



September 22, 2022

To whom it may concern:

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Representative:	Robert Desel, Representative Director

**Announcement Regarding Commencement of the Tender Offer for KITO CORPORATION  
(Securities Code: 6409) by Lifting Holdings BidCo, Inc.**

This is to announce that Lifting Holdings BidCo, Inc. released the "Announcement Regarding Commencement of the Tender Offer for KITO CORPORATION (Securities Code: 6409)" attached hereto today.

End

The purpose of this document is to, in accordance with Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act, make an announcement based on a request that Lifting Holdings BidCo, Inc. (the tender offeror) made to KITO CORPORATION (the target company of the tender offer).

(Attachment)

"Announcement Regarding Commencement of the Tender Offer for KITO CORPORATION (Securities Code: 6409)" as of September 22, 2022.

[Translation]

September 22, 2022

Company Name: Lifting Holdings BidCo, Inc.  
Representative: Robert Desel, Representative Director

## **Announcement Regarding Commencement of the Tender Offer for KITO CORPORATION (Securities Code: 6409)**

As announced in the Announcement Regarding Planned Commencement of the Tender Offer for the Share Certificates, Etc. of KITO CORPORATION (Securities Code: 6409) dated May 16, 2022, Lifting Holdings BidCo, Inc. (“Offeror”) decided to acquire the share certificates, etc. of KITO CORPORATION (Securities Code: 6409, Prime Market of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”); the “Target Company”) through a tender offer (the “Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the “Act”).

Because the procedures and steps required under competition laws in Japan, the U.S., China, Austria, Cyprus and Serbia were expected to take time to complete, the Offeror planned to commence the Tender Offer on the date to be agreed among Lifting Holdings Limited, which is the parent company holding all of the issued and outstanding shares of the Offeror (“HoldCo”), Crosby US Acquisition Corp., which is a wholly owned subsidiary of HoldCo (“Crosby US”), Crosby UK Acquisition Limited, which is a wholly owned subsidiary of HoldCo (“Crosby UK”), and HoldCo and its subsidiaries, including Crosby US, Crosby UK and The Crosby Group LLC (“Crosby”), established under the laws of Delaware whose shares are indirectly wholly owned by HoldCo through Crosby US’s wholly-owned subsidiaries (collectively, “Crosby US Other Wholly-owned Sub”), collectively “Crosby Group”) and the Target Company, which is within 10 business days after the Tender Offer Conditions Precedent (Note 1), including the completion of such procedures and steps, were satisfied or waived by HoldCo, Crosby US, Crosby UK and the Target Company (the “Tender Offer Commencement Date”), but as stated in “(1) Summary of the Tender Offer” of “1. Purpose of the Tender Offer” below, it was confirmed on September 22, 2022 that each of the Tender Offer Conditions Precedent has been satisfied as explained below, so the Offeror decided to commence the Tender Offer on September 26, 2022, which is the date agreed to by the Offerors and the Target Company so we hereby announce the following.

Note 1: The Business Combination Agreement (as defined in the “(1) Summary of the Tender Offer” of “1. Purpose of the Tender Offer”, hereinafter the same) provides that the commencement of the Tender Offer is subject to the following conditions precedent: (i) the clearances required for the Business Combination (as defined in the “(1) Summary of the Tender Offer” of “1. Purpose of the Tender Offer”, hereinafter the same) (Note 3) shall have been obtained; (ii) the board of directors of the Target Company has adopted a resolution to express an opinion in support of the Tender Offer and a recommendation that its shareholders and holders of Stock Acquisition Rights (“Stock Acquisition Right Holders”) tender their shares and share options, respectively, in response to the Tender Offer (collectively, the “Opinion to Support and Recommend to Tender in the Tender Offer”), and the Opinion to Support and Recommend to Tender in

the Tender Offer shall remain in effect at the time the Tender Offer is commenced without amendment, supplement, or modification; (iii) the special committee of the Target Company reviewing the Business Combination shall have submitted to the board of directors of the Target Company an opinion that it is appropriate for the board of directors of the Target Company to issue the Opinion to Support and Recommend to Tender in the Tender Offer, and such opinion shall remain in effect at the time the Tender Offer is commenced without amendment, supplement, or modification; (iv) the Target Company performed and complied with, in all material respects, all obligations under the Business Combination Agreement (Note 4) that are required to be performed and complied with by it on or before the Tender Offer Commencement Date, and the representations and warranties of the Target Company set forth in the Business Combination Agreement (Note 5) shall be true and correct in all material respects as of the date of the Agreement and the Tender Offer Commencement Date; (v) HoldCo, Crosby US and Crosby UK performed and complied with, in all material respects, all obligations under the Business Combination Agreement (Note 6) that are required to be performed and complied with by them on or before the Tender Offer Commencement Date, and the representations and warranties of HoldCo, Crosby US and Crosby UK set forth in the Business Combination Agreement (Note 7) shall be true and correct in all material respects as of the date of the Agreement and the Tender Offer Commencement Date; (vi) no governmental authority of any competent jurisdiction shall have enacted, issued, promulgated, enforced or entered any law or made any final and binding request of a party or injunction, that is in effect and has the effect of making the Business Combination illegal or otherwise prohibiting or preventing the consummation of the Business Combination; (vii) there shall be no “material fact pertaining to the business” (Article 166, Paragraph 2 of the Act) of the Target Company that has not been “publicized” (Article 166, Paragraph 4 of the Act) by the Target Company; (viii) no event or circumstance shall have occurred since the date of the Business Combination Agreement that would be a withdrawal event under Article 27-11, Paragraph 1 of the Act with respect to the Tender Offer should the Tender Offer commence; and (ix) the Business Combination Agreement has not been terminated and remains in full force and effect; (collectively, “Tender Offer Conditions Precedent”).

- Note 2: Under the Business Combination Agreement, among the Tender Offer Conditions Precedent, (i) to (iii), (vi), (vii) and (ix) may be waived, if permitted by applicable laws, by the agreement of HoldCo, Crosby US, Crosby UK and the Target Company, (v) may be waived by sole discretion of the Target Company, and (iv) and (viii) may be waived by sole discretion of HoldCo, Crosby US and Crosby UK.
- Note 3: Notifications in relation to competition laws of Japan, the U.S., China, Austria, Cyprus and Serbia. Further, given that the Offerors confirmed after the execution of the Business Combination Agreement that it is not necessary to give a notification under the competition laws of Austria, they will not give that notification.
- Note 4: Please refer to “(6) Matters relating to material agreements regarding the Tender Offer” of “1. Purpose of the Tender Offer” for the obligation of the

Target Company provided in the Business Combination Agreement.

Note 5: Please refer to “(6) Matters relating to material agreements regarding the Tender Offer” of “1. Purpose of the Tender Offer” for the representations and warranties of the Target Company provided in the Business Combination Agreement.

Note 6: Please refer to “(6) Matters relating to material agreements regarding the Tender Offer” of “1. Purpose of the Tender Offer” for the obligations of HoldCo, Crosby US and Crosby UK provided in the Business Combination Agreement.

Note 7: Please refer to “(6) Matters relating to material agreements regarding the Tender Offer” of “1. Purpose of the Tender Offer” for the representations and warranties of HoldCo, Crosby US and Crosby UK provided in the Business Combination Agreement.

## 1. Purpose of the Tender Offer

### (1) Summary of the Tender Offer

The Offeror was established on April 28, 2022 for the primary purpose of controlling and managing the business activities of the Target Company through the acquisition of and holding of the Target Company Shares after the completion of the Tender Offer, and, as of today, is a wholly owned subsidiary of HoldCo, established under the laws of England and Wales with its business purposes of holding shares of and managing its subsidiaries. Ascend Overseas Limited (“Ascend”), established under the laws of England and Wales, with its business purpose of holding shares of HoldCo, holds approximately 96.7% of the shares of HoldCo (and its management holds the remainder). Funds, investment vehicles and/or separately managed accounts (Note 8) advised by Kohlberg Kravis Roberts & Co. L.P., an investment advisory company established under the laws of Delaware, the United States (together with its and their affiliates and other related funds, “KKR” and those funds, etc., collectively, “KKR Advisory Funds, etc.”) directly or indirectly holds a 100% stake in Ascend. HoldCo directly holds a 100% stake in each of Crosby US, established under the laws of Delaware, and Crosby UK, established under the laws of England and Wales. Crosby is established under the laws of Delaware and its shares are indirectly held by HoldCo through Crosby US Other Wholly-owned Subs (Crosby US, Crosby UK, HoldCo and the Offeror, collectively, the “Offerors”). The Offerors and KKR do not hold any Target Company Shares as of today.

Note 8: “Separately managed accounts” are entities structured for investment by one investor or related investors whereby KKR earns management and incentive fees, pursuant to a single management agreement between KKR and the investor(s) that are party/parties to that account.

KKR Advisory Funds, etc. acquired Crosby US’s subsidiaries and Crosby UK’s subsidiaries through Ascend from Melrose Industries Plc in 2013. Crosby US and Crosby UK were used as acquisition vehicles for such acquisition and the acquisition resulted in the current form of Crosby Group. With roots dating back to 1836 and having a headquarter function in the United States, Crosby Group has been engaged in the lifting and securement hardware (Note 9) industry for nearly two centuries with a focus on safety, quality, training and engineering leadership.

Crosby Group maintains a global presence, with manufacturing and commercial operations across 16 manufacturing sites and 10 distribution centers in North America, Europe, Brazil, and Australia. With an international network of approximately 3,000 authorized distributors, Crosby Group provides a broad range of products used in a wide variety of industries and applications. Given its focus on being highly responsive to customer needs, Crosby Group has prioritized investment in innovation and new product development in lifting securement hardware and related technology. This focus has been further supported by significant investments into the operations of the business, including an investment in a manufacturing facility in Longview, Texas, that improved employee safety, increased output, and bolstered efficiency. Additionally, Crosby Group has also made acquisitions of companies that are complementary with Crosby Group's business to support its continued growth and customer value proposition.

Note 9: Lifting and securement hardware are hardware and accessories used, usually in conjunction with lifting equipment, to secure, lift or move equipment, construction components or other assets.

KKR is a leading global investment firm that offers alternative asset management for its investors as well as capital markets and insurance solutions. KKR sponsors investment funds that invest in private equity, credit and real assets and has strategic partners that manage hedge funds in which KKR owns a minority stake.

Since the opening of its Tokyo office in 2006, KKR has actively expanded its investment activities in the Japanese market, with investment professionals possessing a thorough understanding of Japanese business practices. Since 2010, KKR Advisory Funds, etc. have completed investments into 10 companies headquartered in Japan, including 3 take private transactions of Japanese publicly-listed companies.

Most recently, KKR's transaction experience in Japan includes investments in Hitachi Koki (2017), Hitachi Kokusai Electric (2017), Seiyu Co (2021), and Yayoi Co (2022). Through these transactions, KKR has worked and is working to support investment into and acceleration of growth for Japanese companies in various industry sectors, which are expected to achieve high growth in the future through KKR's capital resources, and network with such companies. KKR's investment activities in the Japanese market are further supported by its global capabilities, with KKR having offices in 21 cities and 109 private equity portfolio companies as of December 31, 2021. More broadly, KKR has a history in the Industrial Machinery sector as evidenced by the investments in Gardner Denver Inc., a US corporation providing compressors, blowers and vacuum pumps (2013), Capital Safety Ltd., a UK corporation manufacturing fall protection equipment (2011), and Crosby (2013). In total, KKR had approximately \$490 billion in assets under management as of June 30, 2022.

As of May 16, 2022, HoldCo, Crosby US, Crosby UK and the Target Company entered into a business combination agreement (the "Business Combination Agreement"; for the details of the Business Combination Agreement, please refer to the section below titled "(6) Matters relating to material agreements

regarding the Tender Offer) regarding a business combination (the “Business Combination”) between the Target Company Group (27 companies in total, composed of the Target Company, 25 consolidated subsidiaries and a non-consolidated subsidiary which is not an affiliate to which the equity method is applicable; hereinafter the same) and Crosby Group, and decided to conduct the Tender Offer for the purpose of acquiring all of the common stocks of the Target Company (the “Target Company Shares”) listed on the Prime Market of TSE as of today and the Stock Acquisition Rights (the “Stock Acquisition Rights” and the name of each of Stock Acquisition Rights are defined in “(ii) Stock acquisition rights” under “(3) Price of tender offer”; hereinafter the same) (excluding treasury shares owned by the Target Company; hereinafter the same), on the condition that the Tender Offer Conditions Precedent are satisfied or waived as part of the series of transactions (the “Transactions”) to realize the Business Combination. Crosby decided that the tender offeror of the Tender Offer should be the Offeror instead of Crosby US or its subsidiaries, including Crosby, such that Crosby US and Crosby UK and the Target Company will become sister companies after the Merger (defined in the section below “(iv) Management policy after the Tender Offer”, hereinafter the same) and each group can operate under the spirit of a “merger of equals” for a smooth integration and maximization of the corporate value of the Combined Group (as defined in the “(ii) Background, purpose, and decision-making process leading the Offeror to conduct the Tender Offer” under “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer”).

The Offerors and the Target Company have confirmed that, as described below, all of the Tender Offer Conditions Precedent have been satisfied as of September 22, 2022, and so, on such date as agreed by the Offerors and the Target Company, the Offeror decided to commence the Tender Offer on September 26, 2022.

- (i) With respect to notifications under competition laws in Japan, the U.S., China, Cyprus and Serbia, the Offeror has confirmed that it has become possible to execute the acquisition of the Target Company Shares through the Tender Offer (the “Share Acquisition”) by receiving from the Japan Fair Trade Commission a Notice to the Effect that Cease and Desist Order Will Not be Issued (Note 10) and the Acquisition Prohibition Period (as defined below) has ended as of September 14, 2022, and therefore the required clearances shall have been obtained.
- (ii) The Target Company reported to the Offerors that, at a meeting of the board of directors of the Target Company held on September 22, 2022, the Target Company determined that, as of September 22, 2022, there were no factors that would change its opinion on the Tender Offer as of May 16, 2022, that the Target Company resolved to again express an opinion in support of the Tender Offer and a recommendation that its shareholders and Stock Acquisition Right Holders tender their shares and share options in the Tender Offer, and that the opinion remain in effect without amendment, supplement, or modification, and the Offerors confirmed on September 22, 2022 that the resolution had been passed and that the opinion remain in effect without amendment, supplement, or modification.
- (iii) The Target Company reported to the Offerors that, taking into consideration the circumstances after May 16, 2022 until September 22, 2022, the special committee of the Target Company confirmed that it could not find any reasons that would

change its opinion that it is appropriate to express an Opinion to Support and Recommend to Tender in the Tender Offer to the board of directors of the Target Company, that it submitted a written report stating that there is no change to the opinion, and that the contents of the report remain in effect without amendment, supplement, or modification, and the Offerors confirmed on September 22, 2022 that the report was submitted to the board of directors of the Target Company and the report remains in effect without amendment, supplement, or modification.

- (iv) The Target Company reported to the Offerors that as of September 22, 2022, the Target Company has performed and complied with, in all material respects, all obligations under the Business Combination Agreement that are required to be performed and complied with by it on or before the Tender Offer Commencement Date and that the representations and warranties of the Target Company set forth in the Business Combination Agreement are true and correct in all material respects, as of the same date, the Offerors determined that those obligations have been performed and complied with in all material respects and that those representations and warranties are true and correct in all material respects.
- (v) The Offerors reported to the Target Company that as of September 22, 2022, HoldCo, Crosby US, and Crosby UK have performed and complied with, in all material respects, all obligations under the Business Combination Agreement that are required to be performed and complied with by them on or before the Tender Offer Commencement Date and that the representations and warranties of HoldCo, Crosby US, and Crosby UK set forth in the Business Combination Agreement are true and correct in all material respects, as of the same date, the Target Company determined that those obligations have been performed and complied with in all material respects and that those representations and warranties are true and correct in all material respects.
- (vi) The Target Company reported to the Offerors that as of September 22, 2022, no governmental authority of any competent jurisdiction has enacted, issued, promulgated, enforced or entered any law or made any final and binding request of a party or injunction that has the effect of making the Business Combination illegal or otherwise prohibiting or preventing the consummation of the Business Combination, and on the same date, the Offerors determined that no such event has occurred.
- (vii) The Target Company reported to the Offerors that as of September 22, 2022, there are no “material facts pertaining to the businesses” of the Target Company that have not been “publicized” by the Target Company, and on the same date, the Offerors determined that there are no “material facts pertaining to the businesses” of the Target Company that have not been “publicized” by the Target Company.
- (viii) The Target Company reported to the Offerors that as of September 22, 2022, no event or circumstance that would be a withdrawal event under Article 27-11, Paragraph 1 of the Act with respect to the Tender Offer has occurred on or after the execution date of the Business Combination Agreement (based on the assumption that the Tender Offer has commenced on or after that date), and on the same date, the Offerors determined that no such event has occurred on or after that date.
- (ix) As of September 22, 2022, the Business Combination Agreement has not been terminated and the Business Combination Agreement remains in full force and

effect (the same applies as of the submission date of this Announcement).

If the total number of share certificates, etc. tendered in response to the Tender Offer (the “Tendered Share Certificates, Etc.”) is less than the minimum number of share certificates, etc. to be purchased (13,817,400 shares, ownership percentage (Note 11): 66.67%), then the Offeror will not purchase any of the Tendered Share Certificates, Etc. However, because the purpose is to acquire all of the Target Company Shares and the Stock Acquisition Rights, the Offeror has not set a limit on the maximum number of share certificates, etc. to be purchased, and if the total number of Tendered Share Certificates, Etc. is equal to or greater than the minimum number of the share certificates, etc. (13,817,400 shares), then the Offeror will purchase all of the Tendered Share Certificates, Etc. The minimum number of share certificates, etc. to be purchased (13,817,400 shares) is to be the product of two thirds of the number of voting rights relating to the Total Number of Shares After Considering Potential Shares (as defined below) (207,260 voting rights) (this amounts to 138,174 voting rights; rounded up to the nearest whole number), multiplied by 100, which is the share unit number of the Target Company. Because the purpose is to acquire all of the Target Company Shares and the Stock Acquisition Rights as part of the Transactions, the minimum number has been set to ensure that the Transactions will be carried out given that a special resolution in the shareholders’ meeting as provided for in Article 309, Paragraph 2 of the Companies Act (Act No. 86 of 2005; as amended; the same applies hereinafter) is required for carrying out the procedures for the Share Consolidation as described in the section below titled “(4) Policy for organizational restructuring after the Tender Offer (matters relating to the “Two-Step Acquisition””).

Note 10: In accordance with Article 10, Paragraph 2 of the Act Concerning Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the “Antimonopoly Act”), the Offeror must give prior notification (the “Prior Notification”) to the Japan Fair Trade Commission regarding the plan of the Share Acquisition, and under Article 10, Paragraph 8 of the Antimonopoly Act the Offeror may not acquire the Target Company Shares until 30 days, in principle, have passed from the date on which the Prior Notification was accepted (the period might be shortened; the period during which acquisition of shares is prohibited is referred to as the “Acquisition Prohibition Period”).

In addition, Article 10, Paragraph 1 of the Antimonopoly Act prohibits any act of acquiring shares of other companies that will cause a substantial restraint of competition in a particular field of trade and the Japan Fair Trade Commission may order measures necessary to eliminate any acts that breach that provision (Article 17-2, Paragraph 1 of the Antimonopoly Act; hereinafter referred to as a “Cease and Desist Order”). If the Prior Notification has been made and the Japan Fair Trade Commission issues a Cease and Desist Order, it shall conduct a hearing of opinions with the would-be addressee of that Cease and Desist Order (Article 49 of the Antimonopoly Act), and in such a hearing, it shall notify the addressee of the details of the planned Cease and Desist Order (Article 50, Paragraph 1 of the Antimonopoly Act; hereinafter referred to as “Prior Notice of Cease and Desist Order”), and Prior Notice of the Cease and Desist Order regarding the share acquisition would be made within a certain period of

time (in principle, 30 days from the date on which the Prior Notification above was accepted; however, the period might be extended or shortened.) (Article 10, Paragraph 9 of the Antimonopoly Act). If the Japan Fair Trade Commission has decided not to give Prior Notice of Cease and Desist Order, it will give notice to that effect (“Notice to the Effect that Cease and Desist Order Will Not be Issued”) (Article 9 of the Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act Concerning Prohibition of Private Monopolization and Maintenance of Fair Trade (Japan Fair Trade Commission Rule No. 1 of 1953, as amended)).

Note 11: “Ownership percentage” means the percentage (rounded to the two decimal places) of the number of shares (20,726,019 shares) (the “Total Number of Shares After Considering Potential Shares”) equal to the sum (21,196,200 shares) of the total number of issued shares of the Target Company as of June 30, 2022 (21,048,200 shares) as stated in the “Business Results for the First Quarters of the Fiscal Year Ending March 31, 2023 [Japanese GAAP] (Consolidated)” submitted by the Target Company on August 5, 2022 and (i) the Target Company Shares (20,000 shares) underlying the Tenth Series Stock Acquisition Rights (100 stock acquisition rights), (ii) the Target Company Shares (17,000 shares) underlying the Eleventh Series Stock Acquisition Rights (85 stock acquisition rights), (iii) the Target Company Shares (20,000 shares) underlying the Thirteenth Series Stock Acquisition Rights remaining (100 stock acquisition rights), (iv) the Target Company Shares (51,000 shares) underlying the Fourteenth Series Stock Acquisition Rights (255 stock acquisition rights), and (v) the Target Company Shares (40,000 shares) underlying the Fifteenth Series Stock Acquisition Rights (200 stock acquisition rights), in each case remaining as of June 30, 2022 and as reported by the Target Company, less the treasury shares (470,181 shares) owned by the Target Company as of March 31, 2022. This applies hereinafter in the calculation of the ownership percentage.

If the Tender Offer has been successfully completed, but the Offeror is unable to acquire all of the Target Company Shares and all of the Stock Acquisition Rights in the Tender Offer, then the Offeror intends to carry out the Squeeze-Out Procedures (meaning a series of procedures described in the section below titled “(4) Policy for organizational restructuring after the Tender Offer (matters relating to the “Two-Step Acquisition”), hereinafter the “Squeeze-Out Procedures”) in order for the Offeror to make the Target Company a wholly-owned subsidiary of the Offeror after the successful Tender Offer.

The Offeror intends to cover the funds required for the settlement of the Tender Offer by equity contributions by HoldCo (the “Contribution”) and by an intercompany loan from Crosby US, a wholly-owned subsidiary of HoldCo. Crosby US will borrow the funds necessary to permit such loan through incremental borrowings from financial institutions under its existing credit facilities (the “Debt Financing”), which will allow Crosby US to source funds at more favorable terms with light covenants regarding the operation of the Target Company Group compared to financing by the Offeror while maximizing operational flexibility of the Target Company Group and limiting transaction costs. With respect to the Debt

Financing, a security will be established over certain shares and other assets of the Target Company Group and the Target Company and its material subsidiaries will provide a joint and several guarantee. HoldCo also intends to cover the Contribution through an equity financing by KKR North America Fund XI L.P., a limited partnership affiliated with KKR and established under the laws of the Cayman Islands.

According to “Announcement of Position Statement on the Planned Commencement of the Tender Offer for Shares, etc. of KITO CORPORATION by Lifting Holdings BidCo, Inc. in Connection With the Business Combination of KITO CORPORATION and Crosby Group” released by the Target Company on May 16, 2022 (the “Target Company’s May 16, 2022 Press Release”), at the board of directors meeting of the Target Company held today, a resolution was made stating that based on the grounds and reasons set out in the section below titled “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer”, if the Tender Offer commences, the position of the Target Company as of May 16, 2022 is that it will declare a position in support of the Tender Offer and that it will recommend that the Target Company’s shareholders and Stock Acquisition Right Holders accept the Tender Offer.

As stated below in “(c) Decision details” under “(3) Decision-making process and reasons of the Target Company to issue the opinion to support the Tender Offer,” at the time of making the above resolution, the Target Company’s board of directors additionally resolved that upon the commencement of the Tender Offer, the special committee established by the Target Company will be asked to review whether or not there is any change to the contents of the report submitted by the special committee to the Target Company’s board of directors on May 16, 2022 (the “May 16 Report”), and if there is no change, to state this fact to the Target Company’s board of directors, and if there is a change, to state a position after the change, and based on such position, the Target Company will again publish its position on the Tender Offer when the Tender Offer commences.

In addition, according to the Announcement of Position Statement on the Commencement of the Tender Offer for Shares, etc. of KITO by Lifting Holdings BidCo, Inc. in Connection With the Business Combination of KITO and Crosby Group released by the Target Company on September 22, 2022 (the “Target Company’s September 22, 2022 Press Release,” and together with the Target Company’s May 16, 2022 Press Release, the “Target Company’s Press Release”), as the Target Company received a communication from the Offerors on August 23, 2022 that the Offerors intend to commence the Tender Offer from September 26, 2022 because procedures and steps under domestic and foreign competition laws (Japan, the U.S., China, Cyprus, and Serbia) that are required to complete the Business Combination were expected to be completed by September 16, 2022, the Target Company commenced preparations to reexamine the various terms and conditions concerning the Tender Offer, and in addition to this, on September 8, 2022, the Target Company asked the special committee to review whether or not there is any change to the contents of the May 16 Report, and if there was no change, to state this fact to the Target Company’s board of directors, and if there was a change, to state a position after the change. The special committee conducted a confirmation, etc. with the Target Company of facts relating to whether a change of material circumstances occurred after May 16, 2022 that could impact the

Transaction, and as a result of considering the aforementioned matters for inquiry, confirmed that, taking into account the market price of the Target Company rising to just below the level of the tender offer price of the Tender Offer (“Tender Offer Price”) from May 16, 2022, which is the Transaction announcement date, and then remaining stable thereafter, and also that no event occurred between May 16, 2022 and today that could have a material effect on the corporate value of the Target Company, no circumstances occurred requiring the contents of the May 16 Report to be changed, and pursuant to a unanimous resolution of the committee members, the special committee today submitted a report (the “September 22 Report”) to the effect that there is no change to the above opinion to the Company’s board of directors.

Furthermore, while giving maximum respect to the content of the September 22, 2022 Report obtained from the special committee, the Target Company carefully reexamined the various terms and conditions concerning the Tender Offer in light of the Target Company’s business circumstances and the environment surrounding the Transaction, and as a result, determined that as of September 22, 2022 there is no reason to change its position as of May 16, 2022 concerning the Tender Offer.

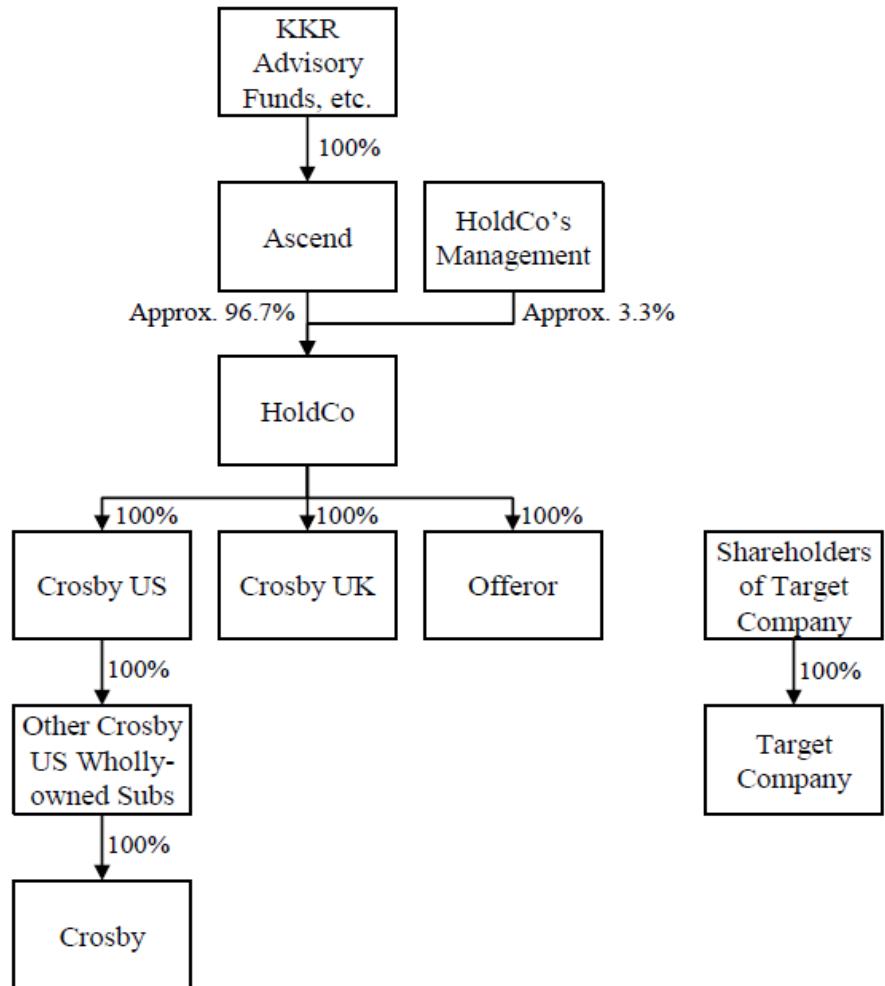
Therefore, at the meeting of the Target Company’s board of directors held on September 22, 2022, it was resolved to again declare a position in support of the Tender Offer and to recommend that all of the Target Company’s shareholders accept the Tender Offer.

For the details of the resolutions of the Target Company’s board of directors meetings held on May 16, 2022 and September 22, 2022, please refer to the section below titled “(v) Approval of all the directors in the Target Company and opinions that there has been no objection from any of the Target Company’s independent statutory auditors” under “(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer”.

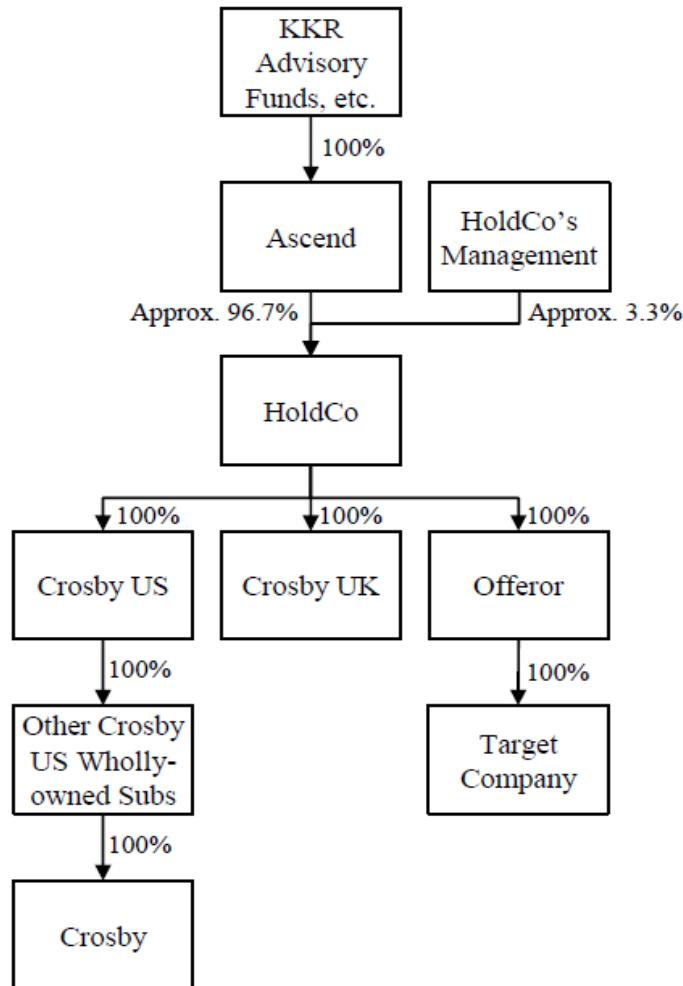
The Transaction is substantially as shown in the following diagrams.

<Structure Chart for the Transaction (Note)>

I. Prior to the Tender Offer (current state)



## II. After the completion of the Tender Offer and the Squeeze-Out Procedures



Note: Figures in the charts are direct or indirect ownership percentages.

(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer

The background, purpose, and decision-making process leading to the decision to conduct the Tender Offer as well as the management policy following the Tender Offer are described below. The description of the Target Company Group included below is based on information released by the Target Company, the Target Company's Press Release, and explanations received from the Target Company.

(i) The Target Company's operational environment and the Target Company's management challenges

Since the Target Company was founded in November 1932 by its founder, Miyoshi Kito, in Omori (Ota Ward, Tokyo) as The Kito Manufacturing Company, it has earned deep trust for its development of a business manufacturing and selling material handling devices (Note 12) that are vital for lifting, carrying and immobilizing items. The Target Company began overseas expansion in earnest with the creation of a US subsidiary in January 1990, and today has 17 business subsidiaries operating in 15 countries, including in North America, Asia, and European countries, with revenue outside Japan responsible for around 75% of the total revenue of the Target Company Group. The Target Company's products and

services demonstrate high levels of safety and durability to meet sustained demand at all levels of economic development, and moreover have evolved to meet the needs of the wide range of industries that need a high level of safety and efficiency in handling heavy items. The Target Company's biggest management challenge continues to be to always look at problems from the customer's perspective on-site for those in material handling around the world, making new proposals, earning the trust of the market by providing products and services that achieve those proposals, and becoming "the world's best hoist manufacturer" by supporting the conduct of safe and productive activities in society by customers and adding value to society. The Target Company has as its corporate mission, "KITO's Mission: Deliver Unmatched Satisfaction to Our Customers", "KITO's Quality: Our Driving "Spirit" is "Quality""", "KITO's Innovation: Change and Challenge Always", and "Value of KITO People: Integrity, Honesty Pride and Gratitude." Based on this, the Target Company is achieving support for safe and efficient social activities by providing high quality products and services from the customer's point of view and is aiming for corporate management that earns the trust of society while building relationships with shareholders, investors and all stakeholders in the Target Company Group.

Note 12: "Material handling devices" means chain blocks, lever blocks, rope hoists, cranes, and other handling devices used to make the storage, transportation, and immobilizing of heavy items and other logistics business more efficient.

After its founding, the Target Company carried out an entity conversion to a limited partnership company in June 1937, and then in July 1944, it both carried out an entity conversion to a joint stock company and changed its trade name to Kito Kousa Kiki Kogyo Co., Ltd. It changed its trade name to The KITO Manufacturing Company in November 1945, and then changed its trade name to the current KITO CORPORATION in November 1970. Thereafter, it listed its shares as over-the-counter registered stock with the Japan Securities Dealers Association in October 1980. Since then, the Target Company's earnings and profits continued to trend upwards and it expanded the size of its business, but with a prolonged domestic economic slowdown in Japan after the collapse of the 1990's bubble economy and difficult financial circumstances, the Target Company aimed for an overseas expansion centered on the U.S. and a fundamental reform of its financial footing. In July 2003, with the backing of the Carlyle Group, a private equity fund headquartered in the U.S., the company announced a management buyout, which involved execution of a tender offer for the Target Company Shares by Carlyle Japan Holdings 3 Co., Ltd. ("CJP3"), wholly owned by Carlyle Group, a share exchange for cash consideration, and an absorption-type merger that made the Target Company the surviving company and CJP3 the disappearing company, and which led to the delisting its shares as over-the-counter registered stock in October 2003. After de-listing, in collaboration with Carlyle Group, the Target Company on the one hand developed a swift decision-making system and strengthened its business foundation, and as one aspect of strengthening the management of its overseas businesses, worked to strengthen and expand its overseas business primarily in the US and China markets, strengthen its finances, and execute mergers and acquisitions transactions to divest unprofitable businesses and acquire or form business alliances, etc. with local companies overseas. As a result, it built a strong base for business growth, as compared to the Target Company's sales of JPY 20,759 million and operating profit of JPY 1,002 million

in the fiscal year to March 2003 before the de-listing, both sales and operating profit grew to JPY 24,244 million yen and 3,207 million yen, respectively, in the fiscal year to March 2007 after the de-listing of the Target Company Shares but before their re-listing on a financial instrument exchange market. Thereafter, in order to achieve the Target Company's own target of becoming "the world's best hoist manufacturer", and given the equity funding needs to invest in growth and the fact that the Target Company had built a framework to seek to stabilize its business and finances and make possible realization of sustainable income and expenditures as a result of a series of structural reforms, to secure access to the stock market, gain societal trust and further raise brand awareness, the Target Company listed on the first section of the market established by TSE in August 2007. As of today, based on restructuring of the market divisions of the TSE, the Target Company is listed on the Prime Market, a new market segment of the TSE.

As of today, the Target Company Group's primary business is the development, manufacture and sales of material handling equipment such as hoists, cranes and peripheral devices.

Based on the aforementioned management policy, in its five-year medium-term management plan from the fiscal year to March 2017 until the fiscal year to March 2021, the Target Company aimed for further expansion of the scale of profits, listing a return to high profitability, an expanded product portfolio, and conversion to a global organization. Some success was achieved towards these goals, and the Target Company achieved its highest sales figure yet in the fiscal year to March 2022. However, there was also an impact from external factors such as weakened demand for material handling devices, which was affected by the slowdown in capital expenditure in automobile-related industries, etc. due to the extended COVID-19 pandemic, with the actual value of EBITDA for the fiscal year to March 2021, which had been targeted to double to JPY 13 billion in five years, being JPY 7.5 billion, and as a result the Target Company was not able to achieve the targeted expansion of the scale of profits. Going forward, in addition to steadily capturing the increase in demand resulting from a return to economic activity as the COVID-19 pandemic subsides, the Target Company is aware of the urgent task of securing profitability growth exceeding the cost increases resulting from personnel expenses and raw materials prices affected by inflation pressures and soaring transportation expenses and the like, and of achieving profit growth through expansion of its Europe business.

In the medium term, the Target Company believes that in order to achieve further growth globally in hoist and crane industry in which the Target Company operates, it is essential for it to win more business in the material handling field in which the Target Company is well positioned, and maximize added value for customers by expanding the product line up and fields of services. Based on the ongoing changes in the hoist and crane industry and accelerating moves by the Target Company's competitors to peripheral businesses, in order for the Target Company Group to raise its overall business to the next stage without being buffeted by the business environment or social circumstances and to ensure medium and long-term growth, the Target Company understands the current circumstances to require agile and rapid expansion of its business domain through decisive management actions and bold investments in resources.

Given these management challenges and business environment, the Target Company has considered various management strategies the Target Company could

take to enhance corporate value, and among those, has heretofore repeatedly considered measures with respect to a business alliance or a business integration, and as one aspect of that, an M&A transaction, with a partner who will promote globalization of the business and organization and who will supplement expansion of the product lineup.

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

Crosby has a highly informed admiration for the Target Company's brands, product innovation, product quality, company leadership, and market reputation. Crosby developed this view since 2014 when KITO Americas, Inc., the Target Company's US subsidiary, acquired Peerless Industrial Group, Inc. ("Peerless"), a company that supplied products to Crosby, thus helping Peerless to introduce Crosby to the Target Company. Beyond information gathered through these former supply relationships, Crosby has learned about the business of the Target Company since November 2016 through publicly available industry information and insights gathered from trade shows, industry conferences, and has periodically engaged with the Target Company's management team, as part of its efforts to identify potential partners for M&A transactions or other strategic alliances. Through evaluation from channel participants such as distributors, end users, and suppliers, Crosby is also aware of the Target Company's positive reputation in the industry.

With these positive recognition on the Target Company, Crosby understands that the Target Company's Group is experiencing a favorable demand backdrop for its products globally as manufacturing and other industries continue to recover from the impacts of the pandemic of COVID-19 in 2020 and 2021. Crosby understands that the Target Company and Crosby face similar challenges, including material shortages such as steel, inflationary challenges leading to increased raw material costs, repair componentry costs, and freight and packaging costs, in the current supply chain environment such as slowdown in capital expenditure in infrastructure and industrial-related industries, etc. due to the extended COVID-19 pandemic and the cost increases resulting from personnel expenses and raw materials prices affected by inflation pressures and rising transportation expenses, giving it an appreciation for the importance of navigating these challenges.

Crosby believes the combination of the Target Company's Group and Crosby Group would provide greater operational resources in the form of capital to invest in the combined business, sharing practices from each company within each of the Target Company Group and Crosby Group to enact better safety practices, employees to engage in product innovation and sharing of ideas, and flexibility to help manage these dynamic headwinds, positioning the Combined Group to be better equipped to serve customers, employees, and communities in the face of supply chain challenges and inflationary pressures (HoldCo plans to change its trade name to Kito | Crosby after the completion of the Business Combination, and HoldCo after the completion of the Business Combination hereinafter referred to as the "Combined Company" and the Combined Company and its subsidiaries (i.e. the Target Company Group and Crosby Group) collectively referred to as the "Combined Group"). As a result, Crosby believes the Combined Group would be able to maintain better quality from sharing manufacturing practices, and achieve

better customer service from sharing talent and greater combined experience with servicing customers than either Crosby Group or the Target Company's Group could achieve standalone. Additionally, the Combined Group would likely be able to utilize their complementary capabilities in new product development to create innovations for new and existing customers of each of Crosby Group and the Target Company's Group. Specifically, the Target Company Group has expertise in crane applications and Crosby Group has expertise in rigging hardware applications (hardware products attached to objects to secure, lift, and suspend), which are complementary product areas within the lifting and securement hardware industry. The Combined Group can also use their complementary geographic presences as Crosby Group is headquartered in the U.S. while the Target Company Group is headquartered in Japan, giving the Combined Group better presence globally to service customers across the globe to add further value to employees, customers, suppliers and communities, and to promote sales of the products across a broader global landscape to better serve customers.

Since the acquisition of Crosby in 2013, KKR has closely assisted Crosby in its strategic decision-making processes, including providing advice on Crosby's acquisition strategy. Three senior KKR investment professionals and two KKR Senior Advisors are members of Crosby's board of directors. In addition, KKR and Crosby US have entered into a Monitoring Agreement, pursuant to which, among other services, KKR provides strategic assistance to Crosby with respect to (i) identification, support, negotiation and analysis of acquisitions and dispositions and (ii) support, negotiation and analysis of financing alternatives, including, without limitation, in connection with acquisitions. As is typical for its investments, KKR has regular discussions with the management team of Crosby to assist in identifying and evaluating acquisition targets, assisting in due diligence, and assisting in the integration of acquisition targets into Crosby. Through such discussions, KKR and Crosby have identified several potential strategic partners including the Target Company. Further, throughout the process of due diligence on the Target Company, KKR assisted Crosby in its evaluation of the Target Company and ultimately provided support for the transaction given the strategic merits of the Combined Group.

Informed by the information gathered through the above research of publicly available information and insights gathered from trade shows and industry conferences as part of its efforts to identify potential partners for M&A transactions including business integration or other strategic alliances and impressed by the Target Company's strong franchise and operating performance, for purposes of seeking possibilities of M&A or other strategic alliances, Crosby initiated high-level introductions with the Target Company senior management team starting in early June 2021. Crosby made KKR aware of its high-level introductions with the Target Company, to which KKR agreed with Crosby's desire to move forward with these discussions. These conversations involved preliminary strategic discussion on the respective businesses and on the structure of the alliance, including strategic alliance, minority investments, joint venture and business combination, which allowed Crosby to further hone its appreciation for the Target Company's business and to realize how a combination with the Target Company would maximize corporate value and benefit customers and suppliers by expanding high quality product offerings, increasing service levels for distributors, and realizing procurement and manufacturing efficiencies. Based on these preliminary strategic

discussions, Crosby decided to commence discussions with the Target Company on a potential combination. A series of touchpoints and check-ins with the Target Company's senior team ensued over the subsequent months (early June 2021 to mid February 2022) allowed Crosby to continue to gain conviction on the strategic merits of a business combination between the Target Company and Crosby as Crosby was able to understand and appreciate the Target Company's management philosophy, corporate culture, business operation focusing on the quality and safety of its products and deepening discussions regarding the viability of synergy creation opportunities and Crosby came to believe that the business combination between Crosby and the Target Company will enable to unlock significant value for all stakeholders in a way that is materially different from alternative partners which Crosby considered and examined as potential partners or standalone options by expanding high quality product offerings, increasing service levels for distributors, and realizing procurement and manufacturing efficiencies. Crosby conducted an examination on transaction schemes to achieve the Business Combination with input from advisors. Given KKR's experience with many types of transactions, the strategic assistance provided by KKR to Crosby and the fact that senior KKR investment professionals and KKR Senior Advisors are members of Crosby's board of directors, Crosby sought advice of KKR. During the examination, and based on advice from advisors and KKR, Crosby reached a conclusion that a tender offer followed by the squeeze-out would be the most appropriate measure for the Transactions, considering that (i) HoldCo can make the Target Company its wholly-owned company and conduct the Business Combination between each of the Target Company Group and Crosby Group, (ii) the structure and procedure of the transaction are simple compared to conducting a corporate reorganization under the Companies Act of Japan or other transactions, given that the Offerors are foreign entities and have no existing capital relationship with the Target Company, (iii) the transaction could offer the shareholders of the Target Company an opportunity to sell their shares with premiums if the transaction terms are appropriate, and (iv) it is a common method of taking a Japanese listed company private. KKR was supportive of this transaction scheme for the aforementioned reasons. Crosby also reached a conclusion that the offeror of the Transaction should be the Offeror instead of Crosby US or its subsidiaries, including Crosby, such that Crosby US and Crosby UK and the Target Company will become sister companies after the Merger as stated in the section above "(1) Summary of the Tender Offer", and each group can operate under the spirit of a "merger of equals" for a smooth integration and maximization of the corporate value of the Combined Group.

Ultimately, Crosby submitted a non-binding letter of intent on February 14, 2022 proposing a business combination of the Target Company Group and Crosby Group through a Tender Offer for Target Shares followed by a squeeze out (the "Letter of Intent"). This submission was motivated by the current macroeconomic environment such as material shortages and inflationary pressures described above, which Crosby believes is well-suited to bring together the Target Company Group and Crosby Group because the Combined Group will have access to more resources to solve these challenges. Specifically, Crosby believes the increased focus on infrastructure spending and safety – as demonstrated by the passing in the U.S. of the \$550 billion Infrastructure Investment and Jobs Act signed on November 15, 2021 – highlights the need for coordinated investment by the Combined Group in innovation, quality, and customer service for the Target Company Group and Crosby Group product categories. As described previously, Crosby believes the

combined businesses will be better able to support customers in many industries including the global infrastructure, wind energy, and entertainment segments through enhanced investment by the combined businesses in new products, a more responsive supply chain and product delivery mechanism, and broader access to end-user training. These initiatives would be lesser served by Crosby Group and the Target Company Group separately because the individual entities would have fewer resources, in the form of capital for investment, people for developing innovation, and ideas for improving safety, individually and thus would not be able to expand the product portfolio and develop a stronger supply chain. This is particularly important given the difficult supply chain environment businesses are currently facing, making the benefits of a combination compelling at this time.

The Target Company responded to the Letter of Intent on February 25, 2022, allowing Crosby to initiate due diligence. Also, in the Target Company's response, it was stated that the board of directors of the Target Company discussed the Letter of Intent, the strategic merit presented by Crosby, and approved assigning the special committee to evaluate the proposal.

Crosby and the Target Company commenced due diligence mutually from early March, 2022 where Crosby focused on developing a deeper understanding of the Target Company's mid-term financial plan as well as confirmatory due diligence on accounting, tax, legal, information technology, benefits, insurance, and environmental topics. Through discussion with the Target Company related to the Target Company's mid-term financial plan, Crosby developed a deeper understanding of the standalone objectives of the Target Company, which further affirmed the potential for value creation of the combined entity.

Through such due diligence and further analysis and discussions, Crosby reconfirmed its belief that the Business Combination would unlock significant value for all stakeholders in a way that is materially different from alternative partners which Crosby considered and examined as potential partners or standalone options by expanding high quality product offerings, increasing service levels for distributors, and realizing procurement and manufacturing efficiencies. Crosby believes that the Business Combination would result in strong value delivered to both companies' end-users, employees, channel partners, suppliers, and shareholders. Following the completion of the majority of due diligence in mid-April, 2022, Crosby are convinced that the Target Company Group and Crosby Group, through the Business Combination, will be best positioned to deliver increased value across a wide range of areas and generate synergies including, but not limited to:

- Higher investment in areas such as product development, market research, and expertise in core areas such as metallurgy, additive manufacturing, and technology to drive continued leadership in innovation and safety. Superior product innovation will be driven by the ability to enhance investment in engineering and product design, yielding benefits across a larger portfolio of products to best serve the joint end-user base. The Target Company Group and Crosby Group bring complementary engineering and product capabilities to this combination; the Target Company Group's core capability being in mechanical and electro-mechanical disciplines while Crosby Group brings its capabilities in metallurgy and metal forming, together these areas of competencies will enable new and innovative products that blend both

disciplines. The Target Company Group and Crosby Group each contribute proportionally to the profitability that enables efficient investments in product development and market research, which can be shared across both teams.

- Continued advancements to the shared safety culture by implementation of a global safety council, leveraging best practices and increased financial resources for greater investment in safety initiatives. The Target Company Group and Crosby Group both equally bring a safety mindset to the combined business, which is evidenced by the fact that both companies received the Associated Wire Rope Fabricators (AWRF) 2020 Safety Award in North America and will share such mindset in the combined business. While each company group has some unique core manufacturing processes (e.g. forging for Crosby Group, machining and robotics for the Target Company Group), their somewhat different sets of safety practices can be shared across the combined business to create a single set of best practices, which will ultimately drive increased worker safety.
- Increase in opportunities for all employees through expanded and diverse career and development paths which would be achieved through more diverse international rotational assignments, as well as the overall increased size and scope of activities that allow for new opportunities within local regions. Broader and more diversified career paths in the combined business will enable attraction and retention of the best available talent in the market driving innovation and productivity. The Target Company Group and Crosby Group both equally bring a focus on the team members to the Business Combination. The increased size and scope of combined business allows for team members from both businesses to have an opportunity for larger roles in the combined business. The Target Company Group and Crosby Group each contribute proportionally to the profitability that enables efficient investments in training, development of rotational programs or temporary overseas assignments.
- Improved ability to invest in and deliver on ESG (Environment, Social, and Governance) metrics such as environmental stewardship, a diverse and engaged workforce, and a strong focus on governance and corporate social responsibility. Examples of Crosby Group's environmental stewardship include installation of LED lighting at manufacturing facilities, inclusion of EVs in corporate leasing program, and EV charging stations at select locations. Crosby is in the process of creating an environmental CAPEX sub-committee to prioritize further investments in ESG, irrespective of short-term financial returns. Crosby Group has also focused its M&A strategy on the renewable energy market, with the acquisition of Airpes Sistemas Integrales de Manutencion Y Pesaje S.L., established in Spain and a leader in lifting tools used during the erection of wind turbines, which was announced in 2021. For every transaction completed, a comprehensive environmental audit is conducted by third parties. These factors are important to both Crosby Group and the Target Company Group as further evidenced by Crosby's UpLift Women's network, which is an internal organization to connect the female officers and employees of Crosby through regular meetings and speaker series that provide leadership and developmental training; investment in the community through partnerships with Children of Fallen Patriots, a foundation in the United States that provides college scholarships and educational counseling to military children who have lost a parent in the line of duty, and Bridges to Prosperity, a nonprofit organization in the United States that works

to eliminate rural isolation through the building of bridges; and ongoing investments in the workforce, the Target Company’s “A” rating for ESG Management by Mitsubishi UFJ Research and Consulting, supported by the Japan Credit Agency, the introduction of virtually CO2-free electricity at the headquarters plant (which was announced on March 31, 2022), the provision of products compatible with wind power generation, and the employment rate of disabled persons is around 7%, which is significantly higher than the statutory rate of 2.2%. The Target Company Group and Crosby Group bring complementary areas of focus for investing in the communities in which they operate. The Target Company Group’s higher level of focus and experience in areas such as environmental and employment of disabled persons is complementary with Crosby Group’s historical focus on higher education and hands on building and construction for under privileged communities. Taken together, we have the potential to enhance the communities in which operate a broader array of areas than either company could on its own.

- Expansion of high quality products and solutions to efficiently allow end-users and channel partners to procure from a trusted provider. End-users will experience higher levels of efficiency and safety in their organizations through better technical, application, and training support from a combined business, as well as through increased product innovation.
- Increase in commitment to the local communities in which the Target Company Group and Crosby Group operate by expanding opportunities for community service, engagement, and support of causes important to local populations. Both the Target Company Group and Crosby Group independently have volunteering and community outreach programs that can be expanded through the Business Combination due to increased availability of resources. Crosby Group’s community involvement includes a partnership with Bridges to Prosperity, an organization that works to eliminate rural isolation through the building of bridges. Crosby Group’s support includes donation of products for use in bridges throughout Eastern Africa as well as training and expertise, and sending team members to Uganda to assist in the construction of a bridge.

In order to achieve the above synergies, Crosby believes that it is necessary to privatize the Target Company through the Business Combination because Crosby thinks the privatization enables the Target Company to create an environment in which the management will have the flexibility to make decisions and investments that will yield long-term benefits for the business, customers, team members, and communities. Crosby also believes that it is necessary to privatize the Target Company because frictionless exchange of information and ideas would not be possible in a minority investment or making the Target Company a subsidiary whose shares remain listed, given the practical and legal limitations on integration of teams, and strategy deployment for public companies with minority shareholders and due to confidentiality, potential conflicts of interests with minority shareholders with respect to optimized decision making as an integrated group, fewer communication channels and day-to-day cooperation. By making the Target Company a wholly owned subsidiary of the Tender Offeror and creating an integrated group, the Combined Group would be able to have management team members and the broader employee base move freely between organizations to openly share best practices, support investment in product innovation and intellectual property development, and invest in growth without practical and legal

hindrance or conflicting priorities. This type of open exchange of information without restriction and support investment in product innovation and intellectual property development would be very difficult in a minority investment or making the Target Company a subsidiary whose shares remain listed as it will be easier to communicate without conflicts of interest and when interests are aligned by making the Target Company wholly owned by the Tender Offeror.

For the review process by Crosby and discussions and negotiations with the Target Company described above, KKR decided to support Crosby in its decision to pursue the Transactions, resulting in Crosby engaging in discussions and negotiations with the Target Company and its special committee regarding whether to implement the Transactions and the terms and conditions including the details of the structure, as well as the management and operational plans after the Business Combination and submitting a non-binding proposal on April 27, 2022 regarding the Tender Offer Price (the “First Proposal”). Crosby conducted a comprehensive and multifaceted analysis of the Target Company’s business, financial status and future plan, and made the Tender Offer Price in the First Proposal JPY 2,400, considering that (i) Crosby believed the price would not cause any disadvantages to the shareholders of the Target Company, given its premiums to market prices of the Target Company Shares as of April 26, 2022 were (a) 39.70% to the simple average closing prices of the Target Company Shares over the preceding one-month period of JPY 1,718, (b) 41.34% to the simple average closing prices of the Target Company Shares over the preceding three-month period of JPY 1,698, and (c) 36.21% to the simple average closing prices of the Target Company Shares over the preceding six-month period of JPY 1,762 and (ii) Crosby could provide the shareholders that purchased the Target Company Shares at a higher price than the current price over the past three years with the opportunities to sell the Target Company Shares at a higher price than the purchase prices for such shareholders, given the highest closing price of the Target Company Shares over the past three years was JPY 2,055. There was no specific proposal for the tender offer price for Stock Acquisition Rights (the “Stock Acquisition Rights Tender Offer Price”) in the First Proposal because it was made on a fully diluted basis assuming all Stock Acquisition Rights have been fully exercised (i.e., the total number of shares is 20,724,019 (Note)).

(Note) Based on the information Crosby had as of the submission date of the First Proposal (April 27, 2022), it was calculated as the sum of the total number of issued shares of the Target Company as of December 31, 2021 (21,048,200 shares) as stated in the “Business Results for the Third Quarter of the Fiscal Year Ending March 31, 2022 Japanese GAAP (Consolidated)” submitted by the Target Company on February 8, 2022 (the “Target Company’s Business Results”) and (i) the Target Company Shares (20,000 shares) underlying the Tenth Series Stock Acquisition Rights (100 stock acquisition rights), (ii) the Target Company Shares (17,000 shares) underlying the Eleventh Series Stock Acquisition Rights (85 stock acquisition rights), (iii) the Target Company Shares (20,000 shares) underlying the Thirteenth Series Stock Acquisition Rights (100 stock acquisition rights), (iv) the Target Company Shares (51,000 shares) underlying the Fourteenth Series Stock Acquisition Rights (255 stock acquisition rights), and (v) the Target Company Shares (40,000 shares) underlying the Fifteenth Series Stock Acquisition Rights (200 stock

acquisition rights), in each case remaining as of May 16, 2022 and as reported by the Target Company, less the treasury shares (472,181 shares) owned by the Target Company as of December 31, 2021.

After the submission of the First Proposal, on May 2, 2022, the Target Company requested Crosby to increase the Tender Offer Price to JPY 3,000 because the Target Company did not believe the Tender Offer Price sufficiently reflected the corporate value of the Target Company, based on discussions with the special committee. In addition, the Target Company requested to propose the Stock Acquisition Rights Tender Offer Price.

In response to the request from the Target Company, Crosby sincerely considered raising the price, and on May 5, 2022, submitted a non-binding proposal that the Tender Offer Price shall be JPY 2,550 (the premiums on the market prices of the Target Company Shares as of May 2, 2022 were (a) 50.71% on the simple average closing prices of the Target Company Shares over the preceding one-month period of JPY 1,692, (b) 50.18% on the simple average closing prices of the Target Company Shares over the preceding three-month period of JPY 1,698, and (c) 44.39% on the simple average closing prices of the Target Company Shares over the preceding six-month period of JPY 1,766) and the Stock Acquisition Rights Tender Offer Price shall be the amount obtained by multiplying 200, which is the number of the Target Company Shares represented by each of such stock acquisition rights, by the difference between the Tender Offer Price and the exercise price of each stock acquisition right per the Target Company's common shares (the "Second Proposal").

After the submission of the Second Proposal, on May 10, 2022, the Target Company requested Crosby to increase the Tender Offer Price to JPY 2,900, because the Tender Offer Price did not sufficiently reflect the corporate value of the Target Company, based on discussions with the special committee.

In response to the request from the Target Company, Crosby sincerely considered raising the price, and on May 10, 2022, submitted a non-binding proposal that the Tender Offer Price shall be JPY 2,650 (the premiums on the market prices of the Target Company Shares as of May 9, 2022 were (a) 58.11% on the simple average closing prices of the Target Company Shares over the preceding one-month period of JPY 1,676, (b) 56.25% on the simple average closing prices of the Target Company Shares over the preceding three-month period of JPY 1,696, and (c) 50.14% on the simple average closing prices of the Target Company Shares over the preceding six-month period of JPY 1,765) (the "Third Proposal").

After the submission of the Third Proposal, on May 11, 2022, the Target Company requested Crosby to increase the Tender Offer Price to JPY 2,900 again because the Target Company did not believe the Tender Offer Price sufficiently reflected the corporate value of the Target Company, based on discussions with the special committee.

In response to the request from the Target Company, Crosby sincerely considered raising the price, and on May 13, 2022, submitted a non-binding proposal that the Tender Offer Price shall be JPY 2,725 (the premiums on the market prices of the Target Company Shares as of May 12, 2022 were (a) 63.08% on the simple average closing prices of the Target Company Shares over the preceding one-month period of JPY 1,671, (b) 60.96% on the simple average closing prices of the Target Company Shares over the preceding three-month period of JPY 1,693, and (c) 54.57% on the simple average closing prices of the Target Company Shares

over the preceding six-month period of JPY 1,763) (the “Fourth Proposal”). As a result, Crosby received a response from the Target Company to accept the Tender Offer Price under the Fourth Proposal on the condition that Crosby submits a binding final offer setting the Tender Offer Price at JPY 2,725. Based on such response from the Target Company, on May 14, 2022, Crosby submitted a final binding proposal that the Tender Offer Price shall be JPY 2,725 and the Stock Acquisition Rights Tender Offer Price shall be the amount obtained by multiplying 200, which is the number of the Target Company Shares represented by each of such stock acquisition rights, by the difference between the Tender Offer Price and the exercise price of each stock acquisition right per the Target Company’s common shares and, on the same date, the Target Company agreed on such final offer.

Based on the response from the Target Company, on May 16, 2022, Crosby determined the Tender Offer Price to be JPY 2,725 and the purchase price of the Stock Acquisition Rights to be the amount obtained by multiplying 200, which is the number of the Target Company Shares represented by each of such stock acquisition rights, by the difference between the Tender Offer Price and the exercise price of each stock acquisition right per the Target Company Shares, considering all relevant factors including the alternatives to unlock the value, management and operational plans, the recent performance of the Target Company, key takeaways from due diligence conducted by Crosby (including growth trends in the U.S. and Asia, future investment plans into the business, and potential for synergy creation through complementary products), overall market price trends, equity market trends, economic sentiment, whether the Target Company’s management and the special committee could endorse the transaction, and the prospect of the shareholders tendering their shares in the Tender Offer and the Offeror determined on May 16, 2022 to commence the Tender Offer subject to satisfaction or waiver of the Tender Offer Conditions Precedent.

Further, as the Offerors and the Target Company have confirmed that all of the Tender Offer Conditions Precedent have been satisfied as of September 22, 2022, the Offeror decided to commence the Tender Offer on September 26, 2022.

As publicly announced by the Target Company in “Revisions to the Consolidated Business Forecasts” dated September 22, 2022, the Target Company made an upward revision to its consolidated business forecast for the six months ending September 30, 2022 and those for the whole fiscal year ending March 31, 2023, however, the primary factor that led to the upward revision was the depreciation of the yen beyond expectations of the Target Company, and if the impact of the depreciation of yen was eliminated, there would have not been any material changes in the Target Company’s earnings forecast, and thus, the upward revision does not have any material impact on the Target Company’s corporate value. Rather, the Offerors consider the broader economic sentiment having deteriorated and global inflation levels having increased, making the business environment of the Target Company challenging and these factors may have possible disruptions to the Target Company’s performance, and all other relevant factors including the recent performance of the Target Company and price trends of the Target Company’s shares which formed valuation basis when the Offerors announced the Transaction having not been materially changed since the announcement. Therefore, the Offerors have not considered changing the Tender Offer Price.

(iii) Decision-making process and reasons of the Target Company to issue the

opinion to support the Tender Offer

(a) Background to formulation of examination framework

Given this situation, as described in the section above titled “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer” since early June 2021, the Target Company’s senior management team and Crosby held repeated discussions aimed at realizing the enhancement of the corporate value of both companies, and then in October 2021, the Target Company appointed the law firm Nishimura & Asahi as legal counsel independent from the Offerors, KKR, and the Target Company and from the success or failure of the Business Combination (including the Transactions), and began consultations on a response to the discussions with the Offerors. Then, on February 14, 2022, in order to achieve a business combination of the Target Company and Crosby Group, Crosby communicated to the Target Company the formal Letter of Intent regarding implementation of the Business Combination, its intention of wishing to commence substantive examination of the Business Combination, together with the background leading to the proposal of the Business Combination and the purpose and intentions behind the Business Combination. In response to receiving the Letter of Intent, in order to seriously examine the Business Combination, including the Transactions, in mid-February 2022 the Target Company appointed Nomura Securities, Co., Ltd. (“Nomura Securities”) as a financial adviser independent from the Offerors, KKR, and the Target Company and from the success or failure of the Business Combination (including the Transactions), embarked on an examination aimed at growth in competitiveness in the global market and the scale of profits over the longer term through corporate reorganization, and conducted a careful examination from the perspective of the interests of stakeholders to various ways in which the corporate value of the Target Company can be enhanced, including by a business combination by means of privatization or reorganization through a tender offer.

The Business Combination (including the Transactions) does not constitute a transaction, etc. with a controlling shareholder, but from the perspective of exercising the utmost care to ensure the fairness of the Transactions, based on the advice of Nishimura & Asahi, the Target Company immediately formulated a framework for examining and determining whether to proceed with the Business Combination (including the Transactions) and the appropriateness of its transaction terms and conditions and the fairness of procedures from the perspective of seeking enhancement of corporate value and benefiting general shareholders independently from the Offerors, the Target Company and the success or failure of the Business Combination (including the Transactions). Specifically, at a board of directors meeting of the Target Company held on February 21, 2022, along with resolving to create a special committee comprised of three of the Target Company’s outside directors Katsumi Nakamura, Takashi Hirai, and Koji Osawa, the Target Company’s board of directors resolved to pay maximum respect to the findings of the special committee, including on whether to approve or disapprove the Tender Offer, when making decisions regarding the Business Combination (including the Transactions), and if the special committee were to determine that the transaction terms and conditions of the Business Combination (including the Tender Offer) are not appropriate, the Target Company’s board of directors resolved not approve the Business Combination (including the Tender Offer). As noted in the section below

titled “(i) Establishment of an independent special committee at the Target Company” under “(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer”, as well as approving the appointment of Nomura Securities as the Target Company’s financial advisor and third-party appraiser and the appointment of Nishimura & Asahi as the Target Company’s legal advisor upon confirming their independence, expertise, and track record, etc., the Target Company also appointed the law firm Anderson Mori & Tomotsune as independent legal advisor to the special committee upon confirming their independence, expertise, and track record, etc.

Please refer to the section below titled “(i) Establishment of an independent special committee at the Target Company” under “(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer” for details regarding the background to the establishment, etc. of the special committee, its structure, process for examination, and details of decisions, etc.

(b) Background of examination and negotiations

Having formulated the examination framework described in (a) above, the Target Company received a report on results of the valuation of the Target Company Shares, advice on the negotiation stance with the Offerors, and other advice from a financial perspective from Nomura Securities, and received guidance and other legal advice from Nishimura Asahi on ensuring the fairness of the procedures for the Business Combination (including the Transactions), and based on this, the company conducted a careful examination of whether to proceed with the Business Combination (including the Transactions) and the appropriateness of the transaction terms and conditions.

Since mid-April 2022, the Target Company has held repeated consultations and negotiations with Crosby regarding the implementation of the Transaction, transaction terms including details of the transaction structure, and the management and business operation plan after the Business Combination. Specifically, on April 27, 2022, as a result of due diligence conducted on the Target Company from mid-March 2022 through the beginning of April 2022, the Target Company received the First Proposal from Crosby after it comprehensively considered whether the Target Company’s board of directors would endorse the Tender Offer and the prospect of the shareholders accepting the Tender Offer, etc. In the First Proposal, there was no specific proposal for the Stock Acquisition Rights Tender Offer Price because the Tender Offer Price was proposed on a fully diluted basis assuming all Stock Acquisition Rights have been fully exercised (i.e., the total number of shares is 20,724,019 shares).

On May 2, 2022, after the submission of the First Proposal, Crosby received a request from the Target Company to raise the Tender Offer Price to JPY 3,000 on the basis that the Tender Offer Price did not sufficiently reflect the corporate value of the Target Company in light of consultation with the special committee. Crosby also received a request to submit the Stock Acquisition Rights Tender Offer Price.

After receiving the request from the Target Company, Crosby examined raising the price, and on May 5, 2022 submitted the Second Proposal, which is a non-binding proposal.

On May 10, 2022, after the receipt of the Second Proposal, Crosby received a request from the Target Company to raise the Tender Offer Price to JPY 2,900 on

the basis that the Tender Offer Price did not sufficiently reflect the corporate value of the Target Company in light of consultation with the special committee.

After receiving the request from the Target Company, Crosby examined raising the price, and on May 10, 2022 submitted the Third Proposal, which is a non-binding proposal.

On May 11, 2022, after the receipt of the Third Proposal, Crosby received another request from the Target Company to raise the Tender Offer Price to JPY 2,900 on the basis that the Tender Offer Price did not sufficiently reflect the corporate value of the Target Company in light of consultation with the special committee.

On receiving the request from the Target Company, on May 13, 2022, Crosby submitted the Fourth Proposal, which is a non-binding proposal, and the Target Company reached the conclusion that that price was also appropriate from the perspective of the interests of minority shareholders. The Target Company accepted the Tender Offer Price in the Fourth Proposal on the condition that Crosby will make a binding proposal with a Tender Offer Price of JPY 2,725.

As a result of this response by the Target Company, on May 14, 2022, Crosby submitted a final binding proposal, proposing the Tender Offer Price of JPY 2,725 and the Stock Acquisition Rights Tender Offer Price of the amount found by multiplying the difference between the Tender Offer Price and the exercise price per Target Company Share for each Stock Acquisition Right multiplied by the 200 Target Company Shares that underlie each such Stock Acquisition Right. In response, after consultation with the special committee, on the same date, because the Target Company agreed with Crosby on the approach that the best method of realizing a quick response to the changes in the business environment facing the Target Company and contributing to the enhancement of the Target Company's corporate value would be to implement the Business Combination by making the Offeror the sole shareholder of the Target Company and de-listing the Target Company Shares, it accepted the content of that final proposal.

Based on the background set forth above, at the board of directors meeting of the Target Company held on May 16, 2022, a resolution was made that if the Tender Offer commences, the position of the Target Company as of May 16, 2022 is that it will declare a position in support of the Tender Offer and that it will recommend that the Target Company's shareholders and Stock Acquisition Right Holders accept the Tender Offer.

In the process of the aforementioned examinations and negotiations, the Target Company has continually reported important matters to the special committee, and where necessary has received its approval. Specifically, the special committee has confirmed and approved the reasonableness of the content, material conditions precedent, and background to its preparation, etc. of the Business Plan (defined below in the section below titled "(iii) Obtainment by the Target Company of share valuation report from independent third-party appraiser" under "(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer") that forms the basis of the valuation of the Target Company Shares by Nomura Securities and that was presented to Crosby. Furthermore, in negotiating with Crosby, the Target Company has handled these negotiations based on the negotiation stance discussed and determined by the special committee in advance, and when proposals were received from Crosby regarding the Tender Offer Price and Stock Acquisition Rights Tender Offer Price, these were each reported immediately to the special

committee and handled based on the special committee's opinions.

Finally, the Target Company has received from the special committee on May 16, 2022 the May 16 Report to the effect that (a) the Business Combination (including the Tender Offer) will contribute to enhancement of the corporate value and that purpose can be found to be reasonable, (b) the terms and conditions of the Transactions (including the Tender Offer) can be found to be appropriate, (c) the fairness of procedures pertaining to the Business Combination (including the Tender Offer) can be found to be assured, (d) based on (a) through (c) above, it can be found that the Business Combination is not disadvantageous to general shareholders of the Target Company, and (e) it concludes that it is appropriate for the Target Company's board of directors to resolve, to declare a position in support of the Tender Offer and to recommend that the Target Company's shareholders and Stock Acquisition Right Holders accept the Tender Offer, at the time of the announcement of the Tender Offer. (Please refer to the section below titled "(i) Establishment of an independent special committee at the Target Company" under "(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer" for an outline of the May 16 Report.)

(c) Decision details

Based on the background set forth above, at the meeting of the board of directors of the Target Company held on May 16, 2022, the Target Company carried out a careful discussion and examination of whether the Business Combination (including the Tender Offer) will contribute to enhancement of the corporate value of the Target Company and whether the terms and conditions (including those agreed to in the Business Combination Agreement) pertaining to the Transactions (including the Tender Offer Price) are appropriate, which while based on legal advice received from Nishimura & Asahi, advice received from a financial standpoint from Nomura Securities, and the content of the share valuation report it provided on May 16, 2022 concerning the results of the valuation of the Target Company Shares (the "Share Valuation Report"), paid maximum respect to the findings of the special committee presented in the May 16 Report.

As a result, the Target Company came to understand that (i) the realization of the synergies set forth in the section above titled "(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer" could be expected from Crosby Group and the Target Company integrating their respective management resources and utilizing the business know-how, etc. that is each other's strong point, and that (ii) the Business Combination Agreement that sets forth the business operations and management structure of the Target Company and the Offerors after the Tender Offer should be executed with the intention of the Offerors and the Target Company coming together as one to conduct business operations and quickly realize synergies with a sense of speed after the Offeror makes the Target Company its subsidiary through the Tender Offer.

By de-listing the Target Company Shares, the Target Company will no longer be able to raise funds from capital markets through equity financing, and it will lose the benefit it has enjoyed as a listed company to date, namely the enhanced social credibility that comes with being a listed company. However, considering the current financial condition of the Target Company and the recent low interest rate environment for indirect financing among other factors, the Target Company

believes that there is a limited need to continue to maintain the listing of the Target Company Shares in the future since, for the time being, there is not a great need for equity financing, the Target Company's brand power and social credibility are being acquired and maintained through business activities in most respects, and, on the hiring side, it is not necessarily the case that being a listed company is a wellspring for personnel procurement.

Based on the foregoing, the Target Company reached the conclusion that, for the Target Company as well, executing the Business Combination Agreement, which sets forth the policy for business operations after the Business Combination, between the Target Company, Crosby US, Crosby UK, and HoldCo and then implementing the Business Combination can be expected to create the synergies set forth in the section above titled "(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer," and contribute to the enhancement of the Target Company's corporate value.

In addition, in consideration of the circumstances set forth in the following items, etc., the Target Company decided that the Tender Offer Price of JPY 2,725 per share is an appropriate price that ensures the benefits that should be enjoyed by the Target Company's general shareholders and that the Tender Offer provides a reasonable opportunity for the Target Company's general shareholders to sell the Target Company Shares at a price with an appropriate premium.

- a. The Tender Offer Price is a price that was agreed to after sufficient negotiations were held repeatedly between the Target Company and Crosby after the Target Company took sufficient measures to ensure the fairness of the terms and conditions for the Transactions (including the Tender Offer Price) set forth in the section below titled "(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer";
- b. The Tender Offer Price was decided to be appropriate in the May 16 Report obtained from the special committee, as set forth in the section below titled "(i) Establishment of an independent special committee at the Target Company" under "(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer";
- c. The Tender Offer Price is a price that respectively adds a premium of 64.26% (rounded to two decimal places; the same applies hereinafter for the percentage values of premiums on share prices) to the closing price of JPY 1,659 of the Target Company Shares on the Prime Market of TSE on May 13, 2022, which is the business day preceding the announcement date of the Transactions, 63.08% to the simple average closing price over the preceding one-month period until May 13, 2022 of JPY 1,671 (rounded to two decimal places; the same applies hereinafter for the calculation of simple average closing prices), 61.06% to the simple average closing price over the preceding three-month period until May 13, 2022 of JPY 1,692, and 54.67% to the simple average closing price over the preceding six-month period until May 13, 2022 of JPY 1,762, and when compared to the premium levels in 13 deals (excluding MBO deals, and deals where a certain capital relationship between the offeror and the target company exist) announced on or after June 28, 2019 in which a domestic listed Target Company was made a wholly owned subsidiary through a tender offer and squeeze-out procedure without a

- maximum limit (the median and average premium on the simple average on the business day preceding the announcement date (44.58%, 50.97%), the median and average premium on the simple average closing prices over the preceding one-month period (41.67%, 49.63%), the median and average premium on the simple average closing prices over the preceding three-month period (41.69%, 52.19%), and the median and average premium on the simple average closing prices over the preceding six-month period (32.52%, 51.67%), and in comparison with such other deals, it can be found that the premium secured in the Tender Offer is not inferior to that of other deals and the level of the Tender Offer Price can be said to be reasonable; and
- d. Out of the results of the valuation of the Target Company Shares by Nomura Securities set forth in the section below titled “(iii) Obtainment by the Target Company of share valuation report from independent third-party appraiser” under “(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer,” the Tender Offer Price is a level that is above the upper limit of the range based on the average market price analysis method and falls within the range based on the comparable company analysis method and the discounted cash flow analysis method (“DCF analysis”).

Similarly, the Target Company also decided that the Tender Offer provides a reasonable opportunity for the Target Company’s Stock Acquisition Right Holders to sell their Stock Acquisition Rights because the Stock Acquisition Rights Tender Offer Price is also calculated based on the amount found by multiplying the difference between the Tender Offer Price and the exercise price per Target Company Share for each Stock Acquisition Right by the number of Target Company Shares that underlie each such Stock Acquisition Right (200 per stock acquisition right).

Therefore, the Target Company decided that the Business Combination (including the Transactions) would contribute to enhancing the corporate value of the Target Company and that the terms and conditions for the Transactions (including the Tender Offer Price) are appropriate, and at the meeting of the Target Company’s board of directors held on May 16, 2022, it was resolved both to approve execution of the Business Combination Agreement, and that if the Tender Offer is commenced, the position of the Target Company as of on May 16, 2022 is that it will declare a position in support of the Tender Offer and that it will recommend that the Target Company’s shareholders and Stock Acquisition Right Holders accept the Tender Offer.

In addition, at the aforementioned board of directors meeting it was additionally resolved that when the Tender Offer commences, the special committee established by the Target Company will be asked to review whether or not there is any change to the contents of the May 16 Report, and if there is no change, state this fact to the Target Company’s board of directors, and if there is a change, to state a position after the change, and based on such position, the Target Company will again publish its position on the Tender Offer when the Tender Offer commences.

Starting in late July 2022, the Target Company made inquiries from time to time to the Offeror concerning the status of procedures for clearances under domestic and foreign competition laws and confirmed the progress thereof, and based on the subsequent status of the share price and inquiries from shareholders, intermittently continued to engage in additional examinations.

Then, on August 23, 2022 the Target Company received a communication from the Offerors to the effect that the procedures and responses for the clearances under domestic and foreign competition laws (Japan, the U.S., China, Cyprus, and Serbia) that are required to implement the Business Combination were expected to be completed by September 16, 2022, so the Offeror intends to commence the Tender Offer starting on September 26, 2022. On receipt of that communication, in addition to commencing preparations to reexamine the various terms and conditions concerning the Tender Offer, on September 8, 2022, the Target Company asked the special committee to review whether or not there is any change to the contents of the May 16 Report, and if there is no change, to state this fact to the Target Company's board of directors, and if there is a change, to state a position after the change. The special committee conducted a confirmation, etc. with the Target Company of facts relating to whether a change of material circumstances occurred after May 16, 2022 that could impact the Transaction, and while receiving advice from Anderson Mori & Tomotsune, Nomura Securities, and Nishimura & Asahi, as a result of considering the aforementioned matters for inquiry, confirmed that, taking into account the market price of the Target Company rising to just below the level of the Tender Offer Price from May 16, 2022, which is the Transaction announcement date, and then remaining stable thereafter, and also that no event occurred between May 16, 2022 and today that could have a material effect on the corporate value of the Company, no circumstances occurred requiring the contents of the May 16 Report to be changed, and, pursuant to a unanimous resolution of the committee members, the special committee today submitted the September 22 Report to the Company's board of directors.

Furthermore, while giving maximum respect to the content of the September 22 Report obtained from the special committee, the Target Company carefully reexamined the various terms and conditions concerning the Tender Offer in light of the Target Company's business circumstances and the environment surrounding the Transaction, and as a result, determined that as of today there is no reason to change its position as of May 16, 2022 concerning the Tender Offer.

Therefore, at the meeting of the Target Company's board of directors held today, it was resolved to again declare a position in support of the Tender Offer and to recommend that all of the Target Company's shareholders accept the Tender Offer.

Please see the section below titled "(v) Approval of all the directors in the Target Company and opinions that there has been no objection from any of the Target Company's independent statutory auditors" under "(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer," for the details of the above process of decision making at the meetings of the Target Company's board of directors held on May 16, 2022 and September 22, 2022.

#### (iv) Management policy after the Tender Offer

If the Tender Offer has been successfully completed, the Offerors intend to make the Target Company a wholly-owned subsidiary of the Offeror as stated in the section above titled "(1) Summary of the Tender Offer". After the completion of the Squeeze-Out Procedures, an absorption-type merger (the "Merger") is scheduled to be implemented between the Target Company and the Tender Offeror, with the Target Company as the surviving company. After the Merger takes effect, HoldCo

will directly own all shares of the Target Company. As of today, HoldCo does not have any specific plan for a transfer of the shares of the Target Company to any third party or a reinvestment by any third party to the Target Company through HoldCo.

After the transaction, the Combined Group will operate the business with the purpose of achieving a smooth integration and maximizing the corporate value of the Combined Group in a spirit of cooperation, valuing the brands, employees, customers, suppliers, communities and plant facilities of Crosby Group and the Target Company's Group as "One Company, One Team and One Mission" which balances a degree of autonomy of the businesses of the Target Company and Crosby Group with the coordinated and cohesive management of Kito | Crosby as a whole. In addition, the Combined Group will promote measures to enhance the Target Company's corporate value with a view to further grow and globalize the Target Company by deploying and utilizing management resources, global industry knowledge, and a global network that Crosby Group can provide, as well as utilizing the solid business foundation that the Target Company has built to date.

Under the Business Combination Agreement, the Target Company, HoldCo, Crosby US and Crosby UK have also agreed on the governance and operation of the Combined Group. Please refer to "(6) Matters relating to material agreements regarding the Tender Offer" for the details of the Business Combination Agreement.

(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer

As of today, the Tender Offer is not an MBO (meaning (i) a tender offer where the Offeror is a director or officer of the Target Company or (ii) a tender offer where the Offeror conducts the tender offer at the request of the directors or officers of the Target Company and the Offeror shares its benefits with the directors or officers of the Target Company) or a tender offer that falls under any of "Significant Transactions, etc. with Controlling Shareholder" set forth in the Code of Corporate Conduct of the Tokyo Stock Exchange. However, considering that the Offerors intend to delist the Target Company through the Transactions including the Tender Offer, the Offerors and the Target Company have taken the following measures as measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest, taking into account the impact on the shareholders of the Target Company. The descriptions below, including the measures taken by the Target Company, are based on the Target Company's Press Release and explanations received from the Target Company.

(i) Establishment of an independent special committee at the Target Company

(a) Background to establishment, etc.

As stated above in "(iii) Decision-making process and reasons of the Target Company to issue the opinion to support the Tender Offer" under "(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer," pursuant to a resolution of a meeting of the board of directors on February 21, 2022, the Target Company established a special committee composed of three members without an interest in the Offerors, KKR, the Target Company, or the outcome of the Business Combination (including the Transactions): Katsumi Nakamura, Takashi Hirai, and Koji Osawa as the independent outside directors of the Target Company (the

members of the special committee have been those three persons since it was first established and there has been no change in the members).

Prior to the establishment of that special committee, after receiving the Letter of Intent regarding the Business Combination from Crosby on February 14, 2022, while receiving advice from Nishimura & Asahi in order to build a framework to examine, negotiate, and assess the Business Combination (including the Transactions) from the perspective of enhancing the corporate value of the Target Company and ensuring the interests of general shareholders of the Target Company independently from the Offerors, KKR, the Target Company, and the outcome of the Business Combination (including the Transactions), the Target Company immediately provided explanations to all of the Target Company's independent outside directors including the fact that a Letter of Intent had been received from Crosby and that it is necessary to implement thorough measures to ensure the fairness of the decision-making process for the Business Combination (including the Transactions) when examining and negotiating, etc. the Business Combination (including the Transactions), including the establishment of the special committee. In parallel with this, while obtaining the advice of Nishimura & Asahi, the Target Company confirmed that the independent outside directors of the Target Company who comprise the candidates for membership of the special committee were independent and eligible, etc. and that they had no special interest regarding the outcome of the Business Combination (including the Transactions), held discussions with the Target Company's independent outside directors, and appointed Katsumi Nakamura, Takashi Hirai, and Koji Osawa as candidate members for the special committee.

Katsumi Nakamura was appointed as the chair of the special committee based on factors such as his holding a position where he is directly involved in management decisions as a member of the Target Company's board of directors, his having considerable knowledge regarding the Target Company's business, and his expertise and eligibility to examine the Business Combination (including the Tender Offer). Furthermore, members of the special committee are paid only fixed monthly officer compensation irrespective of the outcome of the Business Combination (including the Transactions) or the content of the opinion, and the compensation does not include contingency compensation conditioned on an announcement or success, etc. of the Business Combination (including the Transactions).

(b) Background to examination

The Target Company asked the special committee (i) whether the Business Combination (including the Tender Offer) would serve to enhance corporate value and whether that goal can be found to be reasonable, (ii) whether the appropriateness of the terms and conditions of the Transactions (including the Tender Offer) is ensured (including the Tender Offer Price), (iii) whether the fairness of procedures for the Business Combination (including the Tender Offer) is ensured, (iv) based on (i) through (iii) above, whether it can be concluded that the Business Combination is not disadvantageous for the Target Company's general shareholders, and (v) whether it can be concluded that it is reasonable for the Target Company's board of directors to announce a position in support of the Tender Offer and recommend that the Target Company's shareholders and Stock Acquisition Right Holders tender their shares and acquisition rights in the Tender Offer (the "Inquiry Matters"), and commissioned the committee to report on such matters. The

Target Company's board of directors has resolved to give maximum deference to the details of the special committee's judgment when the Target Company's board of directors makes a decision regarding the Business Combination (including Tender Offer), and to not support the Business Combination (including the Tender offer) if the special committee judges that the transaction terms and conditions of the Business Combination (including the Tender Offer) are not appropriate. In addition, pursuant to the board of directors' resolution regarding the establishment of the special committee, the Target Company's board of directors granted the special committee (x) authority to appoint the special committee's financial advisor, third-party appraiser, and legal advisor ("Advisors, etc.") or to nominate or approve (including after-the-fact approval) the Target Company's Advisors, etc. as the special committee's Advisors, etc., (y) authority to require the Target Company's directors, employees, or any other parties deemed necessary by the special committee to attend a meeting of the special committee and to demand explanations of necessary information, and (z) authority to be substantively involved in the negotiation process for the Transactions' terms and conditions by means such as confirming in advance the negotiation policy of the Target Company for the transaction terms and conditions, etc. for the Business Combination (including the Tender Offer), receiving timely reports on the status of negotiations, stating its opinion on important aspects, and issuing directions and making requests.

From February 22, 2022 to May 14, 2022, the special committee held a total of 15 meetings and discussed and studied the Inquiry Matters. Specifically, in early March 2022, the special committee confirmed that as there were no issues with the expertise and independence of Nomura Securities appointed by the Target Company as its financial advisor and third-party appraiser and Nishimura & Asahi appointed as the Target Company's legal advisor, the special committee had no objection to the Target Company receiving expert advice from these advisors. Based on examination of the independence, expertise, and track record, etc. of multiple candidate legal advisors, in early March 2022 the special committee appointed Anderson Mori & Tomotsune as its own legal advisor independent from the Offerors, KKR, the Target Company, and the Business Combination (including the Transactions). Additionally, the special committee approved the Target Company's directors involved in examining, negotiating, and determining the Business Combination after confirming that they have no issues in terms of having interests in the Offerors, KKR, the Target Company, and the outcome of the Business Combination (including the Transactions). As there were no issues with either the expertise or independence of Nomura Securities appointed by the Target Company as its financial advisor and third-party appraiser, it was confirmed that a separate financial advisor and third-party appraiser other than Nomura Securities would not be appointed solely for the special committee.

Subsequently, based on materials submitted by the Target Company, the special committee received explanations from the Target Company of the content of Crosby's proposal, the purpose and reasons for implementing the Business Combination (including the Transactions), the effect of the Business Combination (including the Transactions) on the Target Company's corporate value, the matters that the Target Company would request of Crosby when implementing the Business Combination (including the Transactions), the formulation process and plan content of the Business Plan (including its rationality and preparation background), the terms and conditions of the Business Combination (including the Transactions) and the decision-making process therefor, and the disclosed documents, etc. pertaining

to the Business Combination (including the Transactions), and conducted Q&As regarding the same. By sending questionnaires to KKR and Crosby on March 25, 2022 and April 14, 2022 and interviewing Crosby and KKR on April 22, 2022, the special committee confirmed matters such as the overview of the business of Crosby and KKR and their awareness of the Target Company's operational challenges/market value, the background leading to the proposal regarding the Tender Offer and the content of the proposal including the anticipated structure, and the effect of the Tender Offer on measures to enhance the Target Company's corporate value after the Business Combination (including the Transactions).

Based on the advice from a financial perspective received from Nomura Securities, along with deliberating on and examining a negotiation policy to elicit a higher price from Crosby, the Target Company received a timely report each time that a proposal regarding the tender offer price was received from the Offerors, and it conducted discussions and negotiations with Crosby regarding the tender offer price such as by deliberating on and examining the policy for negotiations with Crosby based on the advice from a financial perspective received from Nomura Securities. Please see the section above titled "(b) Background of examination and negotiations" under "(iii) Decision-making process and reasons of the Target Company to issue the opinion to support the Tender Offer" of "(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer" for details regarding the background to tender offer price negotiations.

Based on the foregoing background, as a result of repeated careful discussion and examination of the Inquiry Matters and pursuant to a unanimous resolution of the special committee, the special committee submitted the May 16 Report on the Inquiry Matters with generally the following content to the Target Company's board of directors on May 16, 2022.

(c) Content of determination

(A) Content of findings

- i. The Business Combination (including the Tender Offer) serves to enhance corporate value and that goal can be found to be reasonable
- ii. The appropriateness of the terms and conditions of the Transactions (including the Tender Offer) can be found to be ensured (including the Tender Offer Price)
- iii. The fairness of procedures for the Business Combination (including the Tender Offer) can be found to be ensured
- iv. Based on i. through iii. above, it can be found that the Business Combination is not disadvantageous for the Target Company's general shareholders
- v. It can be found that it is reasonable for the Target Company's board of directors to announce a position in support of the Tender Offer and recommend that the Target Company's shareholders and Stock Acquisition Right Holders tender their shares and acquisition rights in the Tender Offer

(B) Reasons for findings

- i. Whether the Business Combination (including the Tender Offer) serves to enhance corporate value and whether that goal can be found to be reasonable

Based on the following points, the Business Combination (including the

- Tender Offer) will contribute to enhancing corporate value and its goals can be found to be reasonable, given that it can be found that (i) the anticipated synergies from the Business Combination are reasonable, there is no conflict or inconsistency between Crosby's and KKR's expectations and the Target Company's expectations, and implementation of the Business Combination will contribute to resolving the management challenges recognized by the Target Company, (ii) the details explained as the reasons for using the Business Combination and not another method such as a business alliance are reasonable, and it is suitable to use the Business Combination, and (iii) there are no apparent circumstances due to the Business Combination that would be a material impediment to enhancing the Target Company's corporate value.
- According to the Target Company, not having been able to realize the targeted expansion of the scale of profits set forth in the medium-term management plan, the Target Company (i) going forward, in addition to steadily capturing the increase in demand resulting from a return to economic activity as the COVID-19 pandemic subsides, is aware of the urgent task of securing profitability growth exceeding the cost increases resulting from personnel expenses and raw materials prices affected by inflation pressures and soaring transportation expenses and the like, and of achieving profit growth through expansion of its Europe business, and (ii) in the medium term, believes that in order to achieve further growth globally in the hoist and crane industry, it is essential for it to win more business in the material handling field in which the Target Company has a strong position, and maximize added value for customers by expanding the product line up and fields of services. According to the Target Company, to do so requires agile and rapid expansion of its business domain through decisive management actions and bold investments in resources. In general terms, it can be concluded that, as a part of the strategy towards resolving such management challenges and the realization thereof, the adoption of a scheme that contributes to measures with respect to a business alliance or a business combination, including an M&A transaction with a partner who will promote globalization of the business and organization and who will supplement expansion of the product lineup, as has been repeatedly considered by the Target Company, will contribute to enhancement of the Target Company's corporate value.
  - According to Crosby and KKR, the synergies of the Transactions envisaged by Crosby and KKR include: (i) acceleration of growth in both new and existing markets by making the most of geographic complementariness and product complementariness, (ii) the creation of product innovation through expanded investment in product development, market research, and expert knowledge and technology in core areas such as metallurgy and additive manufacturing, (iii) the creation of a single set of best practices and enhancement of worker safety by continuous promotion of the safety culture shared by the Parties, (iv) attraction and retention of the best available talent through expanded and diverse career and development paths for all employees resulting from an increase in new opportunities in all regions following

- expansion of the size and scope of international rotational assignments and business activities, (v) contributions to local communities in a broader array of areas by expanding investments and policies based on ESG (Environment, Social, and Governance) metrics, (vi) expansion of high quality products and solutions to efficiently allow end-users and channel partners to procure from a trusted provider, and (vii) an increase in commitment to the local communities in which the Target Company Group and Crosby Group operate by expanding opportunities for community service, hiring, and support of causes important to local populations. Furthermore, according to the Target Company, it can be expected that through the Business Combination, the aforementioned synergies also will be created for the Target Company as well. No points that are mutually contradictory or points that clearly are objectively false can be found in the details of the aforementioned anticipated synergies, and those details are thought to be reasonable.
- Crosby and KKR have stated that they believe that unrestricted sharing of business information and support of investment in product innovation and intellectual property development would be exceedingly difficult in a minority investment or a subsidiary premised on its shares remaining listed. The determination that the best method of realizing a quick response to the changes in the business environment facing the Target Company and contributing to the enhancement of the Target Company's corporate value is to implement the Business Combination by making the Offeror the sole shareholder of the Target Company and de-listing the Target Company Shares, and to aim for resolution of management challenges through the Business Combination and not by other methods, is thought to be reasonable.
  - According to Crosby and KKR, given that in the Business Combination they do not plan a workforce reduction or acts that risk adversely impacting relationships with the Target Company's customers, suppliers and other trading partners or otherwise diminishing the Target Company's corporate value after the Transactions, and that although Holdco's debts (including borrowing from financial institutions related to the Transactions) will be indirectly shared by the Target Company after the Business Combination, Holdco's debts are not excessively large, no circumstance can be found that would present a material impediment to enhancing the Target Company's corporate value through the Business Combination.
- ii. Whether the appropriateness of the terms and conditions of the Transactions (including the Tender Offer) is ensured (including the Tender Offer Price)
- Based on the following points, premised on the appropriateness of the negotiating circumstances and scheme of the Transactions, etc., it can be found that the Tender Offer Price and the Stock Acquisition Rights Tender Offer Price are appropriate, and that the appropriateness of the terms and conditions of the Transactions (including the Tender Offer) is ensured.
- Looking at the negotiating circumstances for the Tender Offer Price, a final agreement was reached on the Tender Offer Price (JPY 2,725 per

share) by the Target Company having obtained from Crosby proposals to raise the offer price 3 times as a result of negotiations with Crosby based also on the committee's request to raise the offer price pursuant to the committee's discussions and examinations and while receiving advice from Nomura Securities, and the Target Company and Nomura Securities shared with and explained to the committee in a timely manner by email the series of developments in the negotiations. As a result, the final Tender Offer Price was suitably increased from the price originally offered by the Offeror, and it can be found that developments show that the Target Company negotiated with the aim of conducting the Transactions on terms and conditions that are as advantageous as possible for general shareholders. With respect to this point, the same is true also for the Stock Acquisition Rights Tender Offer Price. Following from the above, it is presumed that the agreement on the Tender Offer Price and the Stock Acquisition Rights Tender Offer Price in the Transactions is the result of negotiations between the Target Company and Crosby that were based on objective and coherent discussions equivalent to those between parties that are independent also in substance, and no circumstances are found that would call into question the transparency or fairness of the agreement process.

- Preparation of the Business Plan was underway from prior to the possibility of the Transactions' implementation being concretely confirmed, no fact can be found of there having been intervening pressure from the Offerors and KKR in that formulation process, and no aspect of its details can be found to be an unreasonable forecast.
- With respect to Nomura Securities' Share Valuation Report, based on interviews, etc. with Nomura Securities, no unreasonable points were found regarding the choice of the average market price analysis method, the comparable company analysis method and the DCF Analysis, as well as the respective calculation method and the basis for calculation, and when studying the share value of the Target Company Shares, the committee assessed the Share Valuation Report prepared by Nomura Securities as being reliable. Furthermore, the Tender Offer Price of JPY 2,725 per share (i) exceeds the maximum of the range of values per share of the Target Company Shares calculated by the average market price analysis method, (ii) exceeds the median (JPY 2,624) of the range of values per share of the Target Company Shares calculated by the comparable company analysis method, and (iii) well exceeds the lower limit and is within the range of values per share of the Target Company Shares calculated by the DCF Analysis. Moreover, whereas the Tender Offer Price of JPY 2,725 per share adds a premium of 54.65 to 64.26 percent to the closing price of the Target Company Shares on the TSE up to May 13, 2022 (the closing price as of that day and the average closing prices over the immediately preceding one-, three-, and six-month periods), it can be found that the premium secured in the Tender Offer is not inferior to that of other deals of the same kind. Taking the above into consideration, it cannot be said that the level of the Tender Offer Price is unreasonable.
- It is planned that the Stock Acquisition Rights Tender Offer Price will be the product of the difference between the Tender Offer Price and the

exercise price per Target Company Share for each Stock Acquisition Right multiplied by the number of Target Company Shares that underlie each such Stock Acquisition Right (200 per stock acquisition right). As set forth above, whereas it can be concluded that it is possible to assess the Tender Offer Price as not being a level that denies the appropriateness of that price, since the Stock Acquisition Rights Tender Offer Price is calculated using the difference between the Tender Offer Price and the exercise price per each Stock Acquisition Right, it can be concluded that it is possible to assess the Stock Acquisition Rights Tender Offer Price also as not being a level that denies the appropriateness of that price.

- The method of the Transactions may be concluded to be more desirable than, in particular, a corporate reorganization such as a share exchange with shares or the like as consideration, as there are desirable points such as the consideration being easy to understand and having a stable and objective value because the consideration to be received by the shareholders and Stock Acquisition Right Holders is cash, and also the aspect that it is possible to both call for quickly making the Target Company a wholly owned subsidiary and also to secure the opportunity and time for an appropriate decision based on sufficient information by general shareholders, etc. Furthermore, if money is delivered to shareholders and the Stock Acquisition Right Holders who do not tender in the Tender Offer, it is planned that it will be calculated so as to be the same as the price they would receive if they had tendered in the Tender Offer.
- iii. Whether the fairness of procedures for the Business Combination (including the Business Combination) is ensured  
Based on the following points, in the Transactions, (i) a situation substantially equivalent to a transaction between independent parties has been ensured in the process of formulating the transaction terms, (ii) fairness ensuring measures have been adopted and operated effectively from the perspective of ensuring that general shareholders have an opportunity to make an appropriate decision based on sufficient information, so in conclusion, the fairness of procedures for the Business Combination (including the Tender Offer) has been ensured.
- A special committee has been established comprised of independent outside directors of the Target Company who are independent from the Offerors, and KKR and from the success or failure of the Transactions, and the special committee is recognized to be functioning effectively as fairness ensuring measures based on its time of establishment, authority, etc.
- The Target Company does not have any directors who have a special relationship with the Offerors and KKR, and the Target Company's board of directors determined that there are no directors who have a special interest in the Transactions. It is expected that a unanimous resolution by all seven directors declaring a position in support of the Tender Offer and that it will be recommended that the Target Company's shareholders and the Stock Acquisition Right Holders participate in the

Tender Offer will be made, and all auditors will state their opinion that they have no objection to making the above resolution. The Target Company's board of directors also resolved to make a decision on the Transactions that respects, to the maximum extent possible, the decision of the committee and to not agree to the Transactions if the committee decides that the transaction terms are not appropriate. Based on these and other facts, it can be said that in the Target Company's decision-making process for the Transactions, arbitrariness has been eliminated and fairness, objectivity, and transparency have been ensured.

- The Target Company is receiving legal advice from the independent legal advisor Nishimura & Asahi, which is independent from the Target Company, the Offerors, and KKR and from the success or failure of the Transactions. The committee is receiving legal advice from the independent legal advisor Anderson Mori & Tomotsune, which is independent from the Target Company, the Offerors, and KKR and from the success or failure of the Transactions.
- The Target Company and the committee have obtained as materials concerning the value of the Target Company's shares the Share Valuation Report from the third-party appraiser Nomura Securities, which is independent from the Target Company, the Offerors, and KKR and from the success or failure of the Transactions.
- Since the tender offer period for the Tender Offer is expected to be set for 21 business days, the Tender Offer is a so-called tender offer with prior announcement, and ensuring a certain period until the commencement of the Tender Offer after announcing a series of transaction terms and conditions, including the Tender Offer Price, ensures that all of the Target Company's shareholders and Stock Acquisition Right Holders have an appropriate opportunity to determine whether to tender in response to the Tender Offer, ensures the opportunity for purchase proposals from Competing Purchase Proposers, and there is no agreement between the Target Company, the Offerors, and KKR excessively restricting the Target Company from contacting Competing Purchase Proposers, so a so-called "indirect market check" is recognized where the M&A transaction is executed by creating an environment that allows other potential acquiring parties to make competing proposals after the proposed M&A transaction is announced (note that it is stipulated in the Business Combination Agreement that if the Target Company withdraws or modifies the Opinion to Support and Recommend to Tender and the Business Combination Agreement is cancelled, HoldCo, etc. can receive JPY 1,000,000,000, but due to reasons such as the amount being 1.8% of the purchase price (the amount obtained by multiplying the number of share certificates, etc. to be purchased with the Tender Offer Price (JPY 2,725 per share), this cannot be described as an excessive amount, and it does not by its nature substantially have the effect of compelling the Target Company's shareholders to approve the Transactions, so it can be said to be within a reasonable scope in practice).
- The minimum number of shares to be purchased in the Tender Offer is expected to be set so as to exceed the number corresponding to a so-called "majority of minority," and in order to conclude the Tender Offer,

- the approval (tendering) of a majority of the number of shareholders who do not have an interest in the Offeror is required, which is recognized to lead to further emphasis on ensuring an opportunity for decisions by general shareholders and contribute to the execution of the M&A transaction on transaction terms favorable to general shareholders to the extent possible.
- In the Transactions, it is expected that there will be full disclosure in each press release of information regarding the details of authority granted to the committee, the background of the review by the committee, the status of the committee's involvement in negotiating transaction terms with Crosby, the details of the May 16 Report, and the structure of remuneration for members of the Committee, etc., an overview of the Share Valuation Report, the process leading up to the implementation of the Transactions, the course of negotiations, and the details of the Business Combination Agreement, and it is recognized that the material information is being provided for general shareholders to decide the reasonableness of transaction terms, etc.
  - If the Offeror is unable to acquire all of the Target Company Shares and all of the Stock Acquisition Rights through the Tender Offer, it will make a Demand for the Sale of Shares, Etc. or request the Target Company to hold an extraordinary shareholders' meeting including submission of a proposal for a share consolidation, and it is clearly expected that if cash is paid to the holders of Stock Acquisition Rights of the Target Company who did not tender in the Tender Offer, it will be calculated so that they will receive the same price that they would have received if they had tendered in the Tender Offer, that in the case of a Demand for the Sale of Shares, Etc., the right of the shareholders and holders of Stock Acquisition Rights of the Target Company to file a petition to the courts for price determination is ensured, and that in the case of a share consolidation, the right of the shareholders to request purchase of shares and the accompanying right to file a petition to the courts for price is ensured, and based on this, it is recognized that care is being taken to avoid coercion.
- iv. Whether, based on i. through iii. above, it can be concluded that the Business Combination is not disadvantageous for the Company's general shareholders  
 Based on the fact that no problems are recognized concerning any of i. through iii. above, the Business Combination is believed not to be disadvantageous for the Company's general shareholders.
- v. Whether it can be concluded that it is reasonable for the Company's board of directors to announce a position in support of the Tender Offer and recommend that the Company's shareholders and Stock Acquisition Right Holders tender their shares and acquisition rights in the Tender Offer

Based on the fact that no problems are recognized concerning any of i. through iv. above, it is believed to be suitable for the Company's board of directors to express an opinion in support of the Tender Offer and

recommend that the Company's shareholders and Stock Acquisition Right Holders tender in response to the Tender Offer.

Then, the Target Company's board of directors resolved on May 16, 2022 that when the Tender Offer commences, to ask the special committee established by the Target Company to review whether or not there is any change to the contents of the May 16 Report, and if there is no change, to state that fact to the Target Company's board of directors, and if there is a change, to state its opinion after the change, and that based on that opinion, the Target Company will again announce its opinion on the Tender Offer when the Tender Offer commences.

Starting in late July 2022, the Target Company made inquiries from time to time to the Offeror concerning the status of procedures for clearances under domestic and foreign competition laws and confirmed the progress thereof, and based on the subsequent status of the share price and inquiries from shareholders, intermittently continued to engage in additional examinations. Thereafter, on August 23, 2022 the Target Company received a communication from the Offerors to the effect that the procedures and responses for the clearances under domestic and foreign competition laws (Japan, the U.S., China, Cyprus, and Serbia) that are required to implement the Business Combination were expected to be completed by September 16, 2022, so the Offeror intends to commence the Tender Offer starting on September 26, 2022. On receipt of the communication, in addition to commencing preparations to reexamine the various terms and conditions concerning the Tender Offer, on September 8, 2022, the Target Company asked the special committee to review whether or not there is any change to the contents of the May 16 Report, and if there is no change, to state this fact to the Target Company's board of directors, and if there is a change, to state a position after the change. The special committee conducted a confirmation, etc. with the Target Company of facts relating to whether a change of material circumstances occurred after May 16, 2022 that could impact the Transaction, and while receiving advice from Anderson Mori & Tomotsune, Nomura Securities, and Nishimura & Asahi, as a result of considering the aforementioned matters for inquiry, confirmed that, taking into account the market price of the Target Company rising to just below the level of the Tender Offer Price from May 16, 2022, which is the Transaction announcement date, and then remaining stable thereafter, and also that no event occurred between May 16, 2022 and today that could have a material effect on the corporate value of the Target Company, no circumstances occurred after May 16, 2022 requiring the contents of the May 16 Report to be changed even when taking into account the circumstances to this date, and, pursuant to a unanimous resolution of the committee members, the special committee today submitted to the Target Company's board of directors the September 22, 2022 Report to the effect that there is no change in the aforementioned position.

The special committee has concluded that it should not be necessary to

review the Tender Offer Price. This is, since the primary factor leading to the upward revision of the consolidated business forecast announced by the Target Company today was the depreciation of the yen beyond expectations, and although the Target Company publicly announced the revision of the consolidated business forecast since it falls under the timely disclosure criteria, pro forma, as the aggregate result taking into account the impact of the yen's depreciation on the Target Company's current performance, if the impact of the depreciation of yen was eliminated, there would not have been any material changes in the Target Company's earnings forecast, and also since there are no factors envisaged that would affect the reliability of the Business Plan due to such revision of the consolidated business forecast, there is no material impact on the Target Company's corporate value; accordingly, the appropriateness of the Tender Offer Price has been maintained as of the date of the September 22 Report.

(ii) Obtainment by the Target Company of advice from independent legal advisor

As stated above in “(a) Background to formulation of examination framework” under “(iii) Decision-making process and reasons of the Target Company to issue the opinion to support the Tender Offer” of “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer,” the Target Company appointed the outside legal advisor Nishimura & Asahi and the Target Company has been receiving necessary legal advice from that law firm regarding the decision-making process and the decision-making method concerning the Business Combination (including the Tender Offer) and other points to note upon making decisions concerning the Tender Offer in order to ensure transparency and reasonableness in the decision-making process concerning the Business Combination (including the Tender Offer).

Nishimura & Asahi does not constitute an affiliated party of the Offerors, KKR, or the Target Company and does not have a material interest in the Business Combination (including the Tender Offer). Additionally, at the first meeting of the special committee, the special committee confirmed that there is no issue with the independence of Nishimura & Asahi and approved Nishimura & Asahi as the Target Company's legal advisor.

(iii) Obtainment by the Target Company of share valuation report from independent financial advisor and third-party appraiser

As stated above in “(a) Background to formulation of examination framework” under “(iii) Decision-making process and reasons of the Target Company to issue the opinion to support the Tender Offer” under “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer” in order to ensure the fairness of the decision-making process regarding the Tender Offer Price offered by the Offerors, the Company appointed Nomura Securities as a financial advisor and third-party appraiser independent from the Offerors, KKR, the Company, and the Business Combination (including the Transactions), and along with receiving advice and assistance from a financial perspective including advice on valuation of

the Company Shares and the policy for negotiations with the Offerors, the Company obtained the Share Valuation Report dated May 16, 2022.

The Target Company's board of directors believes that there are no major changes to the underlying facts that would affect the Share Valuation Report even when considering the circumstances from the board of directors meeting held on May 16, 2022 to September 22, 2022, and based also on advice received from Nomura Securities and Nishimura & Asahi, believes that the Share Valuation Report continues to be valid.

Nomura Securities does not constitute an affiliated party of the Offerors, KKR, or the Company, and has no material interest in the Business Combination (including the Tender Offer). Additionally, at the first meeting of the special committee, the special committee confirmed that there is no issue with the independence of Nomura Securities and approved Nomura Securities as the Company's financial advisor and third-party appraiser.

(a) Outline of calculations regarding the Target Company Shares

Nomura Securities calculated the share value of the Target Company using the average market price analysis method given that the Target Company is listed on the Prime Market of the TSE which provides market pricing, using the comparable company analysis method given that there are several listed companies that engage in businesses that are relatively similar to the Target Company's and an analogy of share prices by comparison with similar companies is possible, and using discounted cash flow analysis in order to reflect the impact of future business activities on the valuation. The Target Company has not obtained an opinion on the fairness of the price of the Tender Offer (a fairness opinion) from Nomura Securities. In terms of the reason for not acquiring a fairness opinion, the function of a fairness opinion is to prevent managers and major shareholders, who typically have an information advantage, from exploiting the asymmetry of information to acquire shares of a target company from general shareholders at less than fair value, but in this matter the Tender Offer is being implemented for the purpose of a business combination with a third party and the circumstances are different from an ordinary MBO or the like, so the Target Company decided that rather than separately acquiring a fairness opinion, it could be addressed by granting a certain premium on the current share price based on a share valuation by a third-party appraiser.

The Share Valuation Report sets out a range of values for one share of the Target Company Shares based on each of the above calculation methods, as follows:

Average market price analysis:	Between JPY 1,647 and JPY 1,762
Comparable company analysis:	Between JPY 2,052 and JPY 3,196
DCF analysis:	Between JPY 1,886 and JPY 3,974

Under the average market price analysis method, the valuation date for calculation is set to May 13, 2022, the business day preceding the announcement date of the Tender Offer, and the per share value of one share the Target Company Shares is calculated to be in a range between JPY 1,647 and JPY 1,762 based on the TSE Prime Market valuation date closing price for the Target Company's shares of JPY 1,659, the simple average of the closing prices during the immediately preceding five business days, equal to JPY 1,647, the simple average of the closing prices during the immediately preceding one month, equal to JPY 1,671, the simple average of the closing prices during the immediately preceding three months, equal

to JPY 1,692, and the simple average of the closing prices during the preceding six months, equal to JPY 1,762.

Under the comparable company analysis method, the per share value of the Target Company Shares is calculated to be in a range between JPY 2,052 and JPY 3,196 by calculating the Target Company's share value through a comparison with the market share price and financial statements showing earnings, etc. of listed companies engaged in businesses determined to be comparable to the Target Company.

Under the DCF analysis, the share value per one share is calculated to be in a range between JPY 1,886 and JPY 3,974 by valuing enterprise value and share price derived from the discounted present value of the forecast free cash flow expected to be generated by the Target Company from the fiscal year ending March 2023 onwards, taking into consideration assumptions considered to be reasonable such as profit forecasts and investment plans based on financial forecasts for the fiscal years ending March 2023 to March 2027 as prepared by the Target Company (the "Business Plan"). Given that it was difficult at the time of the valuation to concretely forecast expected synergies from the Business Combination (including the Transactions), these have not been included in the Business Plan. In the Business Plan on which the DCF analysis is based, there are no fiscal years in which significant year-on-year increases or decreases are forecast.

As noted in the section above titled "(i) Establishment of an independent special committee at the Target Company" the special committee has received an explanation from the Target Company on the assumptions set in formulating the financial forecasts and conditions that form the basis of the Business Plan and has conducted a Q&A on these assumptions and values, and has not found any points to be particularly unreasonable. The special committee has confirmed that these calculation methods and calculation outcomes are reasonable.

Note: Nomura Securities, has calculated the share value of the Target Company Shares on the assumption that all of the information either publicly available or provided to Nomura Securities is accurate and complete, and has not conducted any independent investigations to verify the accuracy or completeness thereof. Nomura Securities has not independently appraised, valued or investigated the assets and liabilities of the Target Company including any analysis and valuation of individual assets and liabilities (including financial derivatives, off-balance sheet assets and liabilities, and other contingent liabilities), and no third party has been requested to make any appraisal or investigation thereof. The Target Company's financial forecasts (including profit forecasts and other information) are assumed to be reasonably considered and prepared based on the best and good faith forecasts and decisions of the Target Company's management at the time of the valuation. Nomura Securities' calculations reflect information and economic conditions obtained by Nomura Securities up to May 13, 2022, and are prepared for the sole purpose of providing a reference to the board of directors of the Target Company in examining the share value of the Target Company Shares.

(b) Outline of calculations regarding the Stock Acquisition Rights

Since the offer price for the Stock Acquisition Rights has been calculated based on the amount found by multiplying the difference between the Tender Offer Price and the exercise price per Target Company Share for each Stock Acquisition

Right by the number of Target Company Shares that underlie each such Stock Acquisition Right (200 per stock acquisition right), it was determined that the Tender Offer provides a reasonable opportunity for all Stock Acquisition Right Holders to sell their Stock Acquisition Rights.

Although the approval of the Target Company's board of directors is required for acquisition of the all of the Stock Acquisition Rights by way of transfer, in order to make the transfer of the Stock Acquisition Right possible, a resolution was made at the Target Company's board of directors meeting held today to comprehensively approve Stock Acquisition Right Holders transferring their Stock Acquisition Rights to the Offeror by accepting the Tender Offer, conditional on the Tender Offer being successful.

The Offeror has not obtained a calculation report from the third-party appraiser when determining the Stock Acquisition Rights Tender Offer Price, as it is based on the Tender Offer Price

- (iv) Obtainment by the special committee of advice from independent legal advisor

As stated above in “(b) Background to examination” under “(i) Establishment of an independent special committee at the Target Company,” the special committee appointed the outside legal advisor Anderson Mori & Tomotsune and is receiving necessary legal advice regarding various procedures for the Transactions, the method and process of deliberations by the special committee pertaining to the Transactions, and other points to note upon making decisions concerning the Tender Offer from that law firm.

Anderson Mori & Tomotsune does not constitute an affiliated party of the Offerors, KKR, or the Target Company and has no material interest in the Business Combination (including the Tender Offer).

- (v) Approval of all the directors in the Target Company and opinions that there has been no objection from any of the Target Company's independent statutory auditors

Based on the content of the Share Valuation Report and the legal advice from Nishimura & Asahi and giving maximum regard to the content of the May 16 Report obtained from the special committee, the Target Company's board of directors carefully discussed and examined the various terms and conditions concerning the Business Combination (including the Transactions) from the perspective of enhancing corporate value.

Consequently, as stated above in “(iii) Decision-making process and reasons of the Target Company to issue the opinion to support the Tender Offer” under “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer,” because along with the Business Combination (including the Transactions) being expected to enhance the Target Company's corporate value, the Tender Offer Price and other terms and conditions of the Tender Offer constitute an appropriate price that ensures the benefits that should be enjoyed by the Target Company's general shareholders and the Tender Offer provides a reasonable opportunity for the Target Company's general shareholders to sell their shares at a price with an appropriate premium, the Target Company's board of directors determined that it is appropriate for the Target Company's general shareholders and that the Tender Offer provides a reasonable opportunity for of the Target Company's general shareholders to sell

their shares.

At the same time, with respect also to the Stock Acquisition Rights Tender Offer Price, because it has been calculated based on the amount found by multiplying the difference between the Tender Offer Price and the exercise price per Target Company Share for each Stock Acquisition Right by the number of Target Company Shares that underlie each such Stock Acquisition Right (200 per stock acquisition right), it was determined that the Tender Offer provides a reasonable opportunity for all Stock Acquisition Right Holders to sell their Stock Acquisition Rights.

Therefore, at the meeting of the Target Company's board of directors held on May 16, 2022, it was resolved that if the Tender Offer is commenced, the position of the company as of this date is that it will declare a position in support of the Tender Offer and that it will recommend that the Target Company's shareholders and Stock Acquisition Right Holders accept the Tender Offer.

At that meeting of the board of directors, all seven of the Target Company's directors participated in deliberations and the resolution, and the directors who participated in the resolution unanimously passed the above resolution. Additionally, said meeting of the board of directors was attended by the Target Company's three auditors, and all auditors who attended stated their opinion that they have no objection to making the above resolution.

Thereafter, on August 23, 2022 the Target Company received a communication from the Offerors to the effect that the procedures and responses for the clearances under domestic and foreign competition laws (Japan, the U.S., China, Cyprus, and Serbia) that are required to implement the Business Combination were expected to be completed by September 16, 2022, so the Offeror intends to commence the Tender Offer starting on September 26, 2022. In response to this, while giving maximum respect to the content of the September 22 Report obtained from the special committee, the Company carefully reexamined the various terms and conditions concerning the Tender Offer in light of the Target Company's business circumstances and the environment surrounding the Transactions, and as a result, determined that as of September 22, 2022 there is no reason to change its position as of May 16, 2022 concerning the Tender Offer.

Therefore, at the meeting of the Target Company's board of directors held on September 22, 2022, it was resolved to again declare a position in support of the Tender Offer and to recommend that all of the Target Company's shareholders accept the Tender Offer.

At that meeting of the board of directors, all seven of the Target Company's directors participated in deliberations and the resolution, and the directors who participated in the resolution unanimously passed the above resolution. Additionally, said meeting of the board of directors was attended by the Target Company's three auditors, and all auditors who attended stated their opinion that they have no objection to making the above resolution.

(vi) Non-existence of deal protection provisions and other measures to ensure the opportunity for purchase proposals other than the Transactions

The Offerors and the Target Company have not made any agreement whatsoever, including agreements pursuant to the Business Combination Agreement, with content restricting contact, etc. between parties proposing a competing purchase and the Target Company, such as agreements including deal protection provisions prohibiting the Target Company from contacting parties

proposing a purchase other than the Offerors (“Competing Purchase Proposer”), they shall not prevent any Competing Purchase Proposer from having the opportunity to make a purchase proposal, and have taken care to ensure the fairness of the Tender Offer.

Additionally, although the minimum tender offer period stipulated by laws and regulations is 20 business days, the Offerors have made the period of the Tender Offer (the “Tender Offer Period”) 21 business days. The Tender Offer is a so-called tender offer with prior announcement, and given that a series of transaction terms and conditions, including the Tender Offer Price, were announced on May 16, 2022 and, as of today, more than four months have passed since the date of that announcement, the Offerors believe that all of the Target Company’s shareholders and Stock Acquisition Right Holders have had an appropriate opportunity to determine whether to tender in response to the Tender Offer and the opportunity for purchase proposals from Competing Purchase Proposers has been ensured.

(vii) Creation of minimum to satisfy the majority of minority condition

As set forth in the section above titled “(1) Summary of the Tender Offer”, the minimum number of share certificates, etc. to be purchased in the Tender Offer (13,817,400 shares; ownership percentage: 66.67%) will exceed the number equal to the number of shares (10,363,010 shares; ownership percentage: 50.00%) equal to a majority of the Total Number of Shares After Considering Potential Shares (20,726,019 shares), i.e., a majority of the number of Target Company Shares owned by shareholders of the Target Company who do not have an interest in the Offerors or a so-called “majority of minority.” The Offeror believes that the Tender Offer, by not being concluded if it does not obtain the support of a majority of shareholders of the Target Company who do not have an interest in the Offerors, gives serious consideration to the intention of the minority shareholders of the Target Company.

(4) Policy for organizational restructuring after the Tender Offer (matters relating to the “Two-Step Acquisition”)

If the Offeror is unable to acquire all of the Target Company Shares and the Stock Acquisition Rights through the Tender Offer, then the Offeror intends to take one of the following actions after the successful completion of the Tender Offer to make the Target Company a wholly-owned subsidiary of the Offeror.

(i) Demand for the Sale of Shares, Etc.

If the total number of voting rights represented by shares owned by the Offeror is equal to or exceeds 90% of the total number of voting rights of all shareholders of the Target Company after the successful completion of the Tender Offer, the Offeror intends to demand, promptly after the settlement of the Tender Offer, that all shareholders of the Target Company (excluding the Offeror and the Target Company) (“Selling Shareholders”) sell all of the Target Company Shares that they own (“Shares to be Sold”) to the Offeror (the “Demand for the Sale of Shares”) and demand that all of the holders of the Stock Acquisition Rights (excluding the Offeror) (the “Selling Stock Acquisition Right Holders”) sell all of the Stock Acquisition Rights that they

own (“Selling Stock Acquisition Rights”) to the Offeror (the “Demand for the Sale of Stock Acquisition Rights”; together with the Demand for the Sale of Shares, the “Demand for the Sale of Shares, Etc.”), pursuant to the provisions of Article 172, Paragraphs 1 and 2 of the Companies Act. In the event of a Demand for the Sale of Shares, the Offeror intends to determine that each of the Shares to be Sold owned by the Selling Shareholders will be exchanged for cash consideration equal to the Tender Offer Price, and in the event of a Demand for the Sale of Stock Acquisition Rights, the Offeror intends to determine that each of the Selling Stock Acquisition Rights owned by the Selling Stock Acquisition Right Holders will be exchanged for cash consideration equal to the Stock Acquisition Rights Tender Offer Price. In such an event, the Offeror will notify the Target Company of the Demand for the Sale of Shares, Etc. and seek the Target Company’s approval thereof. If the Target Company approves the Demand for the Sale of Shares, Etc. by a resolution of the board of directors, then, in accordance with the procedures provided for in relevant laws and regulations and without requiring the specific consent of the Selling Shareholders and the Selling Stock Acquisition Right Holders, the Offeror will acquire all of the Shares to be Sold from the Selling Shareholders and all of the Selling Stock Acquisition Rights from the Selling Stock Acquisition Right Holders on the acquisition date stipulated by the Demand for the Sale of Shares, Etc. In this case, the Offeror will deliver an amount of cash consideration per Target Company Share equal to the Tender Offer Price to each Selling Shareholder and an amount of cash consideration per unit of the Stock Acquisition Right equal to the Stock Acquisition Rights Tender Offer Price to each Selling Stock Acquisition Right Holder in exchange for the Target Company Shares owned by the Selling Shareholders and the Selling Stock Acquisition Rights owned by the Selling Acquisition Right Holders.

In addition, according to the Target Company’s Press Release, if the Offeror conducts a Demand for the Sale of Shares, Etc., the Target Company intends to approve the Demand for the Sale of Shares, Etc.

According to the provisions of the Companies Act that aim to protect the rights of minority shareholders in relation to the Demand for the Sale of Shares, Etc., the Selling Shareholders and the Selling Stock Acquisition Right Holders will be able to file a petition with the court for a determination of the sale price for the Shares to be Sold and the Selling Stock Acquisition Rights. The sale price for the Shares to be Sold and Selling Stock Acquisition Rights by this method will be finally determined by the court.

## (ii) Share Consolidation

If the total number of voting rights represented by shares owned by the Offeror is less than 90% of the total number of voting rights of all shareholders of the Target Company after the successful completion of the Tender Offer, the Offeror will request the Target Company to hold an extraordinary shareholders’ meeting at which the following proposals will be submitted (the “Extraordinary Shareholders’ Meeting”): (i) to conduct a consolidation of the Target Company Shares (the “Share Consolidation”), and

(ii) to make an partial amendment to the Target Company's Articles of Incorporation to abolish the share unit number provisions on the condition that the Share Consolidation becomes effective. The Offeror intends to approve each of those proposals at the Extraordinary Shareholders' Meeting. If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting, the shareholders of the Target Company will come to own the number of Target Company Shares proportionate to the ratio of the Share Consolidation that is approved at the Extraordinary Shareholders' Meeting as of the effective date of the Share Consolidation. In such case, if, due to the Share Consolidation, the number is a fraction less than one, each shareholder of the Target Company who holds such fractional shares will receive an amount of cash obtained by selling the Target Company Shares equivalent to the total number of shares less than one unit (with such aggregate sum rounded down to the nearest whole number; the same applies hereinafter) to the Target Company or the Offeror as per the procedures specified in Article 235 of the Companies Act and other relevant laws and regulations. The purchase price for the aggregate sum of shares less than one unit in the Target Company will be valued so that the amount of cash received by each shareholder who did not tender its shares in the Tender Offer as a result of the sale will be equal to the price obtained by multiplying the Tender Offer Price by the number of Target Company Shares owned by each such shareholder. The Offeror will request the Target Company to file a petition to the court for permission to purchase such Target Company Shares on this basis. Although the ratio of the Share Consolidation of the Target Company Shares has not been determined as of today, it is intended that the shares of shareholders who did not tender their shares in the Tender Offer (excluding the Offeror and the Target Company) will be classified as shares less than one unit in order for the Offeror to become the sole owner of all of the Target Company Shares (excluding treasury shares held by the Target Company).

According to the provisions of the Companies Act that aim to protect the rights of minority shareholders in relation to the Share Consolidation, the Companies Act provides that if the Share Consolidation occurs and there are shares less than one unit as a result thereof, each shareholder of the Target Company may request that the Target Company purchase all such shares less than one unit at a fair price, and such shareholders may file a petition to the court to determine the price of the Target Company Shares in accordance with Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations. The purchase price per share by this method will be finally determined by the court.

If the Tender Offer has been successfully completed but the Offeror does not own at least 90% of the number of the voting rights of all shareholders of the Target Company, and if the Offeror is unable to acquire all of the Stock Acquisition Rights in the Tender Offer and any Stock Acquisition Rights remain unexercised, then the Offeror plans either to request the Target Company to implement, or to itself implement, the procedures reasonably required for carrying out the Transactions, such as the acquisition of the Stock Acquisition Rights by the Target Company or a recommendation by the Target Company to the holders of the Stock

Acquisition Rights to waive their Stock Acquisition Rights.

With regard to the procedures described in (i) and (ii) above, it is possible that, depending on circumstances such as the interpretation of the relevant laws and regulations by authorities, more time may be required or alternative methods may be utilized to implement the procedures. However, even in such a case, the Offeror intends to make the Target Company a wholly-owned subsidiary of the Offeror by a method whereby the shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Target Company) will ultimately receive cash consideration equal to the number of Target Company Shares held by such shareholder multiplied by the Tender Offer Price. If cash is paid to the holders of Stock Acquisition Rights of the Target Company who did not tender their Stock Acquisition Rights in the Tender Offer, the amount of cash to be paid to each of those holders of the Stock Acquisition Rights shall be calculated so that such amount is equal to the amount obtained by multiplying the respective purchase price per unit of the Stock Acquisition Rights in the Tender Offer by the number of such Stock Acquisition Rights of the Target Company owned by such holder of the Stock Acquisition Rights.

(5) Expected delisting and reasons therefor

The Target Company Shares are currently listed on the Prime Market of the Tokyo Stock Exchange as of today. However, since the Offerors have not set a limit on the maximum number of share certificates, etc. to be purchased in the Tender Offer, the Target Company Shares may be delisted through prescribed procedures in accordance with the stock delisting criteria of the Tokyo Stock Exchange, depending on the result of the Tender Offer.

Also, even in the event that the delisting standards are not met upon completion of the Tender Offer, if the Squeeze-Out Procedures are carried out as stated above in the section titled “(4) Policy for organizational restructuring after the Tender Offer (matters relating to the “Two-Step Acquisition”)” after the successful completion of the Tender Offer, then the Target Company Shares will be delisted through the prescribed procedures in accordance with the stock delisting criteria of the Tokyo Stock Exchange. After delisting, the Target Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange.

(6) Matters relating to material agreements regarding the Tender Offer

As stated above in the section titled “(1) Summary of the Tender Offer”, HoldCo, Crosby US and Crosby UK has executed the Business Combination Agreement with the Target Company on May 16, 2022. According to the Business Combination Agreement, the Target Company shall, until the expiration of the Tender Offer Period, maintain the Opinion to Support and Recommend to Tender in the Tender Offer and shall not adopt any resolution of its board of directors to withdraw or modify the Opinion to Support and Recommend to Tender in the Tender Offer, on the condition that the special committee of the Target Company has submitted to the board of directors of the Target Company an opinion that it is appropriate for the board of directors to issue the Opinion to Support and

Recommend to Tender in the Tender Offer and that such opinion has not been withdrawn or modified.

In addition, the Target Company and its subsidiaries shall not, directly or indirectly, actively solicit a third party for any acquisition proposal for shares, business or assets of the Target Company or its subsidiaries by purchase, merger, demerger, business combination, tender offer or otherwise or any other transaction that could reasonably be considered to compete with or otherwise impede or delay the implementation of the Transaction (“Competing Transaction”). If the Target Company receives any proposal regarding a Competing Transaction or any indication thereto, the Target Company shall immediately notify HoldCo, Crosby US and Crosby UK of the details of such proposal or indication, provide other material information regarding such Competing Transaction, and discuss in good faith with HoldCo, Crosby US and Crosby UK the response to the Competing Transaction (to the extent permitted by applicable law).

The Target Company may withdraw or modify the Opinion to Support and Recommend to Tender in the Tender Offer if a third party publicly announces or commences a counter tender offer for all shares of the Target Company or makes any bona fide offer as a Competing Transaction, and in each case the board of directors of the Target Company reasonably determines in good faith after taking into account all relevant factors (including any financing conditions, regulatory approvals, timing, consent or other conditions, as well as deal certainty, potential synergies, and other effects that may be realized through the Business Combination to enhance the enterprise value of the Target Company) and advice from its outside legal counsel, that the failure to take such actions would reasonably be expected to constitute a breach of the Target Company directors’ duty of care. However, it is conditioned that the Target Company shall, at least three (3) Business Days before a withdrawal or modification of the Opinion to Support and Recommend to Tender in the Tender Offer or entering into a definitive agreement regarding the Competing Transaction, send to HoldCo, Crosby US and Crosby UK a written notice of intent to take such action(s) together with a summary of the material terms and conditions of the Competing Transaction and the identity of the person making any such Competing Transaction to provide HoldCo, Crosby US and Crosby UK with an opportunity to update their offer, and engage in good faith discussion with HoldCo, Crosby US and Crosby UK until the earlier of (i) three (3) Business Days after such notice and (ii) five (5) business days prior to the final date of the Tender Offer Period. In case the Target Company withdraws or modifies the Opinion to Support and Recommend to Tender in the Tender Offer due to withdrawal or modification of the opinion of the special committee that it is appropriate for the board of directors of the Target Company to issue the Opinion to Support and Recommend to Tender in the Tender Offer or in accordance with the aforementioned agreement on the withdrawal or modification of the Opinion to Support and Recommend to Tender in the Tender Offer, HoldCo, Crosby US or Crosby UK or the Target Company may terminate the Business Combination Agreement, and HoldCo can receive from the Target Company JPY 1,000,000,000.

The Business Combination Agreement provides, among others, (i) the matters relating to the terms and conditions of the Tender Offer, (ii) the Tender Offer Conditions Precedent, (iii) HoldCo, Crosby US and Crosby UK’s obligation to make efforts to obtain the necessary approvals and the Target Company’s obligation to cooperate therewith, (iv) the matters relating to the implementation of the squeeze out and the Merger, (v) the Target Company Group’s obligation to operate

their business in the ordinary course of business consistent with past practice until the consummation of the Business Combination, (vi) the obligation to provide information of Holdco, Crosby US and Crosby UK and the Target Company, (vii) the obligation of the Target Company to cooperate with financing, (viii) the Target Company's obligation to make efforts to obtain consents from the other party to any material contracts that require such consent, (ix) Holdco, Crosby US and Crosby UK and their affiliates' standstill obligations to the shares of the Target Company, (x) the obligation relating to the prohibition of the dividend payments other than dividends with a record date of March 31, 2022 by the Target Company, (xi) the Target Company's obligation to make efforts to implement any required procedures relating to the labor unions of the Target Company Group, (xii) the Target Company's obligation to cooperate in encouraging the Stock Acquisition Rights held by the Stock Acquisition Right Holders and shares held by the employee ownership shareholding association and the business partner shareholding association of the Target Company to be tendered in the Tender Offer, (xiii) representations and warranties by HoldCo, Crosby US, Crosby UK and the Target Company (Note), (xiv) confidentiality obligation, and (xv) the provision pertaining to termination by the Holdco, Crosby US and Crosby UK or the Target Company in the event of the Target Company withdraws or modifies the Opinion to Support and Recommend to Tender in the Tender Offer, breach of representations and warranties and obligations, in the event that a petition for commencement of bankruptcy proceedings is filed against the other party, or in the event that the Tender Offer is not commenced by March 31, 2023 (the "Outside Date"). In addition, in case the necessary approvals under competition laws to complete the Business Combination have not been obtained by the Outside Date and the Business Combination Agreement is terminated despite the satisfaction or waiver of all other Tender Offer Conditions Precedent, except in the case attributable to the Target Company, including the Target Company's breach of its obligation to cooperate in obtaining the necessary approvals, the Target Company can receive from HoldCo JPY 1,000,000,000.

In addition to the change of the company name of HoldCo into Kito | Crosby after the completion of the Squeeze-Out Procedures, the following matters relating to the governance and operation of the integrated company have also been agreed.

(i) Management Principles

To ensure a smooth integration and maximize the corporate value of the Combined Group, the management of the Combined Group shall be carried out in a spirit of collaboration, with the brands, employees, customers, suppliers, communities and facilities of Crosby Group and Target Company Group being valued equally as "One Company, One Team and One Mission", which balances a degree of autonomy of the businesses of the Target Company and Crosby Group with the coordinated and cohesive management of Kito | Crosby as a whole.

During the first 18 months after completion of the Business Combination (the "Initial Period"), an ELT (as defined below) and the Combined Company's board will discuss and consider the most appropriate operating structure to ensure a smooth integration and to maximize the corporate value of the Combined Group.

(ii) Company name and Headquarters of the Combined Company

The Combined Company's trade name shall be Kito | Crosby and its headquarters shall be co-located in the United States and Japan.

(iii) Directors

The Combined Company's board would be initially a total of nine (9) directors, and three (3) directors shall be nominated by the Target Company, one (1) director shall be the Group CEO of the Combined Company, and five (5) directors shall be nominated by the shareholders of the Combined Group. The CEO of the Combined Company shall be elected by the Combined Company's board.

The chairperson of the board of directors of the Combined Company shall be appointed from among the directors nominated by the Target Company. The COO shall be appointed from among the directors of the Combined Company nominated by the Target Company during the Initial Period.

(iv) Executive Leadership Team

The Combined Group will form an Executive Leadership Team (the "ELT"). The ELT will take primary responsibility on matters regarding the business and operation of the Combined Group and the Combined Group CEO will execute his or her duties in accordance with guidance/instructions from the ELT and the Combined Group Board. During the Initial Period, the ELT shall consist of the Target Company's incumbent CEO, COO and one additional appointee of the Target Company and Crosby Group's incumbent CEO, Crosby Group's incumbent CFO and one additional appointee of Crosby.

The incumbent CEO of the Target Company and Crosby Group will be the Co-Head of the ELT.

The ELT's responsibilities include the following matters regarding the business and operation of the Combined Group.

- i. material changes to organizational design, talent development and compensation;
- ii. value creation plan, strategy and execution;
- iii. integration, prioritization and resourcing;
- iv. commercial and operational escalation;
- v. capital budgeting and approval, subject to approval by the board of directors of the Combined Company;
- vi. consolidated Annual Operating Plan development and achievement including relevant incentive compensation plans;
- vii. bolt-on M&A sourcing & execution; and
- viii. other material matters relating to the common strategy and leadership regarding the Combined Group.

(v) Divisional Leadership Team

No sooner than the first six months after completion of the Business Combination and no longer than the earlier of (a) the end of the Initial Period or (b) the approval of a new organization structure (the "DLT Period"), the Combined Group will form a divisional leadership team ("DLT") for each of the Kito division and the Crosby division. Each DLT shall consist of a Divisional President and other executives of each division and the Divisional President of the Kito Division shall be nominated by the Target Company

during the DLT Period.

Each DLT will operate within the confines of the annual budgets approved by the board of directors of the Combined Company and will follow the vision and strategy of the Combined Group CEO. Each DLT is responsible and accountable for the operation and strategy of their respective divisions and reports to the Combined Group CEO.

- (vi) Matters requiring more than 75% approval of the board.  
More than 75% approval of the directors of the Combined Company's board is required for the matters below.
- i. Discontinuation of the principal brand or any material product category Crosby or the Target Company
  - ii. Renaming of the Combined Group (Kito | Crosby)
  - iii. Large-scale personnel reorganization
  - iv. Large-scale facility closure

- (vii) Business Strategy after the Business Combination

After completion of the Business Combination, the Combined Group envision implementing the (a) analysis of product development and production technology, and consolidation of quality standards, (b) improvement of the production system efficiency, (c) expansion of product portfolios and strengthening of customer base, (d) consolidation of personnel and organizational structure to obtain new sales opportunities, organization of new customer interfaces and infrastructure investments, (e) improvement of logistics efficiency, (f) employee development and exchange of personnel, (g) ensuring the financing necessary for investments and (h) promotion of sustainability.

Note: In the Business Combination Agreement, HoldCo, Crosby US and Crosby UK represent and warrant (1) the validity of the incorporation and existence, (2) the validity and enforceability of the Business Combination Agreement, (3) the ability necessary for the execution and performance of the Business Combination Agreement, the performance of procedures required by internal rules for the execution and performance of the Business Combination Agreement, and the absence of any conflict with laws and regulations, (4) the absence of transactions or involvement with antisocial forces, and (5) matters relating to financing. In addition, in the Business Combination Agreement, the Target Company represents and warrants (1) the validity of its incorporation and existence, (2) the validity and enforceability of the Business Combination Agreement, (3) the ability necessary for the execution and performance of the Business Combination Agreement, the performance of procedures required by internal rules for the execution and performance of the Business Combination Agreement, and the absence of any conflict with laws and regulations, (4) the absence of any transaction or involvement with antisocial forces, and (5) the accuracy of the Target Company's Annual Securities Reports and Quarterly Reports for the fiscal year ended March 31, 2021 and thereafter.

## 2. Outline of the Tender Offer

(1) Outline of the Target Company

(i)	Name	KITO CORPORATION
(ii)	Address	2000, Tsujiarai, Showa-cho, Nakakoma-gun, Yamanashi
(iii)	Name and Title of Representative Director	President, CEO and Representative Director Yoshio Kito
(iv)	Businesses	Manufacture and sale of lifting hardware (hoist) and crane etc.
(v)	Capital	3,976,000,000 yen (as of March 31, 2022)
(vi)	Date of Foundation	July 1944
(vii)	Major Shareholders and Ownership Percentage, as of March 31, 2022	<ul style="list-style-type: none"> <li>• The Master Trust Bank of Japan, Ltd. (Trust Account) – 16.69%</li> <li>• MISAKI ENGAGEMENT MASTER FUND (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Department) – 9.93%</li> <li>• THE BANK OF NEW YORK-JASDECNON-TREATY ACCOUNT (Standing proxy: Mizuho Bank, Ltd., Settlement &amp; Clearing Services Department) – 5.83%</li> <li>• Custody Bank of Japan, Ltd. (Trust Account) – 4.19%</li> <li>• GOVERNMENT OF NORWAY (Standing proxy: Citibank, N.A., Tokyo Branch) – 4.04%</li> <li>• YK Capital Co., Ltd. – 3.59%</li> <li>• Sumitomo Mitsui Banking Corporation – 3.25%</li> <li>• RAIFFEISEN BANK INTERNATIONAL AG CLIENT A/C (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Department) – 2.62%</li> <li>• THE BANK OF NEW YORK MELLON 140042 (Standing proxy: Mizuho Bank, Ltd., Settlement &amp; Clearing Services Department) – 2.01%</li> <li>• NORTHERN TRUST CO. (AVFC) RE FIDELITY FUNDS (The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Department) – 1.74%</li> </ul>
(viii)	Relationships Between the Offeror and the Target Company	
	Capital Relationships	Not applicable
	Personal Relationships	Not applicable
	Business Relationships	Not applicable
	Related Party Relationships	Not applicable

Note: “(vii) Major Shareholders and Ownership Percentage, as of March 31, 2022” is taken from “Status of the Major Shareholders” in the 78th Annual Securities Report submitted by the Target Company on June 22, 2022 (the “Target Company’s Annual Securities Report”).

(2) Schedule

Determination Date	September 22, 2022 (Friday)
Date of Public Notice of Commencement of the Tender Offer	September 22, 2022 (Friday) Public notices will be made electronically via the Internet, and a notice to that effect will be published in the Nikkei Newspaper. (URL of the electronic notice: <a href="https://disclosure.edinet-fsa.go.jp/">https://disclosure.edinet-fsa.go.jp/</a> )
Tender Offer Registration Statement Submission Date	September 26, 2022 (Monday)

- (ii) Initial tender offer period as of registration  
From September 26, 2022 (Monday) to October 25, 2022 (Tuesday) (21 business days)
- (iii) Possibility of extension of tender offer period upon request of the Target Company  
If the Target Company submits a Position Statement in accordance with Article 27-10, Paragraph 3 of the Act to the effect that the Target Company requests an extension of the Tender Offer Period, the Tender Offer Period will be extended to November 8, 2022 (Tuesday) (30 business days).

(3) Price of tender offer

- (i) Common stock: 2,725 yen per share of common stock
- (ii) Stock acquisition rights
  - (a) Stock acquisition rights issued pursuant to the resolution at the ordinary general meeting of shareholders held on June 22, 2012 and the resolution at the board of directors meeting held on May 28, 2013 (the “Tenth Series Stock Acquisition Rights”) (the exercise period is from May 29, 2015 to May 28, 2023): 374,400 yen per stock acquisition right
  - (b) Stock acquisition rights issued pursuant to the resolution at the ordinary general meeting of shareholders held on June 20, 2013 and the resolution at the board of directors meeting held on May 27, 2014 (the “Eleventh Series Stock Acquisition Rights”) (the exercise period is from May 28, 2016 to May 27, 2024): 317,000 yen per stock acquisition right
  - (c) Stock acquisition rights issued pursuant to the resolution at the ordinary general meeting of shareholders held on June 23, 2015 and the resolution at the board of directors meeting held on May 31, 2016 (the “Thirteenth Series Stock Acquisition Rights”) (the exercise period is from June 1, 2018 to May 31, 2026): 366,800 yen per stock acquisition right
  - (d) Stock acquisition rights issued pursuant to the resolution at the ordinary general meeting of shareholders held on June 21, 2016 and the resolution at the board of directors meeting held on May 30, 2017 (the “Fourteenth Series Stock Acquisition Rights”) (the exercise period is from May 31, 2019 to May 30, 2027): 303,800 yen per stock acquisition right

- right
- (e) Stock acquisition rights issued pursuant to the resolution at the ordinary general meeting of shareholders held on June 21, 2017 and the resolution at the board of directors meeting held on May 29, 2018 (the “Fifteenth Series Stock Acquisition Rights”) (the exercise period is from May 30, 2020 to May 29, 2028): 66,200 yen per stock acquisition right

(The Tenth Series Stock Acquisition Rights, the Eleventh Series Stock Acquisition Rights, the Thirteenth Series Stock Acquisition Rights, the Fourteenth Series Stock Acquisition Rights, and the Fifteenth Series Stock Acquisition Rights are hereinafter collectively referred to as the “Stock Acquisition Rights.”)

(4) Basis for the calculation of the Tender Offer Price

(i) Basis of calculation

(a) Common stock

In determining the Tender Offer Price, the Offerors considered all relevant factors including the alternatives to unlock the value, management and operational plans, the recent performance of the Target Company, key takeaways from due diligence conducted by Crosby (including growth trends in the U.S. and Asia, future investment plans into the business, and potential for synergy creation through complementary products), price trends of the Target Company’s shares, overall market price trends, equity market trends, economic sentiment, whether the Target Company’s management and the special committee could endorse the transaction, and the prospect of the shareholders tendering their shares in the Tender Offer. In light of the fact that the Target Company Shares are traded on a financial instruments exchange, the Offerors also referred to (i) the closing price (1,659 yen) of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange as of May 13, 2022 (which was the business day immediately preceding May 16, 2022, the announcement date of the Tender Offer), and (ii) the simple average closing prices of the Target Company Shares over the preceding one-month period (from April 14 2022 to May 13, 2022), three-month period (from February 14, 2022 to May 13, 2022), and six-month period (from November 14, 2022 to May 13, 2022) (1,671 yen, 1,692 yen, and 1,762 yen, respectively) (rounded to the nearest whole yen).

As the Offerors have determined the price by comprehensively taking into consideration the factors described above, the Offerors have not obtained a share valuation report from any third-party appraiser.

The Tender Offer Price (2,725 yen) also represents (i) a premium of 64.26% (rounded to two decimal places) on 1,659 yen, the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange as of May 13, 2022 (which was the business day immediately preceding May 16, 2022, the announcement date of the Tender Offer),

(ii) a premium of 63.08% on 1,671 yen, the simple average closing price for the preceding one-month period, (iii) a premium of 61.05% on 1,692 yen, the simple average closing price for the preceding three-month period, and (iv) a premium of 54.65% on 1,762 yen, the simple average closing price for the preceding six-month period.

(b) Stock Acquisition Rights

With regard to the Stock Acquisition Rights, the exercise price of each Stock Acquisition Right per Target Company Share (the Tenth Series Stock Acquisition Rights: 853 yen; the Eleventh Series Stock Acquisition Rights: 1,140 yen; the Thirteenth Series Stock Acquisition Rights: 891 yen; the Fourteenth Series Stock Acquisition Rights: 1,206 yen; the Fifteenth Series Stock Acquisition Rights: 2,394 yen) falls below the Tender Offer Price (2,725 yen) and the exercise periods for each Stock Acquisition Right have arrived as of May 16, 2022. Therefore, the Offerors have determined that the purchase price per Stock Acquisition Right is to be obtained by multiplying the difference of the Tender Offer Price (2,725 yen) and the exercise price of each Stock Acquisition Right per Target Company Share by the number of Target Company Shares underlying each Stock Acquisition Right. Specifically, the Offerors have determined that (i) the purchase price per Tenth Series Stock Acquisition Right is to be 374,440 yen, which is obtained by multiplying the difference (1,585 yen) of the Tender Offer Price (2,725 yen) and the exercise price of each Tenth Series Stock Acquisition Right per Target Company Share (853 yen) by the number of Target Company Shares underlying each Tenth Series Stock Acquisition Right (200 shares), (ii) the purchase price per Eleventh Series Stock Acquisition Right is to be 317,000 yen, which is obtained by multiplying the difference (1,585 yen) of the Tender Offer Price (2,725 yen) and the exercise price of each Eleventh Series Stock Acquisition Right per Target Company Share (1,140 yen) by the number of Target Company Shares underlying each Eleventh Series Stock Acquisition Right (200 shares), (iii) the purchase price per Thirteenth Series Stock Acquisition Right is to be 366,800 yen, which is obtained by multiplying the difference (1,834 yen) of the Tender Offer Price (2,725 yen) and the exercise price of each Thirteenth Series Stock Acquisition Right per Target Company Share (891 yen) by the number of Target Company Shares underlying each Thirteenth Series Stock Acquisition Right (200 shares), (iv) the purchase price per Fourteenth Series Stock Acquisition Right is to be 303,800 yen, which is obtained by multiplying the difference (1,519 yen) of the Tender Offer Price (2,725 yen) and the exercise price of each Fourteenth Series Stock Acquisition Right per Target Company Share (1,206 yen) by the number of Target Company Shares underlying each Fourteenth Series Stock Acquisition Right (200 shares), and (iv) the purchase price per Fifteenth Series Stock Acquisition Right is to be 66,200 yen, which is obtained by multiplying the difference (331 yen) of the Tender Offer Price (2,725 yen) and the exercise price of each Fifteenth Series Stock Acquisition Right per Target Company Share (2,394 yen) by the number of Target Company Shares underlying each Fifteenth Series

Stock Acquisition Right (200 shares).

As stated above, since the Offerors have determined the purchase price of the Stock Acquisition Rights, they have not obtained a valuation report from any third-party appraiser.

(ii) Process of calculation

After submitting the Letter of Intent on February 14, 2022, Crosby conducted the analysis and assessment regarding the Target Company through due diligence conducted between mid-March and late April in 2022. Considering these results, Crosby proposed the Tender Offer Price of JPY 2,400 as the First Proposal.

After the submission of the First Proposal, on May 2, 2022, the Target Company requested Crosby to increase the Tender Offer Price to JPY 3,000 because the Target Company did not believe the Tender Offer Price sufficiently reflected the corporate value of the Target Company, based on discussions with the special committee. In addition, the Target Company requested to propose the Stock Acquisition Rights Tender Offer Price.

In response to the request from the Target Company, Crosby sincerely considered raising the price, and on May 5, 2022, submitted the Second Proposal that the Tender Offer Price shall be JPY 2,550 (the premiums on the market prices of the Target Company Shares as of May 2, 2022 were (a) 50.71% on the simple average closing prices of the Target Company Shares over the preceding one-month period of JPY 1,692, (b) 50.18% on the simple average closing prices of the Target Company Shares over the preceding three-month period of JPY 1,698, and (c) 44.39% on the simple average closing prices of the Target Company Shares over the preceding six-month period of JPY 1,766) and the Stock Acquisition Rights Tender Offer Price shall be the amount obtained by multiplying 200, which is the number of the Target Company Shares represented by each of such stock acquisition rights, by the difference between the Tender Offer Price and the exercise price of each stock acquisition right per the Target Company's common share.

After the submission of the Second Proposal, on May 10, 2022, the Target Company requested Crosby to increase the Tender Offer Price to JPY 2,900, because the Tender Offer Price did not sufficiently reflect the corporate value, based on discussions with the special committee.

In response to the request from the Target Company, Crosby sincerely considered raising the price, and on May 10, 2022, submitted the Third Proposal that the Tender Offer Price shall be JPY 2,650 (the premiums on the market prices of the Target Company Shares as of May 9, 2022 were (a) 58.11% on the simple average closing prices of the Target Company Shares over the preceding one-month period of JPY 1,676, (b) 56.25% on the simple average closing prices of the Target Company Shares over the preceding three-month period of JPY 1,696, and (c) 50.14% on the simple average closing prices of the Target Company Shares over the preceding six-month period of JPY 1,765).

After the submission of the Third Proposal, on May 11, 2022, the Target Company requested Crosby to increase the Tender Offer Price to JPY 2,900 because the Target Company did not believe the Tender Offer Price

sufficiently reflected the corporate value of the Target Company, based on discussions with the special committee.

In response to the request from the Target Company, Crosby sincerely considered raising the price, and on May 13, 2022, submitted the Fourth Proposal that the Tender Offer Price shall be JPY 2,725 (the premiums on the market prices of the Target Company Shares as of May 12, 2022 were (a) 63.08% on the simple average closing prices of the Target Company Shares over the preceding one-month period of JPY 1,671 (b) 60.96% on the simple average closing prices of the Target Company Shares over the preceding three-month period of JPY 1,693, and (c) 54.57% on the simple average closing prices of the Target Company Shares over the preceding six-month period of JPY 1,763). As a result, Crosby received a response from the Target Company to accept the Tender Offer Price under the Fourth Proposal on the condition that Crosby submits a binding final offer setting the Tender Offer Price at JPY 2,725. Based on such response from the Target Company, on May 14, 2022, Crosby submitted a final binding proposal that the Tender Offer Price shall be JPY 2,725 and the Stock Acquisition Rights Tender Offer Price shall be the amount obtained by multiplying 200, which is the number of the Target Company Shares represented by each stock acquisition right, by the difference between the Tender Offer Price and the exercise price of each stock acquisition right per the Target Company's common shares and, on the same date, the Target Company agreed on such final offer.

Based on the response from the Target Company, on May 16, 2022, Crosby determined the Tender Offer Price to be JPY 2,725 and the Stock Acquisition Rights Tender Offer Price to be the amount obtained by multiplying 200, which is the number of the Target Company Shares represented by each stock acquisition right, by the difference between the Tender Offer Price and the exercise price of each stock acquisition right per the Target Company Shares, considering all relevant factors including the alternatives to unlock the value, management and operational plans, the recent performance of the Target Company, key takeaways from due diligence conducted by Crosby (including growth trends in the U.S. and Asia, future investment plans into the business, and potential for synergy creation through complementary products), price trend of the Target Company's shares, overall market price trends, equity market trends, economic sentiment, whether the Target Company's management and the special committee could endorse the Tender Offer, and the prospect of the shareholders tendering their shares in the Tender Offer and the Offeror determined on May 16, 2022 to commence the Tender Offer subject to satisfaction or waiver of the Tender Offer Conditions Precedent.

Further, as the Offeror and the Target Company have confirmed that all of the Tender Offer Conditions Precedent have been satisfied as of September 22, 2022, the Offeror decided to commence the Tender Offer on September 26, 2022.

As publicly announced by the Target Company in "Revisions to the Consolidated Business Forecasts" dated September 22, 2022, the Target Company made an upward revision to its consolidated earnings forecast for the six months ending September 30, 2022 and those for the whole fiscal year ending March 31, 2023, however, the primary factor that led to the upward revision was the depreciation of the yen beyond expectations of the Target Company, and if the impact of the depreciation of yen was eliminated, there

would have not been any material changes in the Target Company's earnings forecast, and thus, the upward revision does not have any material impact on the Target Company's corporate value. Rather, the Offerors consider the broader economic sentiment having deteriorated and global inflation levels having increased, making the business environment of the Target Company challenging and these factors may have possible disruptions to the Target Company's performance, and all other relevant factors including the recent performance of the Target Company and price trends of the Target Company's shares which formed valuation basis when the Offerors announced the Transaction having not been materially changed since the announcement. Therefore, the Offerors have not considered changing the Tender Offer Price.

(iii) Relationships with appraisers

As the Offerors did not obtain a share price valuation report or an opinion regarding the fairness of the Tender Offer Price (fairness opinion) from any third-party appraiser when determining the Tender Offer Price, this matter is not applicable.

(5) Number of shares certificates, etc. to be purchased

Class of share certificates, etc.	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common stock	20,726,019 (shares)	13,817,400 (shares)	- (shares)
Total	20,726,019 (shares)	13,817,400 (shares)	- (shares)

Note 1: If the total number of Tendered Share Certificates, Etc. is less than the minimum number of shares to be purchased (13,817,400 shares), the Offeror will not purchase any of the Tendered Share Certificates, Etc. If the total number of Tendered Share Certificates, Etc. is equal to or exceeds the minimum number of shares to be purchased (13,817,400 shares), the Offeror will purchase all the Tendered Shares Certificates, Etc.

Note 2: In the Tender Offer, the Offeror has not set a maximum number of shares to be purchased, so the number of shares to be purchased is stated as the Total Number of Shares After Considering Potential Shares (20,726,019 shares), which is the maximum number of share certificates, etc. that can be acquired by the Offeror through the Tender Offer.

Note 3: Shares less than one unit are also subject to the Tender Offer. If a right to request a purchase of shares less than one unit is exercised by shareholders in accordance with the Companies Act, the Target Company may purchase its own shares less than one unit during the period of the Tender Offer in accordance with procedures required by laws and regulations.

Note 4: The Offeror does not intend to acquire the treasury shares held by the Target Company through the Tender Offer.

Note 5: The Target Company Shares to be issued or transferred upon the exercise of the Stock Acquisition Rights on or before the final date of the Tender Offer Period are subject to the Tender Offer.

(6) Changes to share ownership ratios due to the tender offer

Number of voting rights represented by share certificates, etc. held by the Offeror prior to the tender offer	-	Proportion of ownership of share certificates, etc. prior to the tender offer: -%
Number of voting rights represented by share certificates, etc. held by special related parties prior to the tender offer	-	Proportion of ownership of share certificates, etc. prior to the tender offer: -%
Number of voting rights represented by share certificates, etc. held by the Offeror after the tender offer	207,260	Proportion of ownership of share certificates, etc. after the tender offer: 100%
Number of voting rights represented by share certificates, etc. held by special related parties after the tender offer	-	Proportion of ownership of share certificates, etc. after the tender offer: -%
Total number of voting rights of all shareholders of the Target Company	205,742	

Note 1: The “Number of voting rights represented by share certificates, etc. held by the Offeror after the tender offer” is the number of voting rights represented by the number of shares to be purchased (20,726,019 shares) in the Tender Offer stated in “(5) Number of share certificates, etc. to be purchased” above.

Note 2: The “Total number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders stated in the Target Company’s Annual Securities Reports. However, since shares less than one unit and the Target Company Shares that might be delivered upon exercise of the Stock Acquisition Rights are also subject to the Tender Offer, when calculating the “Proportion of ownership of share certificates, etc. prior to the tender offer” and the “Proportion of ownership of share certificates, etc. after the tender offer,” 207,260 voting rights represented by the Total Number of Shares After Considering Potential Shares is used as a denominator.

Note 3: The “Proportion of ownership of share certificates, etc. prior to the tender offer” and the “Proportion of ownership of share certificates, etc. after the tender offer” have been rounded to the second decimal place.

(7) Purchase price (scheduled)

56,478,401,775 yen

Note: The above "Purchase price" has been calculated by multiplying the number of shares to be purchased in the Tender Offer stated in "(5) Number of share certificates, etc. to be purchased" above by the Tender Offer Price (2,725 yen).

(8) Method of settlement

- (i) Name and address of head office of financial instruments dealers/bank etc. in charge of settlement of tender offer

SMBC Nikko Securities Inc. 3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

(ii) Commencement date of settlement

November 1, 2022 (Tuesday)

Note: In accordance with Article 27-10 Paragraph 3 of the Act, if the Target Company submits the Target Company's Position Statement including a request of extension of the Tender Offer Period, the commencement date of settlement will be November 15, 2022 (Tuesday).

(iii) Method of settlement

A notice of purchase, etc. through the Tender Offer will be mailed to the address or location of a person that accepts an offer to purchase, etc. share certificates, etc. in the Tender Offer or that offers to sell, etc. share certificates, etc. in the Tender Offer ("Tendering Shareholder") (or the Standing Proxy if a Tendering Shareholder is a non-resident shareholder such as a shareholder, etc. that is a resident of a foreign country (including corporate shareholders, "Non-Resident Shareholders")) without delay after the expiration of the Tender Offer Period.

If a Tendering Shareholder tenders shares through an online trade (<https://trade.smbcnikko.co.jp/>) ("Nikko Easy Trade"), the notice will be delivered by electromagnetic means.

Purchases will be settled in cash. The Tender Offer Agent will, in accordance with the instructions given by the Tendering Shareholders (or the Standing Proxy in the case of Non-Resident Shareholders) and without delay on or after the commencement date of settlement, remit the purchase price for share certificates, etc. that have been purchased to the address designated by the Tendering Shareholders (or the Standing Proxy in the case of Non-Resident Shareholders).

(iv) Method of return of shares

In the event that all or part of the Tendered Shares will not be purchased under the terms set forth in "(1) Conditions set forth in each item of Article 27-13, Paragraph 4 of the Act and the details thereof" or "(ii) Conditions of withdrawal, etc. of the tender offer, details thereof and method of disclosure of withdrawal, etc." in "(9) Other conditions and methods of purchase" below, the Tender Offer Agent will return the relevant Shares to the securities accounts held by the relevant Tendering Shareholders with the Tender Offer Agent and revert the relevant Shares to their original condition at the time of the tender ("the original condition at the time of the tender" means the condition where the execution of the order to tender in the Tender Offer has been cancelled) on the date two business days after the last day of the Tender Offer Period (or the date of withdrawal of

the Tender Offer if the Offeror withdraws the Tender Offer). With respect to stock acquisition rights, the documents submitted at the time of tendering are to be mailed or delivered to the Tendering Shareholders (or, if a stock acquisition right holder is a foreign resident, that stock acquisition right holder's Standing Proxy).

If a share certificate, etc. that needs to be returned is transferred to a financial instruments business operator other than the Tender Offer Agent, please confirm with the head office or a domestic branch of the Tender Offer Agent where the application to tender was made as the transfer date might differ depending on the account category in which the share certificates, etc. are managed.

- (10) Other conditions and method of the tender offer(i) Conditions set forth in each item of Article 27-13, Paragraph 4 of the Act and the details thereof

If the total number of Tendered Share Certificates, Etc. is less than the minimum number of shares to be purchased (13,817,400 shares), the Offeror will not purchase any of the Tendered Share Certificates, Etc. If the total number of the Tendered Share Certificates, Etc. is equal to or exceeds the minimum number of shares to be purchased (13,817,400 shares), the Offeror will purchase all the Tendered Share Certificates, Etc.

- (ii) Conditions of withdrawal, etc. of the tender offer, details thereof and method of disclosure of withdrawal, etc.

If any event listed in Article 14, Paragraph 1, Items (i)(a) through (j) and (m) through (s), Items (iii)(a) through (h) and (j), as well as Article 14, Paragraph 2, Items (iii) through (vi) of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended, the Items (i)(a) through occurs, the Offeror may withdraw the Tender Offer. Further, "facts equivalent to those set forth in (a) through (i)" set out in Article 14, Paragraph (1), Item (iii)(j) of the Enforcement Order means cases where (i) it is found that a statutory disclosure document submitted by the Target Company in the past contains a false statement on a material matter or omits a material matter that should be stated, and the Offeror was not aware of that false statement or omission and could not be aware even though it exercised due care and (ii) a fact listed in (a) through (g) of that item has occurred in a material subsidiary of the Target Company.

If the Offeror intends to withdraw, etc. the Tender Offer, it shall make a public notice electronically via the Internet, and publish a notice to that effect in the Nikkei Newspaper. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Ordinance with respect to Disclosure of a Tender Offer for Share Certificates, Etc. by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended, the "Cabinet Ordinance") and give a public notice immediately after the announcement.

- (iii) Conditions to reduce purchase price, details thereof and method of disclosure of reduction

Under Article 27-6, Paragraph 1, Item (i) of the Act, if the Target Company conducts any act set out in Article 13, Paragraph 1 of the Enforcement Order during the Tender Offer Period, the Offeror may reduce the purchase price in accordance with the standards set out in Article 19, Paragraph 1 of the Cabinet Ordinance.

If the Offeror intends to reduce the purchase price, the Offeror will give electronic public notice and publish a notice to that effect in the Nikkei Newspaper. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Ordinance and give a public notice immediately after the announcement.

If the purchase price is reduced, the Offeror will also purchase the Tendered Shares on or before the date of the public notice at the reduced purchase price.

(iv) Matters concerning Tendering Shareholders' right to cancel tender

Tendering Shareholders may, at any time during the Tender Offer Period, cancel their agreement under the Tender Offer.

Tendering Shareholders who wish to cancel their agreements must deliver or send a notice stating that such Tendering Shareholder cancels the agreement under the Tender Offer (the "Cancellation Notice") to the person designated below by 3:30 p.m. on the last day of the Tender Offer Period (subject to the business hours of the sales office; Tendering Shareholders should contact the relevant sales office in advance to confirm). In the case that the Cancellation Notice is sent by mail, the cancellation is conditional on the Cancellation Notice reaching the designated recipient below by no later than 3:30 p.m. on the last day of the Tender Offer Period (subject to the business hours of the sales office; Tendering Shareholders should contact the relevant sales office in advance to confirm).

Tenders made through Nikko Easy Trade may be cancelled by logging into Nikko Easy Trade and following the onscreen instructions by 3:30 p.m. on the last day of the Tender Offer Period.

Party authorized to receive the Cancellation Notice:

SMBC Nikko Securities Inc. 3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo  
(or any other domestic branch of SMBC Nikko Securities)

The Offeror will not make any claim for damages or penalty payment due to a Tendering Shareholder's cancellation of an agreement. Further, the cost of returning Tendered Shares to the Tendering Shareholders will be borne by the Offeror. If a request for cancellation is made, the Tendered Share Certificates, Etc. will be returned promptly after the completion of the procedures for such request for cancellation in the manner described above in "(iv) Method of return of Shares" in "(8) Method of settlement".

(v) Method of disclosure if the conditions of the Tender Offer are changed

The Offeror may change the conditions, etc. of the Tender Offer during the Tender Offer Period unless such change is prohibited under Article 27-6, Paragraph 1 of the Act or Article 13 of the Enforcement Order.

If the Offeror intends to change any conditions, etc. of the Tender Offer, the Offeror will give an electronic public notice and publish a notice to that effect in the Nikkei Newspaper. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Offeror will make a public announcement by the method set

out in Article 20 of the Cabinet Ordinance and give a public notice immediately after the announcement.

If the conditions, etc. of the Tender Offer are changed, the Offeror will also purchase the Tendered Shares on or before the date of the public notice in accordance with the changed conditions, etc. of the Tender Offer.

(vi) Method of disclosure if amendment statement is filed

If the Offeror submits an amendment statement to the Director-General of the Kanto Local Finance Bureau (excluding the cases provided for in the proviso in Article 27-8, Paragraph 11 of the Act), the Offeror will immediately make a public announcement of the content of such amendment statement that is relevant to the content of the public notice of the commencement of the Tender Offer in the manner set out in Article 20 of the Cabinet Ordinance. The Offeror will also immediately amend the explanatory statement of the Tender Offer and deliver the amended explanatory statement to the Tendering Shareholders who have already received the previous explanatory statement. However, if the amendments are limited in scope, the Offeror may instead prepare and deliver to Tendering Shareholders a document stating the reason for the amendments, the matters amended, and the details thereof.

(vii) Method of disclosure of results of the Tender Offer

The results of the Tender Offer will be made public on the day following the last day of the Tender Offer Period in the manner set out in Article 9-4 of the Enforcement Order and Article 30-2 of the Cabinet Ordinance.

(10) Date of public notice of commencement of the Tender Offer

September 26, 2022 (Monday)

(11) Tender Offer Agent

SMBC Nikko Securities Inc. 3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

3. Post-tender offer policy and future outlook

For the policy, etc. after the Tender Offer, please refer to the section above titled “(iv) Management Policy After the Tender Offer” in “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer” in “1. Purpose of the Tender Offer.”

4. Others

(1) Agreements between the Offeror and the Target Company or its officers, and the contents thereof

(i) Expressions of Support for the Tender Offer

The Target Company decided that the Business Combination (including the

Transactions) would contribute to enhancing the corporate value of the Target Company and that the terms and conditions for the Transactions (including the Tender Offer Price) are appropriate, and at the meeting of the Target Company’s board of directors held on May 16, 2022, it was resolved both to approve execution of the Business Combination Agreement, and that if the Tender Offer is commenced, the position of the Target Company as of May 16, 2022 is that it will declare a position in support of the Tender Offer and that it will recommend that the Target Company’s shareholders and Stock Acquisition Right Holders accept the Tender Offer.

As set out in the section below titled “(iii) Content of determination” in “(2) Background, purpose, and decision-making process leading to the decision to conduct the Tender Offer, and management policy following the Tender Offer,” when making the above decision, the Target Company additionally resolved that when the Tender Offer commences, the special committee established by the Target Company will be asked to review whether or not there is any change to the contents of the May 16 Report, and if there is no change, to state that fact to the Target Company’s board of directors, and if there is a change, to state a position after the change, and based on such position, the Target Company will again publish its position on the Tender Offer when the Tender Offer commences.

In addition, according to the Target Company’s September 22, 2022 Press Release, on August 23, 2022 the Target Company was informed by the Offerors that the Offerors intend to commence the Tender Offer on September 26, 2022 given that it appears the procedures and measures related to clearances under domestic and foreign competition laws (Japan, the U.S., China, Cyprus, and Serbia) that are required to complete the Business Combination will be completed by September 16, 2022, and on September 8, 2022, the Target Company requested the special committee to review, while commencing preparations to reexamine the terms and conditions of the Tender Offer, whether there has been any change to the contents of the May 16 Report, and if there is no change, to state that fact to the board of directors of the Target Company, and if there has been a change, to state a position after that change. The special committee conducted a confirmation, etc. with the Target Company of facts relating to whether a change of material circumstances occurred after May 16, 2022 that could impact the Transactions, and as a result of considering the aforementioned matters for inquiry, confirmed that since May 16, 2022 no circumstances have occurred requiring the contents of the May 16 Report to be changed when taking into account the fact that the market price of the Target Company has risen to a level that is slightly lower than the Tender Offer Price since May 16, 2022, which is the announcement date of the Transactions, the market price of the Target Company has stabilized since then, and no circumstances have arisen that might have a material impact on the corporate value of the Target Company from May 16, 2022 until September 22, 2022, and pursuant to a unanimous resolution of the committee members, the special committee submitted on September 22, 2022 the September 22 Report to the Target Company’s board of directors.

Furthermore, while giving maximum respect to the content of the September 22 Report obtained from the special committee, the Company carefully reexamined the various terms and conditions concerning the Tender Offer in light of the Target Company’s business circumstances and the environment surrounding the Transactions, and as a result, determined that as of September 22, 2022 there is no

reason to change its position as of May 16, 2022 concerning the Tender Offer.

Based on the foregoing, at the meeting of the board of directors held on September 22, 2022, the Target Company resolved to express an opinion in support of the Tender Offer and to recommend its shareholders to tender their shares in the Tender Offer. For details of the decision-making process of the Target Company's board of directors, please refer to the section above titled "(v) Approval of all the directors in the Target Company and opinions that there has been no objection from any of the Target Company's independent statutory auditors" under "(3) Measures to ensure the fairness of the Tender Offer Price and avoid conflicts of interest, and other measures to ensure the fairness of the Tender Offer" of "1. Purpose of the Tender Offer."

(ii) The Business Combination Agreement

Please refer to "(6) Matters relating to material agreements regarding the Tender Offer" of "1. Purpose of the Tender Offer" above and "Announcement Regarding the Business Combination of KITO CORPORATION and Crosby Group" announced by the Target Company on May 16, 2022.

(2) Other information considered necessary for investors to decide whether to tender into the tender offer

Announcement of "Revisions to the Consolidated Business Forecasts"

In the "Revisions to the Consolidated Business Forecasts" released by the Target Company on September 22, 2022, the Target Company has made on the same date an upward revision of its consolidated earnings forecast for the six months ending September 30, 2022 and those for the whole fiscal year ending March 31, 2023. For details, please refer to the relevant announcement.

(3) Others

- This press release has been prepared for the purpose of informing the public of the Tender Offer and has not been prepared for the purpose of soliciting an offer to sell, or making an offer to purchase, any securities. If shareholders wish to make an offer to sell their shares in the Tender Offer, they should first read the Tender Offer Explanation Statement for the Tender Offer and offer their shares or stock options for sale at their own discretion. This press release shall neither be, nor constitute a part of, an offer to sell or purchase, or a solicitation of an offer to sell or purchase, any securities, and neither this press release (or a part thereof) nor its distribution shall be interpreted to be the basis of any agreement in relation to the Tender Offer, and this press release may not be relied on at the time of entering into any such agreement.

- The common shares and Stock Acquisition Rights of the Target Company, a company incorporated in Japan, are subject to the Tender Offer. The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed in the laws of Japan, which may differ from the procedures and information disclosure standards in the United States. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; hereinafter the same) and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards.

Financial information contained in this press release has been prepared in accordance with Japanese accounting standards, which may be materially different from the generally accepted accounting standards in the U.S. or other countries. In addition, as the Tender Offeror is a legal entity established outside the United States and all or some of its officers are non-U.S. residents, it may become difficult to exercise rights or requests which would be claimed under the U.S. securities laws. Furthermore, it may not be possible to commence legal proceedings against the legal entity established outside the United States and its officers in a non-U.S. court for violations of the U.S. securities laws. Furthermore, U.S. courts may not necessarily have jurisdiction over legal entities and their respective subsidiaries and affiliates outside the United States.

- Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. If all or any part of a document relating to the Tender Offer is prepared in the English language and there is any inconsistency between the English language documentation and the Japanese language documentation, the Japanese language documentation will prevail.
- This press release includes statements that fall under the “forward-looking statement” defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. Due to the known and unknown risks and uncertainties, the actual results might differ significantly from the statements that are implicitly or explicitly forward-looking. The Offeror and its affiliates do not guarantee for such implicit and explicit forward-looking statements to materialize. The “forward-looking statements” in this press release were prepared based on the information obtained by the Offeror as of the date hereof, unless required by law, the Offeror and its affiliates are not obligated to amend or revise such forward-looking statements to reflect future matters and situation.
- The financial advisors to the Offeror and the Target Company as well as the Tender Offer Agent (including their respective affiliates) may, within their ordinary course of business, engage during the Tender Offer Period in the purchase of or arrangement to purchase Target Company Shares for their own account or for their customers’ accounts outside the Tender Offer in accordance with Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, to the extent permitted under Japanese securities regulations and other applicable laws and regulations. Such purchases may be made at the market price through market transactions, or at a price determined by negotiation outside of the market. In the event that information regarding such purchases is disclosed in Japan, such information will also be disclosed on the English website of the financial advisor, the Target Company, or the Tender Offer Agent conducting such purchases or will otherwise be made publicly available.
- If a right to request a purchase of shares less than one unit is exercised by shareholders in accordance with the Companies Act, the Target Company may purchase its own shares less than one unit during the Tender Offer Period in accordance with procedures required by laws and regulations.

-End-