



[Translation]

November 30, 2021

To whom it may concern:

Company Name: Utoc Corporation
Name of Representative: Masahiro Tanabe
Representative Director and President
(Stock Exchange Code: 9358 Tokyo
1st Section)
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Announcement of Opinion in Support of the Tender Offer by Our Parent Company, Mitsui O.S.K. Lines, Ltd., for the Shares of Utoc Corporation, and Recommendation of Tender

Utoc Corporation (the “Company”) hereby announces with respect to the tender offer (the “Tender Offer”) by the Company’s controlling shareholder (parent company), Mitsui O.S.K. Lines, Ltd. (the “Tender Offeror”), for the common shares of the Company (the “Company’s Shares”) that the Company has resolved at its board of directors meeting held today, to express its opinion in support of the Tender Offer and to recommend our shareholders to tender in the Tender Offer.

The above board resolution was made on the premises that the Tender Offeror contemplates to make the Company its wholly-owned subsidiary through the Tender Offer and series of subsequent procedures, and that the Company’s Shares are scheduled to be delisted.

1. Outline of the Tender Offeror

(1) Name	Mitsui O.S.K. Lines, Ltd.
(2) Location	1-1 Toranomom 2-chome, Minato-ku, Tokyo
(3) Name and title of representative	Takeshi Hashimoto, Chief Executive Officer
(4) Description of business	To engage in, on a global scale, marine transport by operating chartered vessels, carriers for various exclusive cargo, crude oil tankers, LNG carriers, and container ships by charging fees for transport, fee for lease vessels and sailing, warehousing and property lease
(5) Capital	65,400 million yen (As of September 30, 2021)

(6) Date of incorporation	April 1964	
(7) Major Shareholders and ownership ratio (as of September 30, 2021)	The Master Trust Bank of Japan, Ltd. (Trust Account)	14.93%
	Custody Bank of Japan, Ltd.	7.74%
	Sumitomo Mitsui Banking Corporation	2.50%
	Mitsui Sumitomo Insurance Co., Ltd.	2.35%
	MSIP CLIENT SECURITIES (Standing Proxy: Morgan Stanley MUFG Securities Co., Ltd.)	1.61%
	Sumitomo Mitsui Trust Bank, Limited	1.24%
	The Bank of New York Mellon 140044 (Standing Proxy: Mizuho Bank, Ltd., Settlement Service Dept.)	1.18%
	Mizuho Bank, Ltd.	1.17%
	Japan Securities Finance Co., Ltd.	1.08%
	Goldman Sachs Japan Co., Ltd. BNYM	1.04%
(8) Relationship between the Company and the Tender Offeror	Capital relationship	As of the date of this press release, the Tender Offeror holds 28,919,526 shares of the Company's Shares (ownership ratio (Note 1): 66.87%) and the Company is its consolidated subsidiary.
	Personnel relationship	As of the date of this press release, of the 13 directors of the Company, 1 director, Yasunori Takamatsu, concurrently serves as employee of the Tender Offeror, and 3 directors (Masahiro Tanabe, Hiroshi Ogawa, and Taku Kadooka) were formerly employed by the Tender Offeror. Of the 4 corporate auditors of the Company, 1 auditor (Toshiaki Takeda) concurrently serves as an officer

		of the Tender Offeror, and 1 auditor, (Masaaki Tsuda), was formerly employed by the Tender Offeror. In addition to the above, as of the date of this Press Release, 2 employees of the Tender Offeror are seconded to the Company. On the other hand, no employees of the Company is seconded to the Tender Offeror.
	Business relationship	The Company operates terminals operated by the Tender Offeror and provides unloading/loading and other services at the ports called by the vessels operated or chartered to the Tender Offeror Group (Note 2).
	Status as related party	The Company is a consolidated subsidiary of the Tender Offeror and falls under a related party.

(Note 1) “Ownership ratio” refers to the ratio (rounded to the second decimal place, hereinafter the same for indications in ownership ratio unless otherwise indicated) to the number of Company's Shares (43,247,189 shares) obtained by deducting the number of treasury shares owned by the Company as of September 30, 2021 (200,910 shares), from the total number of issued shares as of the same date (43,448,099 shares), as indicated in the Company’s “Financial Results for the 2nd Quarter of the Fiscal Year Ending March 2022 (Japan GAAP) (Consolidated)” announced by the Company on October 29, 2021.

(Note 2) “Tender Offeror Group” means, collectively, the Tender Offeror and the companies subject to consolidation with the Tender Offeror (hereinafter the same). As of September 30, 2021, there were 481 companies (including the Company) subject to consolidation with the Tender Offeror (of which 369 companies were consolidated subsidiaries and 112 companies were companies consolidated by equity method).

2. Tender Offer Price

725 yen per common share

3. Details, grounds, and reasons for the Opinion on the Tender Offer

(1) Details of the Opinion on the Tender Offer

The Company has resolved at its board of directors meeting held today to express an opinion in support of the Tender Offer by the Tender Offeror that is the Company's controlling shareholder (parent company) for all of the Company's Shares (excluding the Company's Shares held by the Tender Offeror and the treasury shares held by the Company; hereinafter the same) and to recommend the Company's shareholders to tender in the Tender Offer based on the grounds and reasons indicated in below "(2) Grounds and reasons for the Opinion on the Tender Offer."

For details on the resolution of the Company's board of directors meeting above, see "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(vii) Unanimous approval of all disinterested directors and the opinion of all auditors of the Company that they have no objections" below.

(2) Grounds and reasons for the Opinion on the Tender Offer

The description of the Tender Offeror in the grounds and reasons for the Opinion on the Tender Offer is based on the explanations received from the Tender Offeror.

(i) Outline of the Tender Offer

As of the date of this Press Release, the Tender Offeror holds 28,919,526 shares (Ownership Ratio: 66.87%) of the Company's Shares, that are listed on the First Section of Tokyo Stock Exchange, Inc. (the "TSE"), and the Company is therefore its consolidated subsidiary. For the circumstances leading to the Tender Offeror to make the Company its consolidated subsidiary, please see "(2) Grounds and reasons for the Opinion on the Tender Offer," "(ii) Background, purpose, and decision-making process for the Tender Offer leading to the Tender Offeror's decision to conduct the Tender Offer," "(a) Background for the Tender Offer" below.

The Tender Offeror has resolved at its board of directors meeting held today to implement the Tender Offer as part of the transactions (the "Transactions") to acquire all of the Company's Shares to make the Company its wholly-owned subsidiary.

The Tender Offeror did not set a maximum number of shares to be purchased in the Tender Offer because the purpose of the Tender Offer is to make the Company its wholly-owned subsidiary. In addition, the Tender Offeror did not set a minimum number on the shares to be purchased in the Tender

Offer and it will purchase all of the Tendered Shares Certificates, Etc. to ensure that the Company's shareholders who wish to sell in the Tender Offer to sell their shares have an opportunity to sell their shares. While the Tender Offeror aims to make the Company its wholly-owned subsidiary, the Tender Offeror holds 28,919,526 shares (ownership ratio: 66.87%) of the Company's Shares as above, and the Tender Offeror believes that it is possible to make the Company its wholly-owned subsidiary by such way as requesting the Company to consolidate the Company's Shares (the "Share Consolidation") pursuant to Article 180 of the Companies Act. However, the Tender Offeror contemplates to ensure opportunities for the shareholders of the Company to make appropriate judgments regarding the Transactions and guarantee fairness of the Transactions by introducing the Tender Offer and disclosing information regarding the Transaction appropriately.

Because the Tender Offeror's purpose is to make the Company its wholly-owned subsidiary, if the Tender Offeror is unable to acquire all of the Company's Shares in the Tender Offer, after the Tender Offer is completed, the Tender Offeror is scheduled to acquire all of the Company's Shares by implementing a series of procedures indicated in "(5) Policies on organizational change after the Tender Offer (matters concerning "two-step acquisition")" (the "Squeeze-Out Procedures") to make the Tender Offeror the sole shareholder of the Company. If the Tender Offer is not completed such as if the Tender Offer is revoked or no shares were tendered in the Tender Offer, the Tender Offeror intends to discuss on implementing the Squeeze-Out Procedures by the Tender Offeror between the Company. However, as of the date of this Press Release, it has not been decided whether to implement the Squeeze-Out Procedures or not if the Tender Offer is not completed.

(ii) Background, purpose, and decision-making process for the Tender Offer leading to the Tender Offeror's decision to conduct the Tender Offer

The Company received the following explanation from the Tender Offeror regarding the background, purpose and decision-making process for the Tender Offer leading to its decision to conduct the Tender Offer.

(a) Background for the Tender Offer

The Tender Offeror was formed under its current trade name in April 1999, through the merger of Navix Line, Ltd. and Mitsui O.S.K. Lines Ltd., the latter of which was formed by the merger of Osaka Shosen Kaisha and Mitsui Steamship Co., Ltd. in April 1964. Osaka Shosen Kaisha was a shipowner and liner service operator (see Note 1) founded in May 1884 with a capital stock of 1.2 million yen through a large-scale merger of shipowners based in the Kansai region. Mitsui Steamship Co., Ltd. originated as the shipping department of MITSUI & CO., LTD., which had operated shipping business in the late 19th

Century; the shipping department was spun off into an independent corporation on December 28, 1942, with a capital stock of 50 million yen. Due to the Second World War, both Osaka Shosen Kaisha and Mitsui Steamship Co., Ltd. lost the bulk of their ships and the right to do shipping business on their own account, but after the shipping industry was re-privatized in April 1950, due to their efforts to regain their shipping rights and rebuild their fleets, they were able to restore their main prewar routes by the early 1950s. Following the merger of Osaka Shosen Kaisha and Mitsui Steamship Co., Ltd. in April 1964 described above, the new entity (named Mitsui O.S.K. Lines, Ltd.) strove to expand and diversify its business in response to the development of Japanese trade and the growing variety of shipping methods and cargoes.

Osaka Shosen Kaisha listed on the Osaka Stock Exchange in June 1884, and Mitsui Steamship Co., Ltd. listed on the Tokyo, Osaka, and Nagoya stock exchanges in May 1949, and on all of the Japanese stock exchanges in 1964. The Tender Offeror delisted from the Sapporo Stock Exchange in November 2007, from the Fukuoka Stock Exchange in May 2013, from the First Section of the Osaka Stock Exchange in July 2013, and from the Nagoya Stock Exchange in May 2017, and is currently listed on the First Section of the TSE.

As of September 30, 2021, the Tender Offeror has 481 consolidated affiliates (369 consolidated subsidiaries and 112 equity-method affiliates including the Company), and the Tender Offeror Group operates globally, mainly in the shipping business. The Tender Offeror Group's five business segments – Dry Bulker Transport, Energy Transport, Product Transport, Associated Businesses, and Other – are outlined below.

- I. Dry Bulker Transport: The Tender Offeror Group owns and operates dry bulkers (see Note 2) (excluding coal carriers which transport coal for power plants) with which it transports cargo around the globe.
- II. Energy Transport: The Tender Offeror Group owns and operates coal carriers (which transport coal for power plants), tankers, offshore business, LNG carriers, and other ships with which it transports cargo around the globe.
- III. Product Transport: The Tender Offeror Group owns and operates car carriers (see Note 2) with which it transports cargo around the globe. It also provides total logistics solutions including owning and operating container ships, container terminals operation, air and ocean freight forwarding (see Note 3), trucking, warehousing, and heavyweight and oversized cargo transport. The Tender Offeror's consolidated affiliates MOL Ferry Co., Ltd. and Ferry Sunflower Limited operate ferries for passenger and freight transport, mainly on Japan's Pacific coast and Seto Inland Sea.
- IV. Associated Businesses: In addition to the real estate business mainly centered on DAIBIRU,

the Tender Offeror Group operates passenger cruises, tugboats, general trading (including the sale of fuel, shipbuilding materials, and machinery), and other businesses.

- V. Other: The Tender Offeror Group operates businesses including ship management (for ships other than tankers and LNG carriers), finance (for group-internal financing), information services, accounting, and maritime business consulting, through its consolidated affiliates including MOL Ship Management Co., Ltd.

A liner ship is a ship operating on a regular route under a regular schedule, with the port of departure, ports of call, port of destination, planned dates of departure and arrival, and ship name published in advance.

A dry bulker is a cargo ship designed to carry unpackaged grain, ore, cement, and other bulk cargo in its hold.

A car carrier is a specialized ship for the transportation of automobiles.

Freight forwarding is the service of providing support for trade paperwork and specialized operations that arise in connection with arranging transportation, as an agent between the entity that requests shipping (the consignor) and the actual shipping provider (the carrier).

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The Company was established as UTSUNOMIYA TOKUZO MARINE TRANSPORTATION that was privately managed by Tokuzo Utsunomiya in Yokohama in March 1890. The trade name was changed to UTOKU EXPRESS CO., LTD. in January 1949, and expanded its business in the Kanto, Tohoku, Hokuriku, and Kansai regions and expanded the scale and activities of its business. It changed its trade name to the present Utoc Corporation in August 2007. Its main business was marine transportation when it was first established, and the Company expanded its business into port business (Note 5) and plant and logistic business (Note 6). Presently, the port business accounts for 38% and the plant and logistics business accounts for 61% of the Company's sales, respectively. The Company

was listed on the Second Section of the TSE in September 1962, and became listed on the First Section of the TSE in September 1980. Thereafter, through expansion into the US, Southeast Asia and China, as of the date of this Press Release, the Company has been operating its businesses as a group (the “Company Group”) comprised of the Company and 16 consolidated subsidiaries (UTOCH LOGISTIC CORPORATION, UTOCH STEVEDORING CORPORATION, UTOCH TRANSNET CORPORATION, TERMINAL ENGINEERING CO.,LTD., KYUSHU UTOCH CORPORATION, UTOCH RYUTSU SERVICE CORPORATION, UTOCH BUSINESSSUPPORT CORPORATION, UTOCH PLANT SERVICE CORPORATION, UTOCH TERMINAL SERVICE CORPORATION, UTOCH TRANSPORT CORPORATION, UTOCH ENGINEERING PTE.LTD., UTOCH (THAILAND) CO.,LTD., UTOCH AMERICA, INC., ASIA UTOCH PTE.LTD., UTOCH PLANT CONSTRUCTION SDN.BHD., and UTOCH LOGISTICS (TIANJIN) CO.,LTD).

The Company continues to develop with its corporate philosophy: “Utoch aims to improve its corporate value through social contribution by providing quality service based on the needs of our customers and the demands of the age; Utoch will conduct transparent management in accordance with social rules and corporate ethics and is dedicated to being a company respecting humanity and with a spirit of challenge; and Utoch will commit to ensuring safety in all business realms and to environmental conservation. ”

(Note 5) In port business, the Company provides services such as cargo-handling (Note 8) of container ships, car carriers, conventional ships, roll-on/roll-off (RO/RO) (Note 7) vessels and operation of container and RO/RO vessels terminals mainly in the Ports of Keihin (Tokyo and Yokohama), Chiba and Ibaraki, as well as loading and unloading cargos at the port warehouse of the Company.

(Note 6) Plant and logistic business is broadly divided into two categories, the plant business and logistics business. In plant business, the Company provides services from design and planning to implementation control for heavy goods transportation and installation related to power plant, plant construction and periodic maintenance of petrochemical plants and other types of plant, bridge erection and dismantling for expressways and junctions. In logistics business, the Company provides integrated services such as logistic arrangement abroad and in Japan, customs clearance, warehousing and packing for various cargoes from food to heavyweight and oversized cargo.

(Note 7) RO/RO vessels mean cargo ships that can transport trucks and trailers with cargoes, and RO/RO is an abbreviation for ROLL-ON/ROLL-OFF.

(Note 8) Cargo-handling means comprehensive loading and unloading works for cargos between the ship and land at a port.

The capital relationship between the Company and the Tender Offeror is as follows. Mitsui Steamship Co., Ltd., one of the precursors of the Tender Offeror, made a capital contribution to the Company in 1951, and as of March 31, 2004, the Tender Offeror held 6,162,975 Company's Shares (shareholding ratio (meaning the ratio of the total issued shares of the Company excluding treasury shares represented by the Company's Shares held at a given time, rounded to two decimal places; the same applies to references to "shareholding ratio" below in this paragraph) as of March 31, 2004: 21.32%; total issued shares as of that date: 29,106,000 shares; treasury shares as of that date: 197,686 shares). On February 25, 2005, in order to maintain trading relationships in the port and harbor transportation business and maintain relationships with the Company as an equity-method affiliate, the Tender Offeror acquired the 2,910,000 shares of the Company's Shares held by MITSUI & CO., bringing the Tender Offeror's total shareholding to 9,072,975 shares (shareholding ratio as of February 25, 2005: 31.39%; total issued shares as of that date: 29,106,000 shares; treasury shares as of March 31, 2004: 197,686 shares) as of that date. The Tender Offeror conducted a tender offer for the Company's Shares in February 2006 for the purpose of clarifying the Company's status as a member of the Tender Offeror Group in order to strengthen the corporate group and promote group operations, especially in the core business area of shipping (tender offer period: February 6 to February 27, 2006; maximum number of shares to be purchased: 5,390,000 shares; minimum number of shares to be purchased: N/A); as of March 7, 2006, the Tender Offeror acquired 5,390,551 shares of the Company's Shares, bringing its shareholding to 14,463,526 shares (shareholding ratio as of March 7, 2006: 50.05%; total issued shares as of that date: 29,106,000 shares; treasury shares as of March 31, 2005: 207,899 shares), and making the Company a consolidated subsidiary of the Tender Offeror. On April 1, 2011, the Tender Offeror's shareholding increased to 28,919,526 shares of the Company's Shares (shareholding ratio as of April 1, 2011: 66.87%; total issued shares as of that date: 43,448,099 shares; treasury shares as of that date: 200,052 shares) after it received an allotment of 14,456,000 shares of the Company's Shares as consideration for the merger between the Company and INTERNATIONAL CONTAINER TERMINAL CO., LTD., and it holds 28,919,526 shares of the Company's Shares as of today (shareholding ratio: 66.87%).

(b) Circumstances and purpose leading to the Tender Offeror to conduct the Tender Offer

Demand for the Tender Offeror Group's core business of shipping is directly influenced by changes in different countries' production of resources, materials, and products; as the growth of the world economy has diversified the factors that affect production in each country, demand forecasting is becoming more and more difficult. Furthermore, the industry-wide effort to introduce new ships that use LNG and other clean alternative fuels is a technological revolution that has also introduced an

element of uncertainty, making supply-side forecasting similarly challenging. Due to these supply and demand factors, businesses such as the container ship business, the dry bulker business (especially iron ore), and the tanker business of energy transport, is becoming more uncertain in terms of global growth potential and future forecasting as a result of supply-side forecasting analysis becoming increasingly difficult due to changes in demand for transportation and environmental measures. The Tender Offeror has long believed that it will struggle to maintain the medium- to long-term growth going forward unless it branches out from continuing the general shipping business, which has a low barrier of entry due to the relative lack of expertise required for shipping and freight handling. There is also a growing global trend toward sustainability, as represented by the SDGs, and there is particular social demand for measures to address climate change and other environmental issues, which the Tender Offeror Group is aware of as a pressing issue that it cannot avoid. On April 1 2021, the Tender Offeror Group revised its corporate mission and group vision, stating its intention to contribute to the long-term prosperity of the society in the fields in which the Tender Offeror Group has strengths and develop a variety of social infrastructure businesses in addition to traditional shipping businesses globally to create value, and on June 18, 2021 it issued its revised environmental vision (“MOL Group Environmental Vision 2.1”) in which it aims to achieve “Net Zero GHG Emissions by 2050” by collaborating with industry leaders to reduce society’s greenhouse gas emissions, which it believes will enable sustainable growth for the Tender Offeror Group.

The Tender Offeror Group’s core business area of shipping is cyclical by nature due to demand being strongly affected by fluctuations in the market and the broader economy, and its position in the medium- to long-term is subject to uncertainties, including profit instability, due to the effects of decarbonization – particularly the decreasing demand for transportation of fossil fuels like coal and oil, the switch from heavy fuel oil to LNG and other clean alternatives which will require additional investment to refit ships, and the variability of alternative fuel prices. In this context, the Tender Offeror believes that making the Company a wholly-owned subsidiary of the Tender Offeror will increase the proportion of its portfolio that is represented by the port business and the logistics business – which both have strong connections to the shipping business, but which have different properties and incur limited impacts due to market movements – and reduce the Tender Offeror Group’s dependence on traditional shipping, and to reinforce its business and allow consistent, stable earnings, and will also diversify its access to new business areas by enabling it to leverage the strengths and network that the Tender Offeror Group has built up in the shipping business. In addition, by making the Company a wholly-owned subsidiary of the Tender Offeror, the two groups will be able to leverage each other’s customer bases, business bases, financial bases and other management resources, which were formerly subject to restrictions to maintain independence as a listed company. Placing the Company Group at the core of the Tender Offeror Group’s domestic regional business and coordinating and aligning its operations with those of the other companies in the Tender Offeror Group,

including information sharing and the leveraging of each other's customer bases, business bases, financial bases and other management resources, will enable the Tender Offeror Group to expand its business areas.

The Tender Offeror believes that, if the Company becomes a wholly-owned subsidiary of the Tender Offeror, the Company Group will be able to make swifter decisions without concern for the effects of temporary increases in investment burdens and short-term decreases in performance on the shareholders, and the two companies will be able to leverage each other's customer bases, business bases, financial bases and other management resources, which were formerly subject to restrictions to maintain independence as a listed company, which will allow them to implement growth strategies with a stronger focus on the medium- to long-term. Specifically, as the number of individual users (shipping companies) decreases due to the integration of shipping companies, and given the expected drop-off in import and export volumes as a result of long-term population decline projected by the Japan Statistics Bureau, the Company Group's port business needs to make efforts to further improve the quality and value-competitiveness of the services it offers to customers. The Tender Offeror believes that if the Company becomes a wholly-owned subsidiary of the Tender Offeror after the Transactions, the Company Group will no longer have to consider the effect of temporary increases in investment burden or short-term dips in performance on the general shareholders of the Company, and it can therefore enhance the Company Group's port business by strategic coordination with the Tender Offeror Group's network and the promotion of new investment to secure cost-competitiveness using the Tender Offeror Group's capital based on a medium- to long-term view. In the plant and logistics businesses, the Company Group has a stable business base, especially, in the Tender Offeror's understanding, due to its advanced technical capabilities in its original specialty area of heavy goods transportation. As demand is expected to remain firm going forward due to the replacement of aging Japanese infrastructure and the installation of new wind generation and other environmentally friendly plants, the Tender Offeror wishes to further expand these businesses after the Transactions by increasing coordination between the Tender Offeror Group and the Company Group and bringing in the expected demand. In addition, the Tender Offeror Group expects to utilize its global business base to further expand the Company Group's plant and logistics businesses in overseas markets.

The Tender Offeror has managed the Company as a member of the Tender Offeror Group since acquiring it as a consolidated subsidiary on March 7, 2006, and achieved synergies while respecting the Company's independence as a listed company. However, the Tender Offeror has carefully considered the capital relationship between the Tender Offeror Group and the Company Group since its acquisition as a consolidated subsidiary, given that there is currently a limit on how far customer bases, business bases, financial bases, and other management resources can be shared and optimized to implement the above measures from the standpoint of maintaining independence as a listed company. The Tender Offeror believes that if the Company's listing is maintained, it will be difficult

to carry out the initiatives that the Tender Offeror intends to carry out after the Tender Offer as described in the preceding two paragraphs, including: strategic coordination with the Company Group's network; promotion of new investment to secure cost-competitiveness using the Tender Offeror Group's capital to enhance the port business; expansion of business through further enhancing coordination in the plant and logistics businesses; and utilizing the global business base of the Tender Offeror Group to further expand the Company Group's plant and logistics businesses in overseas markets. The Tender Offeror believes that while the above initiatives will contribute to the medium- to long-term corporate value of the Company Group, they may cause investment increases and instability in the Company Group's performance in the short term, and it is therefore anticipated that the Company's management strategy may not necessarily align with the interests of its existing general shareholders in the short term. After formulating its management plan (Rolling Plan 2021), which was announced on April 5, 2021, the Tender Offeror accelerated its internal deliberations of the capital relationship between itself and the Company with a view to achieving the above initiatives and the implementation of growth strategies and management strategies for the Company with a medium- to long-term view. As a result, in early August 2021, the Tender Offeror concluded that making the Company a wholly owned subsidiary of the Tender Offeror and making the Tender Offeror the only shareholder of the Company is the most appropriate way of consolidating the management of the Tender Offeror Group, including the Company Group, and achieving the above initiatives, and is the best choice for enhancing the corporate value of both the Tender Offeror Group and the Company Group. As stated in "(1) Outline of the Tender Offer" in "1. Purpose of the Tender Offer" above, while the Tender Offeror intends to make the Company its wholly-owned subsidiary, since the Tender Offeror holds 28,919,526 shares (ownership ratio: 66.87%) of the Company Shares as stated above, the Tender Offeror believes that it would be possible for the Tender Offeror to make the Company a wholly-owned subsidiary by other means without implementing the Tender Offer, such as by requesting that the Company implement the Share Consolidation. However, the Tender Offeror intends to ensure that the shareholders of the Company have an appropriate opportunity to make decisions regarding the Transactions and ensure the fairness of the Transactions by first implementing the Tender Offer to make appropriate disclosures about the Transactions. The Tender Offeror believes, with respect to eliminating the dual listing of parent and subsidiary, that making the Company a wholly-owned subsidiary through the Tender Offer is consistent with recent trends in group governance discussion demanding greater fairness and transparency in the governance of listed companies (notably the Ministry of Economy, Trade and Industry's publication of the "Practical Guidelines for Corporate Governance Systems" on June 28, 2019).

Based on this understanding, in early August 2021, the Tender Offeror appointed Goldman Sachs Japan Co., Ltd. ("Goldman Sachs") as its financial advisor and Mori Hamada & Matsumoto as its legal advisor independent of the Tender Offeror Group and the Company Group, and began

deliberating the Transactions in earnest. The Tender Offeror, having concluded that it would be appropriate to offer the minority shareholders of the Company a reasonable opportunity to sell their shares by acquiring the Company Shares through a tender offer as part of the Transactions, initially approached the Company on September 30, 2021 indicating that the Transactions would be conducted through a tender offer and requesting to begin discussions between the Tender Offeror and the Company with respect to the possibility and conditions of the Transactions, and the two companies agreed to begin discussions. Following that, the Tender Offeror received the Company's business plan for the Y.E. March 2022 through the Y.E. March 2027 (the "Company's Business Plan") from the Company on October 22, 2021 and received an explanation from the Company regarding the Company's Business Plan on October 28, 2021. On October 29, 2021, following comprehensive consideration of the inherent corporate value of the Company based on analyses including the market share price analysis of the Company's Shares and financial forecast model analysis based on the Company's Business Plan, and the possibility of endorsement of the Tender Offer by the Company and the prospect of successful completion of the Tender Offer, the Tender Offeror made a formal proposal to the Company regarding the Transactions, including deciding on the price for purchase, etc. of the Company's Shares (the "Tender Offer Price") of 680 yen per share. However, on November 4, the Company requested that the Tender Offeror reconsider the Tender Offer Price because 680 yen per share could not be considered to represent a reasonable premium on the market share price in comparison to other tender offer buyouts of a subsidiary by a parent company with the assumption of taking the company private, and did not sufficiently reflect the corporate value of the Company in light of the theoretical range of share prices calculated by DCF analysis (defined in "(3) Matters concerning calculation," "(i) Procurement by the Company of a share valuation report from an independent financial advisor and third-party valuator," "(i-2) Description of calculation of the Company's Shares" below; the same applies hereinafter), and it was therefore not sufficient from the perspective of the Company's minority shareholders. Based on the request to reconsider the Tender Offer Price, the Tender Offeror proposed on November 5 to increase the Tender Offer Price to 700 yen per share, but on November 8, the Company requested that the Tender Offeror once again consider raising the Tender Offer Price for the same reasons as above. On November 12, the Tender Offeror proposed a Tender Offer Price of 710 yen per share, but the Company responded on November 16 that it had concluded that the price of 710 yen per share was still not adequate for its minority shareholders for the same reasons as above, and requested that the Tender Offeror again reconsider the Tender Offer Price. On November 17, the Tender Offeror proposed a Tender Offer Price of 715 yen per share. On November 22, the Company responded that 715 yen per share was still not adequate for its minority shareholders for the same reasons as above, and requested that the Tender Offeror reconsider. On November 25, the Tender Offeror made a final offer with a Tender Offer Price of 725 yen per share, and the Tender Offeror received a response from the Company regarding the final decision, to the

effect that it is appropriate to accept the proposal to set the Tender Offer Price at 725 yen on the basis that the final decision will be made through a resolution of the board of directors taking into account the report from the Special Committee.

As described above, at the board of directors' meeting held on today, the Tender Offeror resolved to implement the Tender Offer for the purpose of making the Company a wholly-owned subsidiary of the Tender Offeror, considering legal advice from Mori Hamada & Matsumoto, and advice from a financial point of view from Goldman Sachs, and a financial analysis report dated November 30, 2021 ("the Analysis Report (GS)") received from Goldman Sachs. For description of the GS Valuation Report, see "(3) Matters concerning calculation," "(iii) Procurement of a share valuation report from an independent financial advisor".

(iii) Management policy after completion of the Tender Offer

After the Transactions, the Tender Offeror will work to speed up decision-making and coordination within the Tender Offeror Group, including the Company, and to optimize allocation and sharing of management resources including customer bases, business bases, and financial bases in order to respond to future changes in the business environment, strengthen the Tender Offeror Group's business, and achieve sustainable earnings growth while fully utilizing the unique strengths of the Company Group. In addition, by improving competitiveness from a medium- to long-term perspective and implementing flexible management measures, the Tender Offeror will work to accelerate earnings growth and enhance corporate value within the Tender Offeror Group, including the Company Group.

The current management structure of the Company will be respected after the Transactions, but the Tender Offeror will promptly determine the necessary measures to be taken and how to implement them through discussions with the Company, with the aim of achieving the greater competitiveness and growth of the Company Group expected following the Transactions and the medium- to long-term growth of the Group as rapidly as possible.

(iv) Process and reasons for the Company's decision-making to support the Tender Offer

(iv-1) Background for establishing the evaluation framework

On September 30, 2021, the Company received initial contact from the Tender Offeror concerning its proposal to conduct the Transaction by means of a tender offer and that it wishes to commence discussions with the Company regarding whether the Transaction would be conducted and its conditions. The Company agreed to commence discussions with the Tender Offeror. After this, in mid October 2021, the Company appointed Nomura Securities Co., Ltd. ("Nomura Securities") as its financial advisor and third-party valuator independent from the Tender Offeror and the Company, and

Anderson Mori & Tomotsune (“AM&T”) as its legal advisor independent from the Tender Offeror and the Company, respectively, in order to ensure the fairness of the Tender Offer Price and the terms of the Transactions including other Tender Offer. In consideration of the fact that the Company is the Tender Offeror’s consolidated subsidiary and that the Transactions fall under a transaction that involves structural conflict of interests and asymmetry of information, as a means to deal with these issues, and to ensure fairness of the Transaction, the Company immediately commenced establishing a framework for evaluation, negotiation and decision-making regarding the Transactions from the perspective of enhancing the Company’s corporate value and securing the benefits of the minority shareholders of the Company, based on advice from AM&T and from a position that is independent from the Tender Offeror.

Specifically, the Company has, from mid October 2021, began preparation to establish a Special Committee constituting of an independent outside director, independent outside corporate auditor and an outside expert as described in “(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests,” “(ii) Establishment of the Special Committee and procurement of Report from the Special Committee.” Based on this, the Company established a special committee (hereinafter referred to as the “Special Committee”; please see “(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests,” “(ii) Establishment of the Special Committee and procurement of Report from the Special Committee” on the circumstances of establishing the Special Committee, review by and contents of judgment of the Special Committee) constituting Mr. Hajime Nakai (the Company’s independent outside director), Ms. Chihiro Kawai (the Company’s independent outside corporate auditor, representative of Bayside Partners (accounting firm) and committee member of Yokohama City University Evaluation Committee) and Mr. Akito Takahashi (lawyer of Takahashi & Katayama (law firm)) by resolution of the board of directors meeting held on October 18, 2021 and submitted to the Special Committee the matters for which it wishes to consult with the committee concerning (i) whether the purpose of the Transactions is reasonable (including whether the Transactions is beneficial in enhancing the Company’s corporate value), (ii) whether the fairness of procedures concerning the Transactions is ensured, (iii) whether the terms of the Transactions (including the Tender Offer Price) is appropriate, (iv) whether the Transactions are disadvantageous to the minority shareholders of the Company in consideration of (i) to (iii) above, and (v) whether the Company’s board of directors meeting should resolve to support the Tender Offer and to recommend the Company’s shareholders to tender their shares (hereinafter collectively referred to as the “Consulted Matters”). Furthermore, the Company’s board of directors resolved that upon establishing the Special Committee, the Company’s board of directors will fully observe the Special Committee’s judgement in the decision-making process of the

Company's board of directors regarding the Transactions. In particular, the Company's board of directors resolved that it will not support the Transactions if the Special Committee judges that the terms of the Transactions are inappropriate, and if the Special Committee deems necessary, the Special Committee shall be given (i) authority to appoint its advisors such as financial advisor and legal advisor (and reasonable expenses for such appointment to be borne by the Company) or to approve the Company's advisors, (ii) authority to receive necessary information to review and decide on the Transaction from officers and employees of the Company and other persons whom the Special Committee considers necessary, and (iii) authority to discuss and negotiate on the terms of the Transaction with the Offeror if the Special Committee considers necessary. (Please see "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(ii) Establishment of the Special Committee and procurement of Report from the Special Committee" on how this resolution was made at this board of directors meeting.) As indicated in "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(ii) Establishment of the Special Committee and procurement of Report from the Special Committee," the Special Committee exercised its above authority above and appointed Yamada Consulting Group Co., Ltd. ("Yamada Consulting") as its own financial advisor and third-party evaluator on October 29, 2021.

As indicated in "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(ii) Establishment of the Special Committee and procurement of Report from the Special Committee," the Special Committee has approved the Company's appointment of Nomura Securities as the Company's financial advisor and third-party evaluator and AM&T as the Company's legal advisor, confirming they are independent and professionally qualified.

As indicated in "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(ii) Establishment of the Special Committee and procurement of Report from the Special Committee," the Company established a framework within the Company for evaluation, negotiation and judgement of the Transactions (including the range of the Company's officers and employers who are partial to the evaluation, negotiation and judgement of the Transactions, and the scope of their duties) from a position independent from the Tender Offeror, and the Special Committee has approved this evaluation framework with regard to its independence and fairness.

From the end of October 2021 to the end of November 2021, the Company has carefully discussed and reviewed whether the Transactions including the Tender Offer are beneficial in enhancing the Company's corporate value and whether the terms of the Transactions including the Tender Offer Price are appropriate, based on guidance and legal advice from AM&T regarding the Company's response to ensure the fairness of procedures of the Transactions, and based on the report from Nomura Securities concerning the results of the share valuation of the Company's Shares, its advice concerning the Company's policy for negotiating with the Tender Offeror and its other advice from a financial perspective.

In the process of discussing and reviewing inside the Company and negotiations with the Tender Offeror, the Special Committee has confirmed and stated its opinion as appropriately in response to the reports from the Company and the Company's advisors. The Company's financial advisor handles its negotiations with the Tender Offeror based on prior discussion inside the Company and in accordance with the policy for negotiation that reflects the opinions of the Special Committee, and whenever the Company receives a proposal from the Tender Offeror concerning the Tender Offer Price, immediately reports this to the Special Committee and makes its response, upon discussion within the Company and based on the advice received from the Special Committee.

On November 30, 2021, the Company has received a Report (the "Report") from the Special Committee stating that the Special Committee finds that (i) the purpose of the Transactions is reasonable (i.e., that the Tender Offer is beneficial in enhancing the Company's corporate value), (ii) the fairness of the procedures of the Transactions is ensured, (iii) the terms of the Transactions (including the Tender Offer Price) are appropriate, (iv) in view of (i) to (iii) above, the Transactions are not disadvantageous to minority shareholders, and (v) in view of (i) to (iv) above, it is appropriate, as of now, for the Company's board of directors to make a resolution state its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares (i.e., in favor of), and that the Transactions are not disadvantageous to the Company's minority shareholders. (For a summary of the Report, please see "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(ii) Establishment of the Special Committee and procurement of Report from the Special Committee.")

As such, the Company concluded as follows that synergic effects can be expected by the Company becoming a wholly-owned subsidiary of the Offeror, and that the effect should be beneficial in enhancing the Company's corporate value.

The market environment surrounding the Company is undergoing various transitions in both the Company's port business and plant and logistics businesses, which are the Company's primary area of business.

In particular, in the Company's port business, the Company must consider the global trend towards a sustainable society as represented by the SDGs which requires a combination of both consideration for the environment and provision of high quality services, and in response must flexibly cope with environmental changes surrounding the business such as the increasing size of vessels by proactively investing in equipment and facilities. With respect to the Company's distribution business, the Company considers that it will become necessary to progress an environment-friendly modal shift (Note 9) to transportation methods, enhance cost-competitiveness to increase profitability, and invest management resources in technological developments and increase equipment.

(Note 9) Modal shift means to shift from the use of cargo transportation by means of automobiles such as trucks to cargo transportation by means of small and environment-friendly railways and vessels.

As such, unpredictable conditions at the phase of various transitions is expected to continue, and the Company considers it necessary to make proactive investments in order to fundamentally enhance the Company's management base. Although such investment anticipates a mid-term merit that would lead to enhancement of the Company's corporate value, in the short-term, initial cost and investment that precede such investment could affect the Company's financial position and business performance in a way that the capital market may react negatively towards the Company. As there is a limit to the extent on which proactive investments can be made by simultaneously taking into account the interests of the general shareholders of the Company, the Company has concluded that making the Company a wholly-owned subsidiary of the Tender Offeror by executing the Transactions, eliminating potential conflict of interests arising from parent-subsidary listing, and establishing a system to enable flexible and quick decision-making, while sharing management resources between the two groups to fundamentally enhance the Company's business and management base would be beneficial in enhancing the Company's corporate value.

The Company considers that the following synergic effects can be achieved from the Transactions.

- 1) Expedite decision-making to share management resources and to implement management strategies with the Tender Offeror Group

The Company has, as a listed company, considered the interests of the Company's minority shareholders and endeavored to ensure the Company's independence. For this reason, there were concerns in sharing management resources of the Tender

Offeror Group that this might give rise to conflicts of interests between the Tender Offeror Group and the minority shareholders, and much effort has been required to ensure the Company's independence. By becoming a wholly-owned subsidiary of the Tender Offeror after the Transactions, such conflict of interests between the Tender Offeror Group and the minority shareholders, and the limitations on ensuring independence may be avoided, and through necessary cooperation with the Tender Offeror Group and the efficient use of management resources, and by making proactive investments quickly and smoothly from a middle to long-term perspective, the corporate value of the Tender Offeror Group including the Company may be enhanced over the middle to long-term.

2) Establish human resource foundation through reinforced personnel training

The Company Group has endeavored to train and secure diverse and capable personnel for the development of its business, but in this age of aging society and shrinking population, widely-changing values regarding work-style, it is becoming increasingly important to secure and train personnel who are specialized in necessary areas and capable of responding to newly implemented technology and overseas expansion. Becoming a wholly-owned subsidiary of the Tender Offeror after the Transactions under such circumstances not only allows the Company to make further investments concerning personnel training, but also allows the Company to promote interaction of personnel between the Tender Offeror Group and the Company, thereby increasing the opportunity for personnel from different lines of work and areas to gain practical work experience. This will allow the Company to secure personnel who work at the core of the Company and reinforce its human resource foundation.

3) Mitigate cost to maintain listing and relevant operational burdens

The delisting of the Company is expected to mitigate burdens such as immediate operational burdens for maintaining the listing including responses to the corporate governance code, as well as costs for continuous disclosure of information through securities reports, audits, operation of general meeting of shareholders, and commissions to the shareholder registry administrator, which are also required for maintaining the listing. As such, the Transactions may allow the Company to utilize and focus its management resources for further developing its business.

Furthermore, concerning the circumstances of the negotiation regarding the Tender Offer Price, the Company has, ever since receiving the Tender Offeror's initial

proposal to make the Tender Offer Price of 680 yen per share on October 29, 2021, continued to discuss and negotiate with the Tender Offeror on the terms of the Transactions including the Tender Offer Price. In particular, the Tender Offeror has proposed a Tender Offer Price of 700 yen per share on November 5, 2021, 710 yen per share on November 12, 2021, and 715 yen per share on November 17, 2021. In response to each of these proposals, the Company has requested the Tender Offeror, upon consideration of opinions received from the Special Committee (the Special Committee formed its opinion based on advice from its advisor Yamada Consulting), Nomura Securities and AM&T, to reconsider the Tender Offer Price on the grounds that the price is not appropriate. The Company continued to discuss and negotiate with the Tender Offeror with the mediation of the Company's financial advisor and consequently agreed to the Tender Offeror's final proposal for the Tender Offer Price at 725 yen per share received on November 25, 2021. Thereafter, on November 29, 2021, the Company responded to the Tender Offeror that it will accept the proposal of a Tender Offer Price of 725 yen per share on condition that the final decision will be made by the Company's board of directors based on the report from the Special Committee.

The Company concluded based on the following points that the Tender Offer Price of 725 yen per share is an appropriate price that ensures the benefits of minority shareholders, and that the Tender Offer provides a reasonable opportunity for the Company's minority shareholders to tender the Company's Shares at a premium price.

a) The Tender Offer Price was agreed through multiple and sufficient negotiations with the Tender Offeror, with the substantial involvement of the Special Committee, and with sufficient measures being taken to ensure the fairness of the terms of the Transactions including the Tender Offer Price as indicated in "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests" below.

b) Of the valuation results of the Company's Shares in the share valuation report submitted by Nomura Securities on November 30, 2021 (the "Nomura Securities Valuation Report"), the Tender Offer Price exceeds the range of valuation of the Company's Shares calculated by the average market price method and comparable company analysis method by Nomura Securities, as described in "(3) Matters concerning calculation," "(i) Procurement by the Company of a share valuation report from financial advisor and third-party

valuator independent from the Company”), and falls within the range of valuation of the Company’s Shares calculated by the DCF Method.

c) Of the valuation results of the Company’s Shares in the Share Valuation Report submitted by Yamada Consulting on November 29, 2021 (the “Yamada Consulting Valuation Report”), the Tender Offer Price exceeds the range of valuation of the Company’s Shares calculated by the market price method by Yamada Consulting as indicated in “(3) Matters concerning calculation,” “(ii) Procurement by the Special Committee of a Share Valuation Report from an independent financial advisor and third-party valuator,” and exceeds the median of the Company’s Shares calculated by the comparable company analysis method as well as the median of the Company’s Shares calculated by the DCF Method. Furthermore, a Fairness Opinion (hereinafter referred to as the “Fairness Opinion”) has been issued by Yamada Consulting which contains Yamada Consulting’s judgment that the Tender Offer Price of 725 yen per share is fair to the Company’s shareholders (excluding the Tender Offeror and its affiliates) from a financial perspective, as indicated in “(3) Matters concerning calculation,” “(ii) Procurement by the Special Committee of a Share Valuation Report from an independent financial advisor and third-party valuator”.

d) The Tender Offer Price has a premium added thereto at a rate of 40.50% (rounded to the second decimal place, hereinafter the same for the calculation of the premium rates) of the closing price of 516 yen of the Company’s Shares on the First Section of the TSE for November 29, 2021, which is the Business Day preceding the announcement date of the Tender Offer, 37.57% of the simple average of the closing price of 527 yen (figures less than decimal rounded to whole number; hereinafter the same for the calculation of simple average of the closing price) for the recent one month counted from November 29, 2021, 33.76% of the simple average of the closing price of 542 yen for the recent three (3) months counted from November 29, 2021, and 35.77% of the simple average of the closing price 534 yen for the recent six (6) months counted from November 29, 2021. Therefore, the level of premium equivalent to approximately 40.50% added on the closing price of 516 yen of the Company’s Shares on the business day preceding the date of announcement is not particularly different compared to premiums paid (in average from around 39% to around 43% and the median from around 39% to around 41%) in 40 other

examples of tender offers conducted beyond (and including) January 1, 2018 for the purpose of making a listed subsidiary company a wholly-owned subsidiary of its parent company. Furthermore, the level of premium equivalent to 33.76% to 37.57% of the simple average closing price of the Company's Shares for the recent one month, three (3) months, and six (6) months counted from November 29, 2021 could be evaluated to respectively fall within reasonable levels because in the above 40 examples of premiums paid, there are eight (8) cases where the premium was less than 30% towards the simple average closing price for the recent one month from the business day preceding announcement, 14 cases where the premium was 30% or more to less than 40%, six (6) cases where the premium was less than 30% towards the simple average closing price for the recent three (3) months from the business day preceding the announcement, 15 cases where the premium was 30% or more to less than 40%, nine (9) cases where the premium was less than 30% towards the simple average closing price for the recent six (6) months from the business day preceding the announcement, and nine (9) cases where the premium was 30% or more to less than 40%.

e) The Special Committee judged that the Tender Offer Price is appropriate as stated in its Report, as indicated in “(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests,” “(ii) Establishment of the Special Committee and procurement of Report from the Special Committee.”

Based on the above, the Company concluded that the Transactions is beneficial in enhancing the Company's corporate value and the terms of the Transactions including the Tender Offer Price are appropriate, and has therefore resolved at its board of directors meeting held today to express an opinion in support of the Tender Offer and to recommend its shareholders to tender in the Tender Offer.

For details on the methods of making the resolution at the Company's board of directors meeting, please see “(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests,” “(vii) Unanimous approval of all disinterested directors and the opinion of all corporate auditors of the Company that they have no objections.”

The Tender Offer Price falls below the net asset value per share of 813 yen (figures less than decimal rounded to whole number) calculated from the net book value as of September 30, 2021. However,

considering the massive cost and loss that may be incurred such as the cost of and loss incurred from early collection of the Company's claims and the cost of closing the Company's warehouse, the net book value will not be cashed in the stated amount even in the event of the Company's liquidation, where this value is anticipated to significantly deteriorate. As such, the Company considers that the Tender Offer Price exceeds the substantial liquidation value per share.

(3) Matters concerning calculation

Among the grounds and reasons of the Opinion concerning the Tender offer, the description concerning the Tender Offeror is based on the explanation received from the Tender Offeror.

- (i) Procurement by the Company of a share valuation report from an independent financial advisor and third-party valuator

- (i-1) Name of third-party valuator and its relationship with the Company and the Tender Offeror

The Company, in stating its Opinion concerning the Tender Offer Price, requested Nomura Securities, a financial advisor and third-party valuator independent from the Tender Offeror and the Company, to calculate the value of the Company's Shares to ensure fairness of decision-making towards the Tender Offer Price proposed from the Tender Offeror. The Company obtained Nomura Securities Valuation Report from Nomura Securities on November 30, 2021. Nomura Securities does not fall under a related party of the Company or the Tender Offeror, and it has no material interest in the Transactions including the Tender Offer. The Special Committee, at its first meeting, approved Nomura Securities as the Company's financial advisor and third-party valuator by confirming that Nomura Securities is independent and professionally qualified. However, the Company has not obtained from Nomura Securities an opinion concerning the fairness of the Tender Offer Price (Fairness Opinion).

The fees to be paid to Nomura Securities for the Transactions includes performance fee payable on condition that the Transactions are completed. The Company decided that, by taking into account general practices in the same kind of transactions and the pros and cons of the fee arrangement whereby the Company would be required to pay a corresponding amount if the Transactions are not completed, the independence of Nomura Securities would not become doubtful even if its fees include performance fee payable on condition that the Transactions are completed, and the Company therefore appointed Nomura Securities as its financial advisor and third-party valuator based on the above fee arrangement.

- (i-2) Description of calculation of the Company's Shares

Nomura Securities considered multiple calculation methods to apply in calculating the share value of the Company's Shares for the Tender Offer. On the assumption that the Company is a going concern,

and that multifaceted valuation of the Company's Shares is appropriate, Nomura Securities applied: (i) the average market price method given that the Company's Shares are listed on the First Section of the TSE and thus the market price thereof is available; (ii) the comparable company analysis method given that there are multiple listed companies that are engaged in business relatively similar to the Company's business, and the availability of an analogy of the share value thereof by comparison with companies that are determined to be engaged in business similar to the business of the Company; and (iii) the discounted cash flow method ("DCF Method") to reflect the future business activities of the Company in calculating the per share value of the Company's Shares. The Company has obtained from Nomura Securities the Nomura Valuation Report dated November 30, 2021.

In the Nomura Securities Valuation Report, the share price range per share of the Company's Shares as calculated by each of the above methods is as follows.

Average market price method:	From 516 yen to 542 yen
Comparable company analysis method:	From 322 yen to 636 yen
DCF Method:	From 630 yen to 1,239 yen

Pursuant to the average market price method, as of the reference date of calculation on November 29, 2021, the share value range per share of the Company's Shares was calculated to be 516 yen to 542 yen, based on the closing price of 516 yen of the Company's Shares on the reference date on the First Section of the TSE, the simple average closing price of 527 yen for the recent five (5) business days, the simple average closing price of 527 yen for the recent one (1) month, the simple average closing price of 542 yen for the most recent three (3) months, and the simple average closing price of 534 yen for the most recent six (6) months.

Pursuant to the comparable company analysis method, Kamigumi Co., Ltd., Meiko Trans Co., Ltd., and Isewan Terminal Service Co., Ltd. were chosen as the listed companies that are judged to be engaged in business similar although not identical to the business of the Company and therefore comparable with the Company were chosen for comparison, and the share value of the Company's Shares was calculated by using the ratios towards the corporate value of (a) the operating income ratio, and (b) operating income before amortization ("EBITDA multiple"), price earning ratio, and price book-value ratio, and, furthermore by making certain adjustments to the financial position by adding the value of all cash equivalents, etc. held by the Company. As a result, the share value range per share of the Company's Shares was calculated to be 322 yen to 636 yen.

Pursuant to the DCF Method, the Company's enterprise value and share value were calculated by using

various elements such as its earnings forecast and investment plans in its business outlook for six fiscal years from Fiscal Year ending March 2022 to its Fiscal Year ending March 2027 based on its business plan prepared by the Company and information disclosed by it to the public, and by discounting by a certain rate to the present value the free cash flow projected to be generated by the Company on and after the third quarter of its Fiscal Year ending in March 2022. As a result, the share value range per share of the Company's Shares was calculated to be 630 yen to 1,239 yen. At this time, the discount rate of 4.50% to 5.00% was applied. In calculating the going-concern value, perpetual growth rate model and EBITDA multiple rate model were used. The perpetual growth rate of -0.25% to 0.25% was applied, and EBITDA multiple rate of 3.5 times to 5.5 times was applied.

The Company's financial forecast based on its business plan that Nomura Securities used as the basis for the calculation pursuant to the DCF Method includes a fiscal year in which Nomura Securities projected that there would be a significant increase in operating income for such fiscal year. Specifically, Nomura Securities projects that operating income for the fiscal year ending March 2025 would significantly increase by approximately 30% compared to the previous fiscal year which is attributable to increase in orders received for plant business mainly for transporting heavy weight and oversized cargo. Also, because the synergistic effects that could be expected from conducting the Transactions were difficult to concretely estimate as of the time of making the calculation, Nomura Securities did not take these into account in its financial forecasts.

The financial forecast used for the calculation pursuant to the DCF Method is as follows.

(Unit: million yen)

	March 2022 (6 months)	March 2023	March 2024	March 2025	March 2026	March 2027
Operating revenue	24,237	49,939	52,749	54,950	55,417	55,437
Operating income	606	2,067	2,255	2,923	2,952	2,962
EBITDA	1,437	3,829	4,088	4,881	4,880	4,883
Free cash flow	(454)	(705)	(1,240)	1,715	2,063	2,103

(Note) Nomura Securities calculated the share value of the Company's Shares on the assumption that the information publicly disclosed and all information received from the Company are accurate and complete and did not independently verify their accuracy and

completeness. Furthermore, Nomura Securities did not independently evaluate, appraise, and assess, or retain a third party firm to appraise or assess, the Company and its affiliates' assets and liabilities (including financial derivative products, off-book assets and liabilities, and other contingent liabilities). With respect to the Company's business plan, it was assumed that this was reasonably prepared based on the best and sincere estimate and judgment that could be made by the Company's management as of the time of preparing this. The calculation of Nomura Securities is said to reflect the information and economic conditions through November 29, 2021. Furthermore, the calculation of Nomura Securities is solely for the purpose of reference for the Company's board of directors in reviewing the share value of the Company's Shares.

- (ii) Procurement by the Special Committee of a share valuation report and fairness opinion from an independent financial advisor and third-party valuator

- (ii-1) Name of third-party valuator and its relationship with the Company and the Tender Offeror

The Special Committee, upon reviewing the Consulted Matters, engaged Yamada Consulting, a financial advisor and independent third-party valuator that is independent from the Tender Offeror and the Company, as its advisor to calculate the value of the Company's Shares and conduct incidental financial analysis, and to issue its fairness opinion ("Fairness Opinion (Yamada Consulting)") concerning fairness of the Tender Offer Price. The Special Committee obtained Yamada Consulting Valuation Report and Fairness Opinion (Yamada Consulting) on November 29, 2021.

As indicated in above "(2) Grounds and reasons for the Opinion on the Tender Offer," "(iv) Process and reasons for the Company's decision-making to support the Tender Offer," when the Company's board of directors received the Report from the Special Committee, it also received the Yamada Consulting Valuation Report and Fairness Report (Yamada Consulting) on November 30, 2021, and by taking the contents thereof into account, made the resolution as indicated in below "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(vii) Unanimous approval of all disinterested directors and the opinion of all auditors of the Company that they have no objections."

Yamada Consulting does not fall under a related party of the Company and the Tender Offeror nor has any material interest in the Transactions including the Tender Offer. As indicated in below "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(ii) Establishment of the Special Committee

and procurement of the Report from the Special Committee,” the Special Committee appointed Yamada Consulting to act as the committee’s financial advisor and third party-valuator after considering the independence, expertise, and experience of the candidates for financial advisor and third-party valuator. Yamada Consulting will receive only a fixed fee for the Transactions regardless of whether the Transactions are completed and no performance fee will be paid thereto on condition of completion of the Transactions including the Tender Offer.

(ii-2) Description of calculation of the Company’s Shares

Yamada Consulting considered multiple calculation methods to apply in calculating the share value of the Company's Shares for the Tender Offer. On the assumption that the Company is a going concern, and that multifaceted valuation of the Company's Shares is appropriate, Yamada Consulting applied: (i) the average market price method given that the Company's Shares are listed on the First Section of the TSE and thus the market price thereof is available; (ii) the comparable company analysis method given that there are multiple listed companies that are engaged in business relatively similar to the Company's business, and the availability of an analogy of the share value thereof by comparison with companies that are determined to be engaged in business similar to the business of the Company; and (iii) the DCF Method to reflect the future business activities of the Company in calculating the per share value of the Company's Shares. The Special Committee has obtained from Yamada Consulting the Yamada Consulting Valuation Report dated November 29, 2021.

In the Yamada Consulting Valuation Report, the share price range per share of the Company’s Shares as calculated by each of the above methods is as follows.

Average market price method:	From 516 yen to 542 yen
Comparable company analysis method:	From 575 yen to 740 yen
DCF Method:	From 540 yen to 877 yen

Pursuant to the average market price method, as of the reference date of calculation on November 29, 2021, the share value range per share of the Company's Shares was calculated to be 516 yen to 542 yen, based on the closing price of 516 yen of the Company's Shares on the reference date on the First Section of the TSE, the simple average closing price of 527 yen for the recent one (1) month, the simple average closing price of 542 yen for the most recent three (3) months, and the simple average closing price of 534 yen for the most recent six (6) months.

Pursuant to the comparable company analysis method, Maruzen Showa Unyu Co., Ltd., Kamigumi Co., Ltd., Meiko Trans Co., Ltd., Isewan Terminal Service Co., Ltd., and Azuma Shipping Co., Ltd.

were chosen as the listed companies that are judged to be engaged in business similar although not identical to the business of the Company and therefore comparable with the Company were chosen for comparison, and the Company's market price of the share and profit earning ratio were compared with those of the above companies. As a result, the share value range per share of the Company's Shares was calculated to be 575 yen to 740 yen.

Pursuant to the DCF Method, the Company's enterprise value and share value were calculated by using various elements such as its earnings forecast and investment plans in its business outlook for six fiscal years from Fiscal Year ending March 2022 to its Fiscal Year ending March 2027 based on its business plan prepared by the Company and information disclosed by it to the public, and by discounting by a certain rate to the present value the free cash flow projected to be generated by the Company on and after the third quarter of its Fiscal Year ending in March 2022. As a result, the share value range per share of the Company's Shares was calculated to be 540 yen to 877 yen. At this time, the discount rate of 6.69% to 8.17% was applied. In calculating the going-concern value, perpetual growth rate model and EBITDA multiple rate model were used. The perpetual growth rate of -0.50% to 0.50% was applied, and EBITDA multiple rate of 3.38 times to 4.38 times was applied.

The Company's financial forecast based on its business plan that Yamada Consulting used as the basis for the calculation pursuant to the DCF Method includes a fiscal year in which Yamada Consulting projected that there would be a significant increase in operating income for such fiscal year. Specifically, Yamada Consulting projects that operating income for the fiscal year ending March 2025 would significantly increase by approximately 30% compared to the previous fiscal year which is attributable to increase in orders received for plant business mainly for transporting heavy weight and oversized cargo. Also, because the synergistic effects that could be expected from conducting the Transactions were difficult to concretely estimate as of the time of making the calculation, Yamada did not take these into account in its financial forecasts. Those financial forecasts are based on the business plan prepared by the Company, analysis conducted by Yamada Consulting of this business plan through multiple Q&A sessions held between Yamada Consulting and the Company, and as indicated in below "(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests," "(ii) Establishment of the Special Committee and procurement of Report from the Special Committee," the Special Committee confirmed the contents and the reasonableness of the process this was prepared.

The financial forecast used for the calculation pursuant to the DCF Method is as follows.

(Unit: million yen)

	March 2022 (6 months)	March 2023	March 2024	March 2025	March 2026	March 2027
Operating revenue	24,236	49,939	52,749	54,950	55,417	55,437
Operating income	606	2,067	2,255	2,923	2,952	2,962
EBITDA	1,484	3,987	4,247	5,040	5,039	5,043
Free cash flow	226	(975)	(1,279)	1,579	2,042	2,092

(ii-3) Description of the Fairness Opinion

The Special Committee obtained from Yamada Consulting its Fairness Opinion dated November 29, 2021 which indicates that the Tender Offer Price of 725 yen per share is fair to the Company's shareholders (excluding the Tender Offeror and its affiliates) from a financial perspective (Note). The Fairness Opinion is a statement of opinion that the Tender Offer Price of 725 yen per share is fair to the Company's shareholders from a financial perspective based on the results of calculation of the Company's Shares based on the business plan prepared by the Company. The Fairness Opinion (Yamada Consulting) was issued through the process of Yamada Consulting referring to results of calculation of the value of the Company's Shares that it calculated based on disclosure and explanation from the Company on the current situation and outlook of business of the Company's group, and, furthermore, holding Q&A sessions with the Special Committee, reviewing the Company group's business environment, economy, market, and financial situation to the extent deemed necessary by Yamada Consulting, and review of the Fairness Opinion by persons of Yamada Consulting who are independent from the engagement team.

(Note) In preparing and submitting the Fairness Opinion and in calculating the share value as the basis of its Fairness Opinion, Yamada Consulting assumed that the information that were already publicized or information provided from the Company are accurate and complete and assumed that there are no facts that were not disclosed to it that may materially affect the analysis and calculation of the Company's share value, has not independently investigated and analyzed those facts, nor it has any obligation to conduct such investigation and analysis.

Yamada Consulting has not independently assessed or appraised the Company's assets and liabilities (including off-book assets and liabilities and other contingent liabilities)

including analysis and appraisal of individual assets and liabilities, nor has it assessed the Company's credibility under applicable laws such as insolvency, suspension of payment, or other similar matters. Yamada Consulting also has not received submission of evaluation reports and appraisal reports on the foregoing.

In preparing its Fairness Opinion, Yamada Consulting assumed that the Company's business plan and other materials that it referred to in issuing its Fairness Opinion were reasonably prepared by the Company's management based on its best forecast and judgement as of the date of preparing the business plan. Yamada Consulting does not guarantee that this forecast would be realized and has not rendered any views on the analysis, forecast, and preconditions used as the basis for preparing the business plan.

Fairness Opinion (Yamada Consulting) is Yamada Consulting's opinion on whether the Tender Offer Price is fair or not to the Company's Shareholders (excluding the Tender Offeror and its affiliates) from a financial perspective based on financial and capital markets, economic situation, and other situation, and information obtained by Yamada Consulting until the date of preparation of its Fairness Opinion, and reflects its information as of the date of preparation of its Fairness Opinion. The contents of the Fairness Opinion may be affected from situations thereafter, however, Yamada Consulting is not obligated to revise, change, or supplement the Fairness Opinion even in such case. Furthermore, the Fairness Opinion does not infer or suggest any opinion other than the matters expressly indicated therein or the opinion after the date of submission of the Fairness Opinion.

The scope of the Fairness Opinion (Yamada Consulting) extends no further beyond the opinion on whether the Tender Offer Price is not disadvantageous but is fair to the Company's shareholders (excluding the Tender Offeror and its affiliates) from a financial perspective and does not render an opinion on whether the Tender Offer should be conducted or not or recommend to tender in the Tender Offer or to take other actions, and does not state any opinion towards the holders of securities issued by the Company, creditors, and other related parties.

(iii) Procurement by the Tender Offeror of a share valuation report from an independent financial advisors

(iii-1) Name of financial advisor and its relationship with the Company and the Tender Offeror

In determining the Tender Offer Price, the Tender Offeror requested Goldman Sachs, its financial advisor, to perform financial analyses of the value of the Company's Shares, and subsequently received the Analysis Report (GS) relating thereto dated November 30, 2021. Goldman Sachs is a financial advisor independent from the Tender Offeror or the Company, not a related party of the Tender Offeror or the Company and does not have any material interest in the Tender Offer. Although Goldman Sachs held shares as of September 30, 2021 representing 1.04% of the common stock of the Tender Offeror based on the shareholders' register of the Tender Offeror as of such date, according to Goldman Sachs, Goldman Sachs has internally taken appropriate measures to prevent conflicts of interest, such as information walls between the department in charge of financial advisory services and financial analysis services relating to the value of the Company's Shares and the department in charge of trading including equity securities. Further, the department in charge of financial advisory services and financial analysis services relating to the value of the Company's Shares conducted its financial analysis of the value of the Company's Shares independently from the department in charge of trading including equity securities. The Tender Offeror selected Goldman Sachs as a financial advisor independent from the Tender Offeror or the Company based on the following factors: (i) appropriate measures to prevent conflicts of interest, such as information walls, have been put in place internally at Goldman Sachs as described above; (ii) the Tender Offeror and Goldman Sachs conducted transactions on arm's-length terms; and (iii) Goldman Sachs has a track record as a financial advisor in similar transactions the past. Additionally, the Tender Offeror has not obtained from Goldman Sachs, and Goldman Sachs has not expressed, any opinion concerning the fairness of the Tender Offer Price or the Tender Offer (a fairness opinion).

(ii-2) Description of calculation of the Company's Shares

Goldman Sachs, in the Analysis Report (GS) referred to above, performed a market price analysis, a DCF analysis, a present value of future stock value analysis and a premia analysis. The DCF analysis and the present value of future stock value analysis were based on the Forecasts (Tender Offeror) (as defined below). The respective analyses resulted in a range of implied values per share of the Company's Shares shown below.

1. Market Price Analysis: 454 yen – 603 yen

In performing the market price analysis, Goldman Sachs used November 29, 2021 as the base date and reviewed the closing prices of the Company's Shares for the 52-week period ending on such date. Based on this review, Goldman Sachs derived a range of implied values per share for the Company's Shares of 454 yen to 603 yen.

2. DCF Analysis: 605 yen – 769 yen

In performing the DCF analysis, Goldman Sachs analyzed the value of the Company's Shares by discounting the Company's future free cash flow estimates reflected in the Forecasts (Tender Offeror) to present value using a range of discount rates from 7.75% to 10.75%, reflecting an estimate of the Company's weighted average of cost of capital. Goldman Sachs calculated illustrative terminal values by applying a range of perpetuity growth rates of 0.25% to 0.75%. Based on the analysis, Goldman Sachs derived a range of implied values per share for the Company's Shares of 605 yen to 769 yen. The Forecasts (Tender Offeror), which consist of six fiscal years (fiscal years ending from March 2022 to March 2027), were used by Goldman Sachs for the DCF analysis. The Forecasts (Tender Offeror), which cover the fiscal years ending March 2022 to March 2027 and were used by Goldman Sachs for the DCF analysis, include fiscal years during which a significant increase or decrease in profit are expected. Specifically, operating income for the fiscal year ending March 2025 is forecasted to significantly increase due to an increase in orders received by its plant business, mainly for heavy load transportation. In addition, the Forecasts (Tender Offeror) were prepared on a stand-alone basis and do not reflect synergies because it is difficult to specifically estimate the synergies expected to be realized upon consummation of the Transaction.

3. Present Value of Future Stock Value Analysis: 649 yen – 879 yen

In performing the present value of future stock value analysis, Goldman Sachs derived implied stock values of the Company's Shares as of March 31 for each year from 2022 to 2025, by applying a range of one-year forward EV/EBITDA multiples of 4.0x to 6.0x to future EBITDA of the Company for each of the fiscal years ending March 2023 to March 2026 estimated in the Forecasts (Tender Offeror) and discounted each stock value back to its present value using a discount rate of 3.75%, reflecting the Company's estimated cost of equity. To derive stock values as of March 31 for each year from 2022 to 2025, Goldman Sachs added the amount of the Company's projected net cash as of March 31 for each year, as provided in the Forecasts (Tender Offeror). Goldman Sachs then added the cumulative present values of dividends expected to be paid by the Company in each of the fiscal years ending March 2022 to March 2025 in the Forecasts (Tender Offeror) and derived a range of implied values per share for the Company's Shares of 649 yen to 879 yen.

4. Premia Analysis: 660 yen – 782 yen

In performing the premia analysis, Goldman Sachs reviewed and analyzed, using publicly available information, the acquisition premia for tender offer transactions in Japan with the

aim of acquiring the remaining minority stake of a listed subsidiary by its parent company announced during the referenced period. For the entire period, Goldman Sachs calculated the 25th percentile and 75th percentile premia of the price paid in the tender offers relative to the target's last undisturbed closing stock price prior to announcement of the tender offer. This analysis indicated a 25th percentile premium of 27.9% and 75th percentile premium of 51.5% across the period. Goldman Sachs then applied a range of the premia of 27.9% to 51.5% to the closing price of the Company's Shares as of November 29, 2021. Based on the analysis, Goldman Sachs derived a range of implied values per share for the Company's Shares of 660 yen to 782 yen.

The Tender Offer Price of 725 yen per share represents 40.50% of the closing price of 516 yen of the Company's Shares on the First Section of the TSE on November 29, 2021, the business day immediately preceding the announcement of the Tender Offer by the Tender Offeror, 37.57% of the simple average closing price of 527 yen of the Company's Shares for the most recent one month (from November 1, 2021 to November 29, 2021), and 37.57% of the simple average closing price of 527 yen of the Company's shares for the most recent three months (from August 30, 2021 to November 29, 2021), 33.76% of the simple average closing price of 542 yen for the most recent three months (August 30, 2021 to November 29, 2021) This represents a premium of 33.76% over the simple average closing price of 534 yen for the most recent three months (August 30, 2021 to November 29, 2021) and a premium of 35.77% over the simple average closing price of 534 yen for the most recent six months (May 31, 2021 to November 29, 2021).

(Note) The following is a supplemental explanation of the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with performing Goldman Sachs' financial analyses of the Company's Shares and preparing the Analysis Report (GS).

Goldman Sachs and its affiliates (collectively, "Goldman Sachs Group") are engaged in advisory, underwriting and financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs Group and its employees, and funds or other entities they manage or in which they invest or have other economic interests or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of the Tender Offeror, the Company and any of their

respective affiliates and third parties, or any currency or commodity that may be involved in the Tender Offer. Goldman Sachs has acted as financial advisor to the Tender Offeror in connection with, and has participated in certain of the negotiations leading to, the Tender Offer. Goldman Sachs expects to receive fees for its services in connection with the Tender Offer, the principal portion of which is contingent upon consummation of the Tender Offer, and the Tender Offeror has agreed to reimburse certain of Goldman Sachs' expenses arising, and indemnify Goldman Sachs against certain liabilities that may arise, out of Goldman Sachs' engagement. Goldman Sachs has provided from time to time, and is concurrently providing, certain financial advisory and/or underwriting services to the Tender Offeror and/or its affiliates for which its Investment Banking Division has received, and may receive, compensation, including acting as co-manager with respect to a public offering by the Tender Offeror of its 1.60% hybrid corporate bonds due 2056 (aggregate principal amount ¥50,000,000,000) in April 2021. Goldman Sachs may also in the future provide financial advisory and/or underwriting services to the Tender Offeror, the Company and their respective affiliates for which Goldman Sachs' Investment Banking Division may receive compensation.

In connection with preparing the Analysis Report (GS) , Goldman Sachs has reviewed, among other things, the Annual Securities Reports (Yuka Shoken Hokoku-sho) of the Company for the five fiscal years ended March 31, 2021; the Quarterly Report (Shihanki Hokoku-sho) of the Company for the fiscal quarter ended September 30, 2021; certain other communications from the Company to its stockholders; and certain internal financial analyses and forecasts for the Company, as prepared by management of the Company and adjusted by the Tender Offeror and approved for Goldman Sachs' use by the Tender Offeror (the "Forecasts (Tender Offeror)"). Goldman Sachs has also held discussions with members of the senior managements of the Tender Offeror and the Company regarding their assessment of the past and current business operations, financial condition and future prospects of the Company and with members of senior management of the Tender Offeror regarding their assessment of the past and current business operations, financial condition and future prospects of the Tender Offeror and the strategic rationale for, and the potential benefits of, the Tender Offer; reviewed the reported price and trading activity for the Company's Shares; reviewed the financial terms of certain recent tender offers for listed subsidiaries in Japan; and performed such other studies and analyses, and considered such other factors, as Goldman Sachs deemed appropriate. For purposes of performing its financial analyses and preparing the Analysis Report (GS), Goldman Sachs has, with the Tender Offeror's consent, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed

with or reviewed by, Goldman Sachs, without assuming any responsibility for independent verification thereof. In that regard, Goldman Sachs has assumed with the Tender Offeror's consent that the Forecasts (Tender Offeror) have been reasonably prepared on a basis reflecting the best currently available estimates and judgments of management of the Tender Offeror. Goldman Sachs has not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of the Company or any of its subsidiaries and Goldman Sachs has not been furnished with any such evaluation or appraisal.

The Analysis Report (GS) does not address the underlying business decision of the Tender Offeror to engage in the Tender Offer, or the relative merits of the Tender Offer as compared to any strategic alternatives that may be available to the Tender Offeror; nor does it address any legal, regulatory, tax or accounting matters. Goldman Sachs does not express any view on any term or aspect of the Tender Offer or any term or aspect of any other agreement or instrument contemplated by the Tender Offer or entered into or amended in connection with the Tender Offer, including, the fairness of the Tender Offer to, or any consideration received in connection therewith by, the Tender Offeror, the holders of any class of securities, creditors, or other constituencies of the Company; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of the Company, or any class of such persons in connection with the Tender Offer. Goldman Sachs is not expressing any opinion as to the prices at which the Company's Shares will trade at any time, as to the potential effects of volatility in the credit, financial and stock markets on the Company or the Tender Offer, or as to the impact of the Tender Offer on the solvency or viability of the Tender Offeror or the Company or the ability of the Tender Offeror or the Company to pay their respective obligations when they come due. The Analysis Report (GS) is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Goldman Sachs as of, the date thereof and Goldman Sachs assumes no responsibility for updating, revising or reaffirming the Analysis Report (GS) based on circumstances, developments or events occurring after the date thereof. Goldman Sachs' advisory services and the Analysis Report (GS) expressed herein are provided solely for the information and assistance of the Board of Directors of the Tender Offeror in connection with its consideration of the Tender Offer. Goldman Sachs did not recommend any specific offer prices to the Tender Offeror, or that any specific offer prices constituted the only appropriate offer price. The Analysis Report (GS) is not necessarily susceptible to partial analysis or summary description. Selecting portions of the Analysis Report (GS) or the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying the

Analysis Report (GS). Goldman Sachs did not attribute any particular weight to any factor or any analysis it performed.

(iii) Background Leading to the Determination of the Tender Offer Price Based on the Analysis Report (GS)

Given the results of negotiations and discussions with the Company, after comprehensively considering that the Tender Offer is expected to be supported at the meeting of the Company's board of directors, the contents of the Analysis Report (GS), trends of the market price of the Company's Shares and the prospects that shareholders would tender their shares in the Tender Offer, the Tender Offeror determined by resolution at the meeting of its board of directors held on November 30, 2021 that the Tender Offer Price shall be JPY 725 per share. The Tender Offer Price is above the range of implied values per share of the Company's Shares derived by the market price analysis and within the range of implied values per share of the Company's Shares derived by the DCF analysis, the present value of future stock value analysis and the premia analysis in the Analysis Report (GS). For details, please refer to "Basis for the Valuation" above. For details, please refer to "(A) Basis of Valuation" above.

(4) Prospects and reasons for delisting

The Company's Shares are currently listed on the First Section of the TSE as of today. However, since the Tender Offeror has not set a maximum number of Share Certificates, Etc. to be purchased in the Tender Offer, the Company's Shares may be delisted through prescribed procedures in accordance with the delisting criteria set out by the TSE, depending on the results of the Tender Offer. Also, even in the case that the delisting criteria are not met upon completion of the Tender Offer, the Tender Offeror plans to carry out the procedures stated in "(5) Policies on organizational change after the Tender Offer (matters concerning "two-step acquisition")" below upon the successful completion of the Tender Offer, in which case the Company's Shares will be delisted through the prescribed procedures in accordance with the delisting criteria of the TSE. After delisting, the Company's Shares will be unable to be traded on the First Section of the TSE. In case of unsuccessful completion of the Tender Offer, including the case where the Tender Offer is withdrawn or where no shares are tendered in the Tender Offer, the Tender Offeror contemplates that the Tender Offeror will consult with the Company about the implementation of the Squeeze-Out Procedures by the Tender Offeror based on analysis of the reasons and backgrounds, etc. of the unsuccessful completion of the Tender Offer, however, the Tender Offeror has not decided whether or not to implement the Squeeze-Out Procedures in case of the unsuccessful completion of the Tender Offer as of the date of this Statement.

(5) Policies on organizational change after the Tender Offer (matters concerning “two-step acquisition”)

The Tender Offeror intends to make the Company a wholly-owned subsidiary of the Tender Offeror as set out in “(2) Grounds and reasons for the Opinion on the Tender Offer,” “(i) Outline of the Tender Offer” above, and if the Tender Offeror is unable to acquire all of the Company’s Shares under the Tender Offer, the Tender Offeror intends, after the successful completion of the Tender Offer, to carry out procedures for the purpose of acquiring all of the Company’s Shares by the following methods. While the Tender Offeror intends to make the Company a wholly-owned subsidiary of the Tender Offeror as stated in “(2) Grounds and reasons for the Opinion on the Tender Offer,” “(i) Outline of the Tender Offer” above, since the Tender Offeror holds 28,919,526 shares (ownership ratio: 66.87%) of the Company’s Shares, the Tender Offeror believes that it would be possible for the Tender Offeror to make the Company a wholly-owned subsidiary by other means without implementing the Tender Offer, such as by requesting that the Company implement the Share Consolidation. However, the Tender Offeror intends to ensure that the shareholders of the Company have an appropriate opportunity to make decisions regarding the Transactions and accordingly ensure the fairness of the Transactions by first implementing the Tender Offer to properly disclose information about the Transactions.

In case of unsuccessful completion of the Tender Offer, including the case where the Tender Offer is withdrawn or where no shares are tendered in the Tender Offer, the Tender Offeror contemplates that the Tender Offeror will consult with the Company about the implementation of the Squeeze-Out Procedures by the Tender Offeror based on analysis of the reasons and backgrounds, etc. of the unsuccessful completion of the Tender Offer, however, the Tender Offeror has not decided whether or not to implement the Squeeze-Out Procedures in case of the unsuccessful completion of the Tender Offer as of the date of this Statement.

(A) Demand for Shares Cash-Out

If, as a result of the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Tender Offeror becomes 90% or more of the number of the voting rights of all shareholders of the Company, and the Tender Offeror becomes a special controlling shareholder as provided for in Article 179, paragraph (1) of the Companies Act, the Tender Offeror intends to, promptly after the completion of the settlement of the Tender Offer, make a demand to all of the shareholders of the Company (excluding the Tender Offeror and the Company; the same applies to item (A)) to sell all of the Company’s Shares they hold (the “Demand for Shares Cash-Out”) under the provisions of Part II, Chapter II, Section 4-2 of the Companies Act.

Money equal to the amount of the Tender Offer Price is to be delivered to the shareholders of the Company in the Demand for Shares Cash-Out as consideration for each share of the Company’s Shares.

In that case, the Tender Offeror will notify the Company to that effect and request approval from the Company for the Demand for Shares Cash-Out. If the Company approves the Demand for Shares Cash-Out by a resolution of its board of directors meeting, the Tender Offeror will acquire all of the Company Shares held by all of the shareholders of the Company as of the acquisition date stated in the Demand for Shares Cash-Out without requiring any individual approval of the shareholders of the Company in accordance with procedures prescribed in applicable laws and regulations. The Tender Offeror will deliver an amount of cash consideration per share equal to the Tender Offer Price to each of the shareholders in exchange for one share of the Company's Shares held by each of the shareholders. According to the Company's Press Release, the Company's board of directors intends to approve the Demand for Shares Cash-Out received by the Company from the Tender Offeror. If the Demand for Shares Cash-Out is made, any of the shareholders of the Company may file a petition with a court for determination of the purchase price of its Company's Shares in accordance with the provisions of Article 179-8 of the Companies Act and other applicable laws and regulations.

(B) Share Consolidation

If, as a result of the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Tender Offeror is less than 90% of the number of voting rights of all shareholders of the Company, the Tender Offeror will request the Company to schedule to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") around March 2022 at which the Share Consolidation and an amendment to the Company's Articles of Incorporation that would abolish the share unit number provisions on the condition that the Share Consolidation becomes effective will be proposed. According to the Company's Press Release, the Company intends to accept the Tender Offeror's request after the successful completion of the Tender Offer. The Tender Offeror intends to approve each of the above proposals at the Extraordinary Shareholders' Meeting. If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting, the shareholders of the Company will, on the effective date of the Share Consolidation, hold the number of Company's Shares proportionate to the ratio of the Share Consolidation that is approved at the Extraordinary Shareholders' Meeting. If, due to the Share Consolidation, the number of shares each shareholder of the company receives includes a fraction less than one share, such shareholder will receive an amount of cash obtained by selling the Company's Shares equivalent to the total sum of the fractions less than one share (with such aggregate sum rounded down to the nearest whole number; the same applies hereinafter) to the Company or the Tender Offeror as per the procedures specified in Article 235 of the Companies Act and other applicable laws and regulations. The purchase price for the number of shares equivalent to the total sum of the fractions less than one share in the Company Shares will be valued so that the amount of cash received by each shareholder who did not tender its shares in the Tender Offer (excluding the Tender Offeror and the Company) as a result of the sale will be equal to the price obtained by multiplying the Tender Offer Price by the

number of Company's Shares held by each such shareholder. The Tender Offeror intends to request the Company to file a petition to the court for permission to sell such Company Shares on this basis. Although the ratio of the Share Consolidation of the Company's Shares has not been determined as of today, it is intended that shareholders (excluding the Tender Offeror) who hold shares in the Company and do not tender in the Tender Offer will have a fraction of less than one share in order for the Tender Offeror to become the only owners of all of the Company's Shares (excluding treasury shares held by the Company).

The Companies Act provides that if the Share Consolidation occurs and there is a fraction less than one share as a result thereof, each shareholder may request that the Company purchase all such shares that will be a fraction less than one share at a fair price, and such shareholders may file a petition to the court to determine the price of the Company Shares in accordance with Articles 182-4 and 182-5 of the Companies Act and other applicable laws and regulations. As stated above, because the number of the Company's Shares held by the shareholders who do not tender their shares in the Tender Offer (excluding the Tender Offeror and the Company) will be less than one, the shareholders of the Company objecting to the Share Consolidation may file a petition described above.

It is further noted that shareholders of the Company will not be solicited to agree to the Tender Offer at the Extraordinary Shareholders' Meeting.

If the Squeeze-Out Procedures are not completed by March 31, 2022, the Tender Offeror plans to request the Company to partially amend the Articles of Incorporation to abolish the provisions with respect to the record date for voting rights at the annual general meeting of shareholders, such that the shareholders after the completion of the Squeeze-Out Procedures (i.e. the Tender Offerors) are the shareholders entitled to exercise their rights at the annual general meeting of the Company to be held in late June 2022 pertaining to the fiscal year ended March 31, 2022 (the "Annual General Meeting"), subject to the successful completion of the Squeeze-Out Procedures. Therefore, the shareholders stated or recorded in the shareholder register of the Company as of March 31, 2022 may not be able to exercise their rights at the Annual General Meeting.

With regard to each of the above procedures described in items (A) and (B), it is possible that, depending on amendments to or the implementation and interpretation of the relevant laws and regulations by authorities, it will require time to implement the procedure or the methods of implementation may be altered. However, even in such a case, upon completion of the Tender Offer, it is intended that a method will be used whereby the shareholders of the Company who do not tender their shares in the Tender Offer (excluding the Tender Offeror and the Company) will ultimately receive cash consideration equal to the number of Company's Shares held by such shareholder of the Company multiplied by the Tender Offer Price in exchange for their shares. If a petition for determination of the sale price regarding the Demand for Shares Cash-Out or determination of a price regarding a share purchase demand in relation to the Share Consolidation is filed, the court will finally

determine the sale price of the Company's Shares held by shareholders of the Company who file the petition or a price regarding the share purchase demand.

The specific details and expected timing for the procedures described above will be determined through consultation with the Company and then promptly announced by the Company. All shareholders of the Company are solely responsible for seeking their own specialist tax advice with regard to the tax consequences of tendering their shares in the Tender Offer or the procedures outlined above.

(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests

The Company is a consolidated subsidiary of the Tender Offeror, and the Transactions including the Tender Offer constitutes a material transaction with the controlling shareholder. Furthermore, because there is a structural conflicts of interest between the Tender Offeror and the Company's shareholders other than the Tender Offeror, the Company implemented the below measures to ensure fairness of the Tender Offer, eliminate arbitrariness in decision-making concerning these Transactions, and to ensure fairness, transparency, and objectiveness in the decision-making process, and to avoid doubts of conflicts of interest.

As stated in "(1) Outline of the Tender Offer" of "1. Purpose of the Tender Offer" above, since the Tender Offeror owns 28,919,526 Company's Shares (ownership ratio: 66.87%) as of today, the Tender Offeror believes that, if the minimum number of Share Certificates, Etc. to be purchased is set to the so-called "majority of minority" in the Tender Offer, it would increase the uncertainty as to whether the Tender Offer will be completed and, on the contrary, it would not contribute to the interests of general shareholders who wish to tender their shares in response to the Tender Offer. For this reason, in the Tender Offer, the Tender Offeror does not set the minimum number of Share Certificates, Etc. to be purchased to be the so-called "majority of minority" and has not set the minimum number of Share Certificates, Etc. to be purchased for the same reason. However, the Tender Offeror and the Company have implemented the measures described in (i) through (ix) below, and thus the Tender Offeror believes that the interests of general shareholders of the Company have been adequately taken into account.

In the below description, the measures assumed by the Tender Offeror are based on explanation received from the Tender Offeror.

(i) Procurement by the Tender Offeror of a share valuation report from an independent financial advisor

In order to ensure the fairness of the Tender Offer Price, the Tender Offeror, in determining the Tender Offer Price, requested Goldman Sachs, its financial advisor who is independent from the Tender Offeror and the Company, to provide the Analysis Report (GS). Goldman Sachs is not a related party

of the Tender Offeror or the Company and does not have any material interest in the Tender Offer. Further, the Tender Offeror has not obtained from Goldman Sachs, and Goldman Sachs has not expressed, any opinion concerning the fairness of the Tender Offer Price or the Tender Offer (a fairness opinion).

The description on GS Valuation Report obtained by the Tender Offeror from Goldman Sachs is indicated in above “(3) Matters concerning calculation,” “(iii) Procurement of a share valuation report from an independent financial advisor and third-party valuator.”

(ii) Establishment of the Special Committee and procurement of the Report from the Special Committee

(ii-1) Circumstances of establishing the Special Committee

As indicated in above “(2) Grounds and reasons for the Opinion on the Tender Offer,” “(iv) Process and reasons for the Company’s decision-making to support the Tender Offer,” the Company established the Special Committee by resolution of its board of directors at its meeting held on October 18, 2021. The Company obtained advice from AM&T and confirmed the independence and eligibility of the Company’s independent outside directors who are the candidates for the members of the Special Committee. The Company confirmed that the candidates are independent (The Company confirmed that Mr. Hajime Nakai, Ms. Chihiro Kawai, and Mr. Akito Takahashi have no material interest with the Tender Offeror or the Company.) and that they have no material interest that is different from minority shareholders on whether the Transactions completes or not. After confirming the above and with the advice from AM&T, the Company appointed Mr. Hajime Nakai (the Company’s independent outside director) who has rich experience and knowledge in finance, Ms. Chihiro Kawai (the Company’s independent outside corporate auditor, representative of Bayside Partners (accounting firm) who has extensive knowledge in finance and accounting through her career as certified public accountant, and committee member of Yokohama City University Evaluation Committee), and Mr. Akito Takahashi (lawyer of Takahashi & Katayama (law firm)) who has long years of legal experience mainly in corporate law and is serving as an outside expert based on his rich experience and knowledge gained through his legal career, as members of the Special Committee. These three members have not changed since this committee was established. Each member of the Special Committee shall be paid a fixed remuneration for his/her services regardless of the contents of the response presented by this committee.

As indicated in above “(2) Grounds and reasons for the Opinion on the Tender Offer,” “(iv) Process and reasons for the Company’s decision-making to support the Tender Offer,” the Company established the Special Committee by resolution of its board of directors at its meeting held on October

18, 2021 and presented matters on which the Company wishes to consult the Special Committee (“Consulted Matters”). The Company’s board of directors resolved upon establishing the Special Committee that the decision of the board of directors shall take into account to the fullest extent the contents of decisions made by the Special Committee, particularly if the Special Committee decided that the terms of the Transactions are not fair, then the board of directors shall not support the Transactions based on those terms, and if the Special Committee deems necessary, the Special Committee shall be given (i) authority to appoint its advisors such as financial advisor and legal advisor (and reasonable expenses for such appointment to be borne by the Company) or to approve the Company’s advisors, (ii) authority to receive necessary information to review and decide on the Transactions from officers and employees of the Company and other persons whom the Special Committee considers necessary, and (iii) authority to discuss and negotiate on the terms of the Transactions with the Tender Offeror if the Special Committee considers necessary.

In order to eliminate the effects of structural conflicts of interest in the Transactions on the discussion and resolution and to ensure fairness of the Transactions, discussions were held by and unanimous resolution was made at the above board of directors meeting by nine (9) directors out of 13 directors of the Company by excluding the following four (4) directors: Messrs. Masahiro Tanabe, Hiroshi Ogawa, and Taku Kadooka because they served as officers and employees of the Tender Offeror Group in the recent ten years, and Mr. Yasunori Takamatsu because he concurrently serves as officer and employee of the Tender Offeror. At the above board of directors meeting, two (2) out of four (4) auditors of the Company were present and the two auditors present stated their opinions that they have no objection to the above resolution. However, because Mr. Masaaki Tsuda was an officer and employee of the Tender Offeror Group within the recent 10 years and Mr. Toshiaki Takeda concurrently serves as officer and employee of the Tender Offeror, these two persons were not present at the above board of directors meeting and refrained from stating their opinions to prevent the discussion and resolution at the board of directors meeting from being affected by the issues of structural conflicts of interest and asymmetry of information.

(ii-2) Review by the Special Committee

The Special Committee held a total of 11 meetings from October 22, 2021 until November 29, 2021 for a total of approximately 15 hours. Other than the above meetings, the Special Committee gave reports, shared information, discussed, and made decisions through emails and discussed and reviewed on the Consulted Matters.

Specifically, at the first meeting of the Special Committee held on October 22, 2021, the Special Committee confirmed that Nomura Securities retained by the Company as its financial advisor and

third-party valuator, and AM&T retained by the Company as its legal advisor are both independent and professionally qualified and independent and approved the appointment of both, and that the Special Committee will also seek professional advice from them whenever necessary.

The Special Committee also reviewed the independence, expertise, and experience of the candidates for its financial advisor and third-party valuator, and on October 29, 2021, the Special Committee appointed Yamada Consulting as its financial advisor and third-party valuator independent from the Tender Offeror and the Company. The Special Committee confirmed that Yamada Consulting does not fall under a related party of the Tender Offeror and the Company, it has no material interests in the Transactions including the Tender Offer, and that it is otherwise independent from the Transactions.

Furthermore, as indicated in below “(vi) Establishment of a reviewing structure at the Company,” the Special Committee confirmed that there is no problem from the view of independence and fairness in the reviewing structure for the Transactions established by the Company (including the scope of and duties of the officers and employees who review, negotiate and decide on the Transactions), and approved this reviewing structure. On these premises, and with the opinion received from AM&T, the Special Committee reviewed on the necessary measures to ensure fairness of the procedures of these Transactions. The Special Committee also received explanation from the Company concerning the contents, material preconditions, and methods of planning the Company’s business plan, and confirmed and approved that these matters are reasonable.

The Special Committee questioned the Tender Offeror on the purpose and reason for conducting the Transactions, the circumstances and purpose of choosing to conduct the Transactions at this time, managing policies and governance of the Company after the Transactions, and procedures and terms of the Transactions, to which the Tender Offeror directly explained to the Special Committee.

Furthermore, as indicated in above “(3) Matters concerning calculation,” “(i) Procurement by the Company of a share valuation report from an independent financial advisor and third-party valuator” and “(ii) Procurement by the Special Committee of a share valuation report and Fairness Opinion from an independent financial advisor and third-party valuator,” Nomura Securities and Yamada Consulting calculated the value of the Company’s Shares based on the Company’s business plan. The Special Committee received explanation respectively from Nomura Securities and Yamada Consulting on their methods of calculating the value of the Company’s Shares, the reason why they chose those methods, the details of calculation based on each calculation method, and material preconditions, held a Q&A session, discussed and reviewed, and confirmed that these matters are reasonable. In addition, as indicated in above “(3) Matters concerning calculation,” “(ii) Procurement by the Special

Committee of a share valuation report and Fairness Opinion from an independent financial advisor and third-party valuator,” the Special Committee received the Fairness Opinion dated November 29, 2021 from Yamada Consulting where it received explanation on the contents of this Fairness Opinion and material preconditions for its opinion as of such time, held a Q&A session, discussed and reviewed, and confirmed that these matters are reasonable.

The Special Committee and the Company discussed and reviewed on the Company’s policies for negotiating with the Tender Offeror by receiving from time to time reports from the Company and Nomura Securities, and advice from Yamada Consulting from financial perspectives, and stated its necessary opinion on the Company’s policies for negotiation. Specifically, the Special Committee, after receiving a report from the Company that the Tender Offeror presented its initial proposal on October 29, 2021 for the Tender Offer Price of 680 yen per share, further received respective reports that the Tender Offeror proposed a Tender Offer Price of 700 yen per share on November 5, 2021, a Tender Offer Price of 710 yen per share on November 12, 2021 and a Tender Offer Price of 715 yen per share on November 17, 2021 and having heard opinions from Nomura Securities on how to deal with those proposals and on policies on negotiating with the Tender Offeror, reviewed these offers by receiving advice from a financial perspective from Yamada Consulting and advice from legal perspective from AM&T. Based on the foregoing, the Special Committee stated its opinion that it has no objections to the Company’s intention that it wishes to request the Tender Offeror to reconsider the Tender Offer Price towards all of the above proposed Tender Offer Price, stated its opinion on the matters that need to be discussed with the Tender Offeror to achieve the significance and objectives of the Transactions from the standpoint of the Company, and was involved throughout the entire course of discussions and negotiations between the Company and the Tender Offeror on the terms of the Transactions including the Tender Offer Price. As a result, the Company, on November 25, 2021 received a proposal of a Tender Offer Price of 725yen per share from the Tender Offeror, and, through 4 negotiations, succeeded in raising the Tender Offer Price by 6.62% (rounded to the second decimal place) from the initially offered price.

Furthermore, the Special Committee received explanation from AM&T multiple times on the contents of the draft of this Press Release concerning the Tender Offer that the Company will announce or submit and confirmed that the detailed disclosure of information will be made.

(ii-3) Judgement of the Special Committee

Based on the above circumstances, advice received from Yamada Consulting from a financial perspective, and the Yamada Consulting Valuation Report and the Fairness Opinion received on November 29, 2021, the Special Committee repeatedly held careful discussions and reviews on the

Consulted Matters, and submitted to the Company's board of directors on November 30, 2021 the Report basically in the below summary by unanimous agreement of all members.

a) Summary of the Report

- 1) The purpose of the Transactions is reasonable (including whether the Transactions are beneficial in enhancing the Company's corporate value).
- 2) The procedures for the Transactions are fair.
- 3) The terms of the Transactions (including the Tender Offer Price) are appropriate.
- 4) In view of above 1) to 3), the Transactions are not disadvantageous to minority shareholders.
- 5) In view of above 1) to 4), as of present, it is fair for the Company's board of directors to make a resolution to state its opinion in support of the Tender Offer and to recommend the Company's shareholders to tender in the Tender Offer, and that the Transactions are not disadvantageous to minority shareholders.

b) Reasons for the response

- 1) Concerning "The purpose of the Transactions is reasonable (including whether the Transactions are beneficial in enhancing the Company's corporate value)":
 - Concerning "(a) The purpose of the Transactions, and the necessity, and background circumstances" and "(b) The advantages of the Transactions to be conducted through the Tender Offer" which were explained from the Company and the Tender Offeror (the "Tender Offer Parties"), the Transactions are concrete based on the Company's current business and management situation. In particular, the market environment of the Company is undergoing various transitions both in port business and in plant and logistics business that are the major business areas of the Company. In particular, in the port business, it is necessary to flexibly deal with the changing environment of the port as the vessels are becoming larger where active investments must be made in facilities to accommodate these changes. In the plant and logistics business, it is necessary to introduce managerial resources to strengthen competitive power, technology development, and to increase equipment. As the Company's managing environment is expected to continue to undergo various transitions with an uncertain outlook, making necessary investment would be beneficial over the middle to long term, and this would enhance the Company's corporate value. While expenses and investment would be initially required over the short term,

these may affect the Company's financial position and performance, to which the market might react negatively. However, the Company recognizes that there is a limit on making active investments by simultaneously protecting the interests of general shareholders of the Company. Accordingly, to execute the Transactions to make the Company a wholly-owned subsidiary of the Tender Offeror is a reasonable management decision because this would eliminate potential conflicts of interest from parent and subsidiary's listing, establish a flexible and quick decision-making system by sharing management resources, and the Company's business and managerial base will be fundamentally strengthened which would be beneficial in enhancing the Company's corporate value.

- Above (a) and (b) agree with the contents explained to the public to describe the industry and market environment to which the Company belongs.
- Above (a) and (b) are realistic from the view of strengthening the Company's future competitive power. Specifically, the Company's idea of "(1) Sharing management resources with the Tender Offeror Group, expediting decision-making to execute management strategies," "(2) Establishing personnel foundation by reinforcing personnel training," and "(3) Mitigate cost to maintain listing and mitigate administrative work," etc., and the Tender Offeror's anticipation that (A) strategic alliance through the Tender Offeror Group's network in the port business and promotion of new investment to achieve competitiveness by using the Tender Offeror Group's capital would strengthen this business and (B) promotion of further expansion of business in the plant and logistics business, and to further expand in overseas business by utilizing the Tender Offeror Group's global business foundation, would not require the Company to take into account the effects on shareholders from the short-term fall in performance from tentative increase in investments, but instead would allow quick and bold decision, and is a reasonable measure to promote growth from a middle to long-term view.
- The future outlook of the Company's business and development and measures considered after conducting the Tender Offer as explained from the Tender Offer Parties take into account the Tender Offeror's management policies based on the Company's business contents and managerial situation, and they are reasonable. In this regard, because the Company is a listed company and there is thus a certain limit from the perspective of independence to mutually use and maximize both group's managerial resources such as their customer base, business base,

and financial base, it is difficult to implement various policies that the Tender Offeror intends to implement after the Tender Offer if the Company Group remains listed. Furthermore, while it is not expected that the Company's management strategies such as active investment would be beneficial for the Company's current general shareholders' interests, if the Company becomes a wholly-owned subsidiary of the Tender Offeror, and the Tender Offeror becomes its sole shareholder, then the Transactions to achieve this would be the best and reasonable choice to achieve unified operation and various synergy effects between the Company Group and the Tender Offeror Group, and to enhance the corporate value of both groups.

2) Concerning "Fairness of procedures for the Transactions":

- To deal with the Transactions, the Company has established the Special Committee that is independent from both the Company and the Tender Offeror to eliminate the Tender Offeror's influence in the reviewing and decision-making process at the Company.
- Majority of the members of the Special Committee (two out of three members) are outside director and outside auditor of the Company and remaining one member is a lawyer, an external professional.
- The Special Committee retained its own advisor serving as financial advisor and third-party valuator separately from those advisors retained by the Company for the Company. Furthermore, the Special Committee confirmed that such financial advisor and third-party valuator retained by the committee is independent from the Company and the Tender Offeror after receiving necessary explanation.
- In appointing the financial advisor and third-party valuator to advise exclusively to the Special Committee, the committee chose candidates by itself, and, after being presented the scope of operations and fee estimate, the Special Committee reviewed and discussed, and the committee ultimately chose its own such financial advisor and third-party valuator.
- The Special Committee appointed Yamada Consulting as its financial advisor and third-party valuator, received a share valuation report for the Company's Shares from Yamada Consulting and referred this report, and also obtained the Fairness Opinion with respect to the Tender Offer Price referred to this opinion.
- The Company, in dealing with the Transactions, engaged Nomura Securities which is a third-party valuator that is independent from both the Company and the Tender Offeror to calculate the value of the Company's Shares and obtained

a share valuation report prepared by Nomura Securities. The Special Committee also confirmed the independence of Nomura Securities after receiving necessary explanation.

- The Company, in order to obtain legal advice on the Transactions (including advice on measures to ensure fairness and measures to avoid conflicts of interest), appointed AM&T that is independent from both the Company and the Tender Offeror. The Special Committee also confirmed the independence of AM&T after receiving necessary explanation.
- Because the Transactions including the Tender Offer are transactions conducted with the Tender Offeror which is a so-referred controlling shareholder (parent company), this may give rise to structural conflicts of interest. In view of this possibility, the Company carefully acknowledged the need to ensure appropriateness and fairness of the terms of the Transactions, and the Company has requested to the Tender Offeror to present terms that give due consideration to the interests of minority shareholders from the early stages of discussion.
- With respect to the discussion between the Company and the Tender Offeror and the Company's policies for negotiation, the Special Committee received explanation from the Company and Nomura Securities in its position as financial advisor to the Company on the policies for negotiation. The Company negotiated with the Tender Offeror in accordance with such policies for negotiation that were confirmed by the Special Committee.
- The specific situation on the discussions and negotiations between the Company and the Tender Offeror were timely reported to the Special Committee, and in particular, in the important stages of negotiation concerning the Tender Offer Price, the Special Committee stated its opinion to the Company and the Company's financial advisor based on the matters reported, and requested them to negotiate on matters that it deemed necessary. Therefore, a system to enable the Special Committee to substantially be involved in the negotiation of the terms of the Transactions, in particular the Tender Offer Price, was sufficiently ensured.
- On the basis of the above, the Company comprehensively and repeatedly reviewed the appropriateness, fairness, and feasibility of the terms, and discussed with the Tender Offeror several times to make final adjustments on the Tender Offer Price which was scheduled to be resolved at the current board of directors meeting.
- The Tender Offer Parties reached a final agreement on the terms of the

Transactions including the Tender Offer Price and such price agreed was to be approved by the Company's board of directors as the Tender Offer Price.

- With respect to the two-step acquisition, a detailed disclosure is scheduled to be made at an early stage, and efforts are made to allow the Company's shareholders to have sufficient opportunity to make their decision. Furthermore, the Tender Offeror and the Company are scheduled to disclose information in each of the disclosure documents that are scheduled to be prepared and disclosed by them that is deemed to be necessary and appropriate to enable the Company's shareholders (in particular, minority shareholders) to decide whether the each terms of the Transactions including the Tender Offer Price are fair.
- The Company's directors and the Company's auditors who are interested persons are not involved in reviewing the Transactions at the Company and they will not participate in discussions and resolution concerning the Transactions at the board of directors meeting to be held in the future and the Company is making efforts to eliminate arbitrariness in the decision-making process.
- In the Tender Offer, a minimum number of shares to be purchased is not set as indicated in the latest Press Release. This could be viewed that the Tender Offeror is securing the opportunity for the Company's shareholders who wish to sell the Company's Shares through the Tender Offer to absolutely sell their shares and thus due consideration is being given to the interests of the Company's minority shareholders.
- In the Tender Offer, while conditions are not set for the so-called majority of minority, the Tender Offeror is a controlling shareholders (parent company) of the Company and already holds a certain number of the Company's Shares, the so-called majority of minority may instead destabilize the completion of the Tender Offer. In other words, as long as the Tender Offeror announced its intention to make the Company its wholly-owned subsidiary, even if the current Tender Offer is not completed, a similar transaction may be conducted again at some point in the future, and minority shareholders may be placed in an unstable position. In addition, the so-called majority of minority might not be beneficial to minority shareholders who wish to tender in the Tender Offer (i.e., the shareholders who wish to sell their Company's Shares). As such, as due consideration is deemed to be given in other measures to ensure fairness, it is not important to particularly focus on the fact that the so-called majority of minority is not set as a formality.
- In the Tender Offer, the Tender Offer Period is to be set at 30 business days which

is longer than the statutory required minimum period of 20 business days, and because the Company did not agree with the Tender Offeror on the so-called terms to protect the transaction such as to prohibit the Company from contacting competitive offerors or otherwise to limit contact with such competitive offerors, and, therefore, there are no particularly unreasonable situation from the view of the so-called passive market check. In this regard, the so-called active market check to search and review whether there are any potential offerors in the market is not easy to conduct in practice from the view of managing information. Therefore, it cannot be said that the Transactions are unreasonable due only to the fact that such so-called active check was not conducted in this case.

- For the Transactions, a so-called two-step acquisition procedures (Demand for Shares Cash-out or Share Consolidation are currently scheduled as such procedures.) is scheduled to be conducted to make the Company's Shares non-public. In this regard, the provisions of the Companies Act concerning protection of the rights of minority shareholders who are subject to Demand for Shares Cash-out stipulate that such minority shareholders may file a petition with the court to claim for decision of the sales price. The provisions of the Companies Act concerning protection of the rights of minority shareholders who are subject to Share Consolidation stipulate that such minority shareholders may, under certain circumstances, claim to the Company to purchase all fractional shares of the common shares held by them at a fair price and to file a petition with the court to claim for decision of the price of the Company's Shares. If such petition is filed, the price will ultimately be decided by the court and the Company's minority shareholders would be able to gain economic profit through these procedures.
- From the above, specific measures are assumed from an objective perspective to ensure fairness of the terms of the Transactions and due consideration is being given to the interests of the Company's shareholders through fair procedures.

3) Concerning "Appropriateness of the terms of the Transactions (including the Tender Offer Price)":

- The Company, in order to ensure fairness and appropriateness of the terms of the Transactions, in particular the price for the Company's Shares in the Tender Offer (i.e., the Tender Offer Price), appointed an independent third party to calculate the value of the Company's shares to review and decide on such price, and obtained a share valuation report from such third party and referred to such

report.

- The process of calculation used by such third-party valuator in preparing its share valuation report is a common and reasonable method in light of current practices for such calculation.
- The contents of the above calculation are appropriate in light of current practices for such calculation. Furthermore, the Special Committee gained understanding of the circumstances of how the Company's business plan was prepared and the current situation of the Company by receiving explanation from the Company and the third party valuator concerning the contents of the Company's business plan that is the basis for such calculation, has confirmed that the business plan is reasonable from the view of whether there are any shortcomings in the Company's drafting of the business plan, and concluded that such business plan is reasonable.
- Based on the foregoing, the share valuation report prepared by such third-party valuator is reliable and has no particular flaws.
- Based on such share valuation report, the Company reviewed the Tender Offer Price by comprehensively taking into account the circumstances such as the necessity and advantages of the Transactions and their effects on the Company's future business.
- The Company engaged a financial advisor (concurrently serving as third-party valuator) with rich experience and conducted negotiations on the overall terms of the Transactions including the Tender Offer Price.
- The Tender Offer Price agreed between the Company and the Tender Offeror based on the share valuation report obtained by the Company from a third-party valuator falls within the range of such calculation. In particular in the calculation by the DCF method, the price exceeds the central value of the calculated range. In addition, the price falls within the range calculated by the third-party valuator appointed by the Special Committee to advise exclusively to the committee, and exceeds the central value calculated thereby under the DCF method.
- The Tender Offer Price is a price added thereon a premium of approximately 33.76% to approximately 40.50% on the share price level on average for six months including the closing price (516 yen) of the Company's Shares on the day before the date of submission of the Report (the reference date for calculating in the average market price method in each of the above share value calculation. Based on premiums actually paid in past similar examples, the level of premium on the Tender Offer Price is not significantly different and this is

assumed to be quite reasonable.

- The Special Committee also appointed its own financial advisor and third-party valuator, obtained a share valuation report for the Company's Shares from such third-party valuator and referred to this, and furthermore obtained a fairness opinion concerning the Tender Offer Price to receive opinion on the appropriateness of the Tender Offer Price.
- The Company ensured the fairness and appropriateness of the terms of the Transactions including the Tender Offer and in particular the Tender Offer Price through its foregoing efforts, and its methods to eliminate arbitrariness in the foregoing process are reasonable and appropriate.
- Furthermore, per explanation from the Company, the terms for the Squeeze-Out Procedures will be calculated and determined based on the same price as the Tender Offer Price unless there are any special circumstances.

In this regard, the Squeeze Put is scheduled to be implemented after the Tender Offer as successive procedures to the Tender Offer (the so-called two-step acquisition), and it is reasonable that the terms of transaction in both procedures to be conducted on a close timing to be set to be the same.

4) Concerning whether the Transactions are disadvantageous to the Company's minority shareholders based on above 1) to 3):

- As of present, the Special Committee finds no circumstances other than the points reviewed in above 1) to 3) for it to consider that the Transactions including the Tender Offer are disadvantageous to the Company's minority shareholders.

5) Concerning "it is fair for the Company's board of directors to make a resolution to state its opinion in support of the Tender Offer and to recommend he Company's shareholders to tender in the Tender Offer"

- As stated above, the Special Committee finds that (i) the purpose of the Transactions is reasonable (this is beneficial in enhancing the Company's corporate value), (ii) the fairness of the procedures for the Transactions is ensured, (iii) the terms of the Transactions are appropriate, and (iv) based on above (i) to (iii), the Transactions are not disadvantageous to the Company's minority shareholders. The Special Committee therefore considers that it is appropriate (i.e., the Special Committee supports) for the Company's board of directors to make a resolution to state its opinion in support of the Tender Offer and to recommend to the Company's shareholders to tender in the Tender Offer, and the Transactions are not disadvantageous to the Company's minority shareholders, and there are no particular circumstances to the contrary as of

present.

(iii) Procurement of advice from an independent legal advisor

As indicated in above “(ii) Establishment of the Special Committee and procurement of The Report from the Special Committee,” the Company retained AM&T as its legal advisor independent from the Company and the Tender Offeror. The Company is receiving necessary legal advice from the firm concerning the measures to be assumed to ensure fairness of the procedures of the Transactions, various procedures for the Transactions, and method and process of decision making by the Company concerning the Transactions.

AM&T is not a related party of the Tender Offeror and the Company and has no material interests in the Transactions, including the Tender Offer. The Special Committee confirmed that AM&T is independent professionally qualified, and approved this firm as the Company’s legal advisor.

(iv) Procurement the Company a share valuation report from an independent financial advisor and a third-party valuator

As indicated in above “(ii) Establishment of the Special Committee and procurement of The Report from the Special Committee,” the Company retained Nomura Securities as financial advisor and third-party valuator independent from the Tender Offeror and the Company. The Company received advice and assistance from a financial perspective from Nomura Securities concerning calculation of the value of the Company’s Shares and policies for negotiating with the Tender Offeror. The Company obtained the Nomura Securities Valuation Report dated November 30, 2021 from Nomura Securities. The description of the Nomura Securities Valuation Report is indicated in above “(3) Matters concerning calculation,” “(i) Procurement by the Company of a share valuation report from an independent financial advisor and third-party valuator.”

Nomura Securities is not a related party of the Tender Offeror and the Company and has no material interests in the Transactions, including the Tender Offer.

(v) Procurement by the Special Committee of the share valuation report and Fairness Opinion from an independent financial advisor and a third-party valuator

As indicated in above “(ii) Establishment of the Special Committee and procurement of The Report from the Special Committee,” the Special Committee retained Yamada Consulting as its financial advisor and third-party valuator independent from the Tender Offeror and the Company. The Special Committee received advice and assistance from a financial perspective from Yamada Consulting concerning calculation of the value of the Company’s Shares and policies for negotiating with the

Tender Offeror. The Special Committee obtained the Yamada Consulting Valuation Report dated November 29, 2021 from Yamada Consulting. The Special Committee also received the Fairness Opinion (Yamada Consulting) which rendered its opinion that the Tender Offer price of 725 yen per share is fair to the Company's shareholders (excluding the Offer and its affiliates) from a financial perspective. The description of Yamada Consulting Valuation Report and the Fairness Opinion is indicated in above "(3) Matters concerning calculation," "(ii) Procurement by the Special Committee of a share valuation report and Fairness Opinion from an independent financial advisor and third-party valuator."

Yamada Consulting is not a related party of the Tender Offeror and the Company and has no material interests in the Transactions, including the Tender Offer. The independence of Yamada Consulting is indicated in above "(ii) Establishment of the Special Committee and procurement of The Report from the Special Committee," "(ii-2) Review by the Special Committee."

(vi) Establishment of an independent reviewing structure at the Company

As indicated in above "(2) Grounds and reasons for the Opinion on the Tender Offer," "(iv) Process and reasons for the Company's decision-making to support the Tender Offer," the Company established inside the Company a system to review, negotiate and decide on the Transactions independent from the Tender Offeror. Specifically, the Company, on September 30, 2021, promptly after receiving initial contact from the Tender Offeror that it wishes to commence discussions for the Transactions, established inside the Company a system to review, negotiate, and decide on the Transactions independent from the Tender Offeror. A team comprising one Senior Managing Director of the Company independent from the Tender Offeror, and one employee from the Corporate Planning Department assumed this task, and together with the Special Committee, have been continuously working exclusively until the date of this Press Release by involving themselves in the process of negotiating between the Company and the Tender Offeror on the terms of the Transactions including the Tender Offer Price, and preparing the Company's business plan to become the basis for assessing the value of the Company's Shares. Since September 30, 2021, after the Company received initial contact from the Offer that they wish to commence discussion on the Transactions, the Company has not permitted any officers and employees of the Company who concurrently service as officers or employees of the Tender Offeror Group companies other than the Company to become involved in the process of negotiation between the Company and the Tender Offeror on the Transactions including the Tender Offer Price, and preparing the Company's business plan to become the basis for assessing the value of the Company's Shares for the purpose of eliminating the issue of structural conflicts of interest.

(vii) Unanimous approval of all disinterested directors and the opinion of all auditors of the Company that they have no objections

As indicated in above “(2) Grounds and reasons for the Opinion on the Tender Offer,” “(iv) Process and reasons for the Company’s decision-making to support the Tender Offer,” the Company, based on legal advice from AM&T, advice from Nomura Securities from a financial perspective, the contents of the Nomura Securities Valuation Report, and the Yamada Consulting Valuation Report and the Fairness Opinion received via the Special Committee, and by observing to the maximum extent the Special Committee’s decision rendered in the Report, carefully discussed and reviewed whether the Transactions including the Tender Offer will be beneficial in enhancing the Company’s corporate value, and whether the terms of the Transactions including the Tender Offer Price are appropriate.

As a result, as indicated in above “(2) Grounds and reasons for the Opinion on the Tender Offer,” “(iv) Process and reasons for the Company’s decision-making to support the Tender Offer,” the Company decided that the Transactions would be beneficial in enhancing the Company’s corporate value because various synergistic effects ((i) expedite decision-making to share management resources and to implement management strategies with the Tender Offeror Group, (ii) establish human resource foundation through reinforced personnel training, and (iii) mitigate cost to maintain listing and relevant operational burdens) could be expected by the Company becoming a wholly-owned subsidiary of the Tender Offeror, and that the terms of the Transactions including the Tender Offer Price are appropriate because the Tender Offer Price of 725 yen per share is an appropriate price that ensures benefits for the Company’s minority shareholders and the Tender Offer provides a reasonable opportunity for the Company’s minority shareholder to sell their Company’s Shares at a price with an appropriate premium, and the directors who participated in the discussion and resolution at the Company’s board of directors meeting held today (nine (9) out of 13 directors who participated in the discussion and resolution) unanimously resolved to express an opinion in support of the Tender Offer and to recommend the Company’s shareholders to tender in the Tender Offer. Also, at the above board of directors meeting, all auditors excluding Messrs. Masaaki Tsuda and Toshiaki Takeda stated their opinion that they have no objections to the above resolution.

In order to eliminate the effects of structural conflicts of interest in the Transactions on the discussion and resolution and to ensure fairness of the Transactions, discussions were held by and unanimous resolution was made at the above board of directors meeting by nine (9) directors out of 13 directors of the Company by excluding the following four (4) directors: Messrs. Masahiro Tanabe, Hiroshi Ogawa, and Taku Kadooka because they served as officers and employees of the Tender Offeror Group in the recent ten years, and Mr. Yasunori Takamatsu because he concurrently serves as officer and employee of the Tender Offeror. At the above board of directors meeting, two (2) out of four (4)

auditors of the Company were present and the two auditors present stated their opinions that they have no objection to the above resolution. However, because Mr. Masaaki Tsuda was an officer and employee of the Tender Offeror Group within the recent 10 years and Mr. Toshiaki Takeda concurrently serves as officer and employee of the Tender Offeror, these two persons were not present at the above board of directors meeting and refrained from stating their opinions to prevent the discussion and resolution at the board of directors meeting from being affected by the issues of structural conflicts of interest and asymmetry of information.

Messrs. Masahiro Tanabe, Hiroshi Ogawa, Taku Kadooka, Yasunori Takamatsu, Masaaki Tsuda, and Toshiaki Takeda have not participated in any discussion and resolution in all items for resolution for the Transactions at the meetings of the board of directors including above meeting held today nor participated in any discussion and negotiation with the Tender Offeror from the Company's side to eliminate the effects of the issue of structural conflicts of interest in the Transactions and to ensure fairness of the Transactions.

(viii) No transaction protection clause

The Tender Offeror and the Company has not agreed on any provisions to protect the transaction such as to prohibit the Company from contacting competitive offerors or otherwise to limit contact between competitive offerors and the Company, and due consideration is given to ensure fairness of the Tender Offer by not preventing opportunities for competitive offers.

(ix) Measures to ensure opportunities for the Company's shareholders to appropriately decide whether to tender in the Tender Offer

As stated in "(5) Policies on organizational change after the Tender Offer (matters concerning "two-step acquisition")" above, the Tender Offeror ensures an opportunity for the Company's shareholders (excluding the Tender Offeror and the Company) to properly decide whether or not to tender their shares in the Tender Offer and gives consideration to avoid placing coercive pressure on the Company's shareholders (excluding the Tender Offeror and the Company) by (i) employing methods ensuring the right of the Company's shareholders (excluding the Tender Offeror) to request purchase of shares or to petition for a determination of the price of shares, wherein depending on the number of shares acquired by the Tender Offeror through the successful completion of the Tender Offer, the Tender Offeror, promptly after the completion of the settlement of the Tender Offer, either will make the Demand for Shares Cash-Out for all of the Company Shares (excluding the Company's Shares owned by the Tender Offeror and treasury shares owned by the Company) or will make a demand to the Company to convene the Extraordinary Shareholders' Meeting at which the agenda items will

include proposals for the Share Consolidation and a partial amendment to the Company's articles of incorporation to abolish the provisions on share units on the condition that the Share Consolidation takes effect, and (ii) clarifying that the amount of money to be delivered to the Company's shareholders (excluding the Tender Offeror and the Company) as consideration for each Company Share in the Demand for Shares Cash-Out or the Share Consolidation will be calculated to be equal to the price obtained by multiplying the Tender Offer Price by the number of the Company Shares owned by those shareholders (excluding the Tender Offeror and the Company).

In addition, although the shortest tender offer period under laws and ordinances is 20 Business Days, the Tender Offeror has set the tender offer period of the Tender Offer (the "Tender Offer Period") to be 30 Business Days. The Tender Offeror has set a comparatively long tender offer period to ensure an appropriate opportunity for the shareholders of the Company to make a decision about the tendering of shares in response to the Tender Offer while ensuring an opportunity for competing offers by parties other than the Tender Offeror as a means to guarantee the fairness of the Tender Offer Price.

4. Material agreements regarding tendering to the Tender Offer between the Tender Offeror and the shareholders of the Company

Not applicable

5. Benefits provided from the Tender Offeror its specially-related parties

Not applicable

6. Policies in dealing with basic policies concerning control of the Company

Not applicable

7. Questions to the Tender Offeror

Not applicable

8. Request for extension of the Tender Offer Period

Not applicable

9. Future prospects

Please see above “3. Details, grounds, and reasons for the Opinion on the Tender Offer,” “(2) Grounds and reasons for the Opinion on the Tender Offer,” “(ii) Background, purpose, and decision-making process for the Tender Offer leading to the Tender Offeror’s decision to conduct the Tender Offer,” “(iii) Management policy after completion of the Tender Offer,” “(iv) Process and reasons for the Company’s decision-making to support the Tender Offer,” “(4) Prospects and reasons for delisting,” and “(5) Policies on organizational change after the Tender Offer (matters concerning “two-step acquisition”).”

10. Details of transactions with controlling shareholder

- (1) Transactions with controlling shareholder and conformance with policies to protect minority shareholders

The Offer is the Company’s controlling shareholder (parent company) and statement of opinion concerning the Tender Offer falls under transaction, etc, with the controlling shareholder, The Company stated in its corporate governance report disclosed on September 29, 2021, that as its “Policies concerning measures to protect minority shareholders when conducting transactions with the controlling shareholder” that “when the Company conducts transactions with its parent company, it shall conduct fair and appropriate transactions based such as on market price by assuming reasonable and proper procedures based on the Company’s standards in making decisions in the same manner as when it conducts transactions with a third party.”

The Company, upon conducting the Transactions including the Tender Offer, has dealt with the issue of structural conflicts of interest and asymmetry of information, and assumed measures to ensure

fairness of the terms of the Transactions including the Tender Offer Price as indicated in above “3. Details, grounds, and reasons for the Opinion on the Tender Offer,” “(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests,” and its actions confirm to the above policy.

(2) Measures to ensure fairness and measures to avoid conflicts of interest

As indicated in above “(1) Transactions with controlling shareholder and conformance with policies to protect minority shareholders,” the Transactions including the Tender Offer fall under transaction with controlling shareholder for the Company, the Company decided that it is necessary to assume measures to ensure fairness and above conflicts of interest. By assuming the measures in above “3.

Details, grounds, and reasons for the Opinion on the Tender Offer,” “(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests,” the Company considers that it ensured fairness and avoided conflicts of interest.

(3) Outline of opinion from a party that has no interest in the controlling shareholder stating that the transaction is not disadvantageous for minority shareholders

On November 30, 2021, the Company obtained the Report from the Special Committee stating its views that the Company’s board of directors to make a resolution to state its opinion in support of the Tender Offer and to recommend the Company’s minority shareholders to tender in the Tender Offer is not disadvantageous to the Company’s minority shareholders. For details, please see above “3. Details, grounds, and reasons for the Opinion on the Tender Offer,” “(6) Measures to ensure fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflict of interests,” “(ii-3) Judgement of the Special Committee.”

The Report is also an opinion that after completion of the Tender Offer, the Company becoming a wholly-owned subsidiary of the Tender Offeror is not disadvantageous to the Company’s minority shareholders as indicated in above “3. Details, grounds, and reasons for the Opinion on the Tender Offer,” “(5) Policies on organizational change after the Tender Offer (matters concerning “two-step acquisition”).”

11. Other matters

The Company, at its board of directors meeting held today, resolved that, on condition that the Tender Offer is completed, it will revise its dividend forecast for its Fiscal Year ending in March 2022 that it will not pay year-end dividends for its Fiscal Year ending in March 2022. For details, please see the

“Notice concerning revision of dividend forecast for Fiscal Year ending in March 2022 (No dividends)”
announced by the Company today.

END

[Soliciting Regulations]

This Press Release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell 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 shall neither be, nor constitute a part of, an offer or solicitation to sell, or solicitation of an offer to purchase any securities, and neither this Press Release (or a part of this Press Release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this Press Release may not be relied upon at the time of entering into any such agreement.

[U.S. Regulations]

The Tender Offer will be implemented in compliance with the procedures and information disclosure standards that are stipulated by the Financial Instruments and Exchange Act of Japan but these procedures and standards are not necessarily the same as those if the U.S. In particular, the Securities Exchange Act of 1934 of the U.S. (as amended), Article 13 (e) and Article 14 (e) and the rules stipulated thereunder do not apply to the Tender Offer and the Tender Offer are not in accordance with these procedures and standards, This Press Release and all financial information included or mentioned in the referential documents of this Press Release are not based on U.S. accounting standards and these are not necessarily equivalent to or comparable with the financial information prepared based in U.S. accounting standards. The Tender Offeror is a company incorporated outside of the U.S. and as some or all of its officers are not U.S. residents, it may be difficult to exercise the rights and demands that arise under U.S. securities laws. It might not be possible to file legal procedures in courts outside of the U.S, towards non-U.S. companies and its officers on grounds of breach of U.S. securities laws. In addition, jurisdiction of the U.S. courts might not be admitted towards non-U.S. companies and such companies' subsidiaries and affiliates.

All procedures concerning the Tender Offer shall be conducted in Japanese. All or part of the documents concerning the Tender Offer will be prepared in English, however, if any inconsistency arises between such English document and the Japanese documents, the Japanese document shall prevail.

The Tender Offeror and its affiliates (including the Company) and their respective financial advisors and related parties may, within the scope of their ordinary business, and within the scope permitted under Japan's laws and regulations relating to financial products transaction, may purchase or prepare to purchase the Company's common shares in its own account or its client account not by the Tender Offer before commencement of the Tender Offer, or during the Tender Offer Period. If any information concerning such purchase is disclosed in Japan, the party that made such purchase shall disclose this on its website in English.

[Forward-looking statements]

This Press Release contains forward-looking statements defined in Article 27A of the U.S. Securities Act of 1933 (as amended) and Article 21E of the U.S. Securities Act of 1934. These forward-looking statements may address the future business forecast of the Company and other companies and expressions such as “anticipated,” “expected,” “scheduled to be conducted,” “is planning to,” and “believe” are often used. Actual results may be significantly different from the forecasts expressly indicated or implied as “forward-looking statements” due to known or unknown risks, uncertainties, and other factors. The Tender Offeror or its affiliate cannot promise that forecasts expressly indicated or implied as “forward-looking statements” will turn out to be correct. The “forward-looking statements” in this Press Release were prepared based on information held by the Tender Offeror as of the date of this Press Release and unless obligated by laws or rules of financial products exchange, the Company or its affiliate shall have no obligation to update or revise such description to reflect such future events or circumstances.

[Other Countries]

The announcement, issuance, or distribution of this Press Release may be legally restricted in some countries or territories. In such case, shareholders should be aware of and comply with such restriction. The announcement, issue or distribution of this Press Release shall not be interpreted as an offer to purchase or solicitation of an offer to sell shares concerning the Tender Offer, but simply as a distribution of information.