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To whom it may concern:

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## Continuation of the Response Policy on Large-Scale Purchase of the Company's Shares (Takeover Defense Measures)

At a meeting of the Board of Directors held today, Tayca Corporation (the "Company") has decided to extend the current policy regarding large-scale purchases (the "Current Policy"), which was resolved at the Board of Directors meeting on May 10, 2023, and approved at the Ordinary General Meeting of Shareholders held on June 27, 2023. This policy will expire at the conclusion of the Ordinary General Meeting of Shareholders scheduled for June 24, 2026. After further discussions, taking into account subsequent legal revisions, so-called takeover defense measures, and the status of discussions regarding policies to respond to purchases, the Company has decided to continue the Current Policy, the "Response Policy on Large-Scale Purchases of the Company's Shares (Takeover Defense Measures)" (the "Response Policy"), for another three years.

The continuation of the Response Policy shall be subject to a proposal to and the approval at the Ordinary General Meeting of Shareholders to be held on June 24, 2026.

In continuing the Response Policy, the Company has reviewed the definition of large-scale purchase actions subject to the Response Policy, as well as the requirements for shareholder meeting resolutions, and has also made other necessary revisions.

Furthermore, as of March 31, 2026, the status of the Company's shares is as shown in Exhibit 1, and, as of today, the Company has not received any proposals or other information regarding large-scale purchases of its shares (the details of what constitutes large-scale purchases are as described in III 3 (1) below, and those who intend to carry out such large-scale purchases are referred to as "Large-Scale Purchasers").

The provisions of the laws and regulations cited in this document are assumed to be effective as of May 13, 2026. In the event that the laws and regulations are revised on or after the same date and the revised laws and regulations are enacted subsequently, the provisions cited in this Policy can be interpreted through the amended provisions in the revised laws and regulations or any new clauses that substantially inherit their meaning, unless specified otherwise separately by the Board of Directors of the Company.

## **I The Company's initiatives to increase corporate value**

### **1. Corporate Philosophy, etc.**

The Tayca Group's management philosophy is to "create materials that impress customers with the power of chemistry and deliver dreams and smiles to the world." Under the slogan "earnest in creating impressive materials," we persist in our efforts to create technology and products that contribute extensively to society by ensuring better solution through sincere responses to customers and adherence to the research principle of uncompromising, repeated trials and errors. In line with these basic ideas, the Tayca Group has been producing titanium dioxide and surfactants based on sulfuric acid-related technology since its foundation. In addition, we make full use of surface treatment, dispersion and sulfonation technologies, which we have perfected over many years in our products. The Company has endeavored to enhance its corporate value by creating highly value-added products, such as functional fine particle products and surface treatment products for cosmetics, piezoelectric materials for medical applications, and electroconductive polymers for capacitors.

In June 2020, the Tayca Group established a long-term management vision, "MOVING-10", with a target year of 2029. In this long-term management vision, we will strive to help ensure a sustainable society and increase our corporate value by further exploring the market with existing products, impressing customers, and creating new value, taking into consideration the realities of the global environment.

The Company has newly formulated a mid-term management plan, "MOVING-10 STAGE3," covering the period from FY2026 to FY2029. The basic policy is focused on five key activities: (1) Expansion of operating profit, (2) Realization of new business, (3) Improvement of capital efficiency, (4) Increasing business investment, and (5) Strengthening the Company's management foundation. This year marks the first year of the new mid-term management plan, and the Company's focus is on further expanding its key areas of electronic industry material business and medical and piezoelectric-related business, as well as on developing new business. In addition, the Company is using structural reforms to improve profitability in its functional materials business, thereby further enhancing corporate value.

### **2. Effort to enhance corporate governance**

The Group regards the enhancement of corporate governance as one of the most important managerial issues. By making decisions swiftly and appropriately and maintaining and improving the transparency and soundness of the management, we aim to establish the corporate management system that is trusted by various stakeholders including shareholders and customers.

For our corporate governance system, the Company has adopted a Company with an Audit and Supervisory Committee to reinforce the supervisory function of the Board of Directors, improve management transparency and soundness, and further utilize outside directors.

Furthermore, in order to clearly divide the management decision-making and supervisory function and business execution function, we have introduced the executive officer system to establish an agile management system that can promptly respond to rapid changes in the business environment.

In addition, we are working on the further enhancement of corporate governance through the alliance with various committees including the Nominations and Remuneration Committee and the Board of Independent Outside Officers, the Sustainability Committee, the Risk Management Committee, and the Compliance Committee.

## **II Purpose of introduction of the Response Policy**

If the Company is subject to a Large-Scale Purchase, we shall not necessarily disallow such a transaction if it contributes to our corporate value and shareholders' common interests. Since the Company, as a listed company, allows the free purchase and sale of the Company's shares, we believe that the decision to sell the Company's shares in response to a Large-Scale Purchase offer should ultimately be left to the judgment of the shareholders.

However, we believe that it is difficult for the shareholders to adequately judge whether the acquisition price for the Company's shares offered by the Large-Scale Purchaser is reasonable or not on such short notice following a sudden Large-Scale Purchase offer. Therefore, we believe that it is necessary for the Large-Scale Purchaser to provide an adequate amount of information and ensure that the shareholders have sufficient time for examining the offer.

In addition, it is essential for the shareholders to understand the Company's expertise and know-how that we have accumulated since our foundation and sufficiently recognize the relationship, etc. that we have built with such stakeholders as customers, suppliers, and employees in order to judge our future corporate value accurately, and not depend only on the information provided by the Large-Scale Purchaser in a unilateral way. It is the Board of Directors of the Company that sufficiently understands our corporate value. Hence, we believe that it is critical to provide the Board's evaluation and opinion of the said Large-Scale Purchase to the shareholders.

Based on the above-mentioned idea, the Board of Directors of the Company believes that a Large-Scale Purchase should be conducted in accordance with certain reasonable rules to safeguard shareholders' common interests. Accordingly, the Company determined to establish rules on Large-Scale Purchase, the contents of which are outlined below.

## **III Details of the Response Policy**

### **1 Outline of the Response Policy**

The purposes of the Response Policy are to provide in advance procedures that the Large-Scale Purchaser should comply with and to ensure that the Company has necessary and sufficient time to negotiate with the Large-Scale Purchaser regarding the Large-Scale Purchase or an offer thereof, collect and examine the details of the proposal made by the Large-Scale Purchaser, inform the shareholders about the Large-Scale Purchase offer, and present an alternative proposal and the plan of the Board of Directors of the Company so that the shareholders of the Company can make a proper decision regarding whether or not to accept the said Large-Scale Purchase offer based on sufficient information, including impact, etc. of the said Large-Scale Purchase on the Company's corporate value and shareholders' common interests.

This Response Policy requires the Large-Scale Purchaser to comply with the procedures prescribed by the Company (hereinafter referred to as the "Large-Scale Purchase Rules") when conducting the Large-Scale Purchase, and the Company may take an appropriate countermeasure in case of non-compliance with the Large-Scale Purchase Rules by the Large-Scale Purchaser, or in the event that the said Large-Scale Purchase is deemed to damage the Company's corporate value and shareholders' common interests even if the Large-Scale Purchaser is in compliance with the said rules.

This Response Policy applies only to Large-Scale Purchases that do not have the prior consent of the Board of Directors of the Company, and is not applicable to Large-Scale Purchases that are executed with the agreement of the Board of Directors of the Company.

## 2 Procedures to continue the Response Policy

The continuation of the Response Policy was unanimously approved at the meeting of the Board of Directors held on May 13, 2026, which included four independent outside directors.

To ensure that the shareholders have an opportunity to express their opinion on the continuation of the Response Policy, the Company will request the shareholders to vote on the Response Policy at the Ordinary General Meeting of Shareholders to be held on June 24, 2026, and the effectuation of this Policy is subject to their approval.

## 3 Details of Large-Scale Purchase Rules

### (1) Purchase activities to which the Response Policy applies

The Response Policy applies to any purchase or other acquisition of Share Certificates, etc. that falls under a. or b. below, and to any activity relating to Share Certificates, etc. that falls under c. below, or any other similar activity (including Proposal<sup>1</sup> thereof). The Response Policy does not apply to transactions that the Board of Directors of the Company has separately approved as not being applicable, and such transactions are hereinafter referred to as “Large-Scale Purchases.”

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- a. Regarding Share Certificates, etc. issued by the Company<sup>2</sup>, any purchase or other acquisition that results in a shareholder's<sup>3</sup> ownership ratio<sup>4</sup> being 20% or more
- b. Regarding Share Certificates, etc. issued by the Company<sup>5</sup>, any tender offer (including the initiation of the tender offer)<sup>6</sup> in which the combined ownership ratio<sup>7</sup> of the tender offeror and its specially related parties<sup>8</sup> would be 20% or more
- c. Regardless of whether any of the acts specified in a. or b. above are carried out, (i) any act performed by a party which intends to acquire the Company's Share Certificates, etc., or by any joint holder<sup>9</sup> or specially related party thereof (hereinafter in c., “Share Acquirer”) with other shareholders of the Company (including cases where there are multiple shareholders; the same applies hereinafter in c.), and which, as a result of such act, causes the other shareholders to become joint holders of the Share Acquirer through any agreement or other act, or any act that establishes a relationship between the Share Acquirer and the other shareholders in which one substantially controls the other or in which they act jointly or in coordination<sup>10, 11</sup>, and (ii) any act in which the combined share ownership ratio of the Share Acquirer and the other shareholders of Share Certificates, etc. issued by the Company becomes 20% or more

<sup>1</sup> This includes soliciting Large-Scale Purchases from third parties.

<sup>2</sup> This is defined according to Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act. The same applies throughout this document unless otherwise specified.

<sup>3</sup> This includes persons included as holders pursuant to Article 27-23, Paragraph 3 of the Financial Instruments and Exchange Act (including persons whom the Board of Directors of the Company deems to fall under this category). The same applies throughout this document.

- <sup>4</sup> This is defined according to Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. The same applies throughout this document.
- <sup>5</sup> This is defined according to Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act.
- <sup>6</sup> This is defined according to Article 27-2, Paragraph 6 of the Financial Instruments and Exchange Act. The same applies throughout this document.
- <sup>7</sup> This is defined according to Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act. The same applies throughout this document.
- <sup>8</sup> This is defined according to Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act (including persons whom the Board of Directors of the Company deems to fall under this category). However, the persons listed in item 1 of the same paragraph are excluded from those specified in Article 3, Paragraph 2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer. The same applies throughout this document.
- <sup>9</sup> This refers to a joint holder as defined in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, and includes persons deemed to be joint holders pursuant to Paragraph 6 of the same article (including persons whom the Board of Directors of the Company recognizes as falling under this category). The same applies throughout this document.
- <sup>10</sup> The determination of whether “a relationship between the Share Acquirer and the other shareholders in which one substantially controls the other or in which they act jointly or in coordination” will be based on the formation of new investment relationships, business alliances, transaction or contractual relationships, concurrent directorships, funding relationships, credit relationships, substantial interests in Company’s Share Certificates, etc. through derivatives or stock lending, etc., and the direct or indirect influence that the Share Acquirer and the other shareholders have on the Company.
- <sup>11</sup> The determination of whether or not the actions specified in c. of this text have been taken shall be made within reasonable discretion by the Board of Directors of the Company. Furthermore, the Board of Directors may request necessary information from Company shareholders to the extent required to determine whether or not the requirements specified in c. of this text have been met.

## (2) Request for provision of Large-Scale Purchase Information

The Large-Scale Purchase Rules require any person who intends to carry out a Large-Scale Purchase (hereinafter referred to as a “Large-Scale Purchaser”), before starting a Large-Scale Purchase, to provide necessary and sufficient information (hereinafter referred to as “Large-Scale Purchase Information”) to the Board of Directors of the Company for the judgment of the shareholders and for evaluation and examination by the Board of Directors of the Company.

### i) Submission of Statement of Intent

Where a Large-Scale Purchaser attempts to carry out a Large-Scale Purchase, a statement of intent regarding the execution of the Large-Scale Purchase (hereinafter referred to as the “Statement of Intent”) must first be submitted to the Board of Directors of the Company in accordance with the Large-Scale Purchase Rules.

The Statement of Intent shall include the Large-Scale Purchaser’s name, address, governing law, representative name, and contact information within Japan; type and number of the Company’s share certificates, etc. that the Large-Scale Purchaser currently owns; trading status of the Company’s shares by the Large-Scale Purchaser for sixty (60) days before the submission of the Statement of Intent; a summary of the proposed Large-Scale Purchase; and covenants that adhere to the Large-Scale Purchase Rules in implementing the Large-Scale Purchase. Only the Japanese language shall be used for any and all other opinions and responses to be submitted or forwarded to the Company by the Large-Scale Purchaser, including the Statement of Intent.

### ii) Provision of Large-Scale Purchase Information

Within ten (10) business days (excluding the first day) of receipt of the Statement of Intent from the Large-Scale Purchaser, the Board of Directors of the Company will, with the assistance of the Independent Committee established later, prepare and send a list to the Large-Scale Purchaser specifying the Large-Scale Purchase Information required initially to enable the Board of Directors

of the Company to form an opinion and the shareholders to make a judgment. In principle, the Large-Scale Purchaser is required to submit the Large-Scale Purchase Information to the Board of Directors of the Company no later than ten (10) business days (excluding the first day) after the receipt of the request. In case the Large-Scale Purchaser requests to extend the submission deadline on a reasonable basis, however, the deadline may be extended.

Where the information submitted by the Large-Scale Purchaser is deemed to be insufficient as Large-Scale Purchase Information, the Board of Directors of the Company may ask the Large-Scale Purchaser to submit additional information until sufficient Large-Scale Purchase Information is obtained. In principle, the Large-Scale Purchaser is required to complete the submission of the Large-Scale Purchase Information no later than sixty (60) days after the delivery of the list of Large-Scale Purchase Information from the Board of Directors of the Company (hereinafter referred to as the “Large-Scale Purchase Information Submission Period”). The Board of Directors of the Company may, however, extend the Large-Scale Purchase Information Submission Period up to thirty (30) days, depending on the recommendation of the Independent Committee, taking into consideration the content and scale of the Large-Scale Purchase as well as the specific submission status of the Large-Scale Purchase Information.

The facts that the Company has received a Large-Scale Purchase offer and the Large-Scale Purchase Information submitted to the Board of Directors of the Company shall be disclosed on a timely and adequate basis if it is deemed necessary for the Company’s shareholders to make a judgment. Where the Board of Directors of the Company has determined that the submission of the Large-Scale Purchase Information has been completed, the Company shall promptly disclose the fact to the Company’s shareholders. The means of disclosure and announcement to the Company’s shareholders in accordance with the Large-Scale Purchase Rules shall be carried out via the Company’s website unless otherwise provided by the said rules and the Board of Directors of the Company.

While the Large-Scale Purchase Information that the Company requests the Large-Scale Purchaser to submit may vary based on the details of the Large-Scale Purchase, the general elements of the Large-Scale Purchase Information are outlined below. The following information shall be provided only in Japanese.

[1] Overview of Large-Scale Purchaser and its group

Specific name, business description, major shareholders or investors, investment ratio, financial conditions, and names of officers and their career summaries. Where a Large-Scale Purchaser and its group are a fund or an entity in which they have invested, names about major partners, investors, and other constituent members as well as executive partners and persons who continue to provide investment advice shall be included.

[2] Purpose, method, and details of Large-Scale Purchase

Type and value of purchase consideration for the Large-Scale Purchase, timing of the Large-Scale Purchase, structure of related transactions, lawfulness of the method of the Large-Scale Purchase, and feasibility of the Large-Scale Purchase and relevant transactions, and whether there is a possibility of the Company’s shares being delisted after the completion of the Large-Scale Purchase and the reasons therefor. Regarding lawfulness of the Large-Scale Purchase, the Company will request a written opinion from a lawyer to be submitted.

[3] Presence or absence of any contact made with a third party in the Large-Scale Purchase; if there is contact, an overview of the third party and specific mode and details of such contact

[4] Basis for the calculation of the purchase consideration

Facts and assumptions that form the premise of the calculation of the purchase consideration in the Large-Scale Purchase, calculation method, numerical information used in the calculation, and the amounts or the details of synergies that are expected to be created through the series of transactions relating to the Large-Scale Purchase, and basis of the calculation therefor.

[5] Financial support for Large-Scale Purchase

Specific names, capital structure, financing methods, and the terms of any related transactions of providers of funds for the Large-Scale Purchaser (including indirect providers of funds).

[6] Management policy, business plan, capital policy, dividend policy, and asset utilization policy for the Company and the Tayca Group planned to be implemented after the completion of the Large-Scale Purchase;

Including plans related to the sale of the Company's business or assets, provision of collateral, or other dispositions after the completion of the Large-Scale Purchase.

[7] Measures to increase the Company and the Tayca Group's corporate value continuously and stably, and the justification that such measures will increase the Company and the Tayca Group's corporate value

[8] Policy on the treatment of the Company and the Tayca Group's employees, suppliers, local community, and other stakeholders after the completion of the Large-Scale Purchase;

Including whether the employment relationship will be continued, and whether there is any plan of changing the relationship with suppliers and, if yes, the details of such a plan.

[9] Specific measures to avoid any conflict of interest with the Company's other shareholders

[10] Presence or absence of any relationship with antisocial forces or terrorism-related organizations (directly or indirectly) and policies for dealing with them

[11] Other information that the Board of Directors of the Company or the Independent Committee deems necessary on a reasonable basis

(3) Period of review by the Board of Directors of the Company

The Board of Directors of the Company shall be granted the following period for assessment, review, negotiation, forming of opinions, and submission of alternative plans by the Board of Directors of the Company (hereinafter referred to as the "Board Assessment Period") depending on the difficulty of evaluation and review of the Large-Scale Purchase after the completion of submission of the Large-Scale Purchase Information.

[1] Sixty (60) days (excluding the first day) in case of the purchase of all of the Company's shares by tender offer with cash-only (Japanese yen) consideration; or

[2] Ninety (90) days (excluding the first day) in case of any other Large-Scale Purchase. The Large-Scale Purchase shall be initiated only after the Board Assessment Period has elapsed.

In case of unavoidable circumstances due to which the Board of Directors of the Company did not pass a resolution for implementation or non-implementation of countermeasures within the Board Assessment Period for reasons such as the Independent Committee did not reach a recommendation for implementation or non-implementation of the countermeasures within the Board Assessment Period, the Board of Directors of the Company can, by its resolution, extend the Board Assessment Period for a maximum of thirty (30) days within the necessary range. Where the Board of Directors of the Company resolves to extend the Board Assessment Period, the Company shall promptly disclose the specific period of extension and the reason for such extension to the shareholders in accordance with relevant laws and regulations as well as financial instrument exchange regulations.

The Board of Directors of the Company will fully evaluate and review the Large-Scale Purchase Information provided, while receiving advice, as deemed necessary, from financial advisors, certified public accountants, lawyers, consultants, and other outside experts, and shall carefully organize and publicly announce the Board's opinion on the Large-Scale Purchase. The Board of Directors of the Company may, if it deems it necessary, negotiate with the Large-Scale Purchaser concerning

improvements in the terms of the Large-Scale Purchase and may also, as the Board of Directors of the Company, present alternative proposals to the shareholders through a public announcement.

#### **4 Policies in the event of Large-Scale Purchase**

##### **(1) Where a Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules**

If a Large-Scale Purchaser carries out a Large-Scale Purchase without complying with the Large-Scale Purchase Rules, in principle, the Board of Directors of the Company will consider the Large-Scale Purchase to be a takeover that might damage the Company's corporate value and shareholders' common interests and will implement a gratis allotment of stock acquisition rights as countermeasures, with the condition that only non-qualified parties cannot exercise such rights. An outline of the gratis allotment of stock acquisition rights that would be implemented by the Board of Directors of the Company as countermeasures is provided in Exhibit 2.

The Board of Directors of the Company shall place the highest value on the recommendation of the Independent Committee in implementing such countermeasures and follow the said recommendation unless the observance of the recommendation violates the Directors' obligation of due care of a prudent manager.

##### **(2) Where a Large-Scale Purchaser complies with the Large-Scale Purchase Rules**

If a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, the Board of Directors of the Company will examine within the Board Assessment Period whether the Large-Scale Purchase will contribute to the maintenance and enhancement of the Company's corporate value and an increase in shareholders' common interests. Only if it is determined that the Large-Scale Purchase would significantly damage the Company's corporate value and shareholders' common interests, the Board of Directors of the Company would trigger a gratis allotment of stock acquisition rights with a view to securing the Company's corporate value and shareholders' common interests. An outline of the gratis allotment of stock acquisition rights is provided in Exhibit 2, same as in the case of III 4 (1) mentioned above.

A Large-Scale Purchase is considered to be significantly damaging to the Company's corporate value and shareholders' common interests if it falls under any of the following categories:

[1] Where it is determined that the acquisition of the Company's shares is being conducted for the sole purpose of driving up the stock price to have those shares repurchased by related persons of the Company at a premium, with the acquirer having no intention of truly participating in the management of the Company (so-called "greenmailing")

[2] Where it is determined that the purchase of the Company's shares is being carried out for the purpose of temporarily controlling the management of the Company so that the intellectual property rights, know-how, trade secrets, principal suppliers, customers, and other items that are necessary for the Company or the Tayca Group companies' business operations can be transferred to the Large-Scale Purchaser, its group companies, or other third parties;

[3] Where it is determined that the purchase of the Company's shares is being conducted after obtaining a controlling interest in the management of the Company with the intention of appropriating the Company or the Tayca Group's assets to secure or pay off the debts of the Large-scale Purchaser and its group companies, etc., causing irreparable damage to the Company;

[4] Where it is determined that the purchase of the Company's shares is being conducted for the purpose of temporarily controlling the management of the Company and having the Company or the Tayca Group companies sell or otherwise dispose of expensive assets such as real property and securities to make temporary high dividends with the profits of such disposal, or for the purpose of taking the opportunity of the rapid increase in a stock price due to the temporary high dividends and selling the Company's shares at a premium, causing irreparable damage to the Company;

[5] Where it is determined that the purchasing method of the Company's shares proposed by a Large-Scale Purchaser will restrict the shareholders' opportunity and freedom to make decisions, such as oppressive two-stage purchases (executing purchases of shares, such as tender offers, whereby no solicitations for purchasing all the shares are made in the initial purchase, and disadvantageous purchase terms are set or the purchase terms are not made explicitly clear in the second stage), whereby shareholders may essentially be forced to sell their shares of the Company (provided that partial tender offers shall not always correspond hereto);

Whereas, if a Large-Scale Purchase does not fall under any of the above-mentioned categories and a category causing a significant damage on the Company's corporate value and shareholders' common interests, the Board of Directors of the Company will not trigger a gratis allotment of stock acquisition rights as countermeasures. Even in this case, if the Board of Directors of the Company opposes the Large-Scale Purchase, it may express its dissenting opinion on the Large-Scale Purchase, offer alternative plans, persuade the Company's shareholders, etc.

In determining whether a Large-Scale Purchase falls under any category causing significant damage on the Company's corporate value and shareholders' common interests, the Board of Directors of the Company shall place the highest value on the recommendation of the Independent Committee and follow the recommendation unless the observance of the said recommendation violates the obligation of due care of a prudent manager.

## **5 Convocation of Shareholders' Meeting for Confirmation of Shareholders' Opinion**

As described in III 4, the Board of Directors of the Company shall, while placing the highest value on the recommendation of the Independent Committee, pass a resolution for the implementation, nonimplementation or suspension of countermeasures, or other matters.

However, where the Independent Committee recommends the implementation of the countermeasures subject to obtaining approval at a shareholders' meeting of the Company in advance, or where the Board of Directors of the Company decides, at its discretion, to convene a shareholders' meeting of the Company to take a vote on whether or not to implement countermeasures regardless of the recommendation of the Independent Committee, the Board of Directors of the Company shall promptly convene a shareholders' meeting of the Company (hereinafter referred to as "Shareholders' Meeting for Confirmation of Shareholders' Opinion"). Where the Board of Directors of the Company has passed a resolution for convening a Shareholders' Meeting for Confirmation of Shareholders' Opinion, a Large-Scale Purchaser shall not commence a Large-Scale Purchase until the completion of the Shareholders' Meeting for Confirmation of Shareholders' Opinion.

Upon convening the Shareholders' Meeting for Confirmation of Shareholders' Opinion, the Board of Directors of the Company shall adopt a resolution concerning the implementation of countermeasures in accordance with the resolution (ordinary resolution) at the Shareholders' Meeting for Confirmation of Shareholders' Opinion.

However, taking all relevant circumstances into full consideration, including the purpose, method, and content of the large-scale purchase, as well as the possibility of a conflict of interest between the Large-Scale Purchaser and general shareholders, the Large-Scale Purchaser and any persons whom the Independent Committee deems to have a special interest in relation to the Large-Scale Purchaser in connection with the proposal in question may be excluded from the calculation of the approval requirements.

Even if convocation procedures for the Shareholders' Meeting for Confirmation of Shareholders' Opinion have been taken, where the Board of Directors of the Company subsequently passes a resolution on the non-implementation of the countermeasures or determines that it is necessary to resolve implementation of the countermeasures, the Company may cancel call procedures for the Shareholders' Meeting for Confirmation of Shareholders' Opinion. Where such resolution has been passed, the Company shall promptly disclose to shareholders the opinion of the Board of Directors of

the Company and the reason thereof along with other appropriate information in accordance with relevant laws and regulations as well as financial instrument exchange regulations.

## **6 Cancellation or revocation of countermeasures**

The Board of Directors of the Company may cancel or revoke the implementation of the countermeasures where, after having passed a resolution implementing them according to procedures set forth in III4 or 5, the Large-Scale Purchaser cancels or revokes the Large-Scale Purchase, or any changes occur in the facts on which the decision on whether or not to trigger the countermeasures is based.

## **7 Establishment of Independent Committee**

### **(1) Overview of the Independent Committee**

The Board of Directors of the Company shall establish an independent committee as an entity that is independent of the Board of Directors of the Company in accordance with the Independent Committee Regulations (for the outline, refer to Exhibit 3) in a bid to prevent the Board from making any arbitrary decisions regarding the implementation of the countermeasures.

### **(2) Composition of the Independent Committee**

The Independent Committee shall consist of at least three (3) members who are selected and appointed by the Board of Directors of the Company from among outside directors, lawyers, certified public accountants, academic experts, or/and outside business experts having experience as a director or auditor in order to ensure fair and neutral judgments.

The career summary of the Independent Committee members is set out in Exhibit 4.

### **(3) Role of Independent Committee**

Where the Board of Directors of the Company makes a judgment regarding whether or not to trigger the countermeasures, the following procedures shall be pursued to ensure the fairness of such judgment.

Prior to triggering the countermeasures, the Board of Directors of the Company shall seek the Independent Committee's opinion regarding the appropriateness of such countermeasures, whereupon the Independent Committee shall make a recommendation to the Board of Directors of the Company on the suitability of implementing such countermeasures while accepting advice from outside experts based on the said inquiries. The recommendation shall determine whether the Large-Scale Purchaser complies with the Large-Scale Purchase Rules or the presence or absence of reasons set forth in III4(2)[1] to [5].

In principle, a resolution on the recommendation shall be made by a resolution of the Independent Committee. In determining whether or not to trigger the countermeasures, the Board of Directors of the Company shall place the highest value on the recommendation of the Independent Committee and follow the recommendation unless the observance of the said recommendation violates the obligation of due care of a prudent manager.

## **8 Impact of continuation of Response Policy on shareholders and investors**

### **(1) Impact of continuation of Response Policy**

Allotment of share option without contribution will not be arranged at the time of the continuation of the Response Policy. Therefore, the continuation of the Response Policy will not directly give specific impact on the rights and economic benefits of the shareholders and investors.

### **(2) Impact of implementation of countermeasures**

The Board of Directors of the Company may issue stock acquisition rights as countermeasures with a view to ensuring and/or increasing the Company's corporate value and shareholders' common interests. Although the value per share of the Company will be diluted upon the implementation of the countermeasures, the total value of the Company's shares held by the shareholders will not be diluted.

Thus, the Company does not assume a situation in which the shareholders and investors will incur material damages in respect of legal rights and/or financial terms. However, those who cannot exercise stock acquisition rights in the countermeasures may incur legal and/or financial damage upon the implementation of the countermeasures.

After the Board of Directors of the Company passes a resolution implementing a gratis allotment of stock acquisition rights, the Company may cancel the gratis allotment of stock acquisition rights or acquire the stock acquisition rights for free without delivering the Company's shares to the holders of the stock acquisition rights due to such situations as the Large-Scale Purchaser's cancellation of the Large-Scale Purchase. In that case, the shareholders and investors who traded the Company's shares on the premise that dilution of the value of the Company's shares would occur may incur considerable damage due to fluctuations in the stock price. The shareholders of the Company and investors shall pay attention to the actions of the Large-Scale Purchaser.

### **(3) Necessary procedures for shareholders upon implementation of countermeasures**

Where the Board of Directors of the Company has passed a resolution triggering the countermeasures and, therefore, stock acquisition rights would be allotted, it will be necessary for the shareholders to be recorded in the final shareholder registry as of the record date since the stock acquisition rights will be allotted to shareholders who are recorded in the final shareholder registry as of the record date that is determined separately by the Board of the Company and publicly notified in proportion to the number of their holding shares. Additionally, the shareholders need to complete the payment of a fixed sum determined by the Board of Directors of the Company within the prescribed period in order to exercise the stock acquisition rights.

If the stock acquisition rights have been allotted with an exercise condition of acquisition, the shareholders may acquire the Company's common shares without paying money.

The Company shall notify the details of these procedures when they are actually required in accordance with relevant laws and regulations as well as financial instrument exchange regulations.

## **9 Expiration date, continuation, termination, and change of Response Policy**

(1) The expiration date of the Response Policy shall be on the completion of the General Meeting of Shareholders to be held in June 2029, and at that time, the Company will seek the shareholders' opinion on the renewal of the Response Policy. Accordingly, the issue of whether or not to continue the Response Policy and its details in case of continuation shall be determined by shareholders.

(2) Even before the expiration of the effective period of the Response Policy mentioned above, where a general meeting of the shareholders of the Company approves a proposal for termination of the Response Policy and where the Board of Directors of the Company passes a resolution to terminate the Response Policy, the Response Policy shall lose its effect at that point of time. As described above, the Response Policy may be terminated at any time according to shareholders' intention.

In addition, the Board of Directors of the Company may revise or change the details of the Response Policy in consultation with the Independent Committee within the permitted scope, which does not allow changes in essential matters, if it deems it necessary from the viewpoint of ensuring and/or improving the Company's corporate value and shareholders' common interests.

(3) Where a decision for the termination, change, etc. of the Response Policy is made, the Company shall make appropriate and timely disclosures to shareholders regarding matters that the Board of Directors of the Company or the Independent Committee deems appropriate in accordance with relevant laws and regulations as well as financial instrument exchange regulations.

## **10 Rationality of Response Policy**

### **(1) Fulfillment of principles set out in Guidelines, etc., Regarding Takeover Defense**

The Response Policy fulfills the three principles (namely Principle of protecting and enhancing corporate value and shareholders' common interests; Principle of prior disclosure and shareholders' will; and Principle of ensuring the necessity and reasonableness of defensive measure) of the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests," which were jointly announced by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005.

Furthermore, this aligns with the principles outlined in "Takeover Defense Measures in Light of Recent Environmental Changes," published by the Corporate Value Study Group on June 30, 2008; "Principle 1-5. Anti-Takeover Measures" of the "Corporate Governance Code," revised by the Tokyo Stock Exchange on June 11, 2021; and the "Guidelines for Corporate Takeovers," published by the Ministry of Economy, Trade and Industry on August 31, 2023.

### **(2) Introduction with a view to ensuring and/or improving shareholders' common interests**

The purpose of the Response Policy is to secure necessary information and time for the Company's shareholders to make a decision regarding the best course of action to ensure and/or improve the Company's corporate value and shareholders' common interests, and to also ensure opportunities for the Board of Directors of the Company to negotiate with the Large-Scale Purchaser and for shareholders to receive an alternative plan by the Board of Directors of the Company. Accordingly, the Company will introduce the Response Policy with the aim of ensuring and/or improving its corporate value and shareholders' common interests.

### **(3) Implementation of prior disclosure**

Upon the continuation of the Response Policy, the Company discloses its purpose and the specific details and effects of Takeover Defense Measures in advance to ensure the predictability of the shareholders, investors, and the Large-Scale Purchaser, and to also ensure that the shareholders have the opportunity to make appropriate choices in the event of a Large-Scale Purchase.

In addition, the Company will disclose information on a timely and adequate basis when necessary in accordance with relevant laws and regulations as well as financial instrument exchange regulations.

#### (4) Importance of shareholders' intentions

The Response Policy will be continued subject to the vote and approval of the shareholders at the Ordinary General Meeting of Shareholders to be held in June 2026. If the proposal is rejected, it shall not be effective. The effective period of the Response Policy is set for three years and it shall be automatically terminated if the shareholders do not approve its continuation at the General Meeting of Shareholders to be held in 2029.

The Response Policy contains a mechanism to directly ask shareholders to vote on whether or not to trigger countermeasures by convening the Shareholders' Meeting for Confirmation of Shareholders' Opinion should the Independent Committee recommend the implementation of countermeasures subject to obtaining prior approval at a shareholders' meeting, or where the Board of Directors of the Company determines, at its discretion, to convene a shareholders' meeting to hold a vote on whether or not to trigger the countermeasures.

As seen above, the Response Policy adopts a mechanism that sufficiently reflects the intentions of the shareholders.

#### (5) Importance of the judgment of the highly independent third party

The Company prescribes, in the Response Policy, the establishment of an independent committee as an advisory body to avoid an arbitrary activation of the countermeasures by the Board and to make an objective decision for the sake of shareholders. The Independent Committee shall consist of at least three (3) members who are outside experts, etc. in order to ensure fair and neutral judgments.

If a Large-Scale Purchase offer is made, the Independent Committee shall determine whether the Large-Scale Purchase might significantly damage the Company's corporate value and shareholders' common interests. In determining whether or not to trigger the countermeasures, the Board of Directors of the Company shall place the highest value on the recommendation of the Independent Committee and follow the recommendation unless the observance of the said recommendation violates the obligation of due care of a prudent manager.

Thus, by respecting the recommendation of the highly autonomous Independent Committee, the Company has put into place a framework to avoid the Board's arbitrary judgment and to operate the Response Policy in line with the objective of safeguarding the Company's corporate value and shareholders' common interests.

#### (6) Establishment of reasonable objective requirements

The Response Policy lists specific actions that may significantly damage the Company's corporate value and shareholders' common interests in advance and specifies that countermeasures against the Large-Scale Purchase shall be implemented only when the Purchase falls under these reasonable objective requirements. Accordingly, the Company ensures that a framework is in place to prevent the Board's arbitrary activation of the countermeasures.

#### (7) Does not have a potentially negative impact on shareholders regardless of the Purchase and ensures fairness

The Response Policy is reasonable as a takeover defense tool since it may not have a direct and specific impact on the rights and economic benefits of the shareholders upon its continuation, and any situation in which the shareholders, excluding the Large-Scale Purchaser, will suffer material damages in respect of legal rights or in financial terms is not assumed if the countermeasures are triggered according to the Response Policy.

In addition, equality and fairness for all the shareholders other than the Large-Scale Purchaser are ensured by a provision of the countermeasures which was designed therefor, to issue share acquisition rights to all shareholders other than the Large-Scale Purchaser under the same condition without exception.

(8) Not a “dead-hand” or “slow-hand” takeover defense measure

The Response Policy may be terminated at any time at a general meeting of shareholders of the Company or by the Board of Directors consisting of Directors elected at a general meeting of shareholders, and thus it is not a so called dead-hand takeover defense measure (a takeover defense measure in which the activation of the measure cannot be stopped even if a majority of the Board members are replaced).

Furthermore, the Company has not adopted a system of staggered terms of office for Directors, meaning the Response Policy is not a slow-hand takeover defense measure (a takeover defense measure in which the replacement of the Board members cannot occur all at once and therefore it takes time to stop its activation).

1. Total number of authorized shares 75,000,000 shares
2. Total number of outstanding shares 23,914,414 shares (of which 1,083,607 shares are treasury shares)
3. Number of shareholders 5,819

## 4. Major shareholders

Name of shareholder	Number of shares held (in thousands)	Ratio of shareholding (%)
MITSUI & CO., LTD.	1,784	7.81
The Master Trust Bank of Japan, Ltd. (trust account)	1,661	7.27
Mitsubishi Corporation	1,630	7.14
Yamada Sangyo Co., Ltd.	1,470	6.43
Retirement benefit trust (Mizuho Bank account) of Mizuho Trust & Banking Co., Ltd. and Re-trust trustee: Custody Bank of Japan, Ltd.	1,009	4.41
Employee stock ownership plan of Tayca Group	914	4.00
Chuo-Nittochi Group Co., Ltd.	694	3.04
Kansai Paint Co., Ltd.	612	2.68
Sumitomo Corporation	500	2.19
Custody Bank of Japan, Ltd. (trust account)	419	1.83

(Note) 1 The Company holds 1,083 thousands shares of treasury stock, which are not included in the above.

2. With regard to the 1,009 thousands shares held by "Retirement benefit trust (Mizuho Bank account) of Mizuho Trust & Banking Co., Ltd. and Re-trust trustee: Custody Bank of Japan, Ltd.," Mizuho Bank, Ltd., a trustor, retains the right to direct voting rights.

3. The shareholding ratio is calculated by excluding treasury shares.

## Exhibit 2 Overview of gratis allotment of stock acquisition rights

### 1 Shareholders subject to the grant of stock acquisition rights and terms and conditions of issuance

Stock acquisition rights shall be allotted to shareholders who are registered in the final shareholder registry as on the given date determined by the Board of Directors of the Company (hereinafter referred to as the “allotment date”) at the rate of one (1) stock acquisition right per one (1) holding share (excluding the Company’s common shares held by the Company).

### 2 Type and number of shares underlying the stock acquisition rights

The type of shares underlying the stock acquisition rights shall be the Company’s common shares, and the number of shares to be delivered upon exercise of one (1) stock acquisition right shall be one (1) common share of the Company; provided, however, if the Company carries out a stock split or reverse stock split, the required adjustments shall be made.

### 3 Total number of stock acquisition rights to be issued

The number of share options allotted shall be determined by the Company's Board of Directors, having the final total number of outstanding shares of the Company as the maximum. However, the number of the Company's common stock owned by the Company on the date of the allotment is excluded.

### 4 Effective date of gratis allotment of stock acquisition rights

The Board of Directors of the Company shall determine the date separately.

### 5 Type and value of asset to be paid upon exercise of stock acquisition rights

The type of asset to be paid upon exercise of stock acquisition rights shall be money and the amount shall be one (1) yen or more as prescribed by the Board of Directors of the Company.

### 6 Restriction on transfer of stock acquisition rights

The transfer of stock acquisition rights shall require the approval of the Board of Directors of the Company.

### 7 Conditions on exercise of stock acquisition rights

[1] The Large-Scale Purchaser, [2] joint holders of the Large-Scale Purchaser (meaning parties who are considered as joint holders in accordance with Article 27-23, Paragraphs 5 and 6 of the Financial Instruments and Exchange Act, including parties recognized as falling in the category by the Board of Directors of the Company), [3] special interested parties of the Large-Scale Purchaser (meaning parties stipulated by Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act, including parties recognized as falling in the category by the Board of Directors of the Company), [4] parties who have got or inherited stock acquisition rights allotted without compensation pursuant to the Response Policy from parties who fall under any of the preceding three categories without approval of the Board of Directors of the Company, or [5] related parties of those who fall under any of the preceding four categories (meaning parties who substantially control or are controlled by the said party, or act in cooperation with the said party and who are recognized as falling in such category by the Board of Directors of the Company. “Control” means “the authority

to control decisions regarding financial and business policies of other companies, etc.” (Article 3, Paragraph 3 of the Regulation for Enforcement of the Companies Act) shall not exercise stock acquisition rights allotted without compensation pursuant to the Response Policy. The Board of Directors of the Company shall specify the details separately.

#### 8 Exercise period of stock acquisition rights

The Board of Directors of the Company shall specify the exercise period of the stock acquisition rights separately.

#### 9 The Company’s acquisition of stock acquisition rights

The Company may acquire stock acquisition rights that have not been exercised by a date prior to the given date determined separately by the Board of Directors of the Company by delivering one (1) common share of the Company in exchange for one (1) stock acquisition right, except for stock acquisition rights held by parties who cannot exercise the stock acquisition rights according to item 7 mentioned earlier. Where, after the date on which the acquisition takes place, the Board of Directors of the Company recognizes the existence of any party holding the stock acquisition rights other than parties who cannot exercise the stock acquisition rights according to item 7 mentioned earlier, the Company may, on a given date determined by the Board of Directors of the Company after the date on which the acquisition by the Company takes place, acquire the stock acquisition rights held by that party that have not been exercised by the day prior to such given date by delivering one (1) common share of the Company in exchange for one (1) stock acquisition right. The same shall apply thereafter.

In addition, on a date determined separately by the Board of Directors of the Company may acquire stock acquisition rights, including the ones held by those who cannot exercise the rights according to item 7 mentioned earlier, over the period starting from the effective date of the allocation of the stock acquisition rights to the date prior to either the first day of the execution period or the date of the acquisition mentioned earlier, whichever is earlier, if the Board of Directors of the Company determines that it is appropriate for the Company to acquire the stock acquisition rights.

## Exhibit 3 Independent Committee Regulations (outline)

### 1 Establishment

The Independent Committee shall be established through a resolution of the Board of Directors.

### 2 Composition

(1) The Independent Committee shall have at least three members.

(2) Independent Committee members shall be selected and appointed from outside directors, or outside experts (including business managers, those who have experience in business management, lawyers, certified public accountants, and academic experts) who are independent of the management team that is responsible for the execution of the Company's business.

(3) The appointment and dismissal of Independent Committee members shall be made by a resolution of the Board of Directors. A resolution for dismissal of Independent Committee members shall require a two-thirds majority vote of the directors present.

### 3 Term of office Independent Committee members

The term of the Independent Committee members shall be the period from the date of appointment to the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within three years after the date of appointment. Where the continuation of the Response Policy is approved at the said Ordinary General Meeting of Shareholders, the Independent Committee members shall be reappointed without resolution. The same shall apply thereafter, except as otherwise provided by a resolution of the Board of Directors.

### 4 Role of Independent Committee

The Independent Committee shall make recommendations to the Board of Directors regarding whether the Large-Scale Purchase may cause significant damage to the Company's corporate value and shareholders' common interests, and whether it is reasonable to trigger countermeasures against the Large-Scale Purchase. In issuing such recommendations, the Independent Committee must make a judgment from the viewpoint of whether the said action will contribute or not contribute to the Company's corporate value and shareholders' common interests, and not with the purpose of pursuing the Committee members' own personal benefit or the interests of the Company's directors.

### 5 Requirements for resolution

Resolutions by the Independent Committee shall be made, as a general principle, with all members of the Independent Committee in attendance and by a majority of those in attendance. However, if any member is unable to attend due to an accident or other unavoidable circumstances, a resolution may pass with all members in attendance, excluding the said member, and by a majority of those in attendance.

### 6 Advice of third party

The Independent Committee may, at Company expense, obtain advice from independent third parties (including financial advisers, certified public accountants, lawyers, consultants, or any other outside experts) when necessary.

Exhibit 4 Career summary of Independent Committee members

Narihito Maishi

Date of birth: January 13, 1953

Career summary	April 1979	Registered as an attorney at law (Osaka Bar Association) and joined Irokawa Law Office (to present)
	June 1993	Outside Auditor & Supervisory Board Member, ONO PHARMACEUTICAL, CO., LTD.
	August 2001	Human Rights Commissioner, Ministry of Justice of Japan
	June 2003	Outside Auditor, Osaka Kosoku Tetsudo Kabushikigaisha (Osaka Rapid Railway Co., Ltd.) (Currently, OSAKA MONORAIL CO., LTD.)
	July 2007	Auditor-Secretary, TAMATEYAMA GAKUEN
	June 2010	Outside Auditor, SUMITOMO DENSETSU CO., LTD.
	April 2014	Commissioner, TAMATEYAMA GAKUEN
	January 2015	Partner, Irokawa Legal Professional Corporation
	December 2016	Outside Auditor, inQs Co., Ltd.
	April 2024	Councilor of Tamateyama Gakuen School Corporation (to present)

Koji Yamamoto

Date of birth: December 28, 1954

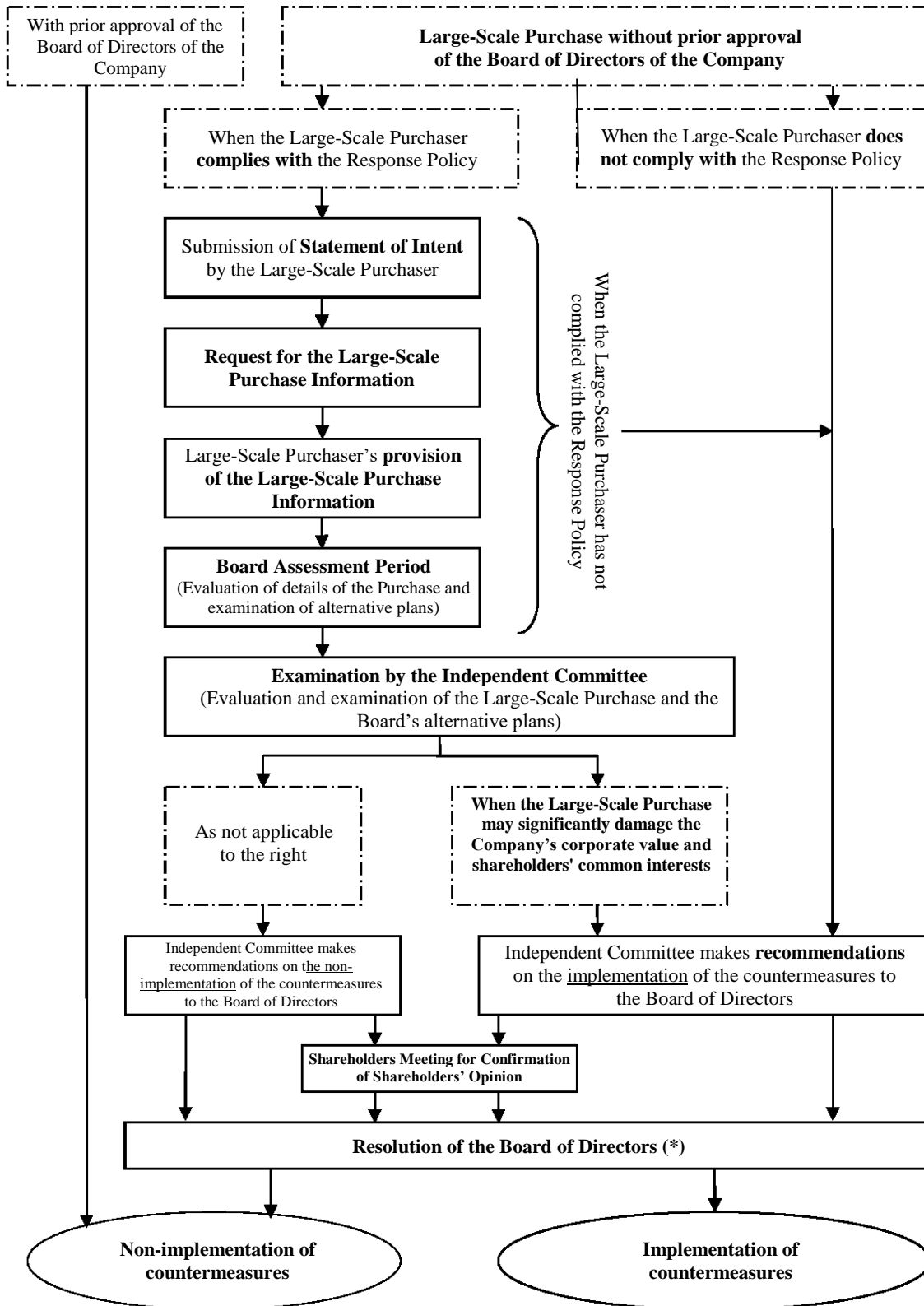
Career summary	April 1983	Instructor, School of Business, University of Kagawa
	April 1984	Associate Professor, School of Business, University of Kagawa
	October 1988	Associate Professor, School of Economics (Graduate School of Economics), Osaka Prefecture University (Currently, Osaka Metropolitan University)
	January 1996	Professor, Osaka Prefecture University
	April 2010	Chair, Faculty of Economics, Osaka Prefecture University
	April 2012	Vice Chair, College of Sustainable System Sciences and Chair, College of Management, Osaka Prefecture University
	June 2012	Extraordinary Vice President, Osaka Prefecture University
	June 2014	Outside Auditor, Tayca Corporation
	July 2015	Audit Commission member of Osaka Prefecture
	March 2017	Emeritus Professor, Osaka Prefecture University (to present)
	April 2017	Professor, Faculty of Business Administration, Osaka Gakuin University (to present)
	June 2019	Outside Director and Audit & Supervisory Committee Member, Tayca Corporation (to present)
	June 2022	Outside Director (Audit and Supervisory Committee Member) of F&M Co., Ltd. (to present)
	October 2022	Representative Audit Committee Member of Osaka Prefecture
	October 2022	Dean of Faculty of Business Administration, Osaka Gakuin University (to present)

Norikatsu Okada

Date of birth: July 7, 1953

Career summary	April 1976	Entered Dai-Ichi Kangyo Bank, Limited (Currently, Mizuho Bank, Ltd.)
	January 1997	General Manager of Nishiarai Branch, The Dai-Ichi Kangyo Bank, Ltd.
	June 2000	General Manager of Nishijin Branch, The Dai-Ichi Kangyo Bank, Ltd.
	April 2002	General Manager of Nishijin Branch, Mizuho Bank, Ltd.
	March 2006	Executive Officer, NIPPON TOCHI-TATEMONO Co., Ltd.
	November 2009	Managing Executive Officer, NIPPON TOCHI-TATEMONO Co., Ltd.
	June 2015	Outside Auditor, Tayca Corporation

Exhibit 5 Details (flowchart) of Response Policy



\* The Board of Directors of the Company shall follow the recommendation of the Independent Committee unless the observance of the said recommendation violates the obligation of due care of a prudent manager. Follow the resolution of the Shareholders' Meeting for Confirmation of Shareholders' Opinion if it was held.