Acquisition of Shares of Metro Supply Chain Group (Turning into a Subsidiary)

April 21, 2026
NIPPON EXPRESS HOLDINGS, INC.

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We Find the Way

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1. Outline of the Transaction

Target Company	Metro Supply Chain Group Inc.
Sellers	LDC Metro Holdings Inc. and CDP Investissements Inc.
Structure	Through a Canadian special purpose company, a wholly owned subsidiary of the Company, we will acquire 100% of the shares of the Target Company from the sellers for cash consideration
Purchase Price (1)	Enterprise Value CAD 1,800 million (approx. JPY 207,000 million) (the actual purchase price will be determined after adjustments in relation to net debt and net working capital of Target Company are made at time of completion of the Transaction) In addition, a maximum of CAD 400 million (approx. JPY 46,000 million) will be paid in cash to the Sellers, subject to the Target Company's earnings reaching a certain financial threshold agreed to in the Agreement
Financing	To be fully funded through cash on hand and debt financing
Closing Date of the Transaction	July 2026 – December 2026 (planned)

(1): Converted at the rate of 1CAD= 115JPY

In this acquisition, we will acquire 100% of Metro's shares for cash consideration through a special purpose company (SPC) to be established in Canada. The market value is 1.8 billion Canadian dollars, which is approximately 207 billion yen. In addition, we have set an earn-out of up to 400 million Canadian dollars (approximately 46 billion yen) contingent on future performance. This approach ensures both post-acquisition growth incentives and the adequacy of the acquisition price. The transaction will be funded through cash on hand and debt financing, with closing scheduled for the second half of this year.

Please note that, as we have not obtained the seller's consent, we are unable to disclose the EBITDA; however, the EBITDA multiples for this transaction will be at a level that exceeds the 13x multiple we have typically used as a benchmark in our past acquisitions. This reflects not only the high growth potential in the North American market but also Metro's unwavering asset value, including its superior logistics expertise and strong non-Japanese customer base. Considering Metro's profit growth and the synergies with our company, we believe this is an appropriate investment level.

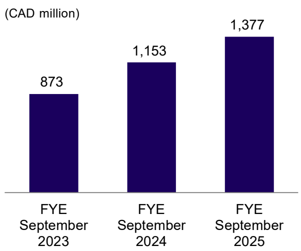
2. Outline of Metro Supply Chain Group

Basic Information

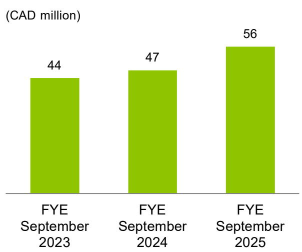
Target Company	Metro Supply Chain Group Inc.
Date of Incorporation	1974
Headquarter Address	1002 Sherbrooke St. West, Suite 2000, Montréal, QC H3A 3L6 Canada
Representatives	Chiko Nanji, Founder & Group Chairman Chris Fenton, Group President & CEO
Business	Contract Logistics (3PL) Business
Employees	Approx. 8,000 employees
Area	Over 180 locations across 6 countries, primarily in Canada, the U.S., and U.K.

Financials

Consolidated Revenue



Consolidated Operating Profit (1)



Hub of the Target Company

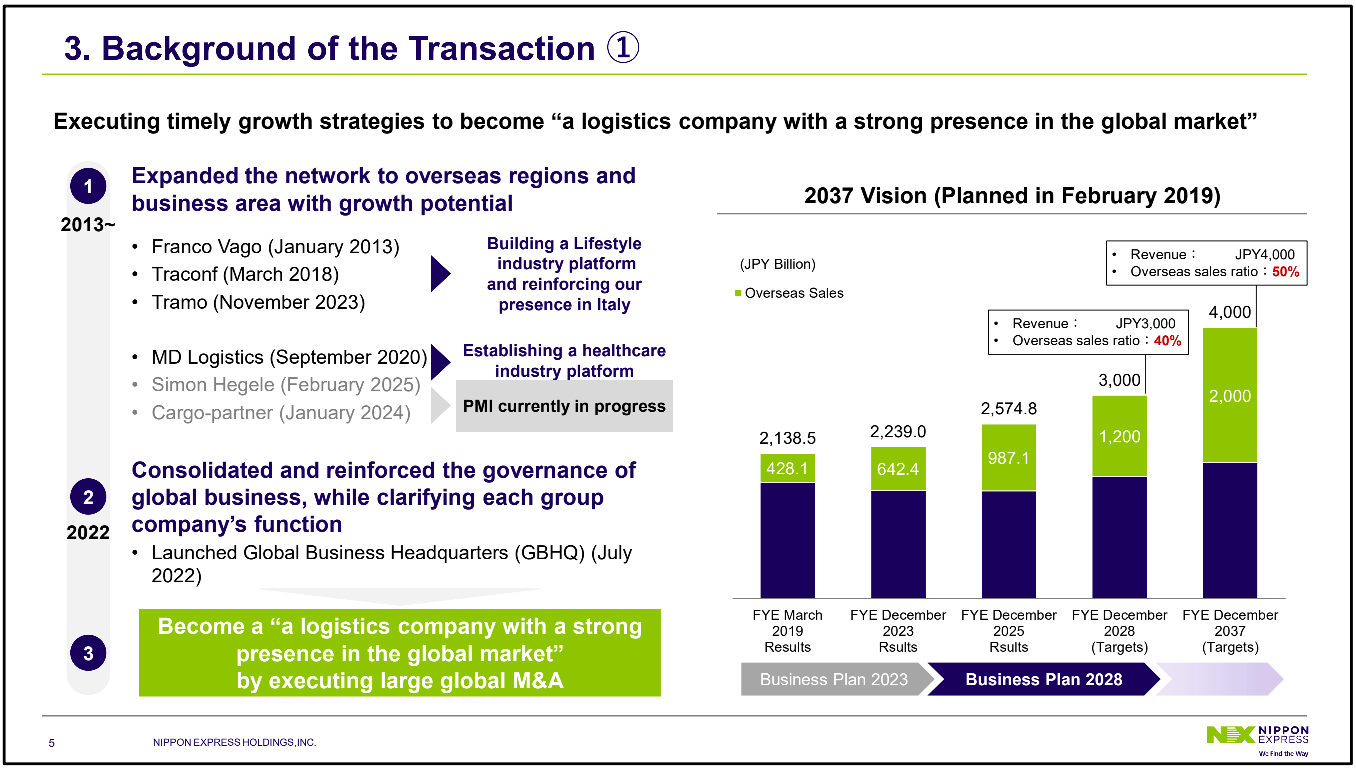
Characteristics

A Canada-Headquartered **3PL company with strong competitiveness focused on North America**

Possessing **a strong customer base across a broad range of end markets**, including retail, consumer goods, automotive/manufacturing, healthcare/wellness, technology/services, and the public sector

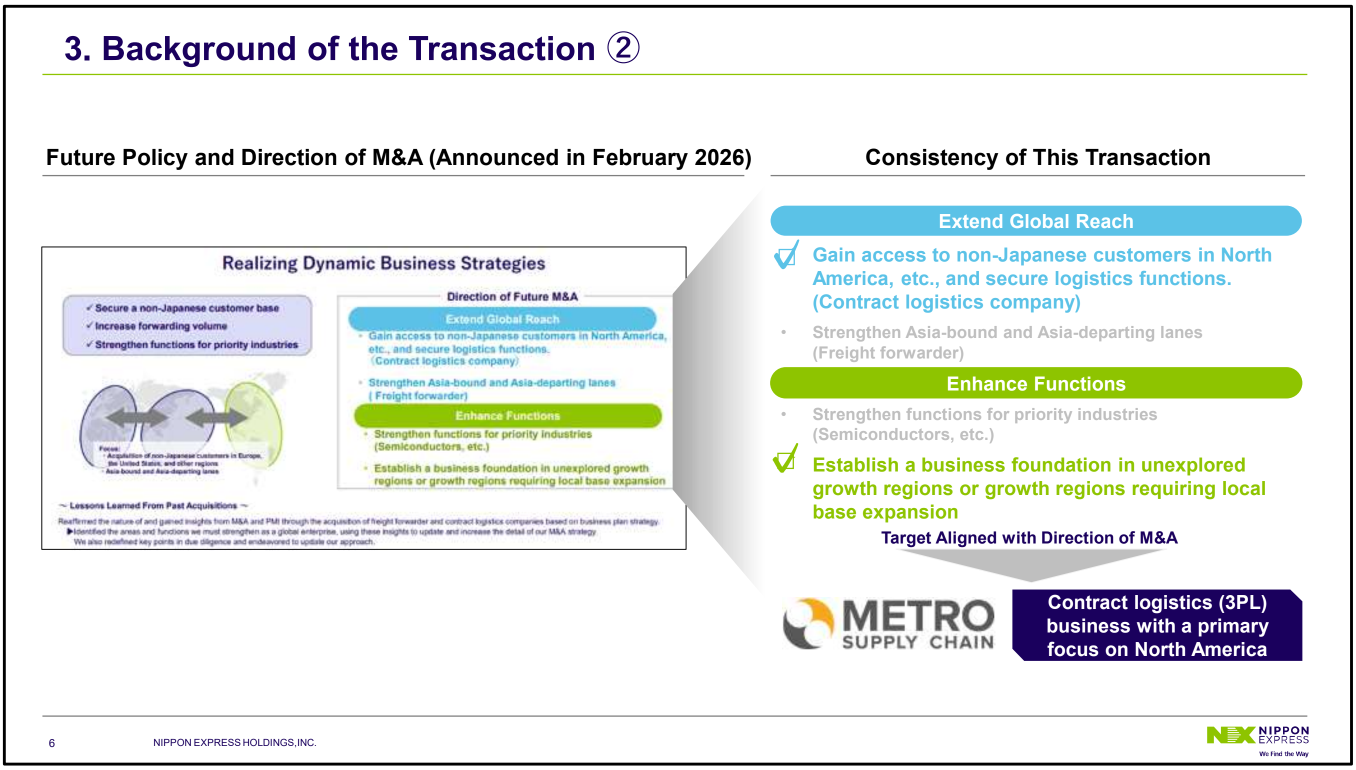
(1): The calculation refers to the amount calculated by deducting operating expenses and amortization from revenues in accordance with the local accounting standards adopted by the Target Company

Founded in 1974, Metro is one of Canada’s largest logistics companies with a history of approximately 50 years.
They offer a contract logistics service/business primarily in the North American market and are highly competitive in the market.
Their most recent revenue was approximately 1.37 billion Canadian dollars, or approximately 158 billion yen, and they have continued to grow steadily. With over 180 locations primarily in Canada, the United States, and the United Kingdom, they have a strong customer base across a wide range of end markets, including retail, consumer directory, automotive, and healthcare.



Our company has set a long-term vision for 2037 of "4 trillion yen in revenue, with 50% from the global market." To achieve this, we have pursued a combination of organic and inorganic growth strategies. This includes M&A activities that strengthen our current business foundation, such as establishing a lifestyle business platform through the acquisition of Franco Vago in Italy, and establishing a healthcare business platform through the acquisitions of MD Logistics in the U.S. and Simon Hegele in Germany.

M&A is an indispensable initiative for achieving our long-term vision and growing in the global market. Having acquired Metro is also part of our growth strategy aimed at realizing this long-term vision.



This shows the M&A policy and direction outlined in the “Initiatives to Improve Corporate Value” announced in February this year.

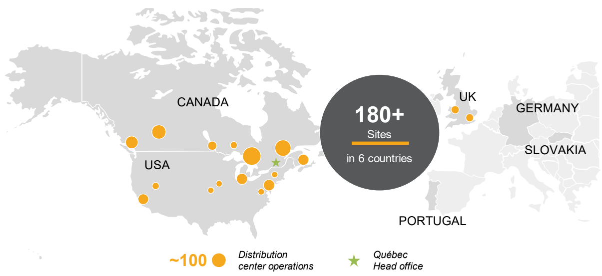
We have been considering M&A with a focus on the key themes of “expanding global reach” and “enhancing capabilities” to strengthen our global network infrastructure, as outlined here. In line with this direction, we believe the acquisition of Metro addresses two critical challenges: “access to non-Japanese customers in North America” and “securing a business foundation in growth regions,” and we consider this is highly aligned with our strategy.

4. Strategic Rationale ①

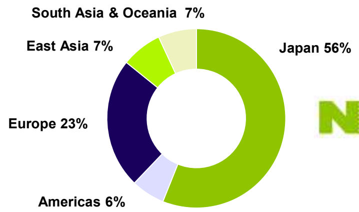
A **Strengthening and expanding the contract logistics (3PL) business platform in North America**

Enhancing the NX Group's presence as a logistics company in North America, a vast market where continued growth is expected

approx. **2** mn m²	approx. **8,000**	approx. JPY **160.0** bn
Total Warehouse Area	Number of Employees	FYE 2025 Revenue



Revenue by Region (As of FYE 2025) (1)



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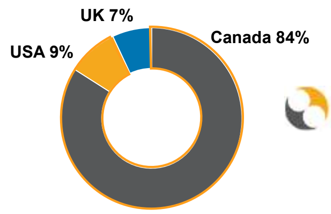
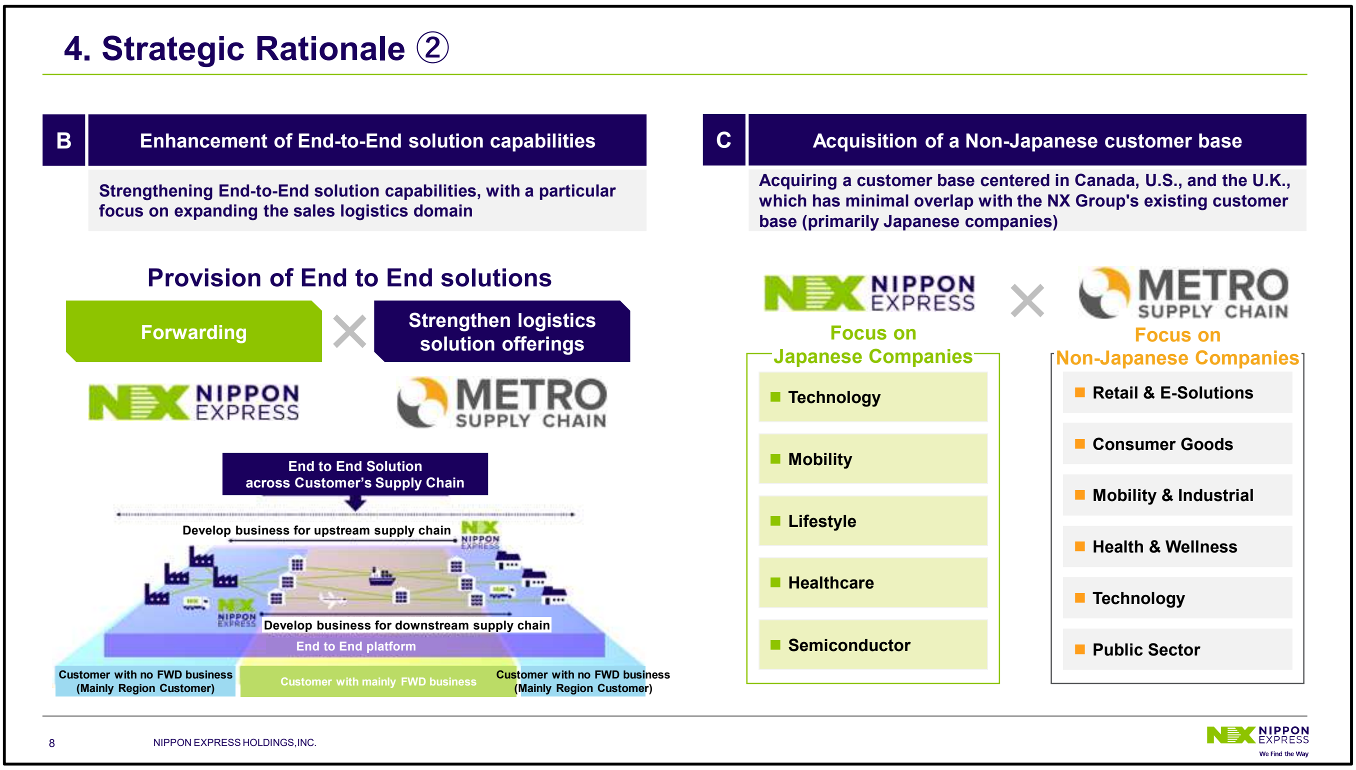


METRO SUPPLY CHAIN

(1): Excludes Security transportation, heavy haulage & construction, and logistics support segment in NX HD

We will explain three specific strategic implications.
First of all, we intend to strengthen our contract logistics business foundation in North America.
By adding Metro’s 2 million square meters of warehouse space and approximately 8,000 experts, we will establish a solid position as a logistics company in North America.



Secondly, we aim to enhance our end-to-end solutions.
We will integrate our Group's forwarding capabilities with Metro's logistics solutions in the end-market and the sales logistics area. This will significantly strengthen and expand our end-to-end solution capabilities across the entire supply chain, from upstream to downstream.

Thirdly, we seek to acquire a non-Japanese customer base.
Over its 50-year history, Metro has built rapport with a wide range of customers and boasts a diverse portfolio of high-quality non-Japanese clients, primarily in North America, across sectors such as retail and consumer directory. There is little overlap with our customer base, which is primarily Japanese, and we expect that complementing each other at this level will serve as a driving force to accelerate the expansion of our global end-to-end solutions.

5. Expected Acquisition Benefits and Financial Targets (KGI)

Expected Synergies

- **Strengthening and accelerating the business platform in North America, and accelerating the expansion of global End-to-End solutions**
  - **Acquisition of advanced logistics expertise and highly skilled professionals, and horizontal deployment across the Group**
- **Expansion of shipment volumes and revenue through cross-selling**
- **Reduction of financial expenses through refinancing within the Group**

The forward-looking figures contained on this page represent targets as of the present time and may be subject to change due to future developments or changes in circumstances.

Financial Targets and KGIs

Revenue Growth ：
Annual growth rate of 8% (over the first 3 years post-acquisition)

Consolidated Net Income (after amortization of intangible assets) :
Positive contribution from Year 1 post-acquisition

Metro Business Plan (for reference)

(JPY Billion)

	FYE 2025 Actual	FYE 2026 Plan	FYE 2027 Plan	FYE 2028 Plan
Revenue	158.4	170.0	185.0	200.0
Business Profit	6.5	7.0	8.0	9.0
Net Income	0.2	3.0	3.5	4.5
Consolidated Net Income (after amortization of intangible assets)	–	–	3.0	4.0

First, regarding synergies, the first point we can look at is that Metro possesses the high level of logistics expertise and experts. By integrating these into our Group, we will not only strengthen our business foundation in North America but also accelerate the provision of end-to-end solutions on a global scale.

The second point is about "cross-selling." Metro does not offer any freight forwarding (FWD) services. We will expand sales of our Group's FWD services to Metro's customers, and in some regions where Metro has not yet established a presence, we will also be able to extend our Group's logistics services.

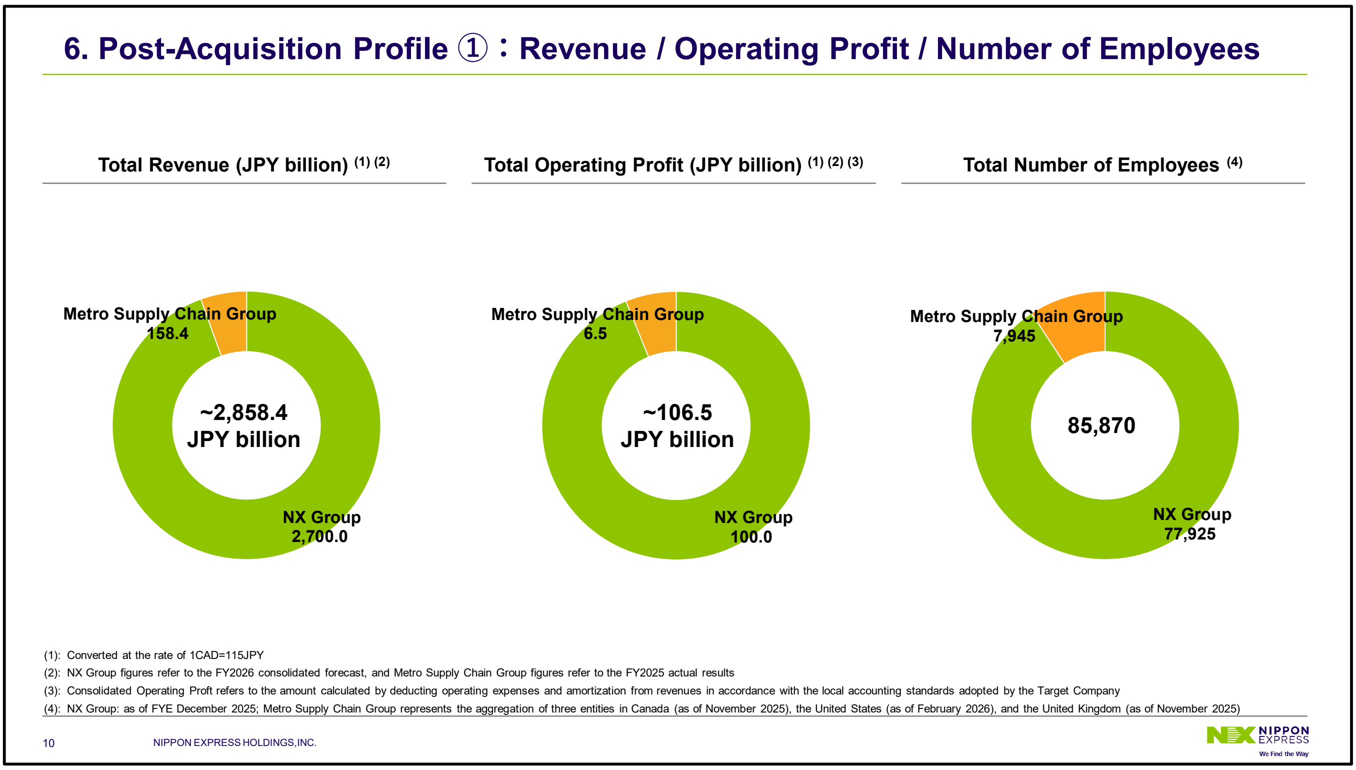
Conversely, for our Group's customers, we will expand sales of Metro's "advanced 3PL and warehousing services," primarily in North America.

As the third point, we anticipate we can achieve reduction of financial expenses to a certain degree by converting Metro's current external borrowings into intra-group loans.

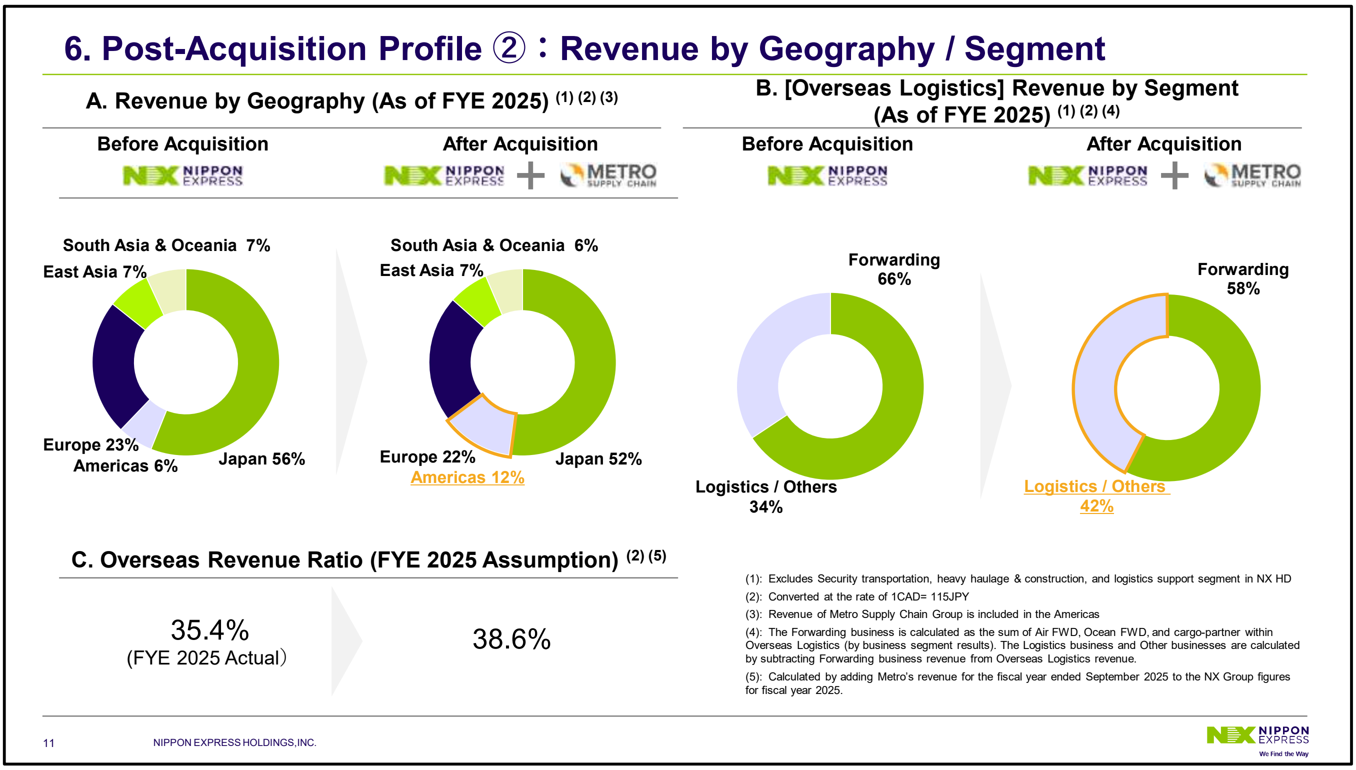
To realize these synergies at an early stage, we will leverage the insights accumulated through our past M&A activities and swiftly implement PMI.

Next, as for our financial targets, first, we aim for annual revenue growth of 8%. While Canada's GDP growth rate is just under 4%, we believe that synergies such as cross-selling will enable us to achieve growth that exceeds the market growth rate.

Second, while we have to wait until the purchase price allocation, the process of allocating the acquisition cost, is finalized, we expect consolidated net income will contribute positively from the first year of the acquisition, even after amortizing intangible assets.



Although this is a simple aggregation, the above pie graphs illustrate the scale of the NX Group following the acquisition. Revenue will exceed 2.85 trillion yen, bringing us to a stage where we are within reach of the 3 trillion yen, which is a milestone in our long-term vision. We will aim to achieve our management plan and realize our long-term vision by creating synergies.



Finally, I would like to touch on the qualitative changes in our revenue structure.
First, by region, the share of the “Americas”—which had previously been small relative to the region’s economic scale—will double from 6% to 12%, shifting toward a globally balanced portfolio.
Furthermore, by business segment, the share of the “Forwarding Business”—which is susceptible to market fluctuations— will decrease, while the share of the “Logistics Business,” which offers stable revenue, will increase. We believe this will reduce revenue volatility and strengthen our resilience to changes in the external environment.

This acquisition will be a key factor in achieving our Group’s long-term vision. By implementing a prompt and effective PMI, we will ensure that synergies are fully realized and sustainable growth in corporate value can be achieved.

Following the decision to acquire Metro, we will evaluate the optimal balance for future cash allocation in light of this investment and will explain our findings in detail at a later date.

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