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May 25, 2026

To whom it may concern

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**Announcement on the Commencement of Tender Offer for Shares of THE KODENSHA Co., Ltd.
(Securities Code: 1948)**

KINDEN CORPORATION (the “**Tender Offeror**”) hereby announces that it has determined today to acquire the common shares of THE KODENSHA Co., Ltd. (listed on the Standard Market of the Tokyo Stock Exchange Inc. (the “**Tokyo Stock Exchange**”); Securities Code 1948; the “**Target Company**”) (the “**Target Company Shares**”) through a tender offer (the “**Tender Offer**”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “**Act**”), as follows.

1. Overview of Purchase, etc.

Purpose of the Tender Offer	To make the Target Company a wholly owned subsidiary
Period of purchase, etc.	From May 26, 2026 (Tuesday) to July 6, 2026 (Monday) (30 business days) (the “ Tender Offer Period ”)
Price for purchase, etc.	11,501 yen per common share (the “ Tender Offer Price ”)
Minimum number of shares to be purchased	1,336,800 (shares)
Maximum number of shares to be purchased	Not applicable
Opinion of the Target Company	The Target Company has expressed its opinion that it is in support of the Tender Offer and recommends its shareholders to participate in the Tender Offer.

(Note) In case where purchase, etc. in the number of shares equivalent to the minimum number of shares to be purchased (1,336,800 shares) is made, the shareholding ratio of shares, etc. (meaning “ownership ratio of share certificates, etc.” provided for in Article 27-2, paragraph (8) of the Act; if a purchaser has any specially related person provided for in Article 27-2, paragraph (1), item (i), the shareholding ratio of shares, etc. held by such specially related

person shall be added thereto) after the purchase, etc. will be 66.67% (rounded to two decimal places). In calculating the shareholding ratio of shares, etc., the Basic Number of Shares (defined in “(1) Overview of the Purpose of the Tender Offer” in “2. Purpose of Purchase, etc.” below) is used as the denominator.

2. Purpose of Purchase, etc.

(1) Overview of the Purpose of the Tender Offer

The Tender Offeror is a corporation, the shares of which are listed on the Prime Market of the Tokyo Stock Exchange as of today. As of today, the Tender Offeror comprises a corporate group (the “**Tender Offeror Group**”) consisting of the Tender Offeror, 25 consolidated subsidiaries, and one equity-method affiliate, for a total of 27 companies. As its core business, the Tender Offeror Group operates an integrated electrical and facility engineering business that includes electrical facility construction, as well as information and communications network construction and air conditioning and sanitary system construction. The Tender Offeror has resolved on May 25, 2026 by a written resolution in lieu of the resolution of the board of directors pursuant to the provisions of Article 370 of the Companies Act (Act No. 86 of 2005, as amended; the “**Companies Act**”) and Article 24 of the Articles of Incorporation of the Tender Offeror, to acquire all of the Target Company Shares listed on the Standard Market of the Tokyo Stock Exchange (excluding the treasury shares held by the Target Company and the Agreed Non-Tendering Shares (defined below)) and implement the Tender Offer as part of the transactions (the “**Transactions**”) for the purpose of eventually making the Target Company a wholly owned subsidiary. For the avoidance of doubt, the Tender Offeror does not own any of the Target Company Shares as of today.

Upon the Tender Offer, the Tender Offeror executed a master transaction agreement (the “**Master Transaction Agreement**”) as of May 25, 2026 with Mitsubishi Electric Corporation, the parent company of the Target Company (number of shares owned thereby: 4,485,620 shares, the shareholding ratio (Note 1): 51.36%, “**Mitsubishi Electric**”) whereby Mitsubishi Electric has agreed (a) not to tender any of the Target Company Shares it owns (4,485,620 shares; the “**Agreed Non-Tendering Shares**”) in the Tender Offer, (b) as described in “(4) Policy on Organizational Restructuring after the Tender Offer” below, to implement a series of procedures to make the Tender Offeror and Mitsubishi Electric the sole shareholders of the Target Company (the “**Squeeze-Out Procedures**”) following the completion of the Tender Offer, and (c) to sell the Agreed Non-Tendering Shares to the Target Company in response to the share buyback to be conducted by the Target Company (the “**Share Buyback**”) after the Squeeze-Out Procedures take effect at the price per share before effectuation of the Share Consolidation (defined below) pertaining to the Share Buyback (the “**Share Buyback Price**”). For the details of the Master Transaction Agreement, please refer to “(6) Material Agreement Concerning the Tender Offer” below.

(Note 1) “Shareholding ratio” means the ratio of the number of the Target Company Shares (rounded to two decimal places; hereinafter the same applies to the calculations of shareholding ratios) to 8,733,600 shares (the “**Basic Number of Shares**”) obtained by subtracting the number of treasury shares held by the Target Company as of March 31, 2026 (236,400 shares) from the total number of issued shares as of March 31, 2026, as recorded in the “Consolidated Financial Results for the Fiscal Year Ended March 31, 2026 (Japanese GAAP)” (8,970,000 shares) published by the Target Company on May 13, 2026.

In connection with the Transactions, it is expected that the Tender Offeror will ultimately make the Target Company its wholly owned subsidiary through (A) the Tender Offer, (B) if the Tender Offer is completed but the Tender Offeror is unable to acquire all of the Target Company Shares (excluding the treasury shares owned by the Target Company and the Agreed Non-Tendering Shares) through the Tender Offer, the share consolidation of the Target Company Shares to be conducted under Article 180 of the Companies Act (the “**Share Consolidation**”) to make the Tender Offeror and Mitsubishi Electric the sole shareholders of the Target Company and thereby take the Target Company private, and, after the Share Consolidation becomes effective, (C) the provision of funds from the Tender Offeror to the Target Company (the “**Funding**”), which is expected to be implemented through a capital increase by way of third-party allotment of non-voting class shares with the Tender Offeror as the subscriber, for the purpose of securing funds to be used for the Share Buyback and securing a sufficient distributable amount for the execution of the Share Buyback, as well as the reduction of the amount of stated capital and capital reserve of the Target Company under Article 447, paragraph (1) and Article 448, paragraph (1) of the Companies Act (the “**Capital Reduction**” (Note 2)), and (D) the execution of the Share Buyback by the Target Company subject to the completion of the Tender Offer and the Share Consolidation taking effect. For the details of the Share Consolidation, please refer to “(4) Policy on Organizational Restructuring after the Tender Offer” below.

(Note 2) In the Capital Reduction, the Target Company plans to reduce the amounts of its stated capital and capital reserve and transfer those amounts to other capital surplus.

In the Tender Offer, the Tender Offeror has set 1,336,800 shares (shareholding ratio: 15.31%) as the minimum number of shares to be purchased, and if the total number of Shares, Etc. tendered in the Tender Offer (“**Tendered Shares, Etc.**”) is less than the minimum number of shares to be purchased (1,336,800 shares), the Tender Offeror will not purchase, etc. any of the Tendered Shares, Etc. On the other hand, since the Tender Offeror aims to ultimately make the Target Company a wholly owned subsidiary after acquiring all of the Target Company Shares (excluding the treasury shares held by the Target Company and the Agreed Non-Tendering Shares) in the Tender Offer, the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, and if the total number of

Tendered Shares, Etc. equals or exceeds the minimum number of shares to be purchased (1,336,800 shares), the Tender Offeror will purchase, etc. all of the Tendered Shares, Etc.

The Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 1,336,800 shares (representing a shareholding ratio of 15.31%), corresponding to the number of shares calculated by multiplying (i) the number of voting rights (87,336 voting rights) associated with the Basic Number of Shares of the Target Company (8,733,600 shares) by (ii) two-thirds, which is the voting ratio required for a special resolution at a general meeting of shareholders, to obtain 58,224 voting rights, from which (iii) the number of voting rights (44,856 voting rights (rounded down to a whole number)) corresponding to the number of the Agreed Non-Tendering Shares (4,485,620 shares) was subtracted, resulting in 13,368 voting rights, and then multiplying that number by 100 shares, which is the number of shares constituting one unit of the Target Company Shares. The reasons for the above are as follows: The Tender Offeror intends to make the Target Company a wholly owned subsidiary through the Transactions. However, if the Tender Offer is completed but the Tender Offeror is unable to acquire all of the Target Company Shares (excluding the treasury shares owned by the Target Company and the Agreed Non-Tendering Shares) through the Tender Offer, then a special resolution at a general meeting of shareholders under Article 309, paragraph (2) of the Companies Act is required to implement the procedures for the Share Consolidation, as stated in “(4) Policy on Organizational Restructuring after the Tender Offer” below. Therefore, the minimum number of shares to be purchased was set so that, after the completion of the Tender Offer, the Tender Offeror and Mitsubishi Electric will hold two-thirds or more of the total voting rights of all shareholders of the Target Company, thereby enabling the requirement to be met for the purpose of ensuring the successful implementation of the Squeeze-Out Procedures through the Share Consolidation following the Tender Offer.

If the Tender Offeror is unable to acquire all of the Target Company Shares through the Tender Offer (excluding the treasury shares owned by the Target Company and the Agreed Non-Tendering Shares), the Tender Offeror plans to request the Target Company to implement the Squeeze-Out Procedures after the completion of the Tender Offer, as described in “(4) Policy on Organizational Restructuring after the Tender Offer” below.

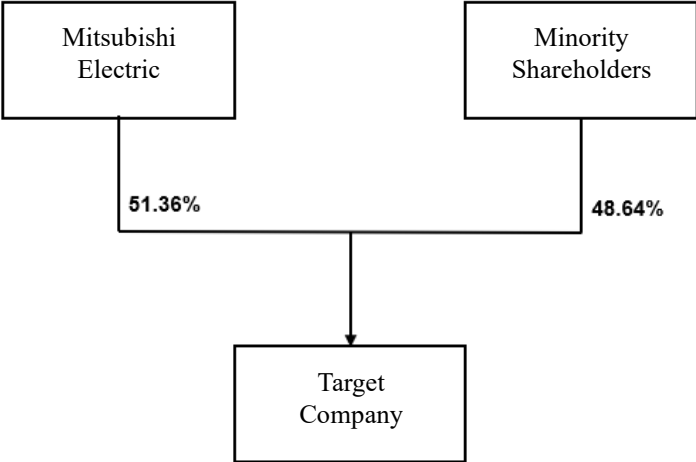
After the completion of the Squeeze-Out Procedures, the Tender Offeror plans to conduct the Share Buyback, which will result in the Tender Offeror becoming the sole shareholder of the Target Company. In deciding to conduct the Share Buyback, the Tender Offeror considered the fact that, in relation to the Share Buyback, Mitsubishi Electric will be eligible for exclusion from gross profits of deemed dividends as prescribed in the Corporation Tax Act (Act No. 34 of 1965, as amended; the “**Corporation Tax Act**”). The Tender Offeror decided to carry out the Share Buyback based on the view that implementing the Share Buyback would allow both the maximization of the Tender Offer

Price and fairness among shareholders by allocating a greater distribution to the minority shareholders of the Target Company. Based on discussions and negotiations with Mitsubishi Electric, the Tender Offeror calculated the Share Buyback Price so that (i) the after-tax proceeds that Mitsubishi Electric will receive from the Share Buyback would be equivalent to (ii) the after-tax proceeds it would have received if it had tendered its Target Company Shares in a tender offer at a price for purchase, etc. per share equal to the Tender Offer Price. As a result, the Tender Offeror decided to set the Share Buyback Price at 8,058 yen per share.

The Transactions are substantially as shown in the following diagrams.

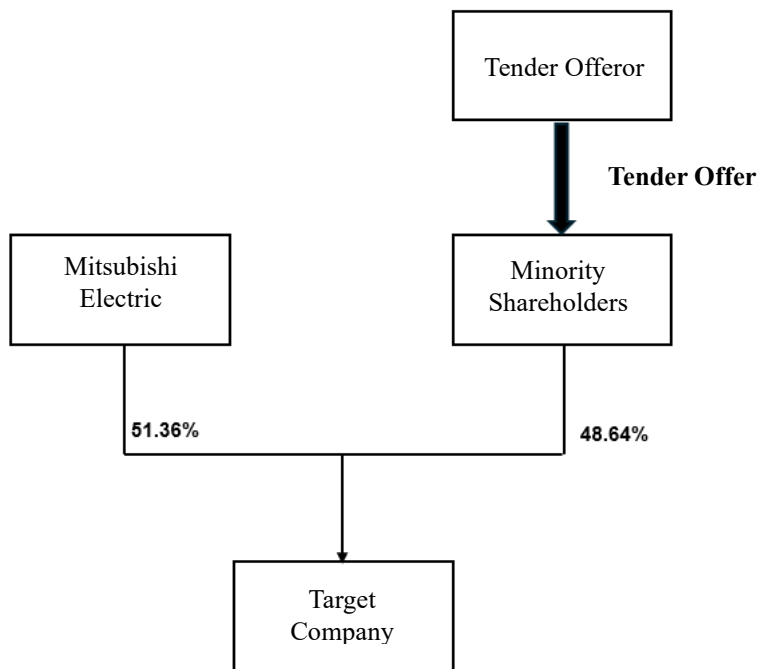
I. Before the Tender Offer (current)

As of today, among the total number of the outstanding shares of the Target Company (excluding the treasury shares held by the Target Company), Mitsubishi Electric holds 4,485,620 shares (shareholding ratio: 51.36%); and other shareholders hold the remaining 4,247,980 shares (shareholding ratio: 48.64%).



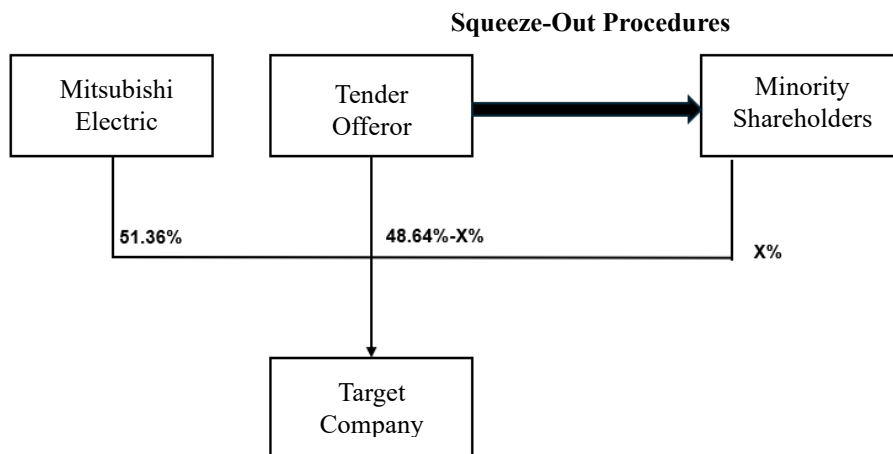
II. Tender Offer (from May 26, 2026 to July 6, 2026)

The Tender Offeror will conduct the Tender Offer for all of the Target Company Shares (excluding the treasury shares owned by the Target Company and the Agreed Non-Tendering Shares).



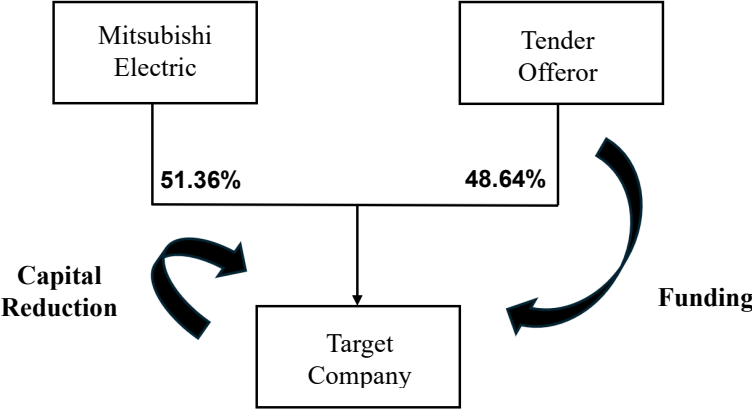
III. Implementation of the Squeeze-Out Procedures (late September 2026 (scheduled))

If the Tender Offeror is unable to acquire all of the Target Company Shares through the Tender Offer (excluding the treasury shares owned by the Target Company and the Agreed Non-Tendering Shares), the Tender Offeror plans to request the Target Company to implement the Squeeze-Out Procedures by way of the Share Consolidation.



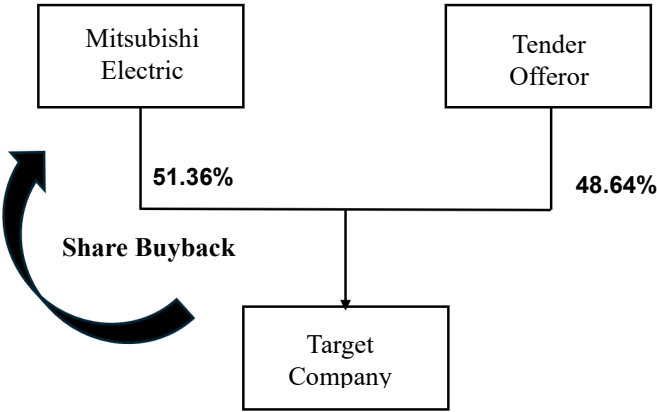
IV. (After the Share Consolidation takes effect) Implementation of the Funding and the Capital Reduction (late September 2026 (scheduled))

After the Share Consolidation takes effect, the Tender Offeror plans to implement the Funding and the Capital Reduction to secure the funds and distributable amount necessary for the Share Buyback.

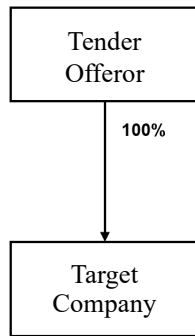


V. Share Buyback (late September 2026 (scheduled))

The Target Company plans to carry out the Share Buyback to acquire all of the Agreed Non-Tendering Shares owned by Mitsubishi Electric using the funds and the distributable amount secured through the Funding and the Capital Reduction.



VI. After Making the Target Company a Wholly Owned Subsidiary



According to the “Announcement of Opinion in Support of Commencement of the Tender Offer by KINDEN CORPORATION for Shares in the Company and Recommendation to Tender” published by the Target Company on May 25, 2026 (the “**Target Company’s Press Release**”), the Target Company has resolved at the meeting of the board of directors of the Target Company held on May 25, 2026 that the Target Company will express its opinion in support of the Tender Offer and recommend its shareholders to participate in the Tender Offer. For the details of the resolution by the Target Company’s board of directors, please refer to the Target Company’s Press Release and “(F) Approval by All Disinterested Directors (including Members of the Audit and Supervisory Board Committee) of the Target Company” in “(3) Measures to Ensure the Fairness of the Tender Offer” below.

(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer

(A) Background, Purpose, and Decision-Making Process that Led to the Decision to Implement the Tender Offer

In August 1944, the Tender Offeror was established as “Kinki Electrical Construction Co., Ltd.” in Osaka-shi through the merger of electrical contractors in the Kinki region, and then expanded its business with a focus on electrical construction. Starting in the 1950s, the Tender Offeror established branch offices in Tokyo, Nagoya, Hiroshima, and other areas to build a nationwide business structure. Subsequently, as its facility construction business expanded, the Tender Offeror advanced into overseas operations. Starting in the 1980s, the Tender Offeror established bases in the United States and various Asian countries, and in April 1990, the Tender Offeror changed its trade name to “KINDEN CORPORATION.” The shares of the Tender Offeror were listed on the Second Section of the Osaka Securities Exchange, Inc. in October 1961, and were designated for listing on the First Section of the Osaka Securities Exchange in February 1969, and then, were listed on the First Section of the Tokyo Stock Exchange in March 1970. Furthermore, due to the reorganization of the market classification

of the Tokyo Stock Exchange conducted in April 2022, the shares of the Tender Offeror are listed on the Prime Market of the Tokyo Stock Exchange as of today.

As of today, the Tender Offeror comprises the Tender Offeror Group consisting of the Tender Offeror, 25 consolidated subsidiaries, and one equity-method affiliate, for a total of 27 companies. The Tender Offeror Group operates an integrated electrical and facility engineering business that includes electrical facility construction, as well as construction of information and communications networks and air conditioning and sanitary systems.

Since its founding, the Tender Offeror has upheld the management creed of “Harmony and Cheerfulness,” “Research and Hard Work,” and “Sincerity and Service.” As a company supporting social infrastructure, it aims to contribute to the realization of a sustainable society through its integrated electrical and facility engineering business, consisting of electrical facility construction, as well as construction of information and communications networks and air conditioning and sanitary systems.

On April 28, 2021, the Tender Offeror Group formulated its Medium-term Management Plan, “Sustainable Growth 2026 - Human Resources, Hearts, and Toward the Future -” and has been working toward the goal of achieving “consolidated net sales on a scale of ¥700 billion” by the fiscal year 2026. During the first three years of the plan, the Tender Offeror Group steadily advanced the development of its business foundation. In the latter phase beginning in the fiscal year 2024, under the theme of “striving for a major leap forward,” the Tender Offeror Group has been promoting initiatives across the entire Group, including business strategy, environmental strategy, human resources and workstyle strategy, and corporate strategy, to further strengthen its business foundation. Regarding the business environment surrounding the Tender Offeror Group, it anticipates the increase of demand for construction associated with redevelopment and new construction and expansion of data centers and logistics facilities, as well as steady demand for the renovation and expansion of power transmission and distribution networks driven by the further adoption of renewable energy and the rapid proliferation of generative AI. At the same time, a decline in the workforce possessing superior technical capabilities is anticipated in the medium to long term, and the Tender Offeror Group recognizes that expanding and strengthening its human resources base is essential for its sustainable growth going forward.

On the other hand, according to the Target Company’s Press Release, the Target Company succeeded the business of KODENSHA, which was founded in March 1910, with the purpose of designing, executing, and contracting various electrical construction, and was established as THE KODENSHA Co., Ltd. in June 1917, with its head office located in Uneme-cho,

Kyobashi-ku, Tokyo-shi. Between June 1918 and June 1948, the Target Company expanded its business area by establishing branch offices in Hokkaido, Saitama, and Chiba. In June 1951, Mitsubishi Electric acquired a stake in the Target Company, making it a subsidiary of Mitsubishi Electric. As of today, the number of shares held by Mitsubishi Electric in the Target Company has reached 4,485,620 shares (shareholding ratio: 51.36%) following several additional investments by Mitsubishi Electric, as well as share splits and share consolidations conducted by the Target Company in the past. Subsequently, the Target Company was listed on the Second Section of the Tokyo Stock Exchange in July 1962. Following the reorganization of the market classification of the Tokyo Stock Exchange conducted in April 2022, the shares of the Target Company are listed on the Standard Market of the Tokyo Stock Exchange as of today.

Based on its high sense of ethics and spirit of compliance, in its everyday business activities, the Target Company Group (which refers to the corporate group consisting of the Target Company, two consolidated subsidiaries and one non-consolidated subsidiary; the same applies hereinafter) implements its corporate philosophy of “Contributing to the realization of an affluent human society through the joy of creativity.” The Target Company Group operates in two business segments: electrical equipment installation business and product sales business. An overview of each business is as follows.

(a) Electrical equipment installation business

The Target Company Group is engaged in the design, execution, and contracting of indoor wiring, power transmission lines, power generation and substation, telecommunications, and air conditioning installation. It carries out electrical equipment installation across a wide range of fields, from social infrastructure such as power plants, substations, water treatment facilities, highway control and monitoring systems, and large-scale video display systems, to buildings including office buildings, hospitals, factories, and public facilities. In particular, regarding indoor wiring installation, which is the core business of the Target Company, the Target Company Group handles not only new installation but also renovation and refurbishment work. By leveraging the technical capabilities and knowledge of the latest equipment accumulated by the Target Company Group over the years, the Target Company Group meets the increasingly sophisticated and diverse needs of customers across a wide variety of buildings, including office buildings, hospitals, factories, and public facilities.

(b) Product sales business

The Target Company purchases and sells various types of equipment, primarily general-purpose electrical equipment, industrial electrical and electronic equipment, and heating, cooling, and residential facilities equipment manufactured by its parent company, Mitsubishi Electric, based on the distributorship agreement and other contracts with Mitsubishi Electric. In the sales of these products, the Target Company aims to go beyond mere equipment sales by leveraging the technical capabilities and know-how cultivated through its electrical equipment installation business, and to provide proposals for system solutions, such as automation and labor-saving systems, to customers across a wide range of industries, taking into account the customers' objectives and challenges, by engineers who possess product and technical knowledge of various equipment, primarily general-purpose electrical equipment, industrial electrical and electronic equipment, and heating, cooling, and residential facilities equipment, as well as various SE certifications.

While the market environment surrounding the Target Company Group remains robust at present due to positive factors such as continued high levels of public investment and private-sector capital and construction investment, as well as the materialization of large-scale redevelopment and renovation projects, risks are inherent, including the risk of a decline in demand for capital investment due to rising prices, the impact of U.S. policy trends, and the risk of materials and equipment shortage and price rises due to soaring crude oil prices associated with the deterioration of the Middle East situation, as well as the risk of rising prices for labor costs and the impact of regulations on maximum overtime. In such environment, in the FY2027 Medium-Term Management Plan (the “**Target Company’s Medium-Term Management Plan**”) announced on January 31, 2024, the Target Company Group has positioned “carbon neutrality” and “the creation of a safe, secure, and comfortable society” as two key areas of social issues that need to be addressed. By mobilizing the company-wide collective strength (electrical equipment and product sales) and promoting cooperation with other companies, the Target Company Group is committed to enhancing corporate value through sustainable growth by engaging in activities including proposing and providing high-value-added solutions such as the application of construction technologies for ultra-high-voltage substations in the renewable energy business, proposals for improving power system operations, and diagnostics for electrical equipment degradation. Furthermore, to achieve sustainable growth from the fiscal year 2027 onward, the Target Company Group is working to strengthen its management and business foundations through upfront investments such as increasing staff, improving human resources policies, investing in digitalization (DX), and pursuing mergers and acquisitions (M&As), and at the same time, the Target Company Group is focusing on steadily securing medium- to large-scale projects and expanding its customer

base.

The Target Company recognizes that, moving forward, in order to achieve the targets set out in the Target Company's Medium-Term Management Plan and realize sustainable growth, it is necessary to steadily implement these measures and to review the allocation of management resources and further adapt to changes in the external environment. Consequently, the Target Company believes that it will be necessary more than ever before to consider strategic measures and make swift management decisions to promptly put these into practice.

In light of the business environment surrounding the Tender Offeror Group and in order to address the shortage of workers with superior technical capabilities, since around early April 2025, the Tender Offeror had been conducting a broad-ranging review, including the search for investment targets such as the Target Company. In mid-November 2025, the Tender Offeror received a proposal from Mizuho Securities Co., Ltd. ("**Mizuho Securities**"), which serves as the financial advisor to Mitsubishi Electric, the parent company of the Target Company, to participate in a tender bid to make the Target Company a wholly owned subsidiary. Subsequently, following internal review by the Tender Offeror, in mid-November 2025, the Tender Offeror notified Mizuho Securities of its desire to commence sincere discussions regarding the Transactions. On November 28, 2025, the Tender Offeror received from Mizuho Securities and Daiwa Securities Co., Ltd. ("**Daiwa Securities**"), which serves as the Target Company's financial advisor, the "Notice Regarding the First Bidding Process" for the Transactions, and on the same day, the Tender Offeror participated in the First Bidding Process (as defined in "(ii) Process of Review" in "(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer" below). In the course of this process, in early December 2025, the Tender Offeror appointed KPMG FAS Co., Ltd. ("**KPMG**") as the financial advisor and third-party valuator independent of the Tender Offeror, Mitsubishi Electric, and the Target Company (collectively, the "**Tender Offer-Related Parties**"), and Oh-Ebashi LPC & Partners as the legal advisor independent of any of the Tender Offer-Related Parties respectively, and commenced specific review regarding the Transactions. Subsequently, on January 9, 2026, the Tender Offeror submitted a legally non-binding "First Letter of Intent" regarding making the Target Company a wholly owned subsidiary to Mizuho Securities and Daiwa Securities. On February 17, 2026, the Tender Offeror received notification from Mizuho Securities that it had been chosen to proceed to the Second Bidding Process (as defined below) regarding the Transactions. Then, from mid-February 2026 to late March 2026, the Tender Offeror conducted due diligence on the Target Company regarding its business, financial, tax, legal and other matters. Through due diligence and various analyses, the Tender Offeror concluded that the realization of the Transactions

would contribute to maximizing the corporate value of the Tender Offeror and the Target Company, as well as securing shareholder interests, through the realization of the synergies described below.

The Tender Offeror recognizes that the overall environment in the electrical construction industry remains robust, supported by strong construction demand and capital investment, and that the industry as a whole continues to perform well as price pass-through progresses. Although geopolitical tensions are rising and uncertainty about the future remains, it is anticipated that the favorable environment will continue for the time being. However, in the medium to long term, a decline in the number of workers possessing superior technical capabilities is also expected. Consequently, even if demand for construction remains unchanged, the Tender Offeror believes that it is highly likely that a supply-demand gap will emerge due to constraints on the supply side. Under these circumstances, the Tender Offeror recognizes that striving to become a company with a construction foundation capable of meeting customer needs and bridging the supply-demand gap is essential for the sustainable growth of the Tender Offeror Group in the future.

As described above, the Tender Offeror is working to further strengthen its business foundation, and anticipates that the Tender Offeror Group can achieve the following synergies through the Transactions.

(i) Further strengthening of business foundation

By combining the nationwide customer bases and sales capabilities, construction management, execution and technical capabilities supported by the many years of proven track records of the Target Company and the Tender Offeror Group, the Tender Offeror believes that both companies can further strengthen and expand their business foundations to meet the diverse needs of their customers, and achieve sustainable growth and development together as companies supporting social infrastructure.

(ii) Further expansion of business areas

The Tender Offeror believes that, by combining with the Target Company's deep knowledge of products of the Mitsubishi Electric Group (which refers to the corporate group consisting of Mitsubishi Electric and its consolidated subsidiaries and equity-method affiliates; the same applies hereinafter), the technical capabilities, reliability, and engineering capabilities refined through continuous technical research and passed down through generations, the Tender Offeror Group as a whole can further expand its business areas which have been relatively

under-developed by the Tender Offeror Group, such as extra-high-voltage electrical construction for power receiving and transforming/power generating and transforming facilities (Note 1), annual inspection services, and semiconductor-related construction.

(Note 1) “Extra-high-voltage electrical construction for power receiving and transforming/power generating and transforming facilities” mean electrical construction involving high-capacity power, such as facilities that receive, transform, and distribute electricity at voltages exceeding 7,000V, as well as facilities responsible for power generation/transformation.

(iii) Expansion of business with companies whose trade names include “Mitsubishi,” including the Mitsubishi Electric Group

The Target Company has a long history of business dealings with the Mitsubishi Electric Group and other companies whose trade names include “Mitsubishi” (the “**Mitsubishi Group**”). Although the capital relationship with Mitsubishi Electric will be dissolved after the Transactions, the Tender Offeror believes that, given the business relationship, construction track record, and technical expertise the Target Company has built with the Mitsubishi Group to date, business opportunities with the Mitsubishi Group such as new installation and renovation work for electrical facilities at properties developed and managed by a real estate development company and a property management company of the Mitsubishi Group will continue to be maintained. In addition, by leveraging the Tender Offeror Group’s business foundation and construction system, the Tender Offeror believes that this will lead to further expansion of opportunities for the Tender Offeror Group as a whole to secure orders from the Mitsubishi Group, including large-scale projects that have been difficult for the Target Company alone to secure.

(iv) Strengthening of purchasing power

Assuming that the distributorship agreement for the product sales business between the Target Company and Mitsubishi Electric will continue, purchasing power will be strengthened in materials procurement by coordinating the Target Company’s equipment sales division with the Tender Offeror Group’s procurement functions.

Furthermore, the Tender Offeror believes that the implementation of the Transactions will significantly contribute to enhancing the Target Company’s corporate value through the realization of the various synergies described below.

(i) Expansion of order volume

The Tender Offeror understands that, the Target Company has, since its founding in 1910, consistently met customer needs through its business activities and contributed to the development of social and industrial infrastructure and possesses the credibility and proven technical capabilities cultivated over its more than 100 years of history and has established strong business relationships with its customers. At the same time, the Tender Offeror understands that further expansion and diversification of its customer base is essential for achieving sustainable growth and stabilizing management in the future. The Tender Offeror believes that leveraging the Tender Offeror's broad business and sales foundations, as well as its brand strength, will provide advantages unique to a competitor in the industry, such as building relationships with new customers and expanding sales channels, which have been difficult while under the Mitsubishi Electric Group umbrella. As an integrated engineering company, the Tender Offeror provides optimal solutions tailored to specific environments, including not only electrical facility construction but also construction of information and communications networks and air conditioning and sanitary systems. The Tender Offeror believes that through collaboration with the Tender Offeror, the Target Company will be able to respond even more comprehensively to the diverse needs of its customers.

The Tender Offeror understands that the electrical construction industry as a whole is facing a serious shortage of construction personnel and qualified professionals, creating a structure where even when order opportunities arise, the construction system becomes a bottleneck, resulting in lost opportunities. The Tender Offeror has established "Kinden Gakuen," a core educational facility with a history of more than half a century (currently planned to be relocated and rebuilt, moving from Nishinomiya-shi, Hyogo, to Minoh-shi, Osaka, during the fiscal year 2027), as well as the "Human Resources Development Center" (Inzai-shi, Chiba), a core base for technical and skill training in the general construction division. Furthermore, the "Kinden Toyosu Building" (Koto-ku, Tokyo), which was opened in February 2026, is fully equipped with training facilities that enable practical engineering education. Thus, the Tender Offeror is striving to enhance educational facilities and curricula. In addition, the Tender Offeror possesses expertise in recruitment, specifically, measures and operational know-how related to increasing the number of applicants in the recruitment process (Note 2) and improving application rate for selection process (Note 3), and believes that sharing this expertise will enable the Target Company to expand its human resources base and strengthen its construction system.

(Note 2) The number of applicants means the total number of individuals who have come into contact with the company through job postings, recruitment websites, referrals or the like in recruitment activities and who are eligible to apply for the selection process.

(Note 3) The application rate for the selection process means the percentage of the individuals

who actually made applications to the number of applicants.

(ii) Business growth through collaboration in each area

The Tender Offeror believes that, by combining the network of the Tender Offeror and its partner companies around the country with the network of the Target Company, collaborative opportunities will be created in each area, enabling both companies to complement each other's construction capabilities based on workload.

In addition, through collaboration, the Tender Offeror believes that measures aimed at expanding the business performance of both companies will be able to be considered and implemented, such as securing large-scale projects that have been difficult to win alone.

(iii) Enhancement of construction capabilities through collaboration

The Tender Offeror believes that, by combining the construction personnel and capabilities of the Tender Offeror with those of the Target Company, including its partner companies, both companies will be able to complement each other's construction capabilities and establish a structure for handling extremely large projects that have been difficult for the Target Company to manage alone. Therefore, the Tender Offeror believes that this will lead to expanding opportunities to secure orders and improving project execution capabilities, particularly in the Tokyo metropolitan area, where opportunities for large-scale projects are abundant.

(iv) Creation of new revenue sources

Against the backdrop of the increasing use of cloud services and generative AI, the construction and expansion of large-scale data centers are proceeding in various areas. The Tender Offeror understands that the Target Company has been continuously receiving orders from Mitsubishi Electric for the installation of extra-high-voltage facilities (Note 4), UPS systems, generators, and other equipment, and possesses valuable expertise and know-how in this field. The Tender Offeror believes that combining the Target Company's expertise and know-how with the Tender Offeror's sales and construction capabilities will create synergies aimed at securing larger-scale projects and providing high-value-added services.

(Note 4) Extra-high-voltage facilities mean facilities that receive, transform, and distribute electricity at voltages exceeding 7,000V.

(v) Enhancement of productivity and profitability

By combining the technical capabilities and know-how of the Target Company with the profit-generating know-how and construction management methods accumulated by the Tender Offeror, further enhancement of the Target Company's productivity and profitability

can also be expected. In particular, the Tender Offeror believes that combining and mutually complementing the expertise of the Target Company and the Tender Offeror in areas such as cost management, safety management, and process management will lead to further efficiency in management and the promotion of work style reforms. Furthermore, expanding to the Target Company the digitalization aimed at streamlining on-site management operations and the development of new tools to enhance productivity that the Tender Offeror Group is currently working on, will contribute to further enhancing productivity and profitability of the Target Company.

(vi) Strengthening of human capital through educational support

For the Tender Offeror Group, “people” are the most important asset. The Tender Offeror Group is committed to human resource development and growth investments in its workforce. The Tender Offeror has established “Kinden Gakuen,” a core educational facility with a history of more than half a century (currently planned to be relocated and rebuilt, moving from Nishinomiya-shi, Hyogo, to Minoh-shi, Osaka, during the fiscal year 2027), as well as the “Human Resources Development Center” (Inzai-shi, Chiba), a core base for technical and skill training in the general construction division. Furthermore, the “Kinden Toyosu Building” (Koto-ku, Tokyo), which was opened in February 2026, is fully equipped with training facilities that enable practical engineering education. Thus, the Tender Offeror is striving to enhance educational facilities and curricula. As the Target Company, like the Tender Offeror, places great importance on “people,” the Tender Offeror believes that utilizing the Tender Offeror Group’s educational framework and training facilities will enable the further strengthening of the Target Company’s employees’ technical, construction management, and managerial capabilities, thereby promoting the further enhancement of skills and long-term development of the Target Company’s human resources and contributing to sustainable growth.

(vii) Strengthening of recruitment capabilities

The Tender Offeror has a track record of recruiting over 400 new graduates annually since 2022 to date, and has established a robust network with major universities and vocational schools in various areas around the country, particularly for the recruitment of technical staff. Even amid a declining birthrate and a challenging environment for acquisition of human resources, the Tender Offeror has maintained a high standard of recruitment. The Tender Offeror believes that, by leveraging the Tender Offeror’s expertise in recruitment, specifically, its measures and operational know-how for expanding the number of applicants in the recruitment process and improving the application rate for the selection process, and by combining the Target Company’s brand strength with that of the Tender Offeror, further

enhancement of the Target Company's recruitment capabilities and further revitalization of its recruitment activities can be expected.

Furthermore, the Tender Offeror understands that the disadvantages associated with delisting the Target Company Shares include the inability to implement financing through equity finance in the capital markets and the loss of the benefits the Target Company has enjoyed as a listed company, such as maintaining and enhancing name recognition and social credibility. However, regarding fundraising, while there is currently not much need for financing through equity finance, the Tender Offeror believes that even if the need for fundraising increases due to the Target Company becoming a group company of the Tender Offeror, it will be easier to raise funds through indirect financing by relying on the creditworthiness of the Tender Offeror. In addition, regarding the maintenance and enhancement of name recognition and social credibility, the name recognition and social credibility accumulated through business operations to date will not be immediately lost as a result of delisting, and, since the Target Company will gain the name recognition and social credibility of the Tender Offeror Group, the disadvantages to the Target Company associated with delisting will be limited. Furthermore, given that the Master Transaction Agreement has been executed, which includes a provision that the Tender Offeror shall cause the Target Company to maintain in full force and effect the designated transaction agreements with the Mitsubishi Electric Group for five (5) years from the date of the Share Buyback, Mitsubishi Electric has agreed to the Transactions on the assumption that such transaction agreements would continue, and the existing transactions between the Target Company and the Mitsubishi Electric Group can be maintained even after the Transactions. Therefore, the Tender Offeror believes that the disadvantages resulting from the dissolution of the capital relationship between the Target Company and Mitsubishi Electric will be limited. In addition, the Tender Offeror understands that, regarding transactions between the Target Company and other companies with which the Target Company has capital or business relationships, those companies' shareholding ratios for the Target Company Shares are currently low, and that the Target Company has secured orders based on its construction track record, technical capabilities, and continuous business relationships in the past. Thus, the Tender Offeror believes that the dissolution of the capital relationship associated with the Transactions will have a limited impact on transactions with those companies.

Then, based on the status of the due diligence on the Target Company and other factors, and since no material issues were identified, on April 3, 2026, the Tender Offeror submitted to Mitsubishi Electric and the Target Company a final letter of intent, assuming that the Target Company would pay no interim or year-end dividend for the fiscal year ending on March 31, 2027. The final letter of intent includes proposals to set the Tender Offer Price at 11,501 yen

(representing premiums of 81.12% on 6,350 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of April 2, 2026, which is the business day immediately preceding the date of the proposal (rounded to two decimal places; hereinafter the same applies to the calculations of premium rates); 77.95% on 6,463 yen, the simple average closing price for the preceding one-month period on or before that date (rounded to the nearest whole yen; hereinafter the same applies to the calculations of the simple average closing prices); 82.06% on 6,317 yen, the simple average closing price for the preceding three-month period on or before that date; and 140.05% on 4,791 yen, the simple average closing price for the preceding six-month period on or before that date), and to set the Share Buyback Price at 8,058 yen.

Subsequently, on April 9, 2026, the Tender Offeror received notification through Mizuho Securities, Mitsubishi Electric's financial advisor, that it had been decided to designate the Tender Offeror as the preferred negotiating party.

Based on the above, the Tender Offeror commenced discussions and reviews with Mitsubishi Electric and the Target Company toward the implementation of the Transactions, and continued to engage in ongoing discussions and negotiations thereafter. Specifically, on April 17, 2026, the Tender Offeror received a request from Mitsubishi Electric to reconsider the Tender Offer Price stating that, while the Tender Offer Price of 11,501 yen offered by the Tender Offeror was the highest appraisal value per Target Company Share (the "**Share Appraisal Value**") compared to those offered by the three candidates, including the Tender Offeror, from whom final letters of intent were received, among the four companies, including the Tender Offeror (collectively, the "**Second Bidding Candidates**"), as candidates to be invited to participate in the second bidding process (the "**Second Bidding Process**") to determine the final candidate for the Transactions, it should be reconsidered by taking into consideration the synergies to be generated by the implementation of the Transactions and the distribution of such synergies. Based on this request, the Tender Offeror carefully reconsidered the Tender Offer Price and, on April 22, 2026, responded to Mitsubishi Electric that, since the Tender Offer Price of 11,501 yen was a price reflecting a significant portion of the value of the Target Company Shares after taking into account, based on the results of the due diligence, the Target Company's past financial performance and growth potential, as well as the fact that the synergies to be generated by the implementation of the Transactions would be distributed to the minority shareholders, it would be difficult to raise the Tender Offer Price any further.

Furthermore, from the perspective of further seeking to protect the interests of the minority shareholders, the Special Committee (as defined in "(i) Circumstances that Led to the Establishment of the Review System" in "(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer" below) confirmed in a written inquiry dated April 14, 2026 from the Special Committee to the Tender Offeror "whether there was any room

for a further increase in the Tender Offer Price offered by the Tender Offeror in its final letter of intent in the Second Bidding Process, from the perspective of protecting the interests of the minority shareholders of the Target Company,” regarding whether there was any room for a further increase in the Tender Offer Price. As a result, the Tender Offeror responded stating that “the current offer price was offered as the final amount following the sincere and repeated discussions and reviews by taking various factors into comprehensive consideration. Given that that the form of competitive bidding by multiple companies has been implemented in this case, the Tender Offeror has offered this price as the maximum level the Tender Offeror can offer from the perspective of economic rationality in light of the competitive environment.”

Subsequently, during the hearing with the Tender Offeror held by the Special Committee on April 28, 2026, the Special Committee reconfirmed “whether there was any room for a further increase in the Tender Offer Price offered by the Tender Offeror in its final letter of intent in the Second Bidding Process, from the perspective of protecting the interests of the minority shareholders of the Target Company.” As a result, during the hearing, the Tender Offeror reiterated that “the current offer price was offered as the final amount following the sincere and repeated discussions and reviews by taking various factors into comprehensive consideration. Given that that the form of competitive bidding by multiple companies has been implemented in this case, the Tender Offeror has offered this price as the maximum level the Tender Offeror can offer from the perspective of economic rationality in light of the competitive environment.”

Thereafter, on May 14, 2026, the Special Committee once again confirmed with the Tender Offeror whether there was any room to raise the Tender Offer Price based on the finalized results for the most recent fiscal year. Subsequently, on May 15, 2026, the Tender Offeror responded to the Special Committee, stating that the Tender Offer Price of 11,501 yen had been offered at the highest level possible from the perspective of economic rationality, taking into account the competitive environment, and that, consequently, it was considered to be at a level that sufficiently considered the protection of the interests of the minority shareholders. Based on this response, on May 18, 2026, the Tender Offeror received notification from the Special Committee that, subject to the condition that there would be no changes in market trends or in the information upon which the Special Committee based its reviews, the Special Committee considered that, in light of the fact that the Tender Offer Price offered by the Tender Offeror in its final letter of intent in the Second Bidding Process was the highest compared to the Share Appraisal Values offered by the other Second Bidding Candidates, and that it was a price that was deemed sufficiently reasonable in light of the calculation results of the share value of the Target Company Shares prepared by Daiwa Securities and the premiums of the Levels in Similar Cases (as defined in “(iii) Details of Decision” in “(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer” below), the Tender Offer Price was deemed to be

reasonable, and therefore, on the premise that the Tender Offer would commence at the Tender Offer Price, the Special Committee would submit to the Target Company's board of directors a report stating that it would not be disadvantageous to the minority shareholders to support the Tender Offer's proposal and recommend to participate in the Tender Offer at the Tender Offer Price.

Subsequently, on May 18, 2026, Mitsubishi Electric notified that, in light of the notification from the Special Committee to the Tender Offeror, Mitsubishi Electric reconsidered the Tender Offer Price, and taking into account that the price was proposed in a competitive environment fostered through the Bidding Process and other factors, it agreed to the Tender Offeror's proposal, and subject to the Target Company's board of directors resolving to recommend to participate in the Tender Offer at the Tender Offer Price, and Mitsubishi Electric and the Tender Offeror reaching an agreement on the terms of the Master Transaction Agreement currently under discussion that would be satisfactory to the Target Company, it would accept the Tender Offer Price of 11,501 yen. For the details of the Master Transaction Agreement, please refer to "(6) Material Agreement Concerning the Tender Offer" below.

As a result of the events described above, on May 25, 2026, the Tender Offeror decided to commence the Tender Offer as part of the Transactions, setting the Tender Offer Price at 11,501 yen and the Share Buyback Price at 8,058 yen.

(B) Background and Basis of Calculation of Price for Purchase, etc.

In determining the Tender Offer Price, in order to ensure the fairness of the Tender Offer Price, the Tender Offeror requested KPMG, which is a financial advisor and third-party valuator independent of any of the Tender Offer-Related Parties, to calculate the share value of the Target Company Shares, and obtained the share valuation report (the "**Share Valuation Report (KPMG)**") dated May 22, 2026.

KPMG is a third-party valuator independent of any of the Tender Offer-Related Parties, is not a related party of the Tender Offer-Related Parties, and has no material interests in connection with the Tender Offer.

After considering the calculation methods to be applied in calculating the share value of the Target Company Shares from among the various methods used to calculate share values, KPMG calculated the share value of the Target Company Shares using the following methods: (i) the market share price method, as the Target Company Shares are listed on the Standard Market of the Tokyo Stock Exchange and have a market price; and (ii) the discounted cash flow method (the "**DCF Method**") to reflect the status of future business activities in the calculation. The Tender Offeror has not obtained an opinion regarding the fairness of the Tender Offer Price (a

fairness opinion) as the Tender Offeror believes that sufficient consideration has been given to the interests of the minority shareholders of the Target Company after comprehensively considering the various factors described in “(3) Measures to Ensure the Fairness of the Tender Offer.”

According to the Share Valuation Report (KPMG), the applied methods and the ranges of the share value per Target Company Share calculated under such methods are as follows:

Market share price method: From 5,893 yen to 7,510 yen

DCF Method: From 8,365 yen to 11,437 yen

Under the market share price method adopting May 22, 2026 as the base date for valuation, which is the business day immediately preceding the date of announcement of the Tender Offer, the range of the share value per Target Company Share was calculated to be 5,893 yen to 7,510 yen, based on: 7,510 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of the base date; 6,615 yen, the simple average closing price for the preceding one-month period on or before the base date; 6,547 yen, the simple average closing price for the preceding three-month period on or before the base date; and 5,893 yen, the simple average closing price for the preceding six-month period on or before the base date.

Under the DCF Method, based on the business plan provided by the Target Company, various factors including the results of the due diligence conducted on the Target Company, the effects of the synergies expected to be realized as a result of the implementation of the Transactions, the trend of financial performance to date, as well as publicly disclosed information, were taken into consideration, and the range of the share value per Target Company Share was calculated to be 8,365 yen to 11,437 yen by discounting the free cash flow expected to be generated by the Target Company from the fiscal year ending on March 31, 2026 onwards to the present value using a certain discount rate, in accordance with the Target Company’s business plan adjusted by the Tender Offeror. The financial forecasts underlying the DCF Method are based on the assumption that the Transactions will be implemented and take into account the effects of the synergies expected to be realized as a result of the Transactions.

Taking into account the contents and results of the calculation set forth in the Share Valuation Report (KPMG) obtained from KPMG (namely, that the Tender Offer Price of 11,501 yen exceeds the range of the share value per Target Company Share calculated using the market share price method and is within the range of the share value per Target Company Share calculated using the DCF Method), as well as trends in the market price of the Target Company Shares, the decisions by the Target Company’s board of directors and the Special Committee regarding whether to support the Tender Offer, and the outlook for shareholder participation in the Tender

Offer, the Tender Offeror ultimately decided, by written resolution in lieu of a resolution of the board of directors dated May 25, 2026, to set the Tender Offer Price at 11,501 yen.

The Tender Offeror obtained from the Target Company and Mitsubishi Electric information necessary to calculate the amount of the deemed dividends as provided under the Corporation Tax Act that would arise if Mitsubishi Electric were to participate in the Share Buyback, and, after examining the Tender Offer Price and the Share Buyback Price, on May 25, 2026, the Tender Offeror decided, from the perspective of maximizing the Tender Offer Price while ensuring fairness among shareholders and in consideration of the tax benefits arising for Mitsubishi Electric as a result of the application of the non-inclusion rule to the deemed dividend amount, to share those benefits with the minority shareholders of the Target Company by calculating the prices so that (i) the after-tax proceeds that Mitsubishi Electric will receive from the Share Buyback will be equivalent to (ii) the after-tax proceeds it would have received had it tendered its shares in the Tender Offer, and the Tender Offeror therefore set the Tender Offer Price at 11,501 yen per share and the Share Buyback Price at 8,058 yen per share.

The Tender Offer Price of 11,501 yen represents respective premiums of 53.14% on 7,510 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of May 22, 2026, which is the business day immediately preceding the date of announcement of the Tender Offer; 73.86% on 6,615 yen, the simple average closing price for the preceding one-month period on or before that date; 75.67% on 6,547 yen, the simple average closing price for the preceding three-month period on or before that date; and 95.16% on 5,893 yen, the simple average closing price for the preceding six-month period on or before that date.

(Note) In calculating the share value of the Target Company Shares, KPMG has referred to information provided by the Tender Offeror or the Target Company, information obtained through interviews, publicly available information and other relevant materials on the assumption that all such used information and materials are accurate and complete and that there are no facts undisclosed to KPMG that could have a material impact on the calculation of the share value of the Target Company Shares, and KPMG has not independently verified the accuracy or completeness of such information and materials. KPMG has not independently evaluated or appraised, and has not requested any third-party institution to evaluate, appraise or assess, the Target Company's assets and liabilities (including off-balance-sheet assets and liabilities, and other contingent liabilities), including the analysis and evaluation of individual assets and liabilities. It is assumed that the Target Company's financial forecast that was referred to in such calculation has been reasonably prepared based on the best and good faith estimates and judgments available to the Tender Offeror at the time of preparation and that such calculation reflects information and economic

conditions as of May 22, 2026.

- (C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer
 - (i) Circumstances that Led to the Establishment of the Review System

According to the Target Company's Press Release, based on the information obtained by the Target Company from Mitsubishi Electric, Mitsubishi Electric aims to transform itself into an "innovative company" that is not afraid to take risks and create value through new thinking to achieve business growth and address societal and environmental issues. To realize this vision, Mitsubishi Electric is promoting focused investments in key growth areas, strengthening its management foundation, advancing partnerships with external parties, and reorganizing and integrating its affiliates. Mitsubishi Electric had also been reviewing the future direction of the Target Company, a consolidated subsidiary, and in late May 2025, Mitsubishi Electric internally confirmed intentions for the basic direction of reviewing the sale of the Target Company Shares with the aim of fostering the growth of both Mitsubishi Electric and the Target Company. Subsequently, around mid-June 2025, Mitsubishi Electric selected Mizuho Securities as its financial advisor and commenced a full-scale review of the sale of the Target Company Shares. At the same time, Mitsubishi Electric informed the Target Company of its intention (the "**Intention**") to the effect that: (i) with the aim of fostering the growth of both Mitsubishi Electric and the Target Company, Mitsubishi Electric wished to sell all of the Target Company Shares it held; and (ii) in order to identify a purchaser who would contribute to the enhancement of the corporate value of the Target Company and to achieve a sale on more favorable terms from the perspective of economic rationality, Mitsubishi Electric intended to select a purchaser through a bidding process and assumed the transfer of the shares would take place by way of a tender offer by the purchaser. Upon receiving the Intention from Mitsubishi Electric, the Target Company held discussions with Mitsubishi Electric regarding the Target Company's capital policy and proposed options to Mitsubishi Electric to consider with respect to its capital policy, including the Target Company remaining within the Mitsubishi Electric Group. In response to this, although Mitsubishi Electric reconsidered the capital policy taking into account the Target Company's intentions, Mitsubishi Electric explained that there was no change to the Intention, as Mitsubishi Electric determined that it would be desirable for both the Target Company and Mitsubishi Electric to select a capital partner that would be expected to contribute to the enhancement of the corporate value of the Target Company more than Mitsubishi Electric. Given these circumstances, the Target Company concluded that Mitsubishi Electric would not change its intention to sell its Target Company Shares and

that there was little reasonable possibility of the Target Company remaining within the Mitsubishi Electric Group. Accordingly, the Target Company agreed to proceed with reviews on the premise that Mitsubishi Electric would sell all of the Target Company Shares it held. Based on this, the Target Company commenced discussions with Mitsubishi Electric and carefully reviewed options that would maximize the interests of not only Mitsubishi Electric but also the minority shareholders, while simultaneously achieving further enhancement of the corporate value of the Target Company. Consequently, the Target Company concluded that, in order to maximize the interests of the shareholders and further enhance the corporate value of the Target Company in the future, it would be desirable to receive proposals from multiple candidates who showed a strong interest in the Target Company's business through the bidding process, and to consider a purchaser from among them that would contribute to the maximization of the interests of the shareholders and enhancement of the corporate value of the Target Company. In light of such circumstances, in late October 2025, the Target Company appointed Daiwa Securities as a financial advisor independent of Mitsubishi Electric and the Target Company, and in early November 2025, the Target Company appointed TMI Associates as a legal advisor. Then, with the aim of enhancing the corporate value and maximizing the interests of the shareholders, the Target Company commenced a review of the sale of the Target Company Shares by Mitsubishi Electric. For the purposes of ensuring careful decision-making by the Target Company in relation to the Transactions and the fairness of the Transactions, as described in "(i) Background of the Establishment, etc." in "(B) Establishment of an Independent Special Committee by the Target Company and Obtainment of an Advisory Report from the Special Committee" in "(3) Measures to Ensure the Fairness of the Tender Offer" below, the Target Company established a special committee (the "**Special Committee**"; for the composition thereof, specific consultation matters, and other relevant matters, please refer to "(i) Background of the Establishment, etc." in "(B) Establishment of an Independent Special Committee by the Target Company and Obtainment of an Advisory Report from the Special Committee" in "(3) Measures to Ensure the Fairness of the Tender Offer" below) in order to review the fairness of the terms of and the procedures for the Transactions.

(ii) Process of Review

In proceeding with the bidding process for this case, Mitsubishi Electric confirmed the Target Company's requests regarding the selection of candidates and evaluated candidates that could contribute to the enhancement of the corporate value of the Target Company. Then, starting in mid-November 2025, Mitsubishi Electric, through Mizuho Securities, its financial advisor, began approaching a total of 35 candidates, based on the Target

Company's requests, regarding their participation in a bidding process (the "**Bidding Process**") for the transfer of the Target Company Shares held by Mitsubishi Electric, and the selection of a strategic partner to achieve the further enhancement of the corporate value of the Target Company in the future associated therewith, without disclosing the names of Mitsubishi Electric or the Target Company. As a result, Mitsubishi Electric confirmed through Mizuho Securities that 21 companies were interested in participating in the Bidding Process. Mitsubishi Electric and the Target Company agreed to commence a first bidding process (the "**First Bidding Process**") by setting January 9, 2026 as a deadline for submission of a first letter of intent, and commenced the First Bidding Process in late November 2025. Then, Mitsubishi Electric and the Target Company received the first letters of intent from 14 candidates, including the Tender Offeror, on the deadline for submission. In commencing the First Bidding Process, in light of the fact that exclusion from the gross profits of deemed dividends as prescribed in the Corporation Tax Act would apply to the sale of the Target Company Shares in connection with the Share Buyback, Mitsubishi Electric and the Target Company considered that, by calculating the Share Buyback Price so that (i) the after-tax proceeds that Mitsubishi Electric will receive from the Share Buyback would be equivalent to (ii) the after-tax proceeds it would have received if it had tendered its Target Company Shares in a tender offer at a price for purchase, etc. per share equal to the Tender Offer Price, tax benefits arising for Mitsubishi Electric would be shared with the other minority shareholders of the Target Company, and thereby both the maximization of the Tender Offer Price and fairness among shareholders could be achieved. Accordingly, Mitsubishi Electric and the Target Company decided to request the candidates to submit proposals on the assumption that the Share Buyback would be carried out and requested the 21 candidates that participated in the First Bidding Process to make proposals.

Subsequently, the Target Company carefully compared and reviewed the contents of the first letters of intent and held multiple rounds of discussions with Mitsubishi Electric. Based on the results of these discussions, in mid-February 2026, Mitsubishi Electric selected the Second Bidding Candidates to be invited to participate in the Second Bidding Process.

In the First Bidding Process, no candidate offered a higher Share Appraisal Value than those offered by the Second Bidding Candidates. On the other hand, while there was a bidder ("**Candidate A**") who, after the deadline for the First Bidding Process, raised its offered price and notified a higher Share Appraisal Value than those from the Second Bidding Candidates (the "**Notification after the First Bidding Process**"), the total transaction amount (the "**Additionally Offered Total Transaction Amount**") based on the Share Appraisal Value indicated by Candidate A in the Notification after the First Bidding Process (the "**Additionally Offered Share Appraisal Value**") was excessive given

Candidate A's corporate scale. In addition, it represented a significant change within a short period of time from the Share Appraisal Value offered by Candidate A in the First Bidding Process. Therefore, taking into account the meeting with Candidate A as well, Mitsubishi Electric and the Target Company confirmed and carefully reviewed the details of the Notification after the First Bidding Process. As a result, after comprehensively considering the following points and other factors, Mitsubishi Electric determined that it would be optimal to invite the Second Bidding Candidates to participate in the Second Bidding Process with the aim of securing a final proposal in the Second Bidding Process that would contribute to the maximization of the interests of the shareholders and further enhancement of the corporate value of the Target Company in the future, and the Target Company also determined that it had no objection to Mitsubishi Electric's decision: (i) the basis for calculation of the Additionally Offered Share Appraisal Value lacked sufficient rationale and was unreliable, and therefore, compared to the Second Bidding Candidates, it was considered significantly more likely that the Share Appraisal Value to be offered in Candidate A's final letter of intent in the Second Bidding Process would fall significantly below the Additionally Offered Share Appraisal Value; (ii) while, given Candidate A's corporate scale, the Additionally Offered Total Transaction Amount was excessive, the explanation regarding the method of raising funds planned by Candidate A lacked specifics, and the likelihood of raising funds equal to the Additionally Offered Total Transaction Amount by Candidate A was considered to be extremely low; and (iii) none of the measures proposed by Candidate A could be said to be based on a sufficient understanding of the Target Company's business, and their feasibility was not recognized.

Following that, during the Second Bidding Process, over a period of approximately six weeks from mid-February 2026 to late March 2026, the Second Bidding Candidates conducted due diligence on the Target Company, covering business, financial and tax, legal matters, and other areas. Thereafter, on April 3, 2026, Mitsubishi Electric and the Target Company received final letters of intent from three candidates, including the Tender Offeror, of the Second Bidding Candidates. In the Second Bidding Process, Mitsubishi Electric and the Target Company requested the Second Bidding Candidates to submit proposals on the assumption that the Share Buyback would be carried out, based on the same reasons as those in the First Bidding Process.

After comprehensively reviewing the final letters of intent received from three of the Second Bidding Candidates, including the Tender Offeror, from various perspectives such as the Share Appraisal Value, the direction of business strategy following the implementation of the Transactions, the effects of synergies and dis-synergies, treatment of employees and governance structure, financing capabilities, as well as the maximization of

the interests of the minority shareholders, Mitsubishi Electric concluded that the Tender Offeror would be the optimal purchaser. The Target Company also concluded, after conducting a comprehensive review from various perspectives such as the Share Appraisal Value, the direction of business strategy following the implementation of the Transactions, the effects of synergies and dis-synergies, treatment of employees and governance structure, financing capabilities, as well as the maximization of the interests of the minority shareholders, that the Tender Offeror's proposal was the best option and would contribute to the maximization of the interests of the minority shareholders of the Target Company and further enhancement of the corporate value of the Target Company in the future, for the following reasons: (i) the Share Appraisal Value offered by the Tender Offeror was the highest among those offered by the three Second Bidding Candidates from whom final letters of intent were received, including the Tender Offeror, and was considered to contribute to the maximization of the interests of the Target Company's minority shareholders; (ii) the business strategy following the implementation of the Transactions, including initiatives in data centers and renewable energy projects, further improvement of productivity and profitability through an endeavor to deploy in the Target Company the digitalization aimed at streamlining on-site management operations as well as the development of new tool aiming for improvement of productivity that the Tender Offeror is working on, generally aligned with the direction sought by the Target Company, and had common points in terms of viewing human capital as the most important asset and being committed to human resource development and growth investments in its workforce; and (iii) the effects of synergies between the Tender Offeror and the Target Company described in "(iii) Details of Decision" below were based on a deep understanding of the Target Company and its business. After the Target Company informed Mitsubishi Electric to that effect, Mitsubishi Electric considered that it would be appropriate to negotiate with the Tender Offeror on a preferential basis and, on April 8, 2026, decided to designate the Tender Offeror as the preferred negotiating party, and the Target Company determined that it had no objection to Mitsubishi Electric's decision. Subsequently, on April 9, 2026, Mitsubishi Electric and the Target Company notified the Tender Offeror of their decision to designate the Tender Offeror as the preferred negotiating party.

From April 9, 2026, Mitsubishi Electric and the Target Company commenced discussions and reviews with the Tender Offeror toward the implementation of the Transactions, and continued to engage in ongoing discussions and negotiations thereafter. Specifically, Mitsubishi Electric requested the Tender Offeror to reconsider the Tender Offer Price stating that, while the Tender Offer Price of 11,501 yen offered by the Tender Offeror in the final letter of intent in the Second Bidding Process (representing respective premiums of 81.12%

on 6,350 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of April 2, 2026, which is the business day immediately preceding the date of proposal; 77.95% on 6,463 yen, the simple average closing price for the preceding one-month period on or before that date; 82.06% on 6,317 yen, the simple average closing price for the preceding three-month period on or before that date; and 140.05% on 4,791 yen, the simple average closing price for the preceding six-month period on or before that date) was the highest among the Share Appraisal Values offered by the three Second Bidding Candidates from whom final letters of intent were received, including the Tender Offeror, it should be reconsidered by taking into consideration the synergies to be generated through the implementation of the Transactions and the distribution of such synergies. Based on the request, the Tender Offeror carefully reconsidered the Tender Offer Price and, on April 22, 2026, responded to Mitsubishi Electric that, since the Tender Offer Price of 11,501 yen was a price reflecting a significant portion of the value of the Target Company Shares after taking into account, based on the results of the due diligence, the Target Company's past financial performance and growth potential, as well as the fact that the synergies to be generated by the implementation of the Transactions would be distributed to the minority shareholders, it would be difficult to raise the Tender Offer Price any further.

Furthermore, while recognizing that the Tender Offer Price offered by the Tender Offeror in its final letter of intent in the Second Bidding Process was the highest compared to the Share Appraisal Values offered by the other Second Bidding Candidates, and that it was a price that was deemed sufficiently reasonable in light of the calculation results of the share value of the Target Company Shares prepared by Daiwa Securities and the premiums of the Levels in Similar Cases, from the perspective of further seeking to protect the interests of the minority shareholders, the Special Committee confirmed in a written inquiry dated April 14, 2026 from the Special Committee to the Tender Offeror "whether there was any room for a further increase in the Tender Offer Price offered by the Tender Offeror in the final letter of intent in the Second Bidding Process, from the perspective of protecting the interests of the minority shareholders of the Target Company," regarding whether there was any room for a further increase in the Tender Offer Price . As a result, the Tender Offeror responded stating that "the current offer price was offered as the final amount following the sincere and repeated discussions and reviews by taking various factors into comprehensive consideration. Given that that the form of competitive bidding by multiple companies has been implemented in this case, the Tender Offeror has offered this price as the maximum level the Tender Offeror can offer from the perspective of economic rationality in light of the competitive environment."

Subsequently, during the hearing with the Tender Offeror held by the Special Committee on April 28, 2026, the Special Committee reconfirmed “whether there was any room for a further increase in the Tender Offer Price offered by the Tender Offeror in the final letter of intent in the Second Bidding Process, from the perspective of protecting the interests of the minority shareholders of the Target Company.” As a result, during the hearing, the Tender Offeror reiterated that “the current offer price was offered as the final amount following the sincere and repeated discussions and reviews by taking various factors into comprehensive consideration. Given that that the form of competitive bidding by multiple companies has been implemented in this case, the Tender Offeror has offered this price as the maximum level the Tender Offeror can offer from the perspective of economic rationality in light of the competitive environment.”

Thereafter, on May 14, 2026, the Special Committee once again confirmed with the Tender Offeror whether there was any room to raise the Tender Offer Price based on the finalized results for the most recent fiscal year. Subsequently, on May 15, 2026, the Special Committee received a response from the Tender Offeror, stating that the Tender Offer Price of 11,501 yen had been offered at the highest level possible from the perspective of economic rationality, taking into account the competitive environment, and that, consequently, it was considered to be at a level that sufficiently took into consideration the protection of the interests of the minority shareholders. Based on this response, on May 18, 2026, the Special Committee notified the Tender Offeror that, subject to the condition that there would be no changes in market trends or in the information upon which the Special Committee based its reviews, the Special Committee considered that, in light of the fact that the Tender Offer Price offered by the Tender Offeror in its final letter of intent in the Second Bidding Process was the highest compared to the Share Appraisal Values offered by the other Second Bidding Candidates, and that it was a price that was deemed sufficiently reasonable in light of the calculation results of the share value of the Target Company Shares prepared by Daiwa Securities and the premium levels observed in comparable cases, the Tender Offer Price was deemed to be reasonable, and therefore, on the premise that the Tender Offer would commence at the Tender Offer Price, the Special Committee would submit to the Target Company’s board of directors a report stating that it would not be disadvantageous to the minority shareholders to support the Tender Offer’s proposal and recommend to participate in the Tender Offer at the Tender Offer Price.

Subsequently, on May 18, 2026, Mitsubishi Electric notified that, in light of the notification from the Special Committee to the Tender Offeror, Mitsubishi Electric reconsidered the Tender Offer Price, and taking into account that the price was proposed in a competitive environment fostered through the Bidding Process and other factors, it agreed

to the Tender Offeror's proposal, and subject to the Target Company's board of directors resolving to recommend to participate in the Tender Offer at the Tender Offer Price, and Mitsubishi Electric and the Tender Offeror reaching an agreement on the terms of the Master Transaction Agreement currently under discussion that would be satisfactory to the Target Company, it would accept the Tender Offer Price of 11,501 yen.

(iii) Details of Decision

Following the above process, the Target Company carefully discussed and reviewed whether the Transactions would contribute to the enhancement of the corporate value of the Target Company, and whether the terms of the Transactions would be appropriate, with reference to the contents of the share valuation report obtained from Daiwa Securities on May 22, 2026 (the "**Share Valuation Report for the Target Company**"), financial advice from Daiwa Securities, and legal advice from TMI Associates, while respecting to the fullest extent the recommendations in the advisory report submitted by the Special Committee on May 22, 2026 (the "**Advisory Report**").

As a result, the Target Company has concluded that the following synergies will be able to be achieved by collaborating with the Tender Offeror and that delisting the Target Company Shares through the Transactions will contribute to the resolution of the Target Company's management challenges in the business environment described above and the enhancement of the corporate value of the Target Company.

(a) Expansion of order volume and enhancement of construction capabilities

The Target Company believes that it can expect, by leveraging the Tender Offeror's broad business foundation, nationwide sales network, and brand strength, to build relationships with new customers and expand its sales channels. The Target Company also believes that, since the Tender Offeror, as an integrated engineering company that is engaged in electrical facility construction, information and communications network and air conditioning and sanitary system construction, provides optimal solutions tailored to customer needs, through collaboration with the Tender Offeror, the Target Company will be able to provide even more comprehensive and high-value-added proposals and solutions to the diverse needs of its customers.

The Target Company also believes that, by mutually leveraging the human resources and construction capabilities of both the Tender Offeror and the Target Company, it will be possible to establish a flexible construction system that takes into account business fluctuations in each area, thereby enhancing construction capabilities.

(b) Creation of new revenue sources

As part of its business expansion strategy, the Target Company plans to expand its involvement in renewable energy projects, including data centers, energy storage facilities, wind power, and solar power. The Target Company expects that combining the Target Company's expertise and know-how in the renewable energy sector with the Tender Offeror's sales and construction capabilities will lead to further expansion of this sector and the steady acquisition of medium- to large-scale projects.

(c) Enhancement of Productivity and Profitability

The Target Company believes that, by combining the technical capabilities and know-how cultivated by the Target Company to date with the construction management methods and business operational expertise accumulated by the Tender Offeror, further enhancement of the Target Company's productivity and profitability can be expected. Furthermore, the Target Company believes that digitalization aimed at streamlining on-site management operations and development of new tools to the Target Company to enhance productivity that the Tender Offeror Group is working on, is expected to contribute to enhancing medium- to long-term productivity and profitability of the Target Company.

(d) Strengthening of Human Resources and Recruitment Capabilities

The Target Company believes that utilizing the Tender Offeror's educational framework, training programs and facilities is expected to enhance the Target Company's employees' technical, construction management, and managerial capabilities, thereby promoting medium- to long-term development of its human resources.

The Target Company also believes that participation in quite large-scale projects secured by the Tender Offeror Group is expected to enhance the practical skills of the Target Company's employees, including their construction management capabilities.

As the Target Company Shares will be delisted as a result of the implementation of the Transactions, the Target Company understands that, in general, the disadvantages associated with delisting include the inability to implement financing through equity finance in the capital markets and the loss of the benefits enjoyed as a listed company, such as maintaining and enhancing name recognition and social credibility, and the competitive advantage in securing human resources associated therewith. However, regarding financing, the Target Company believes that there is not much need for financing through equity finance at least for the time being, as funds can be secured through internal resources and

support from the Tender Offeror. In addition, regarding the maintenance and enhancement of name recognition and social credibility, and the competitive advantage in securing human resources associated therewith, the Target Company possesses sufficient social credibility cultivated over many years as a listed company, and given that the Tender Offeror has a high level of name recognition and brand strength nationwide, along with strong recruitment capabilities, and intends to provide various forms of support to the Target Company to secure human resources essential for its growth, it is considered possible to maintain and enhance name recognition and social credibility and to maintain a competitive advantage in securing human resources even after the Transactions. Therefore, the Target Company believes that the disadvantages to the Target Company associated with delisting will be limited. Some of the Target Company's business partners are also existing shareholders of the Target Company, including Mitsubishi Electric. If the capital relationships with such existing shareholders will be dissolved as a result of the Transactions and thereby transactions between existing shareholders that have capital relationship with the Target Company terminates or decreases, it would be disadvantage to the Target Company. However, since transactions between the Target Company and its existing business partners have continued with the aim of mutual benefit, and a relationship of trust has been established through the many years of performance and effort, the Target Company considers that the business impact resulting from the dissolution of the capital relationships will be limited. In particular, in transactions with Mitsubishi Electric, given that Mitsubishi Electric has executed the Master Transaction Agreement with the Tender Offeror which includes a provision that the Tender Offeror shall cause the Target Company to maintain in full force and effect the designated transaction agreements with the Mitsubishi Electric Group for five (5) years from the date of the Share Buyback, it is considered that Mitsubishi Electric intends to maintain and continue its existing business relationship with the Target Company even after the Transactions. Therefore, the Target Company believes that it can maintain existing transactions between the Target Company and the Mitsubishi Electric Group even after the Transactions. Furthermore, given the long-standing business dealings and strong relationship of trust between the Target Company and Mitsubishi Electric, as well as the competitive advantages arising from the Target Company's independently cultivated know-how, the Target Company believes that the above disadvantages can be minimized through the Target Company's management efforts to maintain and develop its relationship with Mitsubishi Electric. In addition, by the date on which the Share Buyback is implemented, an IT system service agreement is scheduled to be executed between the Target Company and Mitsubishi Electric, whereby the Target Company may use the IT systems provided by Mitsubishi Electric for a certain period (the

“**System Service Agreement**”); i.e., measures have been taken to prevent a situation where the IT systems previously used by the Target Company will become immediately unavailable, causing adverse impacts on the Target Company’s business, even if the capital relationship with Mitsubishi Electric is dissolved. The System Service Agreement will cover various IT systems, such as sales and logistics management systems, connection systems between LANs, systems for distributors of the Industrial Products Marketing Division systems, systems concerning OA services, web-based telephone directory systems, certification and authorization systems, integrated device management systems, and anti-malware measures for device, and specific period of service will be discussed later.

The Target Company believes that, aside from the above factors, there are no specific disadvantages that would arise from becoming a wholly owned subsidiary of the Tender Offeror.

The Target Company has determined that the Tender Offer Price represents a reasonable price that secures the benefits that the Target Company’s shareholders should enjoy and that the Tender Offer is providing the Target Company’s shareholders with a reasonable opportunity to sell the Target Company Shares, for the following reasons:

- (a) The Tender Offer Price is the highest price offered in the Second Bidding Process;
- (b) Among the results of the calculation of the value of the Target Company Shares provided in the Share Valuation Report for the Target Company, which is stated in “(ii) Overview of Calculation” in “(C) Obtainment by the Target Company of a Share Valuation Report from an Independent Third-Party Valuator” in “(3) Measures to Ensure the Fairness of the Tender Offer” below, the Tender Offer Price exceeds the maximum figure as a result of the calculation pursuant to the market price method adopting December 11, 2025, which is the day on which the first Speculative Report (as defined below) was made, as the base date (the “**Market Share Price Method (1)**”), the market share price method adopting May 22, 2026, which is the day immediately preceding the day of announcement of the Tender Offer, as the base date (the “**Market Share Price Method (2)**”), the comparable company method, and the DCF method;
- (c) While the Tender Offer Price represents respective premiums of 53.14% on 7,510 yen, the closing price of the Target Company Shares on the Tokyo Stock Exchange as of May 22, 2026, which is the business day immediately preceding the date of announcement of the Tender Offer; 73.86% on 6,615 yen, the simple average closing price for the preceding one-month period on or before that date; 75.67% on 6,547 yen, the simple average closing price for the preceding three-month period on or before that date; and 95.16% on 5,893 yen, the simple average closing price for the preceding six-month period on or before

that date, the Tender Offer Price represents premiums that exceed the premium levels (averages (50.33%, 52.04%, 54.17%, 55.86%) and medians (42.53%, 43.14%, 43.77%, 46.41%) (collectively, the “**Levels in Similar Cases**”) of the premium rates on the closing price as of the business day immediately preceding the date of announcement, the simple average closing price for the preceding one-month period, the simple average closing price for the preceding three-month period, and the simple average closing price for the preceding six-month period) observed in 197 tender offer cases (excluding tender offers by parent companies for subsidiaries, management buyouts (MBOs), two-step tender offers, tender offers where the tender offer price is lower than the closing price as of the business day immediately preceding the date of announcement, and tender offers that do not acquire approval from the target company) which were announced between June 28, 2019, the date on which the “Fair M&A Guidelines” was published by the Ministry of Economy, Trade and Industry, and April 30, 2026, and in which the tender offer has been completed, aiming at privatization of domestic listed companies (excluding investment companies). Furthermore, on December 11, 2025 and January 23, 2026, speculative reports regarding transactions related to the Target Company Shares (the “**Speculative Report(s)**”) were made by some news distribution companies and media. The Tender Offer Price represents respective premiums of 197.95% on 3,860 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of December 11, 2025, immediately prior to the first Speculative Report; 270.05% on 3,108 yen, the simple average closing price for the preceding one-month period on or before December 11, 2025; 315.65% on 2,767 yen, the simple average closing price for the preceding three-month period on or before that date; and 344.05% on 2,590 yen, the simple average closing price for the preceding six-month period on or before that date. However, the share price of the Target Company Shares after the first Speculative Report significantly rose by 18.13% from the closing price (3,860 yen) as of December 11, 2025, which is the date of the first Speculative Report that triggered the fluctuation in the share price of the Target Company Shares to the closing price (4,560 yen) as of December 12, 2025, which is the immediately following business day, and by 32.90% to the closing price (5,130 yen) as of December 15, 2025, which is the business day immediately following that day. Therefore, while it is reasonable to view such share price as having been significantly influenced by factors such as the expectation of the Transactions arising from the first Speculative Report, if the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of December 11, 2025, immediately prior to the first Speculative Report is used as a benchmark, the Tender Offer Price represents premiums that significantly exceed the Levels in Similar

Cases;

- (d) The Tender Offer Price is a price that has been determined under circumstances where measures to ensure the fairness of the Tender Offer, as described in “(3) Measures to Ensure the Fairness of the Tender Offer” below, have been taken and the interests of the minority shareholders of the Target Company are considered to have been taken into consideration; and
- (e) The Share Buyback Price (8,058 yen per Target Company Share prior to the Share Consolidation) is set so that (i) the after-tax proceeds that Mitsubishi Electric, which is a corporation eligible for exclusion from gross profits of deemed dividends as prescribed in the Corporation Tax Act, will receive from the Share Buyback will be equivalent to (ii) the after-tax proceeds it would have received had it tendered its shares in the Tender Offer, and therefore, no inequality will arise between Mitsubishi Electric and the minority shareholders of the Target Company. In addition, since the funds for the Share Buyback are expected to be covered by the Funding by the Tender Offeror, funds held by the Target Company will not decrease, and its conduct of business will not be adversely affected.

Based on the above, at the Target Company’s board of directors meeting held on May 25, 2026, the Target Company resolved its opinion that the Target Company will express an opinion in support of the Tender Offer and recommend the Target Company’s shareholders to participate in the Tender Offer. For the details of the resolution at the board of directors meeting stated above, please refer to “(F) Approval by All Disinterested Directors (including Members of the Audit and Supervisory Board Committee) of the Target Company” in “(3) Measures to Ensure the Fairness of the Tender Offer” below.

(D) Management Policies after the Tender Offer

Following the Transactions, the Tender Offeror intends to deepen its collaboration with the Target Company and actively cultivate human resources, with the aim of enhancing the corporate value of both companies. Furthermore, while respecting the Target Company’s independence and autonomy and ensuring its operational freedom, the Tender Offeror will support the Target Company’s growth through indirect support, in which the Tender Offeror Group will provide the resources and business opportunities necessary for such growth. The Tender Offeror intends to discuss the details with the Target Company after the Transactions. As stated in “(1) Overview of the Purpose of the Tender Offer” above, following the Squeeze-Out Procedures, the Target Company plans to conduct the Share Buyback and acquire all of the Agreed Non-Tendering Shares held by Mitsubishi Electric, thereby making the Tender Offeror the sole shareholder of the Target Company.

Although Mitsubishi Electric will cease to be a shareholder of the Target Company following the Share Buyback, the Tender Offeror and Mitsubishi Electric entered into the Master Transaction Agreement on May 25, 2026, which includes provisions to maintain existing transactions between the Mitsubishi Electric Group and the Target Company for a certain period of time. For the details of the Master Transaction Agreement, please refer to “(6) Material Agreement Concerning the Tender Offer” below.

(3) Measures to Ensure the Fairness of the Tender Offer

As of today, the Tender Offeror does not own any Target Company Shares, and the Tender Offer does not constitute a tender offer by a controlling shareholder. There is no expectation that all or part of the management of the Target Company will invest directly or indirectly in the Tender Offeror, and thus the Transactions, including the Tender Offer, do not constitute a so-called management buyout (MBO).

However, in light of the fact that (i) the Tender Offer is being implemented as part of the Transactions, which is intended to make the Target Company a wholly owned subsidiary and (ii) under the Master Transaction Agreement, Mitsubishi Electric, the parent company of the Target Company, has agreed not to tender the Agreed Non-Tendering Shares (4,485,620 shares, shareholding ratio: 51.36%) in the Tender Offer and has agreed to sell the Agreed Non-Tendering Shares in response to the Share Buyback, it is recognized that the interests of Mitsubishi Electric and those of the minority shareholders of the Target Company might not necessarily coincide. Accordingly, the Tender Offeror and the Target Company have taken the following measures to ensure the fairness of the Tender Offer Price, to eliminate arbitrariness in the decision-making in relation the Tender Offer, to ensure the fairness, objectivity and transparency of the decision-making process of the Target Company, and to avoid the risk of conflicts of interest.

As of today, since Mitsubishi Electric owns 4,485,620 Target Company Shares (shareholding ratio: 51.36%), the Tender Offeror believes that setting a minimum number of shares to be purchased in the Tender Offer corresponding to a so-called “Majority of Minority” condition would jeopardize the successful completion of the Tender Offer and could conversely fail to benefit the minority shareholders of the Target Company that intend to sell their Target Company Shares through the Tender Offer. Accordingly, no minimum number of shares to be purchased equivalent to a “Majority of Minority” has been set in the Tender Offer. However, since the Tender Offeror and the Target Company have respectively taken the following measures, the Tender Offeror and the Target Company believe that sufficient consideration has been given to the interests of the minority shareholders of the Target Company.

Further, in the following descriptions, the measures taken by the Target Company are based on the explanation received from the Target Company.

(A) Obtainment by the Tender Offeror of a Share Valuation Report from an Independent Third-Party Valuator

In determining the Tender Offer Price, the Tender Offeror requested KPMG, which is a financial advisor and third-party valuator independent of any of the Tender Offer-Related Parties, to calculate the share value of the Target Company Shares, and obtained the Share Valuation Report (KPMG) dated May 22, 2026. The Tender Offeror believes that sufficient consideration has been given to the interests of the minority shareholders of the Target Company after comprehensively considering the factors described in “(3) Measures to Ensure the Fairness of the Tender Offer.” Therefore, the Tender Offeror has not obtained an opinion regarding the fairness of the Tender Offer Price (a fairness opinion).

For a summary of the Share Valuation Report (KPMG) on the share value of the Target Company obtained by the Tender Offeror from KPMG, please refer to “(B) Background and Basis of Calculation of Price for Purchase, etc.” in “(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer” above.

(B) Establishment of an Independent Special Committee by the Target Company and Obtainment of an Advisory Report from the Special Committee

(i) Background of the Establishment, etc.

Prior to conducting any deliberation and adopting any resolution regarding the appropriateness of the Transactions at the Target Company’s board of directors meetings, in order to (i) ensure the careful decision-making by the Target Company in relation to the Transactions, (ii) eliminate arbitrariness and to avoid the risk of conflicts of interest in the decision-making process of the Target Company’s board of directors while concurrently ensuring the fairness of such process, and (iii) obtain opinions on whether the decision by the Target Company’s board of directors to implement the Transactions (if the Tender Offer is implemented as part of the Transactions, including the Target Company’s expression of opinions containing specific content concerning the Tender Offer) would be disadvantageous to the minority shareholders of the Target Company, the Target Company has established the Special Committee consisting of four members, namely, Mr. Yoshio Murata (Outside Director and independent officer of the Target Company, and a professor of Tokyo Information Design Professional University), Ms. Kyoko Takano (Outside Director and independent officer of the Target Company), Ms. Masako Tomotsune (Outside Director and independent officer of the Target Company (Member of the Audit and Supervisory Board Committee), attorney-at-law, and Outside Director of Takara Holdings, Inc.), and Mr. Takahiro Nishimura (Outside Director

and independent officer of the Target Company (Member of the Audit and Supervisory Board Committee), certified public accountant and certified public tax accountant, and External Auditor of IPS, Inc.), who are all independent of the Tender Offer-Related Parties and the result of the Transactions, pursuant to the resolution of its board of directors meeting held on October 27, 2025. In addition, Mr. Yoshio Murata has been appointed as the Chairperson of the Special Committee by a mutual election among the members of the Special Committee.

Additionally, in making decisions regarding the Transactions, the Target Company will give the maximum respect to the opinions of the Special Committee. If the Special Committee determines that the Transactions are inappropriate, the Target Company will not make the decision to implement the Transactions (including the Target Company's expression of opinions regarding its support for the Tender Offer and recommendations for the shareholders to participate in the Tender Offer).

Based on this, the Target Company consulted the Special Committee on, and entrusted it to submit the Advisory Report regarding (i) matters concerning the reasonableness of the purpose of the Transactions (including whether the Transactions would contribute to the enhancement of the corporate value of the Target Company), (ii) matters concerning the appropriateness of the transaction terms of the Transactions (including whether the method of acquisition and the type of consideration are appropriate), (iii) matters concerning the fairness of the procedures for the Transactions (including considerations of how and to what extent procedures should be taken to ensure the fairness); and (iv) in light of the matters described in (i) through (iii) above and other relevant factors, whether the decision of the Target Company's board of directors to implement the Transactions (including the Target Company's expression of opinions regarding its support for the Tender Offer and recommendation for the shareholders to participate in the Tender Offer) would be disadvantageous to the minority shareholders (collectively, the "**Consultation Matters**").

Furthermore, in establishing the Special Committee, the Target Company's board of directors has resolved to grant the Special Committee the following authority: (i) to elect the Chairperson or determine other matters concerning the operation of the Special Committee by a resolution adopted by a majority of the members of the Special Committee as the Special Committee deems necessary; (ii) to conduct an investigation concerning the Transactions and the Bidding Process (including asking the Target Company's officers and employees related to the Transactions or the Target Company's advisors for the Transactions questions about the matters necessary to review the Consultation Matters, and requesting them to give explanations or advice therefor) at the cost of the Target Company; (iii) when reviewing the Consultation Matters, to give consideration to the course of the Bidding Process as well; (iv) to discuss and negotiate with the acquirer candidates and Mitsubishi Electric (including the acquirer

candidates' and Mitsubishi Electric's advisors for the Transactions) by the Special Committee itself, and to cause the Target Company's officers and employees (limited to those who have no risk of conflicts of interest) to engage in such discussions and negotiations at the judgement of the Special Committee, and further, in cases where the internal officers or employees or advisors of the Target Company engage in the negotiations with the acquirer candidates and Mitsubishi Electric (including involvement in the Bidding Process), to substantially affect the process of negotiation concerning the transaction terms, by receiving a report on the progress in a timely manner, expressing an opinion at important phases of negotiations, giving instructions, or making requests; (v) if an opinion concerning the Advisory Report is not approved unanimously at the Special Committee meeting, to deem a conclusion approved by a majority of the members of the Special Committee as the content of the Advisory Report, and in cases where any member of the Special Committee has a different opinion on all or a part of such content of the Advisory Report, to ensure that he/she is able to request to add his/her opinion in the content of the Advisory Report; (vi) even in cases where the Target Company's officers or employees, or Target Company's advisors for the Transactions attend the Special Committee meetings from the perspective of benefiting the operation of proceedings, to request those attendees to leave the meetings from time to time; and (vii) to appoint the Special Committee's own attorneys-at-law, valuers, certified public accountants, and other advisors at the cost of the Target Company, and to nominate, or make requests for the change of, and give necessary instructions to, the Target Company's advisors for the Transactions. The remuneration to be paid for each member of the Special Committee is only a fixed amount regardless of the results of the Transactions, and such remuneration does not include any incentive fee payable subject to the announcement or successful completion of the Transactions.

(ii) Process of Review

The Special Committee held a total of 17 meetings from November 28, 2025 to May 22, 2026, for a total of 28 hours, to deliberate and review the Consultation Matters. Between each meeting, members of the Special Committee frequently exchanged opinions with each other, through e-mails or other means. Specifically, the Special Committee received reports and explanations regarding the following matters from the Target Company, Daiwa Securities and TMI Associates in a timely manner, and conducted a question-and-answer session: (i) background and process of the Transactions; (ii) overview of the Target Company's business; (iii) structure of the Transactions; (iv) independence of the respective advisors; (v) overview and status of the Bidding Process; (vi) confirmation of the procedures for selecting the Tender Offeror; (vii) reasonableness of the calculation methods for calculating the Tender Offer Price; (viii) process and details of the discussions and negotiations with the Tender Offeror; and (ix)

any other necessary matters. Moreover, the Special Committee received explanations regarding the Business Plan from the Target Company, and confirmed the reasonableness of the Business Plan after conducting a question-and-answer session. Thereafter, the Special Committee received explanations from Daiwa Securities, which is the Target Company's financial advisor and third-party valuator, regarding the calculation methods and results of the share valuation of the Target Company Shares, and confirmed the reasonableness of the above matters after conducting a question-and-answer session, due deliberations and discussions. Further, the Special Committee received explanations from TMI Associates, which is the Target Company's legal advisor, regarding the legal considerations in making decisions on the Transactions, including the Tender Offer, and reviewed the same through written questions to the Target Company and respective candidates who participated in the Second Bidding Process. During the Bidding Process, the Special Committee received reports regarding the progress of the Bidding Process from the Target Company, Daiwa Securities and TMI Associates from time to time, and confirmed the reasonableness of the Target Company's determination to select the Second Bidding Candidates and the final candidate. By deliberating, reviewing, and expressing its opinion on, the details of such determination, the Special Committee has been substantially involved in the process at important phases, such as selection of the Second Bidding Candidates and the final candidate.

(iii) Details of Decision

Under the circumstances set forth above, the Special Committee carefully and repeatedly discussed and reviewed the Consultation Matters by taking into account the legal advice given by TMI Associates, the financial advice given by Daiwa Securities, and the details of the Share Valuation Report for the Target Company submitted on May 22, 2026, and as a result, submitted the Advisory Report to the Target Company's board of directors on May 22, 2026 with the unanimous consent of all members, containing the following:

(a) Contents of Advisory Report

- i. It is considered that the Transactions contribute to enhancing the corporate value of the Target Company and the purpose of the Transactions is reasonable.
- ii. The terms of the Transactions are appropriate.
- iii. The procedure of the Transactions is fair.
- iv. Based on the items i. to iii. above, the Transactions (including that the board of directors of the Target Company will: (i) determine to express its opinion supporting the Tender Offer and to recommend the shareholders of the Target Company to tender in the Tender Offer; and (ii) determine to implement the Squeeze-Out Procedures using the method of the Share Consolidation following the Tender

Offer) are not disadvantageous for the minority shareholders of the Target Company.

(b) Reasons for Advisory Report

- i. Matters concerning the reasonableness of the purpose of the Transactions (including whether or not the Transactions contribute to enhancing the corporate value of the Target Company)

A) Purpose and other particulars of the Transactions

The Special Committee made inquiries to the Target Company and the Tender Offeror concerning the purpose of the Transactions as well as the specific details of the corporate value of the Target Company expected to be enhanced by the Transactions as set forth in “(A) Background, Purpose, and Decision-Making Process that Led to the Decision to Implement the Tender Offer” and “(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer” in “(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer” and obtained answers from the Target Company and Tender Offeror.

B) Reviews

The Special Committee conducted detailed reviews concerning the appropriateness and reasonableness of the specific details of the purpose of the Transactions in the light of: the managerial environment surrounding the Target Company and other factors; impact that may be felt by employees and business contacts of the Target Company; as well as, based on such factors, possibilities of enhancing the corporate value of the Target Company, as set forth in “(A) Background, Purpose, and Decision-Making Process that Led to the Decision to Implement the Tender Offer” and “(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer “ in “(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer” above. More specifically, the Special Committee conducted comprehensive examination as follows, concerning the possibilities of enhancing the corporate value through the Transactions and impact of the going private and delisting including: what sort of ideas are held by the Tender Offeror regarding measures towards the enhancement of the corporate value and to what extent such ideas are concrete and practical; whether or not there is necessity to implement the Transactions in order to turn such ideas into practice; what sort of advantage is created in relation to the Target

Company's business through the implementation of the Transactions; and, on the other hand, the presence or absence and the extent of possible disadvantages anticipated.

a. Possibilities of enhancing corporate value through the Transactions

No specific unreasonable aspects were found in the significance and purpose of the Transactions including the Tender Offer expected by the Target Company and Tender Offeror as set forth in "(A) Background, Purpose, and Decision-Making Process that Led to the Decision to Implement the Tender Offer" and "(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer" of "(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer" above.

Also, taking into account the risk of a rise in material, equipment and labor cost as well as regulation on the upper limit of overtime work under the rapid change in the social and economic climate in Japan and overseas, and the fact that the impact thereof has been spreading to the domestic economy and thus a sense of uncertainty about the future has been increasing, the Special Committee itself considers that it is essential for the enhancement of the corporate value of the Target Company to take measures towards solving managerial issues such as maintenance and expansion of its construction resources, securing stable profit, strengthening of its human resources and recruiting capabilities, initiatives in data centers and renewable energy projects, strengthening of policies to further improve its productivity such as digital transformation aiming for the streamlining of site management, as well as expansion of its customer base. Among synergies and the like envisioned by the Tender Offeror and Target Company, the Special Committee considers that, with respect to the aspect of expansion of order volume and improvement of execution capabilities, it is especially expected that such expansion and improvement significantly contribute to the maintenance and expansion of the execution resources as well as ensuring stable profit, thus contribute to solve managerial issues of the Target Company, and it could be expected to enhance the corporate value of the Target Company, considering that, it is expected that relationships with new customers will be built through utilizing the business base, sales network and brand force of the Tender Offeror and that the Tender Offeror holds a comprehensive engineering functions including, in addition to electrical works, air conditioning,

health as well as information and communications, and therefore comprehensive and high-value added proposals tailored for diversified needs of customers of the Target Company are enabled, and it is expected to strengthen the execution system by mutually utilizing the execution base and execution capabilities. It is expected to strengthen measures to further improve productivity such as digital transformation aiming for a creation of a new source of income by strengthening of initiatives in data centers and renewable energy projects as well as streamlining the site management operations. Also, with respect to the strengthening of personal resources and recruiting capabilities, the Special Committee considers that the Transactions will enhance the corporate value of the Target Company, taking into account that an enhancement of technical capabilities, capabilities to control execution of works and management capabilities of the employees of the Target Company would be promoted and that an enhancement of recruiting power and vitalization of recruiting activities are expected by utilizing the recruiting know-how of the Tender Offeror and utilizing the brand force of both companies. Furthermore, the Special Committee has received an explanation from the Tender Offeror to the effect that its underlying policy is: collaboration with the Target Company as a parallel partner on an equal footing; efforts to ensure initiative, autonomy and independence while keeping in mind continuity of business strategy catered to current management policy and mid-term management plan; as well as valuing the Target Company's idea on business plan. In addition, according to the Tender Offeror, it is expected that current treatment of employees and terms of their employment will be maintained, and no integration into the group companies or the like of the Tender Offeror is anticipated. Based on the foregoing, the Special Committee considers that, even after the Transactions, it is possible to endeavor to create synergies through collaboration with the Tender Offeror Group receiving back-up such as a provision by the Tender Offeror Group of resources, business opportunities and the like necessary for growth, while maintaining the strength and corporate culture of the Target Company, and hence an enhancement of the corporate value of the Target Company could be expected.

b. Impact of going private and delisting

In cases where the shares of the Target Company go private, it is anticipated that it could entail the disadvantages associated with delisting of the Target Company Shares including: (i) the inability to implement financing through

equity finance in the capital markets; and (ii) the loss of the benefits the Target Company has enjoyed as a listed company, such as maintaining and enhancing name recognition and social credibility. However, in terms of fund raising, it is possible to ensure funding through its own funds and support by the Tender Offeror, and it is considered that there is not a high need for a fund raising through equity finance is not led, at least for the time being. Also, with respect to maintenance and enhancement of name recognition and social credibility, as well as the advantage in securing human resources, it is possible to endeavor to maintain and enhance name recognition and social credibility even after the Transactions, taking into account the fact that the Target Company possesses sufficient credibility amassed over a long time as a listed company, and, in addition thereto, the Tender Offeror possesses a nation-wide high name recognition, as well as strong recruiting power in accordance therewith, and the Tender Offeror has a willingness to provide various supports to the Target Company towards securing human resources that are essential for the growth of the Target Company, and it is conceived to be possible to retain an advantage in ensuring personnel resources. Based on the foregoing, it is considered that disadvantages in association with delisting of the Target Company Shares are limited.

Also, while capital relationships with existing shareholders who are business partners including Mitsubishi Electric will disappear through the Transactions, such situation may bring disadvantages in cases where it entails termination or reduction of transactions between the Target Company and existing business partners with which it has capital relationships. However, considering that the transactions between the Target Company and existing business partners have been continued with the aim of mutual benefit, and also the relationship of trust build on achievement and efforts amassed over a long time exists, the Special Committee considers that impact of disappearance of capital relationships on business is limited. In particular, with regard to transactions with Mitsubishi Electric, since it is considered that Mitsubishi Electric has an intention to maintain and continue the existing business relations with the Target Company even after the Transactions taking into account that Mitsubishi Electric plans to enter into the Master Transaction Agreement with the Tender Offeror containing terms that oblige the Target Company to ensure effective survival of the prescribed transaction agreements with the Mitsubishi Electric Group for five years after the acquisition of the Treasury Shares by the Tender Offeror, the

Special Committee believes that existing transactions between the Target Company and the Mitsubishi Electric Group could be maintained even after the Transactions. Furthermore, it is considered that the aforesaid disadvantages could be kept to a minimum through management efforts by the Target Company to continuously maintain and develop its relationship with Mitsubishi Electronics, considering that the Tender Offeror intends to maintain and continue the existing business relationship with the Target Company, and, in addition therewith, based on the trade performance and solid trustworthy relationship amassed over a long time between the Target Company and Mitsubishi Electric, as well as the advantages derived from know-how which has been independently cultivated. In addition, an execution of an agreement is expected between the Target Company and Mitsubishi Electric following the Transactions, whereby the Target Company shall be entitled to use the IT systems provided by Mitsubishi Electric for a certain period of time, and hence even if the capital relationship with Mitsubishi Electric disappears, attention has been paid to avoid a situation where the Target Company would be immediately unable to use IT systems which have been used by the Target Company, and to avoid a possible adverse effect on the business of the Target Company. Other than the above, there are no specific inherent disadvantages that could be generated by making the Target Company a wholly owned subsidiary of the Tender Offeror.

C) Brief summary

Based on the foregoing, as a result of careful discussions and examinations at the Special Committee, it concluded that the Transactions are recognized to contribute to the enhancement of the corporate value of the Target Company, and thus the purpose of the Transactions is reasonable.

ii. Matters concerning the appropriateness of the terms of the Transactions (including appropriateness of the method of implementation and/or types of the consideration for the Transactions)

A) Reasonableness of the share valuation by Daiwa Securities as well as business plan, financial forecast, preconditions and other factors which are assumptions thereof

While, according to the Share Valuation Report the Target Company obtained from Daiwa Securities, a third-party valuation organization independent from the Tender Offer-Related Parties and the Transactions, the share value per Target

Company Share ranges from 2,590 yen to 3,860 yen in accordance with the Market Share Price Method (1, 5,893 yen to 7,510 yen in accordance with the Market Share Price Method (2), 3,098 yen to 4,542 yen in accordance with the comparable multiple valuation method, and 3,302 yen to 4,013 yen in accordance with the DCF method, the Tender Offer Price exceeds the maximum figure as a result of the calculation pursuant to the market share price method, comparable multiple valuation method, and DCF method.

Then, the Special Committee did not recognize unreasonable aspects in light of general valuation practices after it received a detailed explanation from Daiwa Securities with respect to the valuation methods or the like used in the share appraisal (including selection of valuation method, method of selecting comparable companies, means, preparation process and content of a preparation of the business plan of the Target Company which constitute the base of the valuation under the DCF method, content and reasonableness of financial forecast and conditions precedent, valuation method for calculation of terminal value, and basis for calculating the discount rate), and an examination thereon based on inquiries made to Daiwa Securities. Also, with respect to the business plan of the Target Company, the Special Committee made inquiries to the Target Company, and as a result of examinations from the viewpoint of whether there are unreasonable aspects in light of the preparation process for such plan and the current status of the business, it was recognized as reasonable.

B) Examination of a correlation with the market stock prices in the past as well as reasonableness of premium levels in comparable transactions or the like

While the Tender Offer Price represents respective premiums of 53.14% on 7,150 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of May 22, 2026, which is the business day immediately preceding the date of announcement of the Tender Offer; 73.86% on 6,615 yen, the simple average closing price for the preceding one-month period on or before that date; 75.67% on 6,547 yen, the simple average closing price for the preceding three-month period on or before that date; and 95.16% on 5,893 yen, the simple average closing price for the preceding six-month period on or before that date, the Tender Offer Price represents premiums that exceed the Levels in Similar Cases.

Furthermore, while the Speculative Report(s) were made on December 11, 2025 and January 23, 2026, the Tender Offer Price represents respective premiums of 197.95% on 3,860 yen, the closing price of the Target Company Shares on the

Standard Market of the Tokyo Stock Exchange as of December 11, 2025, the day on which the first Speculative Report was published; 270.05% on 3,108 yen, the simple average closing price for the preceding one-month period on or before that date; 315.65% on 2,767 yen, the simple average closing price for the preceding three-month period on or before that date; and 344.05% on 2,590 yen, the simple average closing price for the preceding six-month period on or before that date, and considering that it is reasonable to view such share price as having been significantly influenced by factors such as the expectation of the Transactions arising from the Speculative Report, even in cases where the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of December 11, 2025, to the day on which the first Speculative Report was published is used as a benchmark, the Tender Offer Price represents premiums that significantly exceed the Levels in Similar Cases.

C) Pricing determined through the Bidding Process

As set forth in “C) Implementation of the bidding process” in “iii. Matters concerning the fairness of the Transactions (including reviews on what sort of and to which extent measures to ensure fairness should be taken)” below, while no unreasonable aspects were found in the Bidding Process, the Tender Offer Price represents the highest amount among bid prices offered in the Bidding Process, and hence it can be assessed that the appropriateness of the Tender Offer Price has been strongly corroborated thereby.

D) Validation of room for a price increase

In the course of reviews on the Transactions, the Special Committee itself has been authorized by the board of directors of the Target Company to engage in discussions and negotiations with acquirer candidates to pursue negotiations aimed at obtaining transaction terms that are more advantageous for the minority shareholders of the Target Company.

Based on such authority, the Special Committee, while recognizing that the Tender Offer Price presented by the Tender Offeror in its final letter of intent in the Second Bidding Process was the highest in comparison with the Share Appraisal Value presented by other candidates who participated in the Second Bidding Process, and that the said Tender Offer Price was sufficient enough to be recognized as appropriate in the light of the result of the appraisal of the share price of the Target Company by Daiwa Securities and the premium level in the cases analogous hereto,

from mid-April to mid-May 2026, from the perspective of further seeking to protect the interests of the minority shareholders, the Special Committee made multiple inquiries to the Tender Offeror, both in writing and through direct interviews, regarding the presence or absence of a room for an increase of the price.

As a result, the Special Committee received a response from the Tender Offeror stating “the current offer price had been offered as a final amount as a result of repeated sincere examinations comprehensively taking account various factors; also considering that the form of competitive bidding by multiple company has been implemented in this case, our company has presented the current price as the highest level we are able to offer from the perspective of economic rationality also taking into account the competitive environment.”

Thereafter, the Special Committee once again confirmed on May 14, 2026 with the Tender Offeror, regarding presence or absence of a room for an increase of the price. As a result, on May 15, 2026, the Special Committee received a response from the Tender Offeror, stating that the Tender Offer Price had been offered at the highest level possible from the perspective of economic rationality, taking into account the competitive environment, and that, consequently, it was considered to be at a level that sufficiently took into consideration the protection of the interests of the minority shareholders. Based on this response, on May 18, 2026, the Special Committee notified the Tender Offeror that, subject to the condition that there would be no changes in market trends or in the information upon which the Special Committee based its reviews, the Special Committee considered that the Tender Offer Price at 11,501 yen was deemed to be reasonable, and therefore, on the premise that the Tender Offer would commence at the Tender Offer Price, the Special Committee would submit to the Target Company’s board of directors a report stating that it would not be disadvantageous to the minority shareholders to support the Tender Offer’s proposal and recommend to participate in the Tender Offer at the Tender Offer Price, taking into account that the Tender Offer Price presented by the Tender Offeror in its final letter of intent in the Second Bidding Process represented the most highest amount in comparison with the Share Appraisal Value offered by other candidate who participated in the Second Bidding Process, and that such price is the one the appropriateness of which is sufficiently recognizable in light of the result of the valuation of the Target Company Shares by Daiwa Securities as well as the premium levels in other cases analogous hereto.

As stated above, although, as it turned out, no increase took place from the price presented by the Tender Offeror in its final letter of intent in the Second Bidding

Process, the Special Committee confirmed that there is no room for an increase in the Tender Offer Price from the viewpoint of protection of the interests of the minority shareholders.

In addition, notwithstanding the fact that, as it turned out, no increase took place from the price presented by the Tender Offeror in its final letter of intent in the Second Bidding Process, according to Mitsubishi Electric, it has also requested to reconsider the Tender Offer Price taking into account and reflecting the synergies to be realized through implementation of the Transaction albeit the Tender Offer Price at 11,501 yen was the highest price among the Share Appraisal Value presented by three companies including the Tender Offeror from which Mitsubishi Electric received the final letters of intent, Mitsubishi Electric requested to reexamine the Tender Offer Price, and confirmed that there is not room for an increase in the Tender Offer Price. And, as set forth in “C) Matters concerning fairness (including an examination on what sort of and to what extent measures to ensure fairness should be taken)” described below, while the formalities in the negotiating process pertaining to the Transactions are recognized as fair, considering that the Tender Offer Price was determined after such measures to ensure fairness were taken, and through, in addition to the Bidding Process, confirmations on whether there is room for an increase of the price by the Special Committee and Mitsubishi Electric, it is assessed that the appropriateness of the Tender Offer Price is strongly corroborated.

E) Reasonableness of the procedures after the Tender Offer

a. Reasonableness of the Squeeze-Out Procedures

While the Squeeze-Out Procedure through the Share Buyback is planned to aim for delisting of the Target Company Shares in cases where the Tender Offeror is unable to acquire all of the Target Company Shares through the Tender Offer (excluding the treasury shares held by the Target Company and the Agreed Non-Tendering Share), the right to claim for determination of the price is granted, under the laws and regulations, to shareholders who did not tendered in the Tender Offer. Furthermore, according to the Tender Offeror, the Squeeze-Out Procedure is planned to be implemented promptly after the completion of the settlement of the Tender Offer, and furthermore, with regard to the sale price of the Target Company Shares in a number equivalent to the total number of fractions generated as a result of the Share Consolidation, it is scheduled to file a petition with the court for permission for a sale by private contract after calculating the sale price of the Target Company Shares corresponding to the

total number of those fractional shares so that the amount of cash to be delivered to each shareholder of the Target Company that did not tender its shares in the Tender Offer (excluding the Tender Offer-Related Parties) as a result of that sale will be equal to the Tender Offer Price multiplied by the number of Target Company Shares held by that shareholder.

As stated above, it is assessed that consideration has been given, in the Transactions including the Tender Offer, to the interests of the minority shareholders who did not tendered in the Tender Offer, in order to address the issue of so-called coerciveness, and hence, it is considered that the terms pertaining to the Squeeze-Out Procedure have a certain level of reasonableness.

b. Reasonableness of the Share Buyback

While the Share Buyback is scheduled to be conducted by the Target Company after the implementation of the Tender Offer and the Squeeze-Out Procedures, the Share Buyback Price (*i.e.*, 8,058 yen per share of the Target Company Shares before the Share Consolidation) has been set so that (i) the after-tax proceeds that Mitsubishi Electric, a juridical person to whom exclusion from gross profits of deemed dividends as prescribed in the Corporation Tax Act is applicable, will receive from the Share Buyback would be equivalent to (ii) the after-tax proceeds it would have received if it had tendered its Target Company Shares in a tender offer at a price for purchase, etc. per share equal to the Tender Offer Price, hence no inequality would arise between Mitsubishi Electric and the minority shareholders of the Target Company. Also, the funds to be applied to the consideration pertaining to the Share Buyback are expected to be covered by the provision of funds by the Tender Offeror, so it does not entail a decrease in funds held by the Target Company or an adverse effect on the execution of its business.

F) Appropriateness of the type of consideration

The consideration for the Transactions has been prescribed to be paid in cash. Since the Tender Offeror is a listed company, provision of shares of the Tender Offeror could have been considered as the consideration for the Transactions, however, listed stocks have a certain degree of liquidity, but they are subject to risks of value fluctuation, and they require a certain length of time and formalities for recipient shareholders to convert them to cash. On the other hand, the compensation to be paid in cash has lower risks of value fluctuation and higher liquidity, and in addition thereto, it is considered that evaluation is comparatively easier for

shareholders when exercising their judgment on tendering in. Based on the foregoing, it is recognized that the type of consideration is appropriate.

G) Brief Summary

Based on the foregoing, as a result of careful discussion and examination at the Special Committee, it concluded that the method of implementing the Transactions, type of consideration and other terms of Transactions are appropriate, and thus the terms of the Transactions are appropriate.

iii. Matters concerning measures to ensure fairness of the procedures of the Transactions (including an examination of what sort of measures should be taken to ensure fairness and the extent of such measures)

A) Establishment of the Special Committee

Prior to conducting any deliberation and adopting any resolution regarding the appropriateness of the Transactions at the Target Company's board of directors meetings, in order to (i) ensure the careful decision-making by the Target Company in relation to the Transactions, (ii) eliminate any risk of arbitrariness and conflicts of interest in the decision-making process of the Target Company's board of directors while concurrently ensuring the fairness of such process, and (iii) obtain opinions on whether the decision by the Target Company's board of directors to implement the Transactions (if the Tender Offer is implemented as part of the Transactions, including the Target Company's expression of opinions containing specific content concerning the Tender Offer) would be disadvantageous to the minority shareholders of the Target Company, the Target Company has established the Special Committee consisting of four members, namely, Mr. Yoshio Murata (Outside Director and independent officer of the Target Company, and a professor of Tokyo Information Design Professional University), Ms. Kyoko Takano (Outside Director and independent officer of the Target Company), Ms. Masako Tomotsune (Outside Director and independent officer of the Target Company (Member of the Audit and Supervisory Board Committee), attorney-at-law, and Outside Director of Takara Holdings, Inc.), and Mr. Takahiro Nishimura (Outside Director and independent officer of the Target Company (Member of the Audit and Supervisory Board Committee), certified public accountant and certified public tax accountant, and External Auditor of IPS, Inc.), who are all independent of the Tender Offer-Related Parties and the result of the Transactions, pursuant to the resolution of its board of directors meeting held on October 27, 2025.

Furthermore, the Target Company has granted the Special Committee the following authority: (i) to conduct an investigation concerning the Transactions and the Bidding Process (including asking the Target Company's officers and employees related to the Transactions or the Target Company's advisors for the Transactions questions about the matters necessary to review the Consultation Matters, and requesting them to give explanations or advice therefor) at the cost of the Target Company; (ii) to discuss and negotiate with the acquirer candidates and Mitsubishi Electric (including the acquirer candidates' and Mitsubishi Electric's advisors for the Transactions) by the Special Committee itself, and to cause the Target Company's officers and employees to engage in such discussions and negotiations at the judgement of the Special Committee, and further, in cases where officers and employees or advisors of the Target Company engage in the negotiations with the acquirer candidates and Mitsubishi Electric (including involvement in the Bidding Process), to substantially affect the process of negotiation concerning the transaction terms, by receiving a report on the progress in a timely manner, expressing an opinion at important phases of negotiations, giving instructions, or making requests; (iii) even in cases where the Target Company's officers and employees, or Target Company's advisors for the Transactions attend the Special Committee meetings from the perspective of benefiting the operation of proceedings, to request those attendees to leave the meetings from time to time; and (v) to appoint the Special Committee's own attorneys-at-law, valuers, certified public accountants, and other advisors at the cost of the Target Company, and to nominate, or make requests for the change of, and give necessary instructions to, the Target Company's advisors for the Transactions. For the avoidance of doubt, the members of the Special Committee have not been changed since its establishment. The remuneration to be paid for each member of the Special Committee is only a fixed amount regardless of the results of the Transactions, and such remuneration does not include any incentive fee payable subject to the announcement or successful completion of the Transactions.

B) Method of reviews by the Target Company

For the purpose of ensuring the fairness and appropriateness of decision-making by the Target Company's board of directors, the Target Company has appointed TMI Associates as a legal advisor who is independent from any of the Tender Offer-Related Parties, and received necessary legal advice on the decision-making processes and methods of its board of directors regarding the Tender Offer, as well as other points to consider when making decisions regarding the Tender Offer. TMI

Associates is not a related party of any of the Tender Offer-Related Parties and has no material interest in relation to the Tender Offer. The remuneration to be paid to TMI Associates does not include any incentive fee payable subject to successful completion of the Transactions and other conditions. In addition, the Special Committee confirmed that there were no issues with the independence of TMI Associates.

Upon the reviews by the Target Company on the Transactions, while obtaining advice, opinions and the like from TMI Associates, the legal advisor independent from any of the Tender Offer-Related Parties, and Daiwa Securities, the financial advisor and the third-party valuation institution, the Special Committee deliberately conducted examinations and discussions, from a view point of the enhancement of the corporate value of the Target Company and common interest of shareholders, on aspects such as the appropriateness of the Tender Offer Price and other transaction terms for the Tender Offer as well as the fairness of a series of formalities in the Transactions. Also, upon the review, the Target Company established its internal review system (consisted of Mr. Yuji Kajikawa, Mr. Tomoaki Kotani, Mr. Shoji Kanazawa, Mr. Katsuhide Yamana, and Mr. Ryuichi Takemura, Directors) independent of the Tender Offeror, and concurrently therewith, the Target Company obtained approval from the Special Committee that there were no issues in such review system from the perspective of ensuring the independence and fairness.

Mr. Yuichiro Katsura, who is a director of the Target Company and is concurrently serving as an employee of Mitsubishi Electric, has not participated in any of the deliberations or the resolution at the board of directors meeting regarding the Tender Offer from the perspective of avoiding any possible conflict of interests, nor has he participated in any review regarding the Transactions as well as discussions and negotiations with the Tender Offeror from the standpoint of the Target Company. Among the directors of the Target Company, Mr. Yuji Kajikawa, Mr. Tomoaki Kotani, and Mr. Ryuichi Takemura previously worked for Mitsubishi Electric until March 2022, March 2025, and March 2022, respectively. However, all of such directors do not concurrently serve as officers or employees of the Mitsubishi Electric Group (excluding the Target Company Group) at present and have no plan to work for the Mitsubishi Electric Group (excluding the Target Company Group) in the future. Further, they have not been involved in the Transactions on the side of Mitsubishi Electric, nor are they in the position to be involved. Therefore, based on the judgement that there would be no risk of conflicts of interest in the decision-making of the Target Company in the Transactions, they have participated in the

deliberations at the said board of directors meeting.

The Special Committee confirmed that there is no problem in terms of independence and expertness of TMI Associates and Daiwa Securities, and approved them, respectively, as a legal advisor and financial adviser/third party valuation institution. Also, the Target Company has obtained the Valuation Report on the Target Company Shares from Daiwa Securities as set forth in “(A) Reasonableness of the share valuation by Daiwa Securities as well as business plan, financial forecast, preconditions and other factors which are assumptions thereof” in “ii. Matters concerning the appropriateness of the terms of Transactions (including appropriateness of the method of implementation and/or types of the consideration for the Transactions)” above.

C) Implementation of the Bidding Procedure

a. Outline of the Bidding Procedure

Starting in mid-November 2025, Mitsubishi Electric, through Mizuho Securities, its financial advisor, began approaching a total of 35 candidates, based on the Target Company’s requests, regarding their participation in the Bidding Process, without disclosing the names of Mitsubishi Electric or the Target Company. As a result, Mitsubishi Electric confirmed through Mizuho Securities that 21 companies were interested in participating in the Bidding Process. Mitsubishi Electric and the Target Company agreed to commence the First Bidding Process by setting January 9, 2026 as a deadline for submission of a first letter of intent, and commenced the First Bidding Process in late November 2025. Then, Mitsubishi Electric and the Target Company received the first letters of intent from 14 candidates, including the Tender Offeror, on the deadline for submission. In light of the fact that exclusion from the gross profits of deemed dividends as prescribed in the Corporation Tax Act would apply to the sale of the Target Company Shares in connection with the Share Buyback, Mitsubishi Electric and the Target Company requested the candidates, for the purpose of maximizing the interests of the minority shareholders of the Target Company, to submit proposals on the assumption that the Share Buyback would be carried out.

Subsequently, the Target Company carefully compared and reviewed the contents of the first letters of intent and held multiple rounds of discussions with Mitsubishi Electric. Based on the results of these discussions, in mid-February 2026, Mitsubishi Electric selected the Second Bidding Candidates, as candidates to be invited to participate in the Second Bidding Process to determine the final

candidate for the Transactions.

In the First Bidding Process, no candidate offered a higher Share Appraisal Value than those offered by the Second Bidding Candidates. On the other hand, while there was “Candidate A who, made the Notification after the First Bidding Process, the Additionally Offered Total Transaction Amount based on the Additionally Offered Share Appraisal Value was excessive given Candidate A’s corporate scale. In addition, it represented a significant change within a short period of time from the Share Appraisal Value offered by Candidate A in the First Bidding Process. Therefore, taking into account the meeting with Candidate A as well, Mitsubishi Electric and the Target Company confirmed and carefully reviewed the details of the Notification after the First Bidding Process. As a result, after comprehensively considering the following points and other factors, Mitsubishi Electric determined that it would be optimal to invite the Second Bidding Candidates to participate in the Second Bidding Process with the aim of securing a final proposal in the Second Bidding Process that would contribute to the maximization of the interests of the shareholders and further enhancement of the corporate value of the Target Company in the future, and the Target Company also determined that it had no objection to Mitsubishi Electric’s decision: (i) the basis for calculation of the Additionally Offered Share Appraisal Value lacked sufficient rationale and was unreliable, and therefore, compared to the Second Bidding Candidates, it was considered significantly more likely that the Share Appraisal Value to be offered in Candidate A’s final proposal in the Second Bidding Process would fall significantly below the Additionally Offered Share Appraisal Value; (ii) while, given Candidate A’s corporate scale, the Additionally Offered Total Transaction Amount assuming the Share Appraisal Value was excessive, the explanation regarding the method of raising funds planned by Candidate A lacked specifics, and the likelihood of raising funds equal to the Additionally Offered Total Transaction Amount was considered to be extremely low; and (iii) none of the measures proposed by Candidate A could be said to be based on a sufficient understanding of the Target Company’s business, and their feasibility was not recognized.

Following that, during the Second Bidding Process, over a period of approximately six weeks from mid-February 2026 to late March 2026, the Second Bidding Candidates conducted due diligence on the Target Company, covering business, financial and tax, legal matters, and other areas. Thereafter, on April 3, 2026, Mitsubishi Electric and the Target Company received final

proposals from three candidates, including the Tender Offeror, of the Second Bidding Candidates. In the Second Bidding Process, Mitsubishi Electric and the Target Company requested the Second Bidding Candidates to submit proposals on the assumption that the Share Buyback would be carried out, based on the same reasons as those in the First Bidding Process.

After comprehensively reviewing the final proposals received from three of the Second Bidding Candidates, including the Tender Offeror, from various perspectives such as the Share Appraisal Value, the direction of business strategy following the implementation of the Transactions, the effects of synergies and dis-synergies, treatment of employees and governance structure, financing capabilities, as well as the maximization of the interests of the minority shareholders, Mitsubishi Electric concluded that the Tender Offeror would be the optimal purchaser. The Target Company also concluded, after conducting a comprehensive review from various perspectives such as the Share Appraisal Value, the direction of business strategy following the implementation of the Transactions, the effects of synergies and dis-synergies, treatment of employees and governance structure, financing capabilities, as well as the maximization of the interests of the minority shareholders, that the Tender Offeror's proposal was the best option and would contribute to the maximization of the interests of the minority shareholders of the Target Company and further enhancement of the corporate value of the Target Company in the future, for the following reasons: (i) the Share Appraisal Value offered by the Tender Offeror was the highest among those offered by respective Second Bidding Candidates, and was considered to contribute to the maximization of the interests of the Target Company's minority shareholders; (ii) the business strategy following the implementation of the Transactions, including initiatives in data centers and renewable energy projects, further improvement of productivity and profitability through an endeavor to deploy in the Target Company the digitalization aimed at streamlining on-site management operations as well as the development of new tool aiming for improvement of productivity in which the Tender Offeror Group are engaged, generally aligned with the direction sought by the Target Company, and had common points in terms of viewing human capital as the most important asset and being committed to human resource development and growth investments in its workforce; and (iii) the effects of synergies between the Tender Offeror and the Target Company were based on a deep understanding of the Target Company and its business, compared to those of the other candidates that

participated in the Second Bidding Process. After the Target Company informed Mitsubishi Electric to that effect, Mitsubishi Electric considered that it would be appropriate to negotiate with the Tender Offeror on a preferential basis and, on April 8, 2026, decided to designate the Tender Offeror as the preferred negotiating party, and the Target Company determined that it had no objection to Mitsubishi Electric's decision.

b. Reviews at the Special Committee

The Special Committee verified through the Bidding Process, as part of the review on fairness of the procedures in the Transactions, whether decisions of and handling by the Target Company concerning the Bidding Process were not unreasonable. The Special Committee confirmed the Target Company's intention to raise no objection against Mitsubishi Electric's policy on determination of the Second Bidding Candidates to select the candidate based on the first letters of intent received from candidates including the Tender Offeror and the Share Appraisal Value. Based on that, considering that a determination of candidates based on the Share Appraisal Value is not unreasonable from the viewpoint of the interests of the minority shareholders, the Special Committee confirmed that there is no problem with respect to the selection of candidates by Mitsubishi Electric and the policy therefor.

Also, on March 10, 2026, prior to the determination by Mitsubishi Electric to designate the Tender Offeror as the preferred negotiating party among the Second Bidding Candidates, the Special Committee made inquiries in writing to respective candidates on matters concerning their backgrounds and the purpose of the Transactions, management policy and specific measures after the Transactions, as well as procedures, various terms and the like in the Transactions, the responses to which were received on March 30, 2026 (for the avoidance of doubt, one company among the Second Bidding Candidates declined to participate in the Second Bidding Process prior to the receipt of the said responses). With respect to the Final Letters of Intent, responses from the three candidate companies including the Tender Offeror to the Special Committee's written inquiry mentioned above, Mitsubishi Electric's intention to select the Tender Offeror who presented the highest Share Appraisal Value in the Second Bidding Process as the preferred negotiating party, as well as the synergies expected through the implementation of the Transactions confirmed with respective candidates who participated in the Second Bidding Process or other factors, although respective candidates are commendable from an individual

perspective, and from the viewpoint of the enhancement of the corporate value, they are of equal merit when evaluating each individual candidate as a whole, the Special Committee confirmed the intention of the Target Company that they raise no objection to Mitsubishi Electric's policy, pursuant to which Mitsubishi Electric would select the Tender Offeror as the preferred negotiating party who presented the highest Share Appraisal Value in the Second Bidding Process. After that, the Special Committee confirmed, that the policy of Mitsubishi Electric to select the Tender Offeror as the preferred negotiating party and the Target Company's intention that they raise no objection to Mitsubishi Electric's policy are respectively not unreasonable, considering that, given the Target Company's recognition that respective candidates are of equal merit when evaluating each individual candidate as a whole, although respective candidates are commendable, from the viewpoint of the enhancement of the corporate value, with respect to the synergies and the like expected by the implementation of the Transactions as confirmed by respective candidates.

With respect to the Notification after the First Bidding Process, after the Special Committee confirmed the Target Company's position concerning the Special Committee's determination that the details of the notification from Candidate A, the details of the interview with Candidate A, as well as the Notification after the First Bidding Process from Candidate A cannot be deemed to be a sincere proposal, and as a result of deliberate discussions and reviews from the viewpoint of the enhancement of the corporate value of the Target Company as well as common interests of shareholders, while obtaining advice and opinions from TMI Associates, its legal advisor, and Daiwa Securities, its financial advisor, the Special Committee confirmed that the determination that the proposal from Candidate A cannot be deemed to be a sincere proposal is not unreasonable; and the Target Company's handling of the determination to raise no objection to the aforesaid determination by Mitsubishi Electric was not unreasonable, considering the following reasons, among others: (i) the Target Company expresses suspicion on the reasonableness of the plan presented by Candidate A to enhance the corporate value; (ii) the Share Appraisal Value presented therein was significantly changed in a short period of time from the one presented by Candidate A in the First Bidding Process; (iii) given Candidate A's corporate scale, the total transaction amount assuming the Share Appraisal Value presented by Candidate A was excessive; (iv) also with respect to the method of fund raising planned by Candidate A, notwithstanding that it is

anticipated that Candidate A would incur an extremely large financial burden, explanation was insufficient and unfeasible; and (v) once a presentation after the due date for the Bidding Process is allowed, it would be difficult to maintain fair and impartial bidding procedure, and an opportunity to receive legally binding proposal that contributes the maximization of the interests of the shareholders in the Second Bidding Process is likely to be seriously jeopardized.

As stated above, Mitsubishi Electric has implemented the Bidding Process concerning the Transactions, and the Target Company engaged in discussions with Mitsubishi Electric concerning the Bidding Process and communicated its intention to Mitsubishi Electric, thus Mitsubishi Electric and the Target Company have fostered a certain level of competition, and, through comparisons and the reviews of contents of the letters of intent received from acquirer candidates including the Tender Offeror who participate in the Bidding Process, determined to execute the Transactions with the Tender Offeror who assessed the Target Company at the highest price in its proposal pertaining to the Tender Offer Price.

As described above, no unreasonable aspects were found in Mitsubishi Electric's determination and process therefor pertaining to the selection of the purchaser in the Bidding Process as well as in the Target Company's handling thereof, hence it is recognized that an active market check was conducted in the Transactions.

Therefore, it can be assessed that a reasonable process has been adopted in the Bidding Process to extract the most favorable Tender Offer Price as possible for the shareholders of the Target Company and thus the Bidding Process strongly corroborates the fairness of the process in the Transactions.

D) Discussions and negotiations by the Special Committee

As stated in "D) Validation of room for a price increase" in "ii. Matters concerning the appropriateness of the terms of Transactions (including appropriateness of the method of implementation and/or types of the consideration for the Transactions)" above, the Special Committee has repeatedly confirmed with the Tender Offeror, in writing and through opportunities for direct interviews and the like with the Tender Offeror, the presence or absence of room for a further price increase, and confirmed that, from the viewpoint of seeking to secure further interests of the minority shareholders, there was no room for a price increase in the Tender Offer Price.

Based on the foregoing, the Special Committee itself engaged in discussions and negotiations with the Tender Offeror to extract the most favorable Tender Offer Price

as possible for the shareholders of the Target Company and it can be assessed that the fairness of the procedures of the Transactions has been strongly corroborated.

E) Ensuring an objective state to ensure fairness of the Tender Offer

As set forth in “C) Implementation of the Bidding Procedure” above, considering that the Bidding Process was implemented by way of sounding a number of acquirer candidates concerning the transfer of the Target Company Shares Mitsubishi Electric holds, and there was a circumstance where Mitsubishi Electric selected the Tender Offeror through a comparison with many other acquirer candidates under a certain level of competition, it is considered that opportunities for entities other than the Tender Offeror to conduct purchase, etc. pertaining to the Target Company Shares were provided sufficiently. Also, while the minimum period of twenty business days is stipulated for a tender offer under the laws and regulations, the Tender Offeror has set the Tender Offer Period at thirty business days. It is contemplated, while ensuring opportunities for the shareholders of the Target Company to make appropriate judgments on tendering in the Tender Offer by setting the Tender Offer Period which is longer than the statutory minimum period, to ensure opportunities for entities other than the Tender Offeror to purchase, etc. the Target Company Shares, and thereby ensure fairness of the Tender Offer Price.

F) Appropriate disclosure of information and elimination of coerciveness

In the Transactions, it is scheduled, upon the effectuation of the Tender Offer, that sufficient disclosure of information will be conducted concerning the Squeeze-Out Procedures planned to be implemented thereafter, through the Tender Offer Registration Statement to be submitted by the Tender Offeror, press releases to be publicized by the Target Company, or other means.

While the Squeeze-Out Procedures are planned to be conducted through the Share Consolidation, which is a scheme ensuring the right to claim for determination of price for shareholders opposing to the Transactions, it is recognized that upon the implementation of the Squeeze-Out Procedures following the Tender Offer, it is planned to clarify through press releases and other means that the amount of money to be delivered to shareholders of the Target Company who did not tender in the Tender Offer is scheduled to be calculated so that such amount will be equivalent to the price after multiplying the Tender Offer Price by the number of the Target Company Shares owned by such respective shareholders, so that it can be said that appropriate measures to reduce the coerciveness associated with tendering in the

Tender Offer have been taken.

G) “Majority of Minority” conditions

In the Tender Offer, a minimum number of shares to be purchased in the Tender Offer corresponding to a so-called “Majority of Minority” condition has not been set. A setting of a minimum number of shares to be purchased equivalent to a so-called “Majority of Minority” is assessed as beneficial as a system that eliminates the coerciveness of a tender offer and values opportunity for the minority shareholders to make their decisions. Nonetheless, according to the Tender Offeror, it has not established such conditions since the Tender Offeror believes that setting a minimum number of shares to be purchased in the Tender Offer corresponding to a so-called “Majority of Minority” condition would make the successful completion of the Tender Offer unstable and could conversely fail to benefit the minority shareholders of the Target Company that intend to sell their Target Company Shares through the Tender Offer. It is recognized that such reason has a certain level of reasonableness, and, furthermore, taking into account that measures to ensure fairness have been taken in the Transactions as set forth in items A) to F) above, the Special Committee considers that fairness and appropriateness of the procedures for and conditions on the Transactions are not negated even if such conditions have not been set in the Tender Offer.

H) Brief summary

Based on the foregoing, as a result of careful discussions and reviews at the Special Committee, it concluded that appropriate measures to ensure fairness have been taken in the Transactions, and thus procedures pertaining to the Transactions are fair.

- iv. Based on the items i. to iii above and other matters, whether or not a determination by the Target Company board of directors to implement the Transactions is disadvantageous or not for the majority shareholders (including the Target Company’s expression of its opinion containing support for the Tender Offer and recommendation of tendering therein)

Since, in the deliberations at the Special Committee, no other incidents that may have specific adverse impact on the minority shareholders of the Target Company have not been recognized; and as a result of careful examinations of the impacts the Transactions may have on the minority shareholders of the Target Company based

on the matters set forth in items i. to iii. above and other factors, the Special Committee concluded that the Transactions, including the Target Company's expression of an opinion containing support for the Tender Offer and recommendation of tendering therein, are not disadvantageous to the minority shareholders of the Target Company.

(C) Obtainment by the Target Company of a Share Valuation Report from an Independent Third-Party Valuator

(i) Name of the Valuator and its Relationship with the Tender Offer-Related Parties

In expressing its opinion on the Tender Offer, the Target Company requested Daiwa Securities, which is a financial advisor and third-party valuator independent of any of the Tender Offer-Related Parties, to calculate the share value of the Target Company Shares, and obtained the Share Valuation Report for the Target Company dated May 22, 2026. Daiwa Securities is not a related party of any of the Tender Offer-Related Parties, and has no material interests in connection with the Tender Offer. The remuneration to Daiwa Securities for the Transactions includes an incentive fee payable subject to the successful completion of the Transactions and other conditions. The Target Company has appointed Daiwa Securities as its financial advisor and third-party valuator under such fee structure, based on the determination that including an incentive fee payable subject to the successful completion of the Transactions and other conditions will not deny the independence when considering the general practice in similar transactions, and the advantages and disadvantages of a fee structure that would result in the Target Company incurring a due financial burden if the Transactions are not successfully completed. Furthermore, the Special Committee confirmed that there were no issues regarding the independence of Daiwa Securities and that the Special Committee may obtain professional advice from Daiwa Securities if it deems necessary, and approved Daiwa Securities as the financial advisor and third-party valuator of the Target Company.

Given that the Target Company and the Tender Offeror have taken measures to ensure fairness of the Tender Offer Price and to avoid conflicts of interest, the Target Company believes that sufficient consideration has been given to the interests of the minority shareholders of the Target Company. Therefore, the Target Company has not obtained an opinion regarding the fairness of the Tender Offer Price (a fairness opinion) from Daiwa Securities.

(ii) Overview of Calculation

For the purposes of collecting and reviewing information required for calculation of the share value of the Target Company Shares, Daiwa Securities obtained information and received

explanations from the Target Company's management on matters such as the current business conditions and future forecast. Based on such information, Daiwa Securities calculated the share value of the Target Company Shares. Daiwa Securities calculated the share value of the Target Company using the following methods: (i) the market share price method, as the Target Company Shares are listed on the Standard Market of the Tokyo Stock Exchange and have a market price; (ii) the comparable company method, as there are multiple listed companies that are comparable with the Target Company, and it is possible to infer the share value of the Target Company by comparing the market value of comparable listed companies; and (iii) the DCF Method to reflect the status of future business activities in the calculation. The ranges of the share value per Target Company Share calculated by Daiwa Securities under each of the methods mentioned above are as follows:

Market Share Price Method (1):	From 2,590 yen to 3,860 yen
Market Share Price Method (2):	From 5,893 yen to 7,510 yen
Comparable company method:	From 3,098 yen to 4,542 yen
DCF Method:	From 3,302 yen to 4,013 yen

Under the Market Share Price Method (1) adopting December 11, 2025, which is the day on which the first Speculative Report was made, as the base date for valuation, the range of the share value per Target Company Share was calculated to be 2,590 yen to 3,860 yen, based on: 3,860 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of the base date; 3,108 yen, the simple average closing price for the preceding one-month period on or before the base date; 2,767 yen, the simple average closing price for the preceding three-month period on or before the base date; and 2,590 yen, the simple average closing price for the preceding six-month period on or before the base date.

Under the Market Share Price Method (2) adopting May 22, 2026 as the base date for valuation, the range of the share value per Target Company Share was calculated to be 5,893 yen to 7,510 yen, based on: 7,510 yen, the closing price of the Target Company Shares on the Standard Market of the Tokyo Stock Exchange as of the base date; 6,615 yen, the simple average closing price for the preceding one-month period on or before the base date; 6,547 yen, the simple average closing price for the preceding three-month period on or before the base date; and 5,893 yen, the simple average closing price for the preceding six-month period on or before the base date.

Under the comparable company method, the range of the share value per Target Company Share was calculated to be 3,098 yen to 4,542 yen, based on the calculation of the share value of the Target Company Shares through comparison with financial indicators that indicate the

market value, profitability and other elements of listed companies which engage in relatively similar businesses as the Target Company.

Under the DCF Method, the range of the share value per Target Company Share was calculated to be 3,302 yen to 4,013 yen, based on the analysis of the corporate value of the Target Company and share value of the Target Company Shares by discounting the free cash flow expected to be generated by the Target Company from the fiscal year ending on March 31, 2027 onwards to the present value at a certain discount rate, taking into consideration the earning forecast, investment plan, and expected earnings of the Target Company for the fiscal year ending on March 31, 2027 to the fiscal year ending on March 31, 2030 under the business plan for four fiscal years (from the fiscal year ending on March 31, 2027 to the fiscal year ending on March 31, 2030) (the “**Business Plan**”) prepared by the Target Company setting the period as the target period which is reasonably foreseeable at present, in light of the various factors, including the current earnings circumstances and the trend of financial performance to date.

The Business Plan, which was used by Daiwa Securities in the analysis under the DCF Method, does not include fiscal years expected to generate significant increase or reduction in profit and significant increase or decrease in free cash flow. In addition, the Business Plan was not formulated on the assumption that the Tender Offer would be implemented as the acquirer candidates and transaction scheme were not determined at the time when the Tender Offeror formulated the Business Plan.

Furthermore, as stated in “(B) Establishment of an Independent Special Committee by the Target Company and Obtainment of an Advisory Report from the Special Committee” above, the Special Committee confirmed the reasonableness of matters relating to the Business Plan, such as the contents thereof, important assumptions therefor, and the circumstances surrounding the formulation thereof.

(Note) In calculating the share value of the Target Company Shares underlying the Share Valuation Report for the Target Company, Daiwa Securities has referred to publicly available information and all information and materials provided to Daiwa Securities on the assumption that all such information and materials are accurate, complete and appropriate, and has not independently verified the accuracy, completeness and appropriateness of such information and materials. Daiwa Securities has not conducted any independent valuation, appraisal or assessment of the Target Company's and its affiliate's assets or liabilities (including contingent liabilities), nor has it requested any third-party institution to conduct a valuation, appraisal or assessment. Daiwa Securities assumes that the Business Plan had been formulated in accordance with reasonable and appropriate procedures based on the best and good-faith forecasts and judgments available at the time

of submission of the Share Valuation Report for the Target Company. Daiwa Securities has not independently verified the accuracy, appropriateness and feasibility of the Business Plan, nor does it assume any obligation or liability to do so. The calculation by Daiwa Securities is intended solely as a reference for the Target Company's board of directors in assessing the share value of the Target Company.

(D) Advice from a Law Firm Independent of the Target Company

For the purpose of ensuring the fairness and appropriateness of decision-making by the Target Company's board of directors, the Target Company has appointed TMI Associates as a legal advisor who is independent from any of the Tender Offer-Related Parties, and received necessary legal advice on the decision-making processes and methods of its board of directors regarding the Tender Offer, as well as other points to consider when making decisions regarding the Tender Offer. TMI Associates is not a related party of any of the Tender Offer-Related Parties and has no material interest in relation to the Tender Offer. The remuneration to be paid to TMI Associates does not include any incentive fee payable subject to successful completion of the Transactions and other conditions. In addition, the Special Committee confirmed that there were no issues with the independence of TMI Associates.

(E) Establishment of an Independent Review System by the Target Company

The Target Company has established a system within the Target Company to review the Transactions and conduct negotiations regarding the Transactions from a position independent of Mitsubishi Electric and the Tender Offeror. In particular, after the Target Company was informed by Mitsubishi Electric of the Intention in mid-June 2025, the Target Company determined to exclude Mr. Yuichiro Katsura, who is concurrently serving as an employee of Mitsubishi Electric, from engaging in considerations regarding the Transactions as well as discussions and negotiations with the Tender Offeror from the perspective of avoiding risk of conflicts of interest, and established a review system within the Target Company (consisting of directors of Mr. Yuji Kajikawa, Mr. Tomoaki Kotani, Mr. Shoji Kanazawa, Mr. Katsuhide Yamana and Mr. Ryuichi Takemura) independent of the Tender Offeror. The Target Company obtained approval from the Special Committee that there were no issues in such review system from the perspective of ensuring the independence and fairness. Mr. Yuji Kajikawa, Mr. Tomoaki Kotani and Mr. Ryuichi Takemura had worked for Mitsubishi Electric until March 2022, March 2025 and March 2022, respectively, but they do not concurrently serve as officers or employees of the Mitsubishi Electric Group (excluding the Target Company Group) and has no plan to work for the Mitsubishi Electric Group (excluding the Target Company Group) in the future. Further, Mr. Takemura has not been involved in the Transactions on the side of

Mitsubishi Electric, nor is he in the position to be involved. Therefore, the Target Company determined that there will be no risk of conflicts of interest regarding the establishment of an internal review system, including Mr. Yuji Kajikawa, Mr. Tomoaki Kotani and Mr. Takemura.

(F) Approval by All Disinterested Directors (including Members of the Audit and Supervisory Board Committee) of the Target Company

While taking into account the legal advice received from TMI Associates and the contents of the Share Valuation Report for the Target Company obtained from Daiwa Securities, the Target Company's board of directors carefully reviewed various terms with respect to the Transactions from the perspective of enhancing the corporate value and protecting the interests of the shareholders, respecting to the maximum extent the contents of the Advisory Report submitted by the Special Committee.

Consequently, as stated in "(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer" in "(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer" above, at the Target Company's board of directors meeting held on May 25, 2026, of all 12 directors of the Target Company, 11 directors of the Target Company, excluding Mr. Yuichiro Katsura, participated in the deliberations and resolution and the Target Company resolved with unanimous approval of the all attendees to express its opinion in support of the Tender Offer and to recommend that the Target Company's shareholders participate in the Tender Offer.

Mr. Yuichiro Katsura, who is a director of the Target Company and is concurrently serving as an employee of Mitsubishi Electric, has not participated in any of the deliberations or the resolution at the board of directors meeting above from the perspective of avoiding any possible conflict of interests, nor has he participated in any review regarding the Transactions as well as discussions and negotiations with the Tender Offeror from the standpoint of the Target Company. Among the directors of the Target Company, Mr. Yuji Kajikawa, Mr. Tomoaki Kotani, and Mr. Ryuichi Takemura previously worked for Mitsubishi Electric until March 2022, March 2025, and March 2022, respectively. However, all of such directors do not concurrently serve as officers or employees of the Mitsubishi Electric Group (excluding the Target Company Group) at present and have no plan to work for the Mitsubishi Electric Group (excluding the Target Company Group) in the future. Further, they have not been involved in the Transactions on the side of Mitsubishi Electric, nor are they in the position to be involved. Therefore, based on the judgement that there would be no risk of conflicts of interest in the decision-making of the Target Company in the Transactions, they have participated in the deliberations at the said board of directors meeting.

(G) Implementation of Bidding Process

As stated in “(ii) Process of Review” in “(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer” in “(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer” above, Mitsubishi Electric and the Target Company implemented a two-step bidding process by inviting 35 candidates to participate in the bidding from mid-November 2025. After giving four candidates of the Second Bidding Candidates an opportunity to conduct due diligence on the Target Company covering business, financial, tax and legal matters, and other areas over a period of approximately six weeks from mid-February 2026 to late March 2026, Mitsubishi Electric and the Target Company received final letters of intent on April 3, 2026 from three candidates of the Second Bidding Candidates, including the Tender Offeror. As a result, Mitsubishi Electric and the Target Company determined that the Tender Offeror was the candidate offering the most favorable terms for the Target Company’s shareholders, for the following reasons: (i) the Share Appraisal Value in the final letter of intent received from the Tender Offeror was the highest among those offered by the three candidates of the Second Bidding Candidates, including the Tender Offeror, from whom final letters of intent were received, and was considered to contribute to the maximization of the interests of the Target Company’s minority shareholders; (ii) the business strategy following the implementation of the Transactions, including initiatives in data centers and renewable energy projects, and the strengthening of measures for productivity enhancement, such as the digitalization aimed at streamlining on-site management operations and development of new tools to the Target Company to further enhance productivity and profitability that the Tender Offeror Group is working on, generally aligned with the direction sought by the Target Company, and had common points in terms of viewing human capital as the most important asset and being committed to human resource development and growth investments in its workforce; and (iii) the effects of synergies between the Tender Offeror and the Target Company described in “(iii) Details of Decision” in “(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer” in “(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer” above were based on a deep understanding of the Target Company and its business.

(H) Measures to Ensure Other Purchasers Have an Opportunity to Make Tender Offers

As mentioned in “(ii) Process of Review” in “(C) Details of, and Basis and Reasons for, the Opinions of the Target Company Regarding the Tender Offer” in “(2) Background, Purpose

and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer” above, through the implementation of the bidding process by inviting several acquirer candidates to consider the Target Company Shares held by Mitsubishi Electric, Mitsubishi Electric selected the Tender Offeror after comparing several other acquirer candidates under a certain competitive environment. Accordingly, while it is considered that an opportunity for parties other than the Tender Offeror to purchase, etc. the Target Company Shares has been fully given, the Tender Offeror has set the Tender Offer Period at 30 business days, which is longer than the statutory minimum period of 20 business days. By setting the Tender Offer Period longer than the statutory minimum period, the Tender Offeror intends to ensure that the shareholders of the Target Company have sufficient time to make an appropriate decision on whether to tender their shares in the Tender Offer, and to ensure there are opportunities for parties other than the Tender Offeror to make offers for competing purchase, etc. for the Target Company Shares or other similar transactions, thereby ensuring the fairness of the Tender Offer Price.

In addition, the Tender Offeror has not entered into any agreement with the Target Company which restricts a party proposing competitive tender offers from contacting the Target Company, such as an agreement that contains transaction protection provisions which prohibits the Target Company from contacting a party proposing competing tender offers, and the opportunity to make competing tender offers or the like has not been precluded. Thus, by setting the above Tender Offer Period and ensuring opportunities to make offers for competing purchase, etc., the Tender Offeror has given due consideration to ensure the fairness of the Tender Offer.

(4) Policy on Organizational Restructuring after the Tender Offer

As described in “(1) Overview of the Purpose of the Tender Offer” above, if the Tender Offeror is unable to acquire all of the Target Company Shares through the Tender Offer (excluding the treasury shares held by the Target Company and the Agreed Non-Tendering Share), the Tender Offeror intends to request the Target Company to implement the Squeeze-Out Procedures by the following method promptly after the completion of the settlement of the Tender Offer to make the shareholders of the Target Company consist only of the Tender Offeror and Mitsubishi Electric and to delist the Target Company Shares.

Specifically, the Tender Offeror intends to request that the Target Company, promptly after the completion of the settlement of the Tender Offer, convene an extraordinary general meeting of shareholders (the “**Extraordinary Shareholders Meeting**”) that will include on its agenda a proposal for the Share Consolidation under Article 180 of the Companies Act and a partial amendment to the Articles of Incorporation to abolish the provision regarding the number of shares constituting one unit, subject to the Share Consolidation taking effect. The Tender Offeror and Mitsubishi Electric intend to

approve each of those proposals at the Extraordinary Shareholders Meeting. As of today, the Extraordinary Shareholders Meeting is scheduled to be held in and around early September 2026.

If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders Meeting, the shareholders of the Target Company will hold the number of the Target Company Shares corresponding to the ratio of the Share Consolidation approved at the Extraordinary Shareholders Meeting on the date on which the Share Consolidation takes effect. If the Share Consolidation results in any fractional shares of less than one whole share, cash will be delivered to each shareholder of the Target Company that holds those fractional shares in accordance with the procedures prescribed in Article 235 of the Companies Act and other applicable laws and regulations through the sale of the total number of those fractional shares (rounding down any fraction of less than one share in the total number, the same applies hereinafter) corresponding to those fractions to the Target Company or the Tender Offeror.

The Tender Offeror intends to request the Target Company to file a petition with the court for permission for a sale by private contract after calculating the sale price of the Target Company Shares corresponding to the total number of those fractional shares so that the amount of cash to be delivered to each shareholder of the Target Company that did not tender its shares in the Tender Offer (excluding the Tender Offer-Related Parties) as a result of that sale will be equal to the Tender Offer Price multiplied by the number of Target Company Shares held by that shareholder. Further, although the share consolidation ratio of the Target Company Shares has not yet been determined as of today, the Tender Offeror intends to request that the Target Company determine that ratio so that the number of Target Company Shares held by the shareholders of the Target Company that did not tender their shares in the Tender Offer (excluding the Tender Offer-Related Parties) will result in fractional shares of less than one share so that the Tender Offeror and Mitsubishi Electric hold all of the Target Company Shares (excluding the treasury shares held by the Target Company). If the Tender Offer is successfully completed, the Target Company plans to accept these requests of the Tender Offeror.

With respect to the protection of the rights of minority shareholders in connection with share consolidations, the Companies Act provides that if any fractions of less than one share arise as a result of the Share Consolidation, the shareholders of the Target Company that did not tender their shares in the Tender Offer (excluding the Tender Offer-Related Parties) may, in accordance with Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations, request that the Target Company purchase all of their fractional shares less than one whole share at a fair price and may also file a petition with the court for a determination of the price of the Target Company Shares.

As stated above, in the Share Consolidation, it is expected that the number of the Target Company Shares held by the shareholders of the Target Company that did not tender their shares in the Tender Offer (excluding the Tender Offer-Related Parties) will result in fractional shares of less than one whole share, so it is expected the shareholders of the Target Company that oppose the Share

Consolidation (excluding the Tender Offer-Related Parties) will be able to file the above petition. Further, if such a petition is filed, the purchase price of the Target Company Shares will ultimately be determined by the court.

The method and timing of the procedures described above might change depending on factors such as amendments to relevant laws and regulations, their enforcement, or their interpretation by authorities. However, even in that case, it is intended that a method will be used whereby each shareholder of the Target Company that has not tendered its shares in the Tender Offer (excluding the Tender Offer-Related Parties) will ultimately receive cash consideration equal to the number of Target Company Shares held by that shareholder multiplied by the Tender Offer Price in exchange for its shares.

The specific procedures and timing for each of the above cases will be determined through consultation between the Target Company and the Tender Offeror and are expected to be promptly announced by the Target Company once they have been determined.

The Tender Offer does not in any way constitute a solicitation for the approval of the shareholders of the Target Company at the Extraordinary Shareholders Meeting. In addition, the shareholders of the Target Company are requested to consult with their own tax advisors and other professional advisors at their own responsibility regarding the tax treatment in respect of tendering their shares in the Tender Offer and any of the procedures described above.

(5) Expected Delisting, etc. and Reasons Therefor

The Target Company Shares are listed on the Standard Market of the Tokyo Stock Exchange as of today. However, since the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, the Target Company Shares might be delisted through prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange, depending on the outcome of the Tender Offer. Even if the Target Company does not meet the criteria for delisting at the time of completion of the Tender Offer, the Tender Offeror intends to request the Target Company to implement the Squeeze-Out Procedures described in “(4) Policy on Organizational Restructuring after the Tender Offer” above after the completion of the Tender Offer. In that case, the Target Company Shares will meet the delisting criteria of the Tokyo Stock Exchange and will be delisted through the prescribed procedures. After the delisting, the Target Company Shares will no longer be tradable on the Standard Market of the Tokyo Stock Exchange.

For the reasons behind the purpose of the delisting, the impact on the general shareholders, and the background leading to this conclusion, please refer to “(A) Background, Purpose, and Decision-Making Process that Led to the Decision to Implement the Tender Offer” in “(2) Background, Purpose and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer” above.

(6) Material Agreement Concerning the Tender Offer

The Tender Offeror executed the Master Transaction Agreement dated May 25, 2026 with Mitsubishi Electric, the parent company of the Target Company, whereby it is agreed that (a) Mitsubishi Electric shall not tender any of the Agreed Non-Tendering Shares it owns in the Tender Offer, (b) Mitsubishi Electric shall cause the Target Company to implement the Squeeze-Out Procedures, (c) the Tender Offeror shall implement the Funding, (d) in implementing a capital increase by way of third-party allotment for the Funding, the total amount to be paid shall be 36,146 million yen or such amount as separately agreed between Mitsubishi Electric and the Tender Offeror, and the shares to be offered shall be class shares, (e) the Tender Offeror shall cause the Target Company to implement the Capital Reduction, and (f) Mitsubishi Electric shall sell the Agreed Non-Tendering Shares to the Target Company in response to the Share Buyback.

In addition, as the obligations of Mitsubishi Electric, it is stipulated that, for the period from the execution date of the Master Transaction Agreement to the execution of the Share Buyback, except as expressly set forth in the Master Transaction Agreement, (a) Mitsubishi Electric shall not conduct any transfer, etc. of the Agreed Non-Tendering Shares to a third party, (b) when Mitsubishi Electric exercises its voting rights at a general meeting of shareholders of the Target Company with respect to the Agreed Non-Tendering Shares (excluding when exercising its voting rights with respect to the proposal for the election of directors), it shall consult with the Tender Offeror in advance and cooperate with the Tender Offeror to a reasonable extent, (c) it shall not continue any discussions with a third party, which were conducted prior to the execution date of the Master Transaction Agreement, regarding any transaction that conflicts with, is inconsistent with, or competes with the Transactions, nor shall it actively solicit a third party to engage in any new discussions or negotiations, and (d) if Mitsubishi Electric receives any Competing Proposal (defined below) and determines to commence a specific review of such proposal, it shall promptly notify the Tender Offeror of such fact to the extent practically reasonable and shall consult in good faith with the Tender Offeror regarding its response to such third party. As the obligations of the Tender Offeror, among other things, it is stipulated that, for the period of five (5) years from the date of the Share Buyback, the Tender Offeror shall cause the Target Company to maintain in full force and effect the designated transaction agreements with the Mitsubishi Electric Group.

Further, it is stipulated that, during the period from the execution date of the Master Transaction Agreement to the end of the Tender Offer Period, if an offer, proposal, announcement or the like regarding the acquisition of the Target Company Shares at an acquisition price exceeding the Tender Offer Price (a “**Competing Proposal**”) is made by a person other than the Tender Offeror, Mitsubishi Electric may request discussions with the Tender Offeror regarding an increase of the Tender Offer Price and the Share Buyback Price. In addition, it is stipulated that (i) if the Tender Offeror does not,

by the earlier of (a) the date that is five (5) business days from the date of that request, (b) the business day immediately preceding the expiration of the Tender Offer Period, or (c) the business day immediately preceding the expiration of the tender offer period for a tender offer regarding a Competing Proposal (if any) (the “**Expiration Date of Competing Proposal Review Period**”), lawfully increase the Tender Offer Price to an amount exceeding the acquisition price under the Competing Proposal, (ii) if, by the Expiration Date of Competing Proposal Review Period, the Tender Offeror does not lawfully increase the Share Buyback Price to an amount such that the aggregate amount of the after-tax proceeds to be delivered in cash to Mitsubishi Electric through the Squeeze-Out Procedures and the Share Buyback exceeds the amount equivalent to the consideration for the acquisition to be delivered to Mitsubishi Electric upon accepting the Competing Proposal (after-tax proceeds, in cases where the consideration for the acquisition is cash), or (iii) if Mitsubishi Electric reasonably determines that not accepting the Competing Proposal might constitute a breach of the duty of care of its directors or executive officers, Mitsubishi Electric shall not be obligated to perform its obligations under the Master Transaction Agreement or other obligations to implement the Transactions, and may accept the Competing Proposal without making any monetary payment whatsoever, including damages or penalties, and without being subject to any other obligation, burden or condition.

Furthermore, the Master Transaction Agreement includes the representations and warranties of the Tender Offeror and Mitsubishi Electric (Note), as well as the provisions such that, among other things, (a) if the Tender Offeror or Mitsubishi Electric causes the other party to incur any loss or damage as a result of a breach of its obligations or breach of its representations and warranties under the Master Transaction Agreement, it shall indemnify the other party for such loss or damage reasonably causally related to such breach, (b) the Master Transaction Agreement shall immediately terminate in the event that the Tender Offer is rescinded pursuant to laws and regulations or in other similar events, (c) if the Tender Offeror or Mitsubishi Electric finds a material breach by the other party of its obligations or a material breach by the other party of its representations and warranties under the Master Transaction Agreement, or in other similar cases (before the end of the Tender Offer Period), it may cancel the Master Transaction Agreement by giving written notice to the other party, (d) if the Tender Offer is not successfully completed by July 31, 2026, Mitsubishi Electric may cancel the Master Transaction Agreement by giving written notice to the Tender Offeror, and (e) if the Tender Offer is not commenced on the business day immediately following the execution date of the Master Transaction Agreement, or in other similar cases (limited to cases solely attributable to the Tender Offeror), Mitsubishi Electric may cancel the Master Transaction Agreement by giving written notice to the Tender Offeror, and, if such cancellation is made, the Tender Offeror shall pay to Mitsubishi Electric an amount equivalent to three percent (3%) of the aggregate Share Buyback Price as an estimated amount of damages.

Except for the Master Transaction Agreement, no agreement regarding the Tender Offer is concluded with Mitsubishi Electric. Except for the payment of the Share Buyback Price, no profit will be given to Mitsubishi Electric in relation to the Tender Offer, the Squeeze-Out Procedures, the Funding and the Share Buyback.

(Note) Under the Master Transaction Agreement, (a) the Tender Offeror represents and warrants (i) its valid existence and authority, (ii) the execution and performance of the Master Transaction Agreement, (iii) enforceability, (iv) obtainment and compliance with permits and approvals, (v) absence of conflict with laws and regulations, (vi) absence of insolvency proceedings, (vii) absence of any relationship with antisocial forces, and (viii) holding of funds for settlement in relation to the Tender Offer, and (b) Mitsubishi Electric represents and warrants, among other things, (i) its valid existence and authority, (ii) the execution and performance of the Master Transaction Agreement, (iii) enforceability, (iv) obtainment and compliance with permits and approvals, (v) absence of conflict with laws and regulations, (vi) absence of insolvency proceedings, (vii) absence of any relationship with antisocial forces, and (viii) lawful and valid holding of the Agreed Non-Tendering Shares.

(7) Other Material Matters Concerning the Tender Offer

As a part of the Transactions, after the completion of the Squeeze-Out Procedures, it is planned to implement the Funding from the Tender Offeror to the Target Company, the Capital Reduction of the Target Company, and the Share Buyback by the Target Company. For the details of these procedures, please refer to “(1) Overview of the Purpose of the Tender Offer” above.

3. Overview of the Target Company, and Conditions of Purchase, Etc.

(1) Overview of the Target Company

(A) Name	THE KODENSHA Co., Ltd.
(B) Location	5-11-10 Ginza, Chuo-ku, Tokyo
(C) Name and Title of Representative	Yuji Kajikawa, Representative Director, President and Executive Officer
(D) Descriptions of Business	Electrical facilities construction business (design, construction and contracting of indoor electrical work, transmission line work, power generation and substation work, telecommunications work, and air conditioning work), and trading business (sales of general-purpose electrical equipment, industrial electrical and electronic equipment, and HVAC and residential equipment)
(E) Capital	1,520 million yen (as of September 30, 2025)

(F) Date of Incorporation	June 25, 1917	
(G) Major Shareholders and Shareholding Ratio (as of September 30, 2025)	Mitsubishi Electric Corporation	51.4%
	Kodensha Employee Shareholding Association	4.3%
	Mitsubishi Estate Co., Ltd.	3.3%
	Negurosu Denko Co., Ltd.	1.3%
	Kenji Tanaka	1.1%
	SBI SECURITIES Co., Ltd.	0.9%
	Kozo Kino	0.8%
	Toru Kawamura	0.7%
	MUFG Bank, Ltd.	0.7%
	Mizuho Bank, Ltd.	0.7%
	Hikari Tsushin K.K. Investment Business Limited Partnership	0.7%
(H) Relationship Between the Listed Company and the Target Company		
Capital relationship	Not applicable	
Personnel relationship	Not applicable	
Business relationship	The Tender Offeror Group has business transactions with the Target Company group regarding facilities construction.	
Status as related party	Not applicable	

(Note) “Major shareholders and shareholding ratio (as of September 30, 2025)” is based on the “Status of the Major Shareholders” in the Semiannual Securities Report for the Fiscal Year Ended September 30, 2025 submitted by the Target Company on November 4, 2025.

(2) Schedule, etc.

(A) Schedule

The date of the determination to implement the Tender Offer	May 25, 2026 (Monday)
The date of public notice on the commencement of the Tender Offer	May 26, 2026 (Tuesday) An electronic public notice will be made, and a notice to that effect will be published in the Nikkei. (URL of the electronic public notice: https://disclosure2.edinet-fsa.go.jp/)
The date of submission of the Tender Offer Registration Statement	May 26, 2026 (Tuesday)

(B) The Period for the Purchase, etc.

From May 26, 2026 (Tuesday) to July 6, 2026 (Monday) (30 business days)

(C) Existence or Absence of a Possibility of Extension based on a Request by the Target Company

Not applicable

(3) The Price for Purchase, etc.

11,501 yen per common share

(4) Number of Shares, etc. to be Purchased

Class of shares, etc.	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common shares	4,247,980 (shares)	1,336,800 (shares)	- (shares)
Total	4,247,980 (shares)	1,336,800 (shares)	- (shares)

(Note 1) If the total number of Tendered Shares, Etc. is less than the minimum number of shares to be purchased (1,336,800 shares), the Tender Offeror will not purchase any of the Tendered Shares, Etc. If the total number of Tendered Shares, Etc. is equal to or more than the minimum number of shares to be purchased (1,336,800 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

(Note 2) Shares less than one unit are also subject to the Tender Offer. If the right to request purchase of shares less than one unit is exercised by a shareholder in accordance with the Companies Act, the Target Company may purchase its own shares during the Tender Offer Period in accordance with procedures under laws and regulations.

(Note 3) The Tender Offeror does not intend to acquire the treasury shares held by the Target Company through the Tender Offer.

(Note 4) Since no maximum number of shares to be purchased has been set in the Tender Offer, the number of shares to be purchased is stated as 4,247,980 shares, which is the maximum number of the Target Company Shares that the Tender Offeror will purchase in the Tender Offer. That represents the number of shares obtained by deducting the Agreed Non-Tendering Shares (4,485,620 shares) from the Basic Number of Shares (8,733,600 shares), resulting in 4,247,980 shares.

(5) Changes in the Shareholding Ratio of the Shares, etc. by the Purchase, etc.

Number of voting rights pertaining to the shares, etc. held by the Tender Offeror before the purchase, etc.	- voting rights	(Shareholding ratio of the shares, etc. before the purchase, etc.: - %)
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Number of voting rights pertaining to the shares, etc. held by the specially related party before the purchase, etc.	44,856 voting rights	(Shareholding ratio of the shares, etc. before the purchase, etc.: 51.36%)
Number of voting rights pertaining to the shares, etc. held by the Tender Offeror after the purchase, etc.	42,479 voting rights	(Shareholding ratio of the shares, etc. after the purchase, etc.: 48.64%)
Number of voting rights pertaining to the shares, etc. held by the specially related party after the purchase, etc.	44,856 voting rights	(Shareholding ratio of the shares, etc. after the purchase, etc.: 51.36%)
Number of voting rights held by all the shareholders, etc. of the Target Company	87,336 voting rights	

(Note 1) “Number of voting rights pertaining to the shares, etc. held by the specially related party before the purchase, etc.” represents the total number of voting rights pertaining to shares, etc. held by each specially related party (however, those who are excluded from the category of specially related parties pursuant to Article 3, paragraph (2), item (i) of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990; as amended; the “**Cabinet Ordinance**”) in the calculation of the shareholding ratio of shares, etc. under each item of Article 27-2, paragraph (1) of the Act are excluded). In addition, the Tender Offeror intends to confirm the shares, etc. of the Target Company held by specially related parties on or after today, and if any correction is required, the Tender Offeror plans to disclose the details of the corrections.

(Note 2) “Number of voting rights held by all the shareholders, etc. of the Target Company” represents the number of voting rights pertaining to the issued shares (excluding the treasury shares held by the Target Company) as of March 31, 2026, as stated in the “Consolidated Financial Results for the Fiscal Year Ended March 31, 2026 (Japanese GAAP)” published by the Target Company on May 13, 2026.

(Note 3) “Shareholding ratio of the shares, etc. before the purchase, etc.” and “Shareholding ratio of the shares, etc. after the purchase, etc.” are rounded to the second decimal place.

(6) Purchase Price: 48,856,017,980 yen

(Note) The “purchase price” is calculated by multiplying the number of shares to be purchased (4,247,980 shares) by the Tender Offer Price (11,501 yen).

(7) Methods of the Settlement

(A) Name and Location of the Head Office of Financial Instruments Business Operator, Banks, etc. that will Handle Settlement of the Purchase, etc.

SBI SECURITIES Co., Ltd. 1-6-1 Roppongi, Minato-ku, Tokyo

(B) Commencement Date of the Settlement

July 13, 2026 (Monday)

(C) Method of Settlement

A notice of purchase, etc. through the Tender Offer will be sent by mail without delay after the end of the Tender Offer Period to the address or location of the tendering shareholders, etc. (or to the standing proxy in the case of foreign shareholders, etc.).

The purchase will be settled in cash. The sale proceeds for the purchased shares, etc. will be either remitted by the tender offer agent to the location designated by the tendering shareholders, etc. (or the standing proxy in the case of foreign shareholders, etc.), or paid into the account of the tendering shareholders, etc. from which the application to tender was made, without delay on or after the commencement date of the settlement, as instructed by the tendering shareholders, etc. (or the standing proxy in the case of foreign shareholders, etc.).

(D) Method of Returning Shares, etc.

If all of the Tendered Shares, Etc. will not be purchased based on the conditions set out in “(A) Presence or Absence of Conditions Listed in Each Item under Article 27-13, Paragraph (4) of the Act and Details Thereof” and “(B) Presence or Absence of Conditions for Withdrawal, etc. of the Tender Offer, Details Thereof, and the Method of Disclosure of Withdrawal, etc.” in “(8) Other Conditions and Methods of Purchase, etc.” below, the shares, etc. that need to be returned will be promptly returned on or after the business day following the last day of the Tender Offer Period (or the date of withdrawal, etc., in the case of a withdrawal, etc. of the Tender Offer). Shares will be returned by restoring the record of the shares to be returned to the condition immediately prior to the tender in the tendering shareholder’s account held with the tender offer agent. (If a tendering shareholder, etc. wishes to transfer the shares to an account of the tendering shareholder, etc. opened with another financial instruments business operator, etc., please give instructions to that effect.)

(8) Other Conditions and Methods of Purchase, etc.

(A) Presence or Absence of Conditions Listed in Each Item under Article 27-13, Paragraph (4) of the Act and Details Thereof

If the total number of Tendered Shares, Etc. is less than the minimum number of shares to be purchased (1,336,800 shares), the Tender Offeror will not purchase any of the Tendered Shares, Etc. If the total number of Tendered Shares, Etc. is equal to or more than the minimum number

of shares to be purchased (1,336,800 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

- (B) Presence or Absence of Conditions for Withdrawal, etc. of the Tender Offer, Details Thereof, and the Method of Disclosure of Withdrawal, etc.

If any event specified in Article 14, paragraph (1), items (i)(a) through (j) and (m) through (s), items (iii)(a) through (h) and (j), or paragraph (2), items (iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended, the “**Enforcement Order**”) occurs, the Tender Offer may be withdrawn. The phrase “facts equivalent to those listed in items (a) through (i)” as set forth in Article 14, paragraph (1), item (iii)(j) of the Enforcement Order refers to cases where it is found that any statutory disclosure documents previously submitted by the Target Company contains a false statement regarding material matters or omits material matters that should have been stated, and the Tender Offeror was unaware of such false statement, etc., and could not have known it despite exercising reasonable care.

If the Tender Offeror intends to withdraw the Tender Offer, it will issue an electronic public notice and publish a notice to that effect in the Nikkei. However, if it is difficult to issue a public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by the method prescribed in Article 20 of the Cabinet Ordinance and issue a public notice immediately thereafter.

- (C) Presence or Absence of Conditions for Reduction of the Price for Purchase, etc., Details Thereof, and Method of Disclosure of the Reduction

If the Target Company engages in any act prescribed in Article 13, paragraph (1) of the Enforcement Order during the Tender Offer Period, the Tender Offeror might reduce the purchase price based on the standards set forth in Article 19, paragraph (1) of the Cabinet Ordinance, in accordance with Article 27-6, paragraph (1), item (i) of the Act.

If the Tender Offeror intends to reduce the purchase price, it will issue an electronic public notice and publish a notice to that effect in the Nikkei. However, if it is difficult to issue a public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by the method prescribed in Article 20 of the Cabinet Ordinance and issue a public notice immediately thereafter. If the purchase price is reduced, the Tender Offeror will also purchase the Tendered Shares, Etc. tendered on or prior to the date of that public notice at the reduced purchase price for purchase, etc.

- (D) Matters Concerning the Right of Tendering Shareholders, etc. to Cancel Their Tender

Agreements

The tendering shareholders, etc. may cancel their agreements regarding the Tender Offer at any time during the Tender Offer Period. In order to cancel the agreement, the tendering shareholders, etc. must follow the procedures described in “(2) Method of Withdrawal of Tender” in “8. Methods of Tendering Shares and Withdrawal of Tender” in the Tender Offer Registration Statement.

The Tender Offeror will not make any claim for damages or penalty payment against the tendering shareholders, etc. due to the cancellation of their agreements. In addition, the Tender Offeror will bear the cost of returning the Tendered Shares, Etc. If a tendering shareholder, etc. requests cancellation, the Tendered Shares, Etc. will be returned promptly after the completion of the procedures for such request for cancellation in the manner set forth in “(D) Method of Returning Shares, etc.” in “(7) Methods of the Settlement” above.

(E) Method of Disclosure if the Purchase Conditions are Changed

The Tender Offeror may change the conditions of the purchase, etc. during the Tender Offer Period unless those changes are prohibited under Article 27-6, paragraph (1) of the Act and Article 13 of the Enforcement Order. If the Tender Offeror intends to change the purchase conditions, it will issue an electronic public notice regarding the details of those changes and publish a notice to that effect in the Nikkei. However, if it is difficult to issue a public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by the method prescribed in Article 20 of the Cabinet Ordinance and issue a public notice immediately thereafter. If the conditions of the purchase, etc. are changed, the Tender Offeror will also purchase the Tendered Shares, Etc. tendered on or prior to the date of that public notice based on those changed conditions of the purchase, etc.

(F) Method of Disclosure if an Amended Tender Offer Registration Statement is Submitted

If the Tender Offeror submits an amended tender offer registration statement to the Director General of the Kanto Local Finance Bureau (excluding the cases provided for in the proviso of Article 27-8, paragraph (11) of the Act), the Tender Offeror will immediately make a public announcement by the method prescribed in Article 20 of the Cabinet Ordinance of the matters stated in the amended statement that relate to the matters set forth in the public notice of commencement of the Tender Offer. The Tender Offeror will also immediately amend the explanatory statement related to the Tender Offer and deliver the amended explanatory statement related to the Tender Offer to the tendering shareholders, etc. to whom the original statement has already been delivered. However, if the scope of the amendment is limited, the Tender Offeror may instead prepare a document stating the reason for the amendment, the amended items, and

the content after the amendment, and deliver that document to the tendering shareholders, etc.

(G) Method of Disclosing the Results of the Tender Offer

The results of the Tender Offer will be publicly announced on the day following the last day of the Tender Offer Period in the manner prescribed in Article 9-4 of the Enforcement Order and Article 30-2 of the Cabinet Ordinance.

(H) Other Matters

The Tender Offer is not and will not be made, either directly or indirectly, in or to the U.S., or by using the U.S. postal service or any other means or instruments of interstate or foreign commerce (including, but not limited to, telephones, telexes, facsimile transmissions, e-mails, and internet communications), or through any securities exchange facility in the U.S. No application may be made in the Tender Offer by any means or instrument mentioned above, or through any facility mentioned above, or from the U.S. In addition, this Press Release or other documents related to the purchase will not be sent or distributed in, to, or from the U.S. by mail or other methods, and such delivery and distribution are prohibited. Any tender in the Tender Offer which directly or indirectly violates the restrictions mentioned above will not be accepted.

When tendering the shares in the Tender Offer, each tendering shareholder, etc. (or the standing proxy in the case of foreign shareholders, etc.) may be required to make the following representations and warranties to the tender offer agent: The tendering shareholder, etc. is not in the U.S. as of the time both when tendering shares, etc. and when sending an application form for the Tender Offer; the tendering shareholder, etc. has not received or sent any information or documents related to the Tender Offer (including copies thereof) either directly or indirectly, in, to or from the U.S.; the tendering shareholder, etc. has not used, either directly or indirectly, the U.S. postal service or other method or means of interstate commerce or international commerce (including, but not limited to, telephones, telexes, facsimile transmissions, e-mails, and internet communications) or securities exchange facilities in the U.S. for signing and delivering an application form for purchase, etc. for the Tender Offer; and the tendering shareholder, etc. has not acted as an agent or delegate with no discretion for another person (excluding a case where such other person gives all instructions on tendering in the purchase, etc. from outside the U.S.).

(9) Tender Offer Agent

SBI SECURITIES Co., Ltd. 1-6-1 Roppongi, Minato-ku, Tokyo

4. Future Outlook

For policies, etc., and future outlook after the Tender Offer, please refer to “(2) Background, Purpose

and Decision-Making Process that Led to the Implementation of the Tender Offer, and Management Policies after the Tender Offer,” “(4) Policy on Organizational Restructuring after the Tender Offer” and “(5) Expected Delisting, etc. and Reasons Therefor” in “2. Purpose of Purchase, etc.” above.

5. Other Information

(1) Provision of Benefits by the Tender Offeror or its Specially Related Party

Not applicable

(2) Other Information Deemed Necessary for Investors to Determine Whether to Tender their Shares in the Tender Offer

Not applicable

END

[Restrictions on Solicitation]

This Press Release is a press statement to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting the sale of shares. If shareholders wish to make an offer to sell their shares, they should first read the Tender Offer Explanation Statement concerning the Tender Offer and make an offer to sell their shares at their own discretion. This Press Release and any documents referenced herein do not constitute, or form a part of, an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to purchase securities, and neither this Press Release nor any documents referenced herein (or any part thereof) nor the fact of its distribution will form the basis of an agreement related to the Tender Offer or be relied on in connection with the execution of such an agreement.

[Future prospects]

This Press Release includes description of the outlook for business development based on the views of the management of the Tender Offeror in the case where the Tender Offeror acquires the Target Company Shares. Actual results may significantly differ from these expectations due to a number of factors.

[Restrictions in the U.S.]

The Tender Offer is not and will not be made, either directly or indirectly, in or to the U.S., or by using the U.S. postal service or any other means or instruments of interstate or foreign commerce (including, but not limited to, telephones, telexes, facsimile transmissions, e-mails, and internet communications), or through any securities exchange facility in the U.S. No application may be made in the Tender Offer by any means or instrument mentioned above, or through any facility mentioned above, or from the U.S.

In addition, the Tender Offer Registration Statement or other documents related to the purchase will not be sent or distributed in, to, or from the U.S. by mail or other methods, and such delivery and distribution are prohibited. Any tender in the Tender Offer which directly or indirectly violates the restrictions mentioned above will not be accepted.

[Other Countries]

The announcement, issuance, or distribution of this Press Release might be subject to legal restrictions in certain countries or regions. In such cases, please be aware of and comply with any such restrictions. The announcement, issuance, or distribution of this Press Release does not constitute a solicitation of an offer to purchase, etc. or sell, etc. shares in connection with the Tender Offer and is to be deemed solely as the distribution of materials for informational purposes.