



April 27, 2026

To whom it may concern

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### **Announcement on the Acquisition of Treasury Shares and Tender Offer for Treasury Shares, the Retirement of Treasury Shares, and Borrowing of Funds**

KINDEN CORPORATION (the “**Company**”) hereby announces that it has resolved at the meeting of its Board of Directors held on April 27, 2026, under the provisions of Article 156, Paragraph 1 of the Companies Act of Japan (Act No. 86 of 2005, as amended; the “**Companies Act**”), as applied mutatis mutandis pursuant to the provisions of Article 165, Paragraph 3 of the Companies Act by replacing terms, as well as the provisions of the Articles of Incorporation of the Company, to implement an acquisition of its treasury shares, and, as a specific method therefor, a tender offer of its treasury shares (the “**Tender Offer**”), and to retire a part of its treasury shares held by the Company under the provisions of Article 178 of the Company Act, the details of which are described below.

Also, the Company hereby announces that it has resolved at the aforementioned meeting of its Board of Directors to borrow funds for the purpose of appropriating the same for the funds necessary for the Tender Offer.

#### **1. Purpose of the Tender**

The Company believes, by taking long-term perspectives as a company supporting the social infrastructure, that valuing human assets as a source of competitiveness, and achieving sustainable growth and development of our Group (*i.e.*, the Company and its consolidated subsidiaries and affiliated companies) through active expansion of its business operations and growth investing, will contribute to long-term benefits for all of its stakeholders. Among them, giving priority to the profit allocation to shareholders as a critical managerial issue, our basic plan is to, under the definitive financial capital policy of “firmly maintain a stable financial base,” comprehensively take into account the business environment surrounding our Group, as well as the achievements and financial condition, and further strengthen shareholder returns through stable and sustainable distribution of dividends and acquisition of its treasury shares.

Also, under the policy stated above, to enable the implementation of an expeditious capital policy adapted to a changing corporate environment, the Company has stipulated in its Articles of Incorporation, under the provisions of Article 165, Paragraph 2 of the Companies Act, that the Company can acquire its treasury shares through market transactions or otherwise, by resolution at its Board of Directors. On January 31, 2024, as an additional effort for the mid-term management plan of the Company “Sustainable Growth 2026 – Human Resources, Heart, and Toward the Future –” (the “**Company’s Mid-Term Management Plan**”) formulated and published on April 28, 2021, we publicized our indication of a dividend ratio of 40% (Note 1) and a total payout ratio of 50 to 60% (Note 2) as an aggregate amount for the period from the term ended March 2024 to the term ending March 2027, that is the latter half of the Company’s Mid-term Management Plan, and, in addition to the stepwise enhancement of the dividend level, we have taken efforts towards greater efficiency of our equity capital through expeditious acquisitions of treasury shares. As for the term ended March 2025, dividend per share (full business year) was JPY 90, total amount of dividends was JPY 17,940 million, consolidated dividend ratio recorded 38.1% (rounded to the first decimal place), total amount of the acquisition of treasury shares amounted to JPY 8,002 million (*i.e.*, the total sum of the total amount of shares

acquired on or after April 1, 2024 among the accumulated total acquisition period of its treasury shares pertaining to the resolution at the meeting of its Board of Directors held on January 31, 2024 and the total amount of shares acquired on or before March 31, 2025 among the accumulated total acquisition period of its treasury shares pertaining to the resolution at the meeting of its Board of Directors held on January 31, 2025, described below), and consolidated total payout ratio recorded 54.9% (rounded to the first decimal place). Furthermore, the Company has already implemented acquisitions of its treasury shares by way of market purchase at the Tokyo Stock Exchange, Inc. (“TSE”) aiming for the greater efficiency of its equity capital and shareholder returns. An outline of the acquisitions of our treasury shares for the last ten years is described below.

Date of Resolution	Cumulative Period for Acquisition	Cumulative Number of Shares Acquired (Shares)	Total Amount of Cumulative Acquisition Price (JPY)
Meeting of Board of Directors held on January 30, 2020	February 3, 2020 to December 2, 2020	12,000,000	19,800,180,399
Meeting of Board of Directors held on March 9, 2023	March 10, 2023 to January 31, 2024	3,030,600	5,999,901,108
Meeting of Board of Directors held on January 31, 2024	February 1, 2024 to December 23, 2024	2,686,900	7,999,757,612
Meeting of Board of Directors held on January 31, 2025	February 3, 2025 to December 23, 2025	2,310,300	9,999,667,203

Under the circumstances stated above, the Company heretofore has continuously engaged in discussions focused on its sustained growth and development as a listed company about various aspects of its future capital relationship with The Kansai Electric Power Company, Incorporated (“**Kansai Electric Power**”), our major and largest shareholder (number of shares held thereby: 73,518,174 shares (Note 3); the Shareholding Ratio (Note 4): 37.13%).

Thereafter, based on discussions conducted from the middle of November 2025 to the middle of December 2025, the Company and Kansai Electric Power reached a common understanding that it is best for both companies, also from a comprehensive viewpoint including both companies’ policies on future business and capital policies, to achieve their further growth and review the relationship that contributes further to creation of value jointly with stakeholders of both companies, while keeping the premise of, as regards existing capital ties between both companies as partners sharing, currently and in the future, the mission to fulfill the safe and stable supply of electricity, maintenance and continuity of the existing transactional and collaborative relationship between both companies (the “**Collaborative Relationship**”) in the future. On December 19, 2025, the Company received a proposal from Kansai Electric Power to sell off a part of the common shares of the Company held by Kansai Electric Power, Kanden Realty & Development Co., Ltd., and Kanden Engineering Corporation (the “**Kansai Electric Power Group**”) through a tender offer of treasury shares of the Company by the Company, from the viewpoint of efforts to increase capital efficiency by optimizing capital ties between both companies that are feasible under the common understanding stated above.

(Note 1) A “dividend ratio” means the ratio of the total amount of dividend to the net income for the current term attributable to shareholders of the parent of the Company.

(Note 2) A “total payment ratio” means the ratio of the total amount of dividend and the amount of the acquisition of treasury shares to the net income for the current term attributable to shareholders of the parent of the Company.

(Note 3) Including those indirectly held through Kanden Realty & Development Co., Ltd. and Kanden Engineering Corporation, wholly owned subsidiaries of Kansai Electric Power.

(Note 4) The “Shareholding Ratio” means the ratio (rounded to the second decimal place) to the number of shares 197,987,702, which is the number of shares after deducting the 1,966,478 treasury shares held by the Company as of March 31, 2026 from the 199,954,180 shares, which is the total number of the outstanding shares of the Company as of March 31, 2026 set forth in the “Summary of Consolidated Financial Results for the Term Ended March 2026 (Under Japanese GAAP)” (the “**Summary of Financial Results**”) released by the Company on April 27, 2026.

After receiving the above, while the Company has reviewed various options to respond to the intent of Kansai Electric Power to sell off such shares, the Company considered, in the early part of January 2026, that: if the Company acquires as its treasury shares the common shares of the Company to be sold by Kansai Electric Power, it would enable the Company to realize a substantial acquisition of treasury shares in a relatively brief

period without impairing liquidity of its common shares; it would contribute to the enhancement of capital efficiency, including return on equity (ROE) of the Company, thus leading to return of its profits to shareholders; and, as a result thereof, as stated above, it would contribute to realization of the basic policy of the Company to endeavor to further strengthen shareholder returns while firmly maintaining a stable financial basis, and hence we started reviewing the acquisition of a part of the common shares of the Company held by the Kansai Electric Power Group. For the avoidance of doubt, even in cases where the Company acquires, as its treasury shares, a part of the common shares of the Company held by the Kansai Electric Power Group, we believe that we are able to contribute to maintenance of a stable supply of electric power while continuously collaborating with Kansai Electric Power, considering that Kansai Electric Power will continue to be another related company of the Company, and, as a result, it is possible to maintain the Collaborative Relationship with Kansai Electric Power, and from such viewpoint, we judged that the Company should commence reviewing the acquisition of a part of the common shares of the Company held by the Kansai Electric Power Group.

Based on the foregoing background, the Company exhaustively deliberated, at first, on a specific method to acquire a part of the common shares of the Company held by the Kansai Electric Power Group based on equality among shareholders, transparency of the transaction and trading conditions in the market, and from the viewpoint of the capital policy of the Company. As a result, the Company determined that it would be appropriate to acquire the common shares of the Company by way of a tender offer, considering that: the method of a tender offer ensures an opportunity for shareholders of the Company other than Kansai Electric Power, by giving a certain review period, to judge whether or not to respond to the acquisition of treasury shares based on the situation of market value; transparency of the transaction is secured by purchasing pursuant to procedures of the tender offer in compliance with laws and ordinances; it does not comparatively affect the liquidity of the common shares of the Company in the market since it is a transaction outside the market; also, an acquisition using a market buying or off-floor trading will not be a better option for the Company than a tender offer from the viewpoint of economic logic, since, although such options may ensure equality among shareholders, the purchase price institutionally should be the market value per share and thus the Company would not be able to realize a purchase at a price after a certain discount from the market value.

Also, as regards the purchase price, etc. in the Tender Offer (the “**Tender Offer Price**”), after taking into account that the common shares of the Company have been listed at a financial instruments exchange, an acquisition of treasury shares by a listed company is often conducted by market buying through the financial instruments exchange on grounds that it enables expeditious purchase according to the stock price formed on the basis of a supply and demand relationship, and weighing heavily the clearness and objectiveness of such standard, we thought that we should use the market price of the common shares of the Company as a base, and furthermore, from the viewpoint of valuing the benefits of shareholders who will continuously hold the common shares of the Company without tendering in the Tender Offer, we decided that it would be desirable to purchase at a price after a certain discount from the market value of the common shares of the Company to restrain the assets of the Company from external outflow as much as possible.

As such, on January 9, 2026, while we reached out to Kansai Electric Power concerning tendering in the cases where the Company implements the Tender Offer at a price after a certain discount from the market value of the common shares of the Company at the TSE Prime Market, we received, on the same day, a reply from Kansai Electric Power to the effect that it is willing to tender in the Tender Offer a part of the common shares of the Company owned thereby, on the premise that a certain discount will be made.

Thereafter, we have also reviewed the level of the specific discount rate. In order for the discount rate to be at a level that is objective and reasonable, in order to gain an understanding of the situation where discount rates are set in a certain number of recent cases analogous hereto, we referred to the examples (the “**Examples**”) where resolutions were made pertaining to implementation of a tender offer for treasury shares at the Tokyo Securities Exchange for the period from January 1, 2024 to January 31, 2026, expecting an acquisition from specific shareholders as we expect in this Tender Offer. Although discount rates of 10% were observed in the largest number of the 57 Examples, we have comprehensively judged that 20% is appropriate as the discount rate taking into account that we consider it desirable to restrain the assets of the Company from external outflow as much as possible; and also taking into account the volatility of the stock price of the common shares of the Company.

Also, we have reviewed the market price of the common shares of the Company as a base for the discount to be used in calculating the Tender Offer Price. As a result, as regards the market price of the common shares of the Company, we came to the belief that it is appropriate to adopt as the base the lowest price among the

closing price of the common shares of the Company on the business day immediately before April 27, 2026 (*i.e.*, April 24, 2026) on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer, the simple average of the closing prices of the common shares of the Company during the last one month on or before that date, the simple average of the closing prices of the common shares of the Company during the last three months on or before that date, and the simple average of the closing prices of the common shares of the Company during the last six months on or before that date, since it is considered that, to reduce the possibility of a situation where the market price fluctuates and falls below the Tender Offer Price during the period of tendering, etc., for the Tender Offer (the “**Tender Offer Period**”), the Tender Offer Price should adopt the lowest price as a base.

Based on the foregoing reviews, while the Company reached out to Kansai Electric Power on March 25, 2026 concerning our intent to determine the Tender Offer Price at the discounted price of 20% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; the simple average of the closing prices of the common shares of the Company during the last three months on or before that date; and the simple average of the closing prices of the common shares of the Company during the last six months on or before that date, we received a communication from Kansai Electric Power on March 26, 2026 to the effect that they would like to determine the Tender Offer Price at the discounted price of 3% of the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer, and that they have the intent to sell off 33,500,000 shares of the common shares of the Company held by the Kansai Electric Group (Shareholding Ratio: 16.92%) (the “**Shares Intended for Sale**”) by way of tendering in the Tender Offer. In response thereto, the Company made a re-proposal to Kansai Electric Power on April 6, 2026 concerning our intent to determine the Tender Offer Price at the discounted price of 15% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; and the simple average of the closing prices of the common shares of the Company during the last three months on or before that date. However, the Company received a communication from Kansai Electric Power on April 8, 2026 to the effect that they would like to determine the Tender Offer Price at the discounted price of 5% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer. In response thereto, while the Company once again made a proposal to Kansai Electric Power on April 9, 2026 concerning our intent to determine the Tender Price at the discounted price of 15% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; and the simple average of the closing prices of the common shares of the Company during the last three months on or before that date, we once again received a communication from Kansai Electric Power on the same day, to the effect that they would like to determine the Tender Offer Price at the discounted price of 5% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer.

Thereafter, in face-to-face discussions engaged by both companies on April 10, 2026, we received a proposal from Kansai Electric Power concerning the Tender Offer Price to, while still keeping the simple average of the closing prices of the common shares of the Company during the last three months on or before the business day immediately before the day on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer as the market price that forms the basis for a discount, set the discount rate at 10%. As a result of discussions engaged in by both companies with respect thereto, it was determined to continue to have discussions, the outline of which will be: to set the market price that forms the basis for a discount as the simple average of the closing price of the common shares of the Company during the last three months on or before the business day immediately before the day on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; and to set the discount rate at 11%. After that, on April 14,

2026, while both companies renewed their face-to-face discussions, they reached an agreement to set the Tender Offer Price at the discounted price of 11% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer. Also, the Company has received a response from Kansai Electric Power as regards their policy on the ownership of 40,018,174 common shares of the Company held by the Kansai Electric Group (excluding the Shares Intended for Sale) (Shareholding Ratio after the Tender Offer: 24.33%) (Note 5), to the effect that it is expected that they will continuously own the same.

(Note 5) “Shareholding Ratio after the Tender Offer” means the ratio (rounded to the second decimal place) of the number of shares (40,018,174 shares) which will be owned by the Kansai Electric Group after the Tender Offer if all of the number of the shares scheduled to be purchased (33,500,000 shares) was purchased by the Kansai Electric Group at the Tender Offer, as the numerator, to the number of shares after deducting the treasury shares (1,966,478 shares) owned by the Company and the number of shares scheduled to be purchased (33,500,000 shares) from the total number of outstanding shares of the Company (199,954,180 shares) as of March 31, 2026 set forth in the Summary of Financial Results released by the Company on April 27, 2026.

As regards the number of the shares scheduled to be purchased at the Tender Offer, from the viewpoint that: a tendering solely by the Kansai Electric Group is basically expected while giving consideration to ensure opportunities for shareholders other than the Kansai Electric Group; and to minimize the outflow of funds within the scope of the purpose of the implementation of the Tender Offer that is the acquisition of treasury shares from the Kansai Electric Group, the Company determined to set 33,500,000 shares that is the same number as the Shares Intended for Sale (Shareholding Ratio: 16.92%). For the avoidance of doubt, the Company determined the maximum number of shares scheduled to be purchased as 33,500,100 shares (Shareholding Ratio: 16.92%), which is the number after adding one unit (*i.e.*, 100 shares), considering that there is a possibility that the number of shares to be tendered will exceed the number of the shares scheduled to be purchased, and as a result of an adjustment of units using the pro rata method. Furthermore, it was confirmed by Kansai Electric Power that all of the 58,905,579 shares held by Kansai Electric Power and the 14,507,319 shares held by Kanden Realty & Development Co., Ltd. will be tendered in the Tender Offer.

In the cases where, in the Tender Offer, the total number of the share certificates, etc. tendered in the Tender Offer (the “**Tendered Share Certificates, Etc.**”) exceeds the maximum number of the shares scheduled to be purchased, all or a part of the excess portion will not be purchased, which shall be acquired using the pro rata method stipulated in provisions of Article 27-13, Paragraph 5 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the “**Financial Instruments and Exchange Act**”), as applied mutatis mutandis pursuant to the provisions of Article 27-22-2, Paragraph 2 of the Financial Instruments and Exchange Act by replacing terms, and Article 21 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Listed Share Certificates, etc. by Issuer (Ordinance of the Ministry of Finance No. 95 of September 19, 1994, as amended) (the “**Cabinet Office Ordinance**”), hence, given such method, the Company will acquire a part of the Shares Intended for Sale, and the residual portion in the Shares Intended for Sale will not be purchased. The Company has received a response from Kansai Electric Power to the effect that disposal or other handling of the residual common shares of the Company is not yet planned.

Through the foregoing reviews and discussions with Kansai Electric Power, the Company has resolved at the meeting of its Board of Directors held on April 27, 2026 to: acquire its treasury shares under the provisions of Article 156, Paragraph 1 of the Companies Act, as applied mutatis mutandis pursuant to Article 165, Paragraph 3 of the Companies Act by replacing terms, as well as the provisions of the Articles of Incorporation of the Company; to implement the Tender Offer as part of such acquisition of its treasury shares; to set the Tender Offer Price as JPY 6,677 (rounded to the nearest *yen*, hereinafter the same applies in calculating the Tender Offer Price), which is after the discount of 11% of JPY 7,502 (rounded to the nearest *yen*, hereinafter the same applies in calculating the simple average of the closing prices of the common shares of the Company) which is the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before the day of resolution at the Board of Directors on the Tender Offer Price; to set 33,500,000 shares (Shareholding Ratio: 16.92%) as the number of shares scheduled to be purchased, which is the same number as the Shares Intended for Sale; to set 33,500,100 shares (Shareholding Ratio: 16.92%) as the upper limit of the number scheduled to be purchased, which is the number after adding one unit (*i.e.*, 100 shares) considering that there is a possibility that the number of shares to be tendered will exceed the number of the shares scheduled to be purchased, and as a result of an adjustment

of units using the pro rata method; and, in cases where the Tender Offer is executed and the Company acquires 33,500,000 common shares of the Company pursuant to the Tender Offer, to retire all of such treasury shares on the expected date of the retirement scheduled as June 30, 2026, on the condition that an approval on a reversal of general reserve is obtained at the general meeting of shareholders of the Company scheduled to be held on June 24, 2026.

Also, JPY 6,677, the Tender Offer Price, is the amount after, respectively: the discount of 7.43% (rounded to the second decimal place, hereinafter the same applies in calculating the discount) of JPY7,213 which is the closing price of the common shares of the Company at the TSE Prime Market on April 24, 2026, the business day immediately before the day of resolution at the Board of Directors on the Tender Offer Price; the discount of 7.20% of JPY 7,195 which is the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; the discount of 11.0% of JPY 7,502 which is the simple average of the closing prices of the common shares of the Company during the last three months on or before that date; and the discount of 5.84% of JPY 7,091 which is the simple average of the closing prices of the common shares of the Company during the last six months on or before that date.

For the avoidance of doubt, the Company is scheduled to appropriate funds to be raised by borrowing JPY 230,000 million from Mizuho Bank, Ltd. to the entire amount of the funds required for the Tender Offer, and it has been resolved at the meeting of the Board of Directors held on April 27, 2026 to execute such borrowing. Even in cases where we execute the aforesaid borrowing and apply the procured funds to the funds required for the Tender Offer (*i.e.*, JPY 223,732 million), we consider that the Company is able to repay the loan payable without affecting the financial soundness of the Company, taking into account that the Company's liquidity in hand on a consolidated basis as of March 31, 2026 is JPY 192,549 million. As such, the Company's policy is to aim for further growth while maintaining its financial soundness, and concurrently therewith, expanding its business foundation and implementing growth investment centering on human assets as a source of competitiveness of the Company.

## 2. Other Particulars of the Resolution at the Board of Directors concerning the Acquisition of Treasury Shares

### (1) Particulars of the Resolution

Types of the Share Certificates, Etc.	Total Number	Total Amount of the Acquisition Price
Common shares	33,500,100 shares (maximum)	JPY 223,680,167,700 (maximum)

(Note 1) The ratio of the total number of shares to be acquired to the total number of the outstanding shares (197,987,702 shares excluding treasury shares) as of March 31, 2026 is 16.92% (rounded to the second decimal place).

(Note 2) The total number of shares to be acquired is the maximum number of total shares which has been resolved, at the meeting of the Board of Directors held on April 27, 2026, to be acquired.

(Note 3) The total amount of the acquisition price is the maximum amount which has been resolved, at the meeting of the Board of Directors held on April 27, 2026, to be acquired.

(Note 4) The period during which an acquisition can be made is from April 28, 2026 to June 30, 2026.

(Note 5) Considering that there is a possibility that more shares will be tendered than the number of shares scheduled to be purchased, and as a result of the adjustment of units using the pro rata method, the total number resolved at the meeting of the Board of Directors is the number after adding one unit (*i.e.*, 100 shares) to the scheduled number to be purchased.

### (2) Listed Share Certificates, Etc. Pertaining To Its Shares That Have Been Already Acquired Based on the Resolution Above

Not applicable.

## 3. Outline of Purchase, Etc.

### (1) Schedule and Other Particulars

(i) The date of the resolution at the Board of Directors	April 27, 2026 (Monday)
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(ii) The date of public notice on the commencement of the Tender Offer	April 28, 2026 (Tuesday) Electrical public notice will be made and will be indicated to that effect in the Nihon Keizai Shimbun. URL for the electrical public notice: ( <a href="https://disclosure2.edinet-fsa.go.jp/">https://disclosure2.edinet-fsa.go.jp/</a> )
(iii) The date of submission of the Tender Offer Registration Statement	April 28, 2026 (Tuesday)
(iv) The period for the purchase, etc.	From April 28, 2026 (Tuesday) to June 1, 2026 (Monday) (21 business days)

(2) Price of Purchase, Etc.

JPY 6,677 per common share.

(3) Basis of Calculation and Other Particulars of the Price of Purchase, Etc.

(i) Basis of Calculation

As regards the Tender Offer Price, we consider that we have to value the clarity and objectiveness of the standard and base it on the market price of the common shares of the Company, taking into account the fact that the common shares of the Company are listed on a financial instruments exchange, and acquisitions of treasury shares are often conducted by listed companies by way of market purchases through a financial instruments exchange on the grounds of an agile purchase corresponding to the standard of the share price formed based on a market supply and demand relationship, and furthermore, from the viewpoint of respecting the benefits of shareholders who will continuously own the common shares of the Company without tendering in the Tender Offer, we came to believe that it is desirable to purchase such shares at a price with a certain discount from the market price of the common shares of the Company to restrain the assets of the Company from external outflow as much as possible.

Then, the Company proceeded to review the Tender Offer Price and has judged it as described below.

While we have also reviewed the level of the specific discount rate, although discount rates of 10% were observed in the largest number of the 57 Examples, we have comprehensively judged that it is appropriate to set 20% as the discount rate, taking into account that we consider it desirable to restrain the assets of the Company from external outflow as much as possible, and also taking into account the volatility of the stock price of the common shares of the Company.

Also, we have reviewed the market price of the common shares of the Company as a base for the discount to be used in calculating the Tender Offer Price. As a result, as regards the market price of the common shares of the Company, since it is deemed reasonable to adopt a equalized figure of the average stock price of a certain period to eliminate special factors such as fluctuations in the value of stocks and to ensure objectiveness and reasonableness as the basis for the calculation, also it is deemed necessary that the Tender Offer Price is at a level with a certain discount even compared with the closest market share price to mitigate the possibility of the market price fluctuating during the Tender Offer Period, and falls below the Tender Offer Price, we came to believe that it is appropriate to adopt as the standard the lowest price among the closing price of the common shares of the Company on April 24, 2026 that is the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer, the simple average of the closing prices of the common shares of the Company during the last one month on or before that date, the simple average of the closing prices of the common shares of the Company during the last three months on or before that date, and the simple average of the closing prices of the common shares of the Company during the last six months on or before that date.

Based on the foregoing reviews, while the Company reached out to Kansai Electric Power on March 25, 2026 concerning our intent to determine the Tender Offer Price at the discounted price of 20% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the implementation of the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; the simple average of the closing prices of the common shares of the Company during the last three months on or

before that date; and the simple average of the closing prices of the common shares of the Company during the last six months on or before that date, we received a communication from Kansai Electric Power on March 26, 2026 to the effect that they would like to determine the Tender Offer Price at the discounted price of 3% of the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer, and that they intend to sell off the Shares Intended for Sale by way of tendering in the Tender Offer. In response thereto, the Company made a re-proposal to Kansai Electric Power on April 6, 2026 concerning our intent to determine the Tender Offer Price at the discounted price of 15% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; and the simple average of the closing prices of the common shares of the Company during the last three months on or before that date. However, the Company received a communication from Kansai Electric Power on April 8, 2026 to the effect that they would like to determine the Tender Offer Price at the discounted price of 5% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer. In response thereto, while the Company once again made a proposal to Kansai Electric Power on April 9, 2026 concerning our intent to determine the Tender Price at the discounted price of 15% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; and the simple average of the closing prices of the common shares of the Company during the last three months on or before that date, we received once again a communication from Kansai Electric Power on the same day, to the effect that they would like to determine the Tender Offer Price at the discounted price of 5% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer. Thereafter, in face-to-face discussions engaged in by both companies on April 10, 2026, we received a proposal from Kansai Electric Power concerning the Tender Offer Price to, while still keeping the simple average of the closing prices of the common shares of the Company during the last three months on or before the business day immediately before the day on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer as the market price that forms the basis for a discount, set the discount rate at 10%. As a result of discussions engaged in by both companies with respect thereto, it was determined to continue to have discussions, the outline of which will be: to set the market price that forms the basis for a discount as the simple average of the closing price of the common shares of the Company during the last three months on or before the business day immediately before the day on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; and to set the discount rate at 11%. After that, on April 14, 2026, while both companies renewed their face-to-face discussions, they reached an agreement to set the Tender Offer Price at the discounted price of 11% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer.

Through the foregoing reviews and discussions with Kansai Electric Power, the Company has resolved at the meeting of its Board of Directors held on April 27, 2026 to: acquire its treasury shares under the provisions of Article 156, Paragraph 1 of the Companies Act, as applied mutatis mutandis pursuant to Article 165, Paragraph 3 of the Companies Act by replacing terms as well as the provisions of the Articles of Incorporation of the Company; to implement the Tender Offer as part of such acquisition of its treasury shares; to set the Tender Offer Price as JPY 6,677, which is after the discount of 11% of JPY 7,502 which is the simple average of the closing price of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before the day of resolution at the Board of Directors on the implementation of the Tender Offer Price; to set 33,500,000 shares (Shareholding Ratio: 16.92%) as the number of shares scheduled to be purchased in the Tender Offer, which is the same number as the Shares Intended for Sale; to set 33,500,100 shares (Shareholding Ratio: 16.92%), which is the number after adding one unit (*i.e.*, 100 shares) as the upper limit to the number of shares scheduled to

be purchased, considering that there is a possibility that the number of shares to be tendered will exceed the number of the shares scheduled to be purchased, and as a result of an adjustment of units using the pro rata method; and, in cases where the Tender Offer is executed and the Company acquires 33,500,000 common shares of the Company pursuant to the Tender Offer, to retire all of such treasury shares on the expected date of the retirement scheduled as June 30, 2026, on the condition that an approval on a reversal of general reserve is obtained at the general meeting of shareholders of the Company scheduled to be held on June 24, 2026.

Also, JPY 6,677, the Tender Offer Price, is the amount after, respectively: the discount of 7.43% of JPY 7,213 which is the closing price of the common shares of the Company at the TSE Prime Market on April 24, 2026, the business day immediately before the day of resolution at the Board of Directors on the Tender Offer Price; the discount of 7.20% of JPY 7,195 which is the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; the discount of 11.00% of JPY 7,502 which is the simple average of the closing prices of the common shares of the Company during the last three months on or before that date; and the discount of 5.84% of JPY 7,091 which is the simple average of the closing prices of the common shares of the Company during the last six months on or before that date.

(ii) Background of Calculation

Based on the reviews set forth in the “Basis of Calculation” above, while the Company reached out to Kansai Electric Power on March 25, 2026 concerning our intent to determine the Tender Offer Price at the discounted price of 20% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the implementation of the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; the simple average of the closing prices of the common shares of the Company during the last three months on or before that date; and the simple average of the closing prices of the common shares of the Company during the last six months on or before that date, we received a communication from Kansai Electric Power on March 26, 2026 to the effect that they would like to determine the Tender Offer Price at the discounted price of 3% of the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer, and that, as regards the Shares Intended for Sale, they have an intent to sell off the same by way of tendering in the Tender Offer. In response thereto, the Company made a re-proposal to Kansai Electric Power on April 6, 2026 concerning our intent to determine the Tender Offer Price at the discounted price of 15% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; and the simple average of the closing prices of the common shares of the Company during the last three months on or before that date. However, the Company received a communication from Kansai Electric Power on April 8, 2026 to the effect that they would like to determine the Tender Offer Price at the discounted price of 5% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer. In response thereto, while the Company once again made a proposal to Kansai Electric Power on April 9, 2026 concerning our intent to determine the Tender Price at the discounted price of 15% of the lowest price among: the closing price of the common shares of the Company on April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; the simple average of the closing prices of the common shares of the Company during the last one month on or before that date; and the simple average of the closing prices of the common shares of the Company during the last three months on or before that date, we received once again a communication from Kansai Electric Power on the same day, to the effect that they would like to determine the Tender Offer Price at the discounted price of 5% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer. Thereafter, in face-to-face

discussions engaged by both companies on April 10, 2026, we received a proposal from Kansai Electric Power concerning the Tender Offer Price to, while still keeping the simple average of the closing prices of the common shares of the Company during the last three months on or before the business day immediately before the day on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer as the market price that forms the basis for a discount, set the discount rate at 10%. As a result of discussions engaged in by both companies with respect thereto, it was determined to continue to have discussions, the outline of which will be: to set the market price that forms the basis for a discount as the simple average of the closing price of the common shares of the Company during the last three months on or before the business day immediately before the day on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer; and to set the discount rate at 11%. After that, on April 14, 2026, while both companies renewed their face-to-face discussions, they reached an agreement to set the Tender Offer Price at the discounted price of 11% of the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before April 27, 2026 on which the meeting of the Board of Directors is expected to be held to resolve on the Tender Offer.

Through the foregoing reviews and discussions with Kansai Electric Power, the Company has resolved at the meeting of its Board of Directors held on April 27, 2026 to: acquire its treasury shares under the provisions of Article 156, Paragraph 1 of the Companies Act, as applied mutatis mutandis pursuant to Article 165, Paragraph 3 of the Companies Act by replacing terms, as well as the provisions of the Articles of Incorporation of the Company; to implement the Tender Offer as part of such acquisition of its treasury shares; to set the Tender Offer Price as JPY 6,677, which is after the discount of 11% of JPY 7,502 which is the simple average of the closing prices of the common shares of the Company during the last three months on or before April 24, 2026, the business day immediately before the day of resolution at the Board of Directors on the Tender Offer Price; to set 33,500,000 shares (Shareholding Ratio: 16.92%) as the number of shares scheduled to be purchased in the Tender Offer, which is the same number as the Shares Intended for Sale; to set 33,500,100 shares (Shareholding Ratio: 16.92%) as the upper limit of the number of shares scheduled to be purchased, which is the number after adding one unit (*i.e.*, 100 shares) considering that there is a possibility that the number of shares to be tendered will exceed the number of the shares scheduled to be purchased, and as a result of an adjustment of units using the pro rata method; and, in cases where the Tender Offer is executed and the Company acquires 33,500,000 common shares of the Company pursuant to the Tender Offer, to retire all of such treasury shares on the expected date of the retirement scheduled as June 30, 2026, on the condition that an approval on a reversal of general reserve is obtained at the general meeting of shareholders of the Company scheduled to be held on June 24, 2026.

(4) The Number of Share Certificates, Etc. To Be Purchased

Types of Share Certificates, Etc.	Number of Shares Scheduled to Be Purchased	Number of Shares Expected to Exceed	Total
Common shares	33,500,000 shares	- shares	33,500,000 shares

(Note 1) In cases where the total number of the Tendered Share Certificates, Etc. does not exceed the number of those scheduled to be purchased (33,500,000 shares), all of the Tendered Share Certificates, Etc. shall be purchased. In cases where the total number of the Tendered Share Certificates, Etc. exceeds the number of those scheduled to be purchased (33,500,000 shares), all or a part of the excess portions of the Tendered Share Certificates, Etc. shall not be purchased, and the payment and other settlements pertaining to the purchase of the Share Certificates, Etc. shall be executed by the pro rata method stipulated in Article 27-13, Paragraph 5 of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to the provisions of Article 27-22-2, Paragraph 2 of the Financial Instruments and Exchange Act by replacing terms, and Article 21 of the Cabinet Office Ordinance.

(Note 2) Fractional shares are also subject to the Tender Offer. For the avoidance of doubt, in cases where the right of a shareholder to demand purchase of fractional shares is exercised according to the Companies Act, the Company may purchase its treasury shares during the Tender Offer Period in compliance with the formalities stipulated in laws and ordinances.

(5) Funds Required for the Tender, Etc.

JPY 223,732,100,000.

(Note) The amount of funds required for the tender, etc. is the total of the estimated amount of the purchase price (JPY 223,679,500,000), tender fee, and other various expenses for publication pertaining to the Tender Offer as well as expenses for printing tender offer explanatory statements and other documents required pertaining thereto.

(6) Method of the Settlement

- (i) Name and location of the main office of the financial instruments business operator, bank or the like which settle the tender, etc.

Nomura Securities Co., Ltd., 1-13-1 Nihonbashi, Chuo-ku, Tokyo 103-8011, Japan

- (ii) Date on which the settlement commences

June 23, 2026 (Tuesday)

- (iii) Method of the settlement

Without delay after the termination of the Tender Offer Period, the written notice of the purchase through the tender offer to the address of the person who accepts the tender of purchase, etc. pertaining to the Tender Offer or who offers to sell (the “**Tendering Shareholders, Etc.**”) (or a standing proxy in the case of shareholders, etc., residing in any foreign country (including corporate shareholders, etc., hereinafter referred to as “**Foreign Shareholders, Etc.**”)) and does not have any account tradable with the agent of the Tender Offer).

The purchase will be made in cash. The Tendering Shareholders, Etc. may receive, without delay on or after the date on which the settlement commences, the amount of the sale price of the Tender Offer after deducting the amount of applicable withholding tax (Note) by way of money transfer or other methods indicated by the Tendering Shareholders, Etc. (there may be cases where a remittance fee is incurred).

(Note) Matters concerning imposition of taxes on the shares purchased through the Tender Offer

\* It is appreciated if you have any specific questions for tax purposes, that you consult with professionals, including tax accountants, and decisions shall be made on your own.

- i) The treatment for tax purposes in cases where an individual shareholder tenders in the Tender Offer is as follows.

- (a) In cases where the Tendering Shareholders, Etc. are residents or non-residents with a permanent facility in Japan

If the amount received as a delivery for tendering in the Tender Offer exceeds the amount of the share capital, etc., of the Company, which corresponds to the shares as grounds for such delivery (in cases where the Purchase Price per share exceeds the amount of share capital, etc. of the Company per share), tax shall be imposed on such excess amount deemed as a dividend. Also, the amount received as a delivery for tendering in the Tender Offer after deducting the amount deemed as a dividend shall be transfer income from shares, etc. For the avoidance of doubt, if there is no amount deemed as dividend (*i.e.*, cases where the purchase price per share is equal to or less than the amount of share capital, etc. of the Company per share), all of the amounts received as delivery shall be transfer income.

As regards the amount deemed as dividend, the amount equivalent to 20.315% shall be imposed (15.315% as income tax and special income tax for reconstruction under the Act on Special Measures concerning Securing Financial Resources Necessary to Implement Measures for Reconstruction following the Great East Japan Earthquake (Act No. 117 of 2011, as amended) (the “**Special Reconstruction Income Tax**”) and 5% as residential tax shall be withheld (except for non-residents with a permanent facility in Japan who are exempted from the imposition of 5% as residential tax). Provided, however, that if the person constitutes a major shareholder, etc. stipulated in Article 6-2, Paragraph 38 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No. 43 of 1957, as amended) (the “**Major**

**Shareholder, Etc.**”), the amount equivalent to 20.42% (as income tax and the Special Reconstruction Income Tax only) shall be withheld. Also, when totaling the Shareholding Ratio of the Tendering Shareholders, Etc. who receive payment of the amount deemed as a dividend and the Shareholding Ratio of a juridical person which constitutes a family company under the Corporation Tax Act of Japan (Act No. 34 of 1965, as amended) in cases where the said Tendering Shareholders, Etc. will be the shareholders as the basis for the decision, and if the said Shareholding Ratio constitutes three percent or more of the total number of outstanding shares, etc., such amount deemed as a dividend shall be subject to aggregate income taxation.

The amount after deducting the acquisition expenses pertaining to such shares from the transfer income shall be, in principle, subject to separate taxation by self-assessment.

For the avoidance of doubt, in cases where shares, etc. in a non-taxable account stipulated in Article 37-14 (Non-taxation on Capital Gain pertaining to Small-amount Listed Shares in a Non-taxable Account) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, as amended) is tendered in the Tender Offer, if the financial instruments business operator or the like with which such non-taxable account has been opened is Nomura Securities Co., Ltd., capital gains, etc. accrued from the Tender Offer shall be, in principle, non-taxable. For the avoidance of doubt, in cases where such non-taxable account has been opened with a financial instruments business operator or the like other than Nomura Securities Co., Ltd., it may be treated in a manner different from the above.

- (b) In cases where the Tendering Shareholders, Etc. are non-residents without holding permanent facility in Japan

As regards the amount deemed as a dividend, the amount equivalent to 15.315% (as income tax and Special Tax for Reconstruction only) shall be withheld. If any of the Tendering Shareholders, Etc. constitutes a Major Shareholder, Etc., 20.42% (as income tax and Special Tax for Reconstruction only) shall be withheld. In principle, any tax shall not be imposed on income accruing from such transfer.

- ii) If the amount of the delivery received by a corporate shareholder who tendered in the Tender Offer exceeds the amount of the share capital, etc. of the Company, which corresponds to the shares as grounds for such delivery, such excess amount shall be deemed as a dividend. In principle, the amount equivalent to 15.315% (as income tax and Special Tax for Reconstruction only) of the portion deemed as a dividend shall be withheld.

For the avoidance of doubt, income tax and Special Tax for Reconstruction shall not be imposed on, and shall not be withheld from, the amount deemed as a dividend paid by the Company to the Tendering Shareholders, Etc. (limited to those who are juridical persons (domestic companies) holding a head office or a main office in Japan) who directly holds, as of the base date for the payment of such dividends, etc., more than one third of the total number of outstanding shares of the Company.

For the avoidance of doubt, among Foreign Shareholders, Etc., shareholders who hope, pursuant to the applicable tax convention, to receive reduction or exemption of income tax on such deemed dividends are requested to submit a written notification concerning the applicable tax convention to the agent of the Tender Offer upon tendering, along with the written application to tender in the Tender Offer.

(7) Others

- (i) The Tender Offer will not be implemented, directly or indirectly, in the United States or for the United States, and will not be implemented using methods of the postal mail of the United States or other methods or instruments of interstate commerce or international commerce (including, but not limited to, telephone, telex, facsimile, E-mail, and/or Internet communication), and furthermore, will not be implemented through any facility of a securities exchange located in the United States. No tendering in the Tender Offer may be conducted by any of the methods or instruments above or through facilities above, or from the United States. Also, the Tender Offer Registration Statement or related documents on the purchase shall not be dispatched or distributed in, towards, or from the

United States, by way of postal mail or other methods, and any such dispatch or distribution may not be made. Any tendering in the Tender Offer contravening directly or indirectly the restrictions above shall not be accepted. Upon tendering in the Tender Offer, there may be cases where Tendering Shareholders, Etc. (or a standing proxy in the case of Foreign Shareholders, Etc.) are required to make a representation and warranty to the agent of the Tender Offer to the effect that: the Tendering Shareholders, Etc. are not located in the United States at both of the time of the tendering and the time of dispatching the written application of tendering the Tender Offer; they have never, directly or indirectly, received any information (including reproductions thereof) concerning the Tender Offer from, or dispatched the same to or towards, the United States; they have never, directly or indirectly, used methods of the postal mail of the United States or other methods or instruments of interstate commerce or international commerce (including, but not limited to, telephone, telex, facsimile, E-mail, and/or Internet communication) in relation to the purchase or delivery of signature on the written application for tendering in the Tender Offer; and they are not persons without discretionary power who act as an agent, or trustee/delgatee for another person (except for cases where such person gives all direction from outside the United States in relation to the tendering).

- (ii) The Company has confirmed with Kansai Electric Power that all of the 58,905,579 shares held by Kansai Electric Power and the 14,507,319 shares held by Kanden Realty & Development Co., Ltd. will be tendered in the Tender Offer. For the avoidance of doubt, the Company has received a response from Kansai Electric Power to the effect that disposal or other handling is not yet planned as regards the residual common shares of the Company, which the Company could not acquire when they were tendered in the Tender Offer, as a result of the purchase by the pro rata method.
- (iii) The Company has publicized on April 27, 2026 the Summary of Financial Results. The overview of the Summary of Financial Results based on the said publication is described below. For the avoidance of doubt, the content of the said publication has not been audited by a certified public accountant or an auditing firm pursuant to the provisions of Article 193-2, Paragraph 1 of the Financial Instruments and Exchange Act. For the details, please refer to the content of the said publication.

Overview of the Summary of Financial Results  
(From April 1, 2025 to March 31, 2026)

(a) Status of Profit and Loss (Consolidated)

Accounting Period	Period Ended in March 2026
Sales of completed construction contracts	JPY 750,742 million
Cost of sales of completed construction	JPY 573,831 million
Selling, general and administrative expenses	JPY 86,654 million
Non-operating income	JPY 5,426 million
Non-operating expense	JPY 1,189 million
Net income for the current term attributable to shareholders of the parent	JPY 69,447 million

(b) Status Per Share (Consolidated)

Accounting Period	Period Ended in March 2026
Net income for the current term	JPY 350.53
Dividend per share	JPY 130.00
Net assets per share	JPY 3,340.44

(For Your Information) Status of Treasury Shareholdings as of March 31, 2026

Total number of outstanding shares (excluding treasury shares)	197,987,702 shares
Number of treasury shares	1,966,478 shares

End of the document.