of Directors consisting of Directors who are elected at the General Meeting of Shareholders of the Company. Therefore, this Plan is not a dead-hand-type takeover response policy (a takeover response policy whose exercise cannot be prevented even after replacing a majority of the members of the Board of Directors).

The term of office of Directors of the Company is one year. Consequently, this Plan is not a slow-hand-type takeover response policy (a takeover response policy that requires time to prevent exercise of the plan because the members of the Board of Directors cannot be replaced at once).

Resolution for dismissing the Company's Directors does not additionally require any resolution such as special resolution.

Status of the Company's shares (As of February 28, 2026)

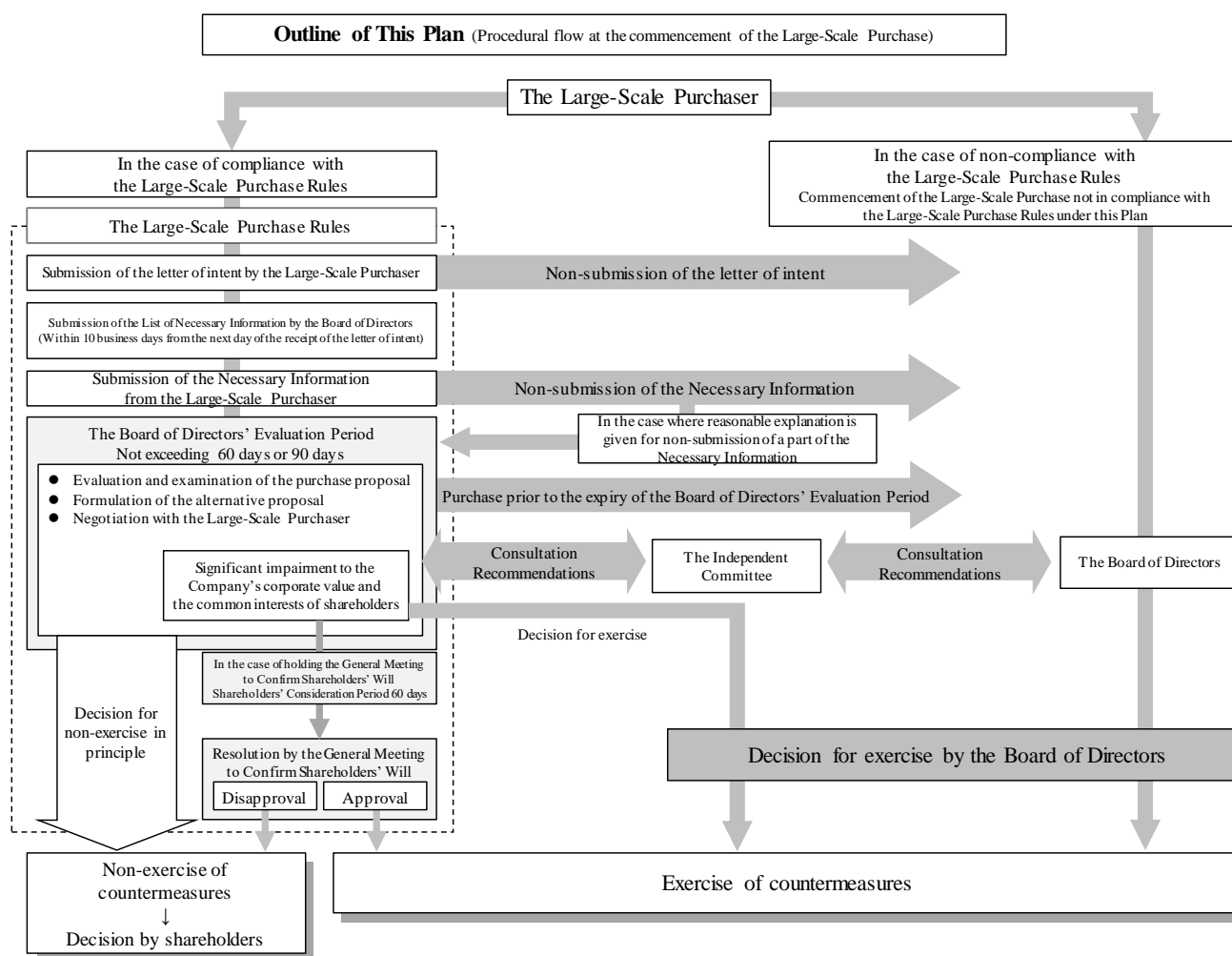
1. Total number of authorized shares: 200,000,000 shares
2. Total number of shares issued and outstanding: 57,649,868 shares
(including 4,367,635 shares of treasury stock)
3. Number of shareholders: 48,817

4. Top 10 Major Shareholders

Shareholder name	Status of investment in the Company	
	Number of shares held (thousand shares)	Shareholding ratio (%)
Kiyoshi Yokoyama	3,046	5.71
The Master Trust Bank of Japan, Ltd.	2,993	5.61
The Hokkaido Bank, Ltd.	2,533	4.75
Maruji Ltd.	1,437	2.69
North Pacific Bank, Ltd.	1,415	2.65
Valor Holdings Co., Ltd.	1,335	2.50
RETAIL PARTNERS CO., LTD.	1,335	2.50
Custody Bank of Japan, Ltd. (Trust Account)	1,112	2.08
Takehiko Miura	1,026	1.92
ARCS Group Business Partners Shareholding Association	1,014	1.90

(Notes) 1. The Company holds 4,367,635 shares of treasury stock, which are excluded from the above list of major shareholders.

2. Shareholding ratio is calculated excluding treasury stock (4,367,635 shares).



(Note) This chart is a schematic illustration of the workflows of the main procedures presented for understanding of this Plan, and does not exhaustively show all procedures. For further details, please refer to the main text.

Outline of the Independent Committee Regulations

- The Independent Committee shall be established by the resolution of the Board of Directors of the Company.
- The Independent Committee shall consist of three or more members. The Independent Committee members shall be appointed by resolution of the Board of Directors of the Company from among persons who are outside Directors, outside Audit & Supervisory Board Members, or outside experts (senior corporate executives with proven track record, ex-government officials, attorneys-at-law, certified public accountants, persons with academic experience or persons equivalent thereto) and who are independent from the senior executives in charge of business execution of the Company, with a view to ensuring fair and neutral decision.
- The Independent Committee shall make recommendations for a decision with reasons and grounds, in principle, to the Board of Directors of the Company regarding the matters consulted by the Board of Directors of the Company, such as a decision as to whether the Large-Scale Purchaser has complied with the Large-Scale Purchase Rules, whether the Large-Scale Purchase is considered to significantly undermine the Company's corporate value and the common interests of shareholders, whether the countermeasures should be exercised, or whether to suspend the countermeasures after it has been exercised. Each member of the Independent Committee shall make such a decision solely from the perspective of whether the matters in question contributes to corporate value of the Company and the common interests of shareholders.
- In doing so, the Committee may, at the cost of the Company, obtain advice as appropriate of external independent third party specialists (including financial advisors, certified public accountants, attorneys-at-law, consultants, and other experts).
- A resolution of the Independent Committee shall be passed by a majority of the votes of the Committee members at a meeting in which two-thirds or more of its members are present.

Career Summary of the Members of the Independent Committee

The Independent Committee after the continuation of this Plan is scheduled to remain served by the following three persons.

Tatsuya Hori

(Career summary)

Born in November 1935

- Apr. 1958 Joined Hokkaido Government
- June 1993 Deputy Governor of Hokkaido Government
- Apr. 1995 Governor of Hokkaido Government
- Aug. 2004 Chairperson of the Board of Sapporo University
- Dec. 2009 Director and Chairperson of Hokkaido (Marketing) Institute of Research Ltd.
- Apr. 2010 Director of Historical Museum of Hokkaido
- June 2021 Honorary Chairman of Hokkaido Sport Association (current post)

Shinichi Tanaka

(Career summary)

Born in February 1939

- Sept. 1965 Registered as a certified public accountant
- Aug. 1976 Representative Partner of Shin Nihon & Co.
- July 1995 Executive Board Member of The Japanese Institute of Certified Public Accountant
- Aug. 2004 Director of Certified Public Accountant Tanaka Shinichi Office (current post)

Satoru Takashima

(Career summary)

Born in October 1951

- Apr. 1979 Registered as an attorney-at-law
- Apr. 1985 Established Takashima Satoru Law Office
- May 1993 Audit & Supervisory Board Member of the Company (current position)
- Jan. 1996 Established Sapporo Chuo Law Office
- Aug. 2006 Director of Takashima Sogo Law Office (current post)

There is no special interest between any of each Independent Committee member listed above and the Company.

The Company has notified the financial instruments exchange in Japan where the Company is listed of designation of Satoru Takashima, outside Audit & Supervisory Board Member of the Company, as an independent officer.

Outline of the Allotment of Share Acquisition Rights Without Contribution

1. Shareholders entitled to the allotment of share acquisition rights without contribution and method of the allotment

One share acquisition right shall be allotted to each common share of the Company (excluding common shares of the Company owned by itself) held by the shareholders recorded in the last shareholder register on the record date as determined by the Board of Directors of the Company, without requiring any new payment.

2. Class and number of shares that are the subject of the share acquisition rights

The class of the shares that are the subject of the share acquisition rights shall be common shares of the Company and one share is the subject of a share acquisition right. However, in cases where the Company carries out a share split or share consolidation, the number of subject shares shall be subject to required adjustment.

3. Total number of the share acquisition rights to be allotted to shareholders

The upper limit of the number shall be calculated by deducting the total number of common shares issued by the Company (excluding common shares of the Company owned by itself) from the total number of authorized shares of the Company on the record date determined by the Board of Directors of the Company. The Board of Directors of the Company may exercise allotment of share acquisition rights more than once.

4. Assets to be contributed upon exercise of each share acquisition right and their amount

The type of assets to be contributed upon exercise of the share acquisition rights shall be money of a certain amount no less than ¥1 as determined by the Board of Directors of the Company. If the Board of Directors of the Company decides to acquire the share acquisition rights, the Company may deliver new shares to shareholders as consideration for such acquisition without making payment of the amount equivalent to the exercise price.

5. Restriction to the transfer of the share acquisition rights

Acquisition of such share acquisition rights through transfer of the share acquisition rights shall be subject to the approval of the Board of Directors of the Company.

6. Exercise conditions of the share acquisition rights

- (1) The conditions for the exercise include not being a disqualified person. A “disqualified person” refers to any of the following:
 - 1) Large-Scale Purchaser
 - 2) Joint holders of the Large-Scale Purchaser
 - 3) Specially related parties of the Large-Scale Purchaser
 - 4) A person reasonably recognized by the Board of Directors, based on the recommendation of the Independent Committee, as falling under any of the following categories.
 - (a) A person who has acquired share acquisition rights from any of those listed in 1) above to 4) without obtaining approval from the Board of Directors of the Company
 - (b) Related parties of the persons listed in item 1) above to 4) (meaning a group composed of persons who have entered into financial advisory agreements with such persons, such as investment banks, securities companies, or other financial institutions, persons who share substantial common interests with such persons, tender offer agents, attorneys-at-law, certified public accountants, or other advisors, or persons who are recognized by the Company’s Board of Directors as being controlled by such persons or as acting jointly or in cooperation with such persons)
- (2) Further details of the conditions for the exercise of the share acquisition rights shall be set separately by the Board of Directors of the Company. However, no monetary consideration will be paid as consideration for acquisition of share acquisition rights owned by those who are not eligible to exercise share acquisition rights.

7. Exercise period, etc., of the share acquisition rights

The effective date of the allotment of share acquisition rights, the exercise period, terms of acquisition and other necessary matters shall be separately specified by the Board of Directors of the Company. The terms of acquisition mentioned above may include the provisions to the effect that the Company may acquire share acquisition rights held by persons other than those not allowed to exercise share acquisition rights due to the conditions for the exercise described in 6. above, and deliver for each share acquisition right the certain number of common shares of the Company as determined separately by the Board of Directors of the Company, or that the Company may acquire share acquisition rights without delivery of the Company’s shares for the share acquisition rights or contribution.