

**Notice Concerning the Commencement of Tender Offer for the Share Certificates, etc. of,  
eMnet Japan co. ltd. (Securities Code: 7036) and Execution of a Capital and Business Alliance Agreement**

SoftBank Corp. (hereinafter, the “Tender Offeror”) announces that the Tender Offeror has decided to implement a tender offer (hereinafter, the “Tender Offer”) for the common shares and the Share Options (defined in “(3) Tender Offer Price” in “2. Summary of the Purchase” below) of eMnet Japan co. ltd. (Securities Code: 7036) (hereinafter, the “Target Company,” and the common shares of the Target Company shall be referred to as the “Target Company Shares” hereinafter) listed on the Mothers Market of the Tokyo Stock Exchange, Inc. (hereinafter, the “TSE”) pursuant to the Financial Instruments and Exchange Act (Act No.25 of 1948, as amended; hereinafter, the “Act”), and that the Tender Offeror has further decided to execute a capital and business alliance agreement with the Target Company (hereinafter, the “Capital and Business Alliance Agreement” and, the capital and business alliance to be formed based on the Capital and Business Alliance Agreement shall be referred to as the “Capital and Business Alliance” hereinafter). Details are as follows.

1. Purpose of Purchase

(1) Summary of the Tender Offer

As of today, the Tender Offeror is a subsidiary of SoftBank Group Corp. (hereinafter, “SBG”), which owns 40.86% (the percentage of owned shares (rounded to the nearest hundredth (0.01) percentage point) relative to the total number of issued shares (excluding treasury stock) of the Tender Offeror as of March 31, 2021) of its issued shares (excluding treasury stock) through SoftBank Group Japan Corporation (hereinafter “SBGJ”), SBG’s wholly-owned subsidiary. The Tender Offeror’s shares are listed on the First Section of the TSE. As of today, the Tender Offeror, SBJ, and SBGJ do not own any of the Target Company Shares listed on the Mothers Market of the TSE and the Share Options.

The Tender Offeror has decided to execute the Capital and Business Alliance Agreement with the Target Company (for details on the Capital and Business Alliance Agreement, please refer to “② The Capital and Business Alliance Agreement” in “(3) Matters Related to Important Agreements Concerning the Tender Offer” below.). In accordance with the Capital and Business Alliance Agreement, to implement the Tender Offer for the purpose of strengthening the business platform and driving sustained growth of both the Tender Offeror and the Target Company, and converting the Target Company into a consolidated subsidiary of the Tender Offeror through which the Tender Offeror will acquire a portion of the Target Company Shares (785,000 shares, ownership ratio: 39.74%) owned by EMNET Inc., the principal largest shareholder of the Target Company (number of shares owned: 1,180,200; ownership ratio (Note 1): 59.74%; hereinafter, “EMNET”) and a portion of the Target Company Shares (6,200 shares, ownership ratio: 0.31%) owned by Shinichiro Yamamoto, CEO of the Target Company and its 6th largest shareholder (as of March 31, 2021) (name in family register: Shinichiro Annaka; number of shares owned: 60,000 shares; number of share options owned: 40 units (number of shares underlying the share options: 4,000 shares); ownership ratio 3.24%, hereinafter “Mr. Yamamoto”); EMNET and Mr. Yamamoto shall be collectively referred to as the “Tender-Agreed Shareholders” hereinafter). (All of the Target Company Shares to be acquired from the Tender-Agreed Shareholders (791,200 shares in total, ownership ratio: 40.05%) shall be referred to as the “Tender-Agreed Shares” hereinafter.)

(Note 1) “ownership ratio” is the percentage (rounded to the nearest hundredth (0.01) percentage point) of shares owned relative to the number of shares (1,975,571 shares; hereinafter, the “Total Number of Target Company Shares After Adjustment for Diluted Shares”) calculated as the sum of (i) the total number of shares issued by the Target Company (1,881,200 shares) as of May 12, 2021 as described in the “First Quarterly Report for the 9th Fiscal Year” submitted by the Target Company on May 12, 2021 (hereinafter, the “Target Company’s First Quarterly Report”); (ii) the number of Target Company Shares (30,000 shares) issued upon the exercise of 75 units of the 1st Series Share Options from May 13, 2021 to May 21, 2021; and (iii) the number of Target Company Shares (total: 64,400 shares) underlying all of the Share Options outstanding as of May 21, 2021 (according to the Target Company, the 1st Series Share Options (93 units) (shares underlying the share options: 37,200); the 2nd Series Share Options (255 units) (shares underlying the share options: 25,500), and the 3rd Series Share Options (17 units) (shares underlying the share options: 1,700)), for a total number of shares (1,975,600 shares), and (iv) subtracting from this total number of shares (1,975,600 shares) the number of treasury shares (29 shares) owned by the Target Company as of March 31, 2021, as described in the Target Company’s “Summary of Financial Results (Japanese GAAP) for the First Quarterly of the Fiscal Year Ending in December 31, 2021 (Non-Consolidated)” (hereinafter, the “Target Company’s Summary of First Quarterly Financial Results) announced by the Target Company on May 11, 2021. The same applies to the calculation of the ownership ratio hereinafter.

Upon implementing the Tender Offer, the Tender Offeror executed a Tender Offer Agreement on May 21, 2021 with EMNET and a tender offer agreement with Mr. Yamamoto on the same date (hereinafter, referred to as the “Tender Agreements” together with the Tender Offer Agreement). Under the Tender Agreements, EMNET and Mr. Yamamoto has agreed with the Tender Offeror that EMNET will tender a portion of its Target Company Shares (785,000 shares, ownership ratio: 39.74%) to the Tender Offer and Mr. Yamamoto will tender a portion of his Target Company Shares (6,200 shares, ownership ratio: 0.31%) to the Tender Offer respectively. For details on the Tender Agreements, please refer to “① The Tender Agreements” in “(3) Important Agreements Related to the Tender Offer” below.

The Tender Offer will be implemented based on the assumption that the Tender-Agreed Shares will be tendered. Moreover, the purchase price per Target Company Share in the Tender Offer (JPY2,257; hereinafter, the “Tender Offer Price”) is set at a price discounted by 10.01% (rounded to the nearest hundredth (0.01) percentage point; the same shall apply to the calculation of the discount rate hereinafter) from the closing price of the Target Company Shares of JPY2,508 on the Mothers Market of the TSE on May 20, 2021, the business day before the announcement date of the Tender Offer. Therefore, it is assumed that only the Tender-Agreed Shares will be tendered. In addition, among the Share Options, it is stipulated that the exercise of share options for the 1st Series Share Options is conditional upon the holders of the share options having the position of a director, statutory auditor or an employee of the Target Company at the time of exercising the share options. It is further stipulated that the exercise of share options for the 2nd Series Share Options and 3rd Series Share Options is conditional upon the holders of the share options being a director (excluding directors who are audit and supervisory committee members) or an employee (provided, however, that this condition does not apply in the event that the holder of the share option has retired upon the expiration of his or her term of office or has retired upon reaching the retirement age, or where there are other causes) of the Target Company or the Target Company’s affiliated companies at the time of exercising the

share options. Given that those stipulations are interpreted to mean that the Tender Offeror would be unable to exercise the Share Options even if it were to acquire them through the Tender Offer, the purchase price per Share Option in the Tender Offer (hereinafter, the “Share Option Price”) is set at JPY1. Therefore, the Share Options are not expected to be tendered. However, given that the Tender Offeror must acquire the Tender-Agreed Shares by way of a tender offer, the Tender Offeror will conduct the Tender Offer, and grant the same opportunity to shareholders of the Target Company other than the Tender-Agreed Shareholders and to the holders of the Share Options (hereinafter, the “Share Option Holders”) to sell their shares.

Furthermore, the Tender Offer is intended as a means of acquiring the Tender-Agreed Shares, with the aim of converting the Target Company to a consolidated subsidiary of the Tender Offeror. It is not intended as a means of delisting the Target Company Shares. The policy of the Tender Offeror, EMNET and the Target Company is to maintain the listing of the Target Company Shares even after the Tender Offer is consummated. In this case, assuming the fulfillment of the continued listing criteria of the TSE’s new market segments (for details, please refer to “① Background and Purpose of the Tender Offer” in “(2) Background, Purpose, and Decision-Making Process of the Decision to Implement the Tender Offer, and the Management Policy after the Tender Offer” below), it is necessary to structure the transaction so that only the Tender-Agreed Shares are tendered to the extent possible. Additionally, considering EMNET’s intention to maintain its ownership of around 20% of the Target Company Shares following the Tender Offer, and the intent of the Tender Offeror and EMNET for Mr. Yamamoto to not sell the Target Company Shares owned by Mr. Yamamoto in the Tender Offer to the extent possible, it is impossible for the Tender Offeror to acquire a majority of the Target Company Shares through the Tender Offer. For this reason, under the assumption that the Tender Offeror will make the Target Company a consolidated subsidiary based on International Financial Reporting Standards (“IFRS”), the accounting standards applied to the Tender Offeror, for the purpose acquiring the necessary number of Target Company Shares to achieve making the Target Company a consolidated subsidiary, the Tender Offeror has set the minimum number of shares to be purchased at 791,200 shares (ownership ratio: 40.05%, voting right ratio (Note 2): 41.40%), the same number of shares as the Tender-Agreed Shares. Therefore, if the total number of share certificates, etc. tendered in the Tender Offer (hereinafter, the “Tendered Share Certificates, etc.”) falls below this minimum number of shares to be purchased, none of the Tendered Share Certificates, etc. will be purchased.

Moreover, as stated above, the Tender Offer is not intended as a means of delisting the Target Company Shares. The policy of the Tender Offeror, EMNET and the Target Company is to maintain the listing of the Target Company Shares even after the Tender Offer is consummated. However, the ownership ratio of share certificates, etc. of the Tender Offeror and its Special Related Parties (persons stipulated in Article 27-2, Paragraph 7 of the Act; as of today, EMNET is the only Special Related Party who owns the Target Company Share Certificates, etc. and is identified by the Tender Offeror; the same shall apply hereinafter) may exceed two-thirds following the Tender Offer (Note 3), giving rise in this case to a full purchase obligation and a full solicitation obligation in accordance with the provisions of laws and regulations (Article 27-13, Paragraph 4 of the Act, Article 14-2-2 of the Order for Enforcement of the Financial Instruments and Exchange Act (Government Ordinance No. 321 of 1965, as amended; hereinafter, the “Enforcement Order”), Article 27-2, Paragraph 5 of the Act, and Article 8, Paragraph 5, Item 3 of the Enforcement Order). Accordingly, no maximum number of shares to be purchased has been set. Therefore, if the total number of Tendered Share Certificates, etc. exceeds the minimum number of shares to be purchased (791,200 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, etc.

(Note 2) “voting right ratio” is the percentage of voting rights relative to the 19,111 voting rights related to a number of shares (1,911,171 shares) calculated as the sum of (i) the total number of issued shares of the Target

Company (1,881,200 shares) as of May 12, 2021 as described in the Target Company's First Quarterly Report and (ii) the number of Target Company Shares (30,000 shares) issued upon the exercise of 75 units of the 1st Series Share Options from May 13, 2021 to May 21, 2021; for a total number of shares (1,911,200 shares), and (iii) subtracting from this total number of shares (1,911,200 shares) the number of treasury shares (29 shares) owned by the Target Company as of March 31, 2021, as described in the Target Company's Summary of First Quarterly Financial Results.

(Note 3) Even if the same number of shares as the Tender-Agreed Shares is set as the maximum number of shares to be purchased in the Tender Offer (assuming in this case that the Share Certificates, etc. to be purchased consist of the Target Company Shares only), if Share Certificates, etc. other than the Tender-Agreed Shares are tendered to the Tender Offer, the total number of Tendered Shares, etc. would exceed the maximum number of shares to be purchased. For this reason, in this case, the purchase would be conducted on a pro rata basis pursuant to Article 27-13, Paragraph 5 of the Act, and Article 32 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other Than Issuer (Ministry of Finance Japan Ordinance No. 38 of 1990, as amended) (hereinafter, the "Ordinance"). Depending on the number of Tendered Share Certificates, etc. (specifically, in the case where around 5% or more of the Total Number of Target Company Shares After Adjustment for Diluted Shares is tendered by the Target Company's shareholders other than the Tender-Agreed Shareholders), the number of Target Company Shares that will be owned by the Tender Offeror after the Tender Offer (791,200 shares; ownership ratio: 40.05%) will not vary with the number of Tendered Share Certificates, etc. (provided, however, that variations could likely arise as a result of conducting purchases on the pro rata basis described above). Meanwhile, if EMNET, which is a Tender-Agreed Shareholder and Special Related Party (number of shares owned: 1,180,200 shares; ownership ratio: 59.74%), is unable to sell a portion of the Target Company Shares it has agreed to tender to the Tender Offer (785,000 shares; ownership ratio: 39.74%), and since the number of Target Company Shares to be owned by EMNET following the Tender Offer increases more than initially expected, the Share Certificate, etc. Ownership Ratio after the Tender Offer of the Tender Offeror and its Special Related Party (for details on the calculation method, please refer to "(6) Changes in the Share Certificates, etc. Ownership Ratio after the Purchase" in "2. Summary of the Purchase" below) could exceed two-thirds as the result.

For this reason, depending on the result of the Tender Offer, the Target Company Shares may meet the delisting criteria for the Mothers Market of the TSE stipulated by the TSE (hereinafter, the "Delisting Criteria"). Should the Target Company Shares appear likely to meet the Delisting Criteria as a result of the Tender Offer, then as described below in "(6) Prospect of and Reasons for Delisting," the Tender Offeror and the Target Company plan to discuss and deliberate in good faith together on measures to avoid delisting within the one-year period set forth as the grace period until delisting, then execute the optimal measures for maintaining the listing of the Target Company Shares. However, the specific response of the abovementioned measures, the details of their implementation and conditions are not matters to be decided specifically at this time.

In order for the Tender Offeror to secure additional rights, such as the right to nominate a majority of the directors of the Target Company to obtain substantial control over management of the Target Company, after acquiring the number of Target Company Shares equivalent to the aforementioned minimum number of shares to be purchased, the Tender Offeror executed a Shareholders Agreement with EMNET on May 21, 2021 (hereinafter, the "Shareholders Agreement"; for details on the Shareholders Agreement, please refer to "③ The Shareholders

Agreement” in “(3) Matters Related to Important Agreements Concerning the Tender Offer” below.) under which the Tender Offeror plans to convert the Target Company to a consolidated subsidiary.

According to “Representation of Opinion on the Tender Offer for the Company’s Share Certificates, etc. by SoftBank Corp. and announcement of Capital and Business Alliance with SoftBank Corp.” disclosed by the Target Company on May 21, 2021 (hereinafter, the “Target Company Press Release”), the Target Company resolved at a meeting of its Board of Directors held on May 21, 2021 to express its opinion in support of the Tender Offer and given that the Tender Offer is not intended as a means of delisting the Target Company Shares, and the policy is to maintain the listing of the Target Company Shares even after the listing, the Board of Directors resolved to leave up to the judgment of the Target Company’s shareholders and the Share Option Holders whether or not to accept the Tender Offer, and to execute the Capital and Business Alliance Agreement with the Tender Offeror.

For details on the abovementioned resolution by the Board of Directors of the Target Company, please refer to the Target Company Press Release and “③ Approval of all of the Target Company’s directors without conflicts of interests (including Audit and Supervisory Committee members)” in “(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest” below.

## (2) Background, Purpose, and Decision-Making Process of the Decision to Implement the Tender Offer, and the Management Policy after the Tender Offer

### ① Background and Purpose of the Tender Offer

The Tender Offeror is a member of SoftBank Group (a group of companies comprising SBG and 1,408 subsidiaries and 535 affiliates (the number of companies as of the end of March 2021), and the same applies hereinafter). The Tender Offeror’s main businesses are the Consumer segment (provision of mobile communications, broadband services, and ancillary businesses for individual customers), the Enterprise segment (provision of telecommunications services and solutions for enterprise customers), the Distribution segment (direct sales and wholesale of IT products, mobile accessories, etc.), the Yahoo segment (provision of e-commerce services and advertising-related services, etc.) and Other (businesses not included in the aforementioned segments, such as provision of settlement agency services and smartphone specialized securities). Under the corporate philosophy of “Information Revolution - Happiness for everyone,” SoftBank Group aims to maximize corporate value and become a corporate group that provides the most necessary technologies and services to people around the world, and engages in a variety of businesses in the information and technology field. Against this backdrop, the Tender Offeror possesses know-how regarding sales and marketing cultivated in the telecommunications field and is fully leveraging its knowledge in cutting-edge technology around the world. Through these efforts, the Tender Offeror has positioned expanding its customer base and establishing a new revenue base while providing benefits not only to existing customers but also to society as a whole as its strategy.

The Tender Offeror has defined the *Beyond Carrier* strategy as its growth strategy since fiscal year 2017, and it aims to expand its business fields other than telecommunications by harnessing technologies such as Artificial Intelligence (AI). Under this strategy, the Tender Offeror now possesses digital platforms, such as Yahoo! JAPAN (the number of domestic monthly users (as of March 31, 2021): approximately 67 million) and LINE (the number of domestic monthly users (as of March 31, 2021): 88 million), through measures such as the conversion of Z Holdings Corporation into a subsidiary in June 2019 and the integration of its subsidiaries, Z

Holdings Corporation and LINE Corporation, in March 2021. In addition, the Tender Offeror is working to support customers' marketing DX (Note 1) by utilizing data and cutting-edge technologies.

(Note 1) Marketing DX refers to the efforts by companies to transform and improve their marketing activities by utilizing data and digital technologies.

On the other hand, the Target Company notes that it can trace its beginnings to the establishment of eMnet Co., Ltd. to serve as the Japanese branch office of EMNET, its South Korean-based parent company, in 2007. The Japanese branch office was created so that EMNET could expand its internet advertising business in Japan. Subsequently, in April 2013 the Target Company was founded with 100%-financing from EMNET under the premise that it would take over business operations from eMnet Co., Ltd., in order to drive further business growth in Japan and realize even more flexible and autonomous business expansion initiatives. The Target Company notes that since its founding, it has adopted the statement "Be a Company that Evolves Together with Clients" as its corporate philosophy. To fulfill the needs of client companies, the Target Company carries out an internet advertising business that provides strategies, management, analysis and improvement services aimed at solving digital marketing issues and facilitating further improvement in profits. One of the features of the Target Company's business is that it has a dedicated service representative system in which one representative provides each client company with a full range of services spanning sales and planning and proposal, implementation, analysis and improvement of advertising on a one-stop basis. Its strengths lie in the ability to provide services from a comprehensive and expert perspective as a consultant on internet advertising. The Target Company has expanded its business through the mainstay services of search-linked advertising (Note 2) and managed display advertising (Note 3). The Target Company states that it has listed its shares on the Mothers Market of the TSE since September 2018.

(Note 2) Search-linked advertising (listing ads) is advertising shown together with the search results of search engines provided by companies such as Yahoo Japan Corporation, a wholly owned subsidiary of Z Holdings Corporation, which is a consolidated subsidiary of the Tender Offeror, and Google LLC. The advertising is linked to search keywords and is a type of managed advertising in which advertising related to the content of search results pages is shown (advertisements are continuously managed while revising and improving factors such as bidding prices, creativity, advertising spaces, and targets depending on the circumstances of the management). These advertisements enable advertisers to approach customers with needs that have already become apparent.

(Note 3) Managed display advertising allows advertisements to be shown in the advertising areas of portal sites, blogs and other information viewed by a user by setting demographic data, including the user's gender, age, address, and occupation, and conditions such as the user's interests and concerns. Managed display advertising enables advertisers to reach users who cannot be approached by search-linked advertising and to approach many prospective and potential users.

In the internet advertising market, which is the Target Company's business field, the needs of client companies are constantly changing because of extremely rapid shifts in the business environment, even as the overall market expands steadily. For this reason, the Target Company recognizes that it will be vital to adapt to changes in the business environment in order to realize further profit growth and improvement of corporate value. Specifically, advances in digital technology can be expected to have a significant impact on corporate

management and the internet advertising business, where technological innovation is evolving rapidly. Accordingly, the Target Company notes that addressing new technologies such as these digital technologies will be a crucial task. From the perspective of the customer base, the Target Company states that it has been working to increase the number of projects by offering advertising proposals that include digital shift strategies encouraging customers to shift from advertising in other media to internet advertising particularly to corporate customers headquartered in regions outside of Tokyo.

The Tender Offeror, under the strategy described above, had constantly considered M&As in the internet advertising field as a growth initiative to further strengthen the marketing DX support framework for the Tender Offeror's customers and to further expand its customer base. Under such circumstance, the Tender Offeror became aware of the existence of the Target Company, which had undertaken agency transactions concerning advertising services with Yahoo Japan Corporation, a subsidiary of the Tender Offeror. The Tender Offeror recognized the Target Company as a firm that has internet advertising management know-how that enables to provide services ranging from strategy development to analysis and improvement on a one-stop basis and a well-balanced customer base not skewed to any particular business sector. The Tender Offeror believed that building an alliance with the Target Company could help it to strengthen its marketing DX support framework. Based on this belief, the Tender Offeror began considering measures to make the Target Company a consolidated subsidiary and form the Capital and Business Alliance in late November 2020. Concurrently, the Tender Offeror initially approached the Target Company with a proposal for the Tender Offeror to make the Target Company a consolidated subsidiary and form the Capital and Business Alliance. Then, as a result of this initial approach, the Tender Offeror received an indication from the Target Company that it could agree to have discussions on the proposal for the Tender Offeror to make the Target Company a consolidated subsidiary and form the Capital and Business Alliance. In addition, based on these considerations, the Tender Offeror believed that the Tender Offeror and the Target Company had an adequately complementary relationship and that the capture of synergies through the conversion of the Target Company into a consolidated subsidiary and the Capital and Business Alliance would contribute to a further increase in the Tender Offeror's corporate value. This belief was based on the Target Company's know-how regarding the internet advertising management field, an area where the Tender Offeror had long believed that it specifically needed to strengthen its hand as it worked to provide support for customers' marketing DX initiatives, and the Target Company's well-balanced customer base, which is not skewed to any particular business sector. For this reason, in early December 2020, the Tender Offeror made an initial request to the Target Company concerning the start of discussions on the Tender Offeror's making the Target Company a consolidated subsidiary and forming the Capital and Business Alliance, with the aim of utilizing their respective management resources and improving the value of services provided by both companies, and the Tender Offeror then obtained approval from the Target Company on starting specific discussions on the matters at hand. Thereafter, in late January 2021 to early February 2021, the Tender Offeror once again explained to the Target Company about the significance and purpose of the Tender Offeror acquiring the Target Company Shares by way of a tender offer and the Tender Offeror and the Target Company forming a capital and business alliance. The Tender Offeror and the Target Company then started specific discussions on achieving those objectives.

Moreover, in the abovementioned considerations, the Tender Offeror judged that the acquisition of the Target Company Shares through a tender offer would be the best way to make the Target Company a consolidated subsidiary. Furthermore, the Tender Offeror had believed that it would be necessary to receive the tendering of a sizable ratio of the Target Company Shares, amounting roughly to a majority of shares needed to make the

Target Company a consolidated subsidiary, from EMNET, the principal and largest shareholder of the Target Company. For these reasons, in late November 2020, the Tender Offeror made contact with EMNET through Mr. Yamamoto, CEO of the Target Company, and examined the willingness of EMNET to allow the Tender Offeror to make the Target Company a consolidated subsidiary and to sell its Target Company Shares to the Tender Offeror for this purpose. In response, the Tender Offeror received an indication from EMNET that it may be willing to discuss the sale of its Target Company Shares. Therefore, in early February 2021, the Tender Offeror began discussions with EMNET for the purpose of allowing the Tender Offeror to make the Target Company a consolidated subsidiary and to acquire the Target Company Shares from EMNET through the Tender Offer. EMNET decided to participate in the discussions because it believed that building a relationship with the Tender Offeror as a new partner of the Target Company would be useful to further improving the Target Company's corporate value, considering the synergies that could be created through collaboration between the Tender Offeror's digital platforms and the Target Company, which are expected to be realized through the Tender Offeror's conversion of the Target Company into a consolidated subsidiary and the Capital and Business Alliance, and because it had hopes for the three companies, namely EMNET, the Target Company and the Tender Offeror, to jointly conduct overseas business expansion initiatives in the future, as EMNET had expected to conduct overseas business expansion initiatives outside of Korea.

Through these discussions, in early February 2021, the Target Company conveyed its hopes to the Tender Offeror of maintaining the listing of the Target Company Shares on the Mothers Market of the TSE even after the Tender Offer. Moreover, in early February 2021, EMNET conveyed its hopes to continue to own around 20% of the Target Company Shares even after the Tender Offer, in order to continue its business relationship with the Target Company even after the Tender Offer, as EMNET expects to conduct overseas business expansion initiatives outside of Korea going forward. Furthermore, the Tender Offeror and EMNET had expressed their hopes that Mr. Yamamoto, CEO of the Target Company, would remain in his position even after the Tender Offer, and that Mr. Yamamoto would not sell the Target Company Shares that he owns in the Tender Offer to the furthest extent possible, in order to secure Mr. Yamamoto's continuing commitment to the Target Company.

The Tender Offeror considered a transaction structure that would fulfill these conditions while enabling the Tender Offeror to make the Target Company a consolidated subsidiary. In mid-February 2021, it arrived at the conclusion that a transaction structure would be needed that satisfies the following points:

- (i) The TSE's transition to new market segments will be implemented with April 4, 2022 as the transition date for all companies and June 30, 2021 as the record date for the transition. Considering the continued listing criteria for the Growth Market, where the Target Company Shares are expected to be transferred from the Mothers Market, it will be necessary to maintain the ratio of tradable shares of the Target Company (Note 4) at 25% or more even after the Tender Offer, in order to maintain the listing of the Target Company Shares immediately after the Tender Offer and over the medium and long terms. Meanwhile, if it is assumed that ordinary shareholders tender their shares in the Tender Offer, this could lead to a decrease in tradable shares and the continued listing criteria may not be fulfilled. For this reason, it is necessary to set the Tender Offer Price at a discounted price to the market price of the Target Company Shares, so that the transaction involves the tendering of only the Tender-Agreed Shares to the furthest



extent possible.

(Note 4) In (i) above, tradable shares have the meaning defined in “Development of Listing Rules for Cash Equity Market Restructuring (second set of revisions)” published by the TSE on December 25, 2020. In “(6) Prospect of and Reasons for Delisting” below, tradable shares have the meaning defined in the Enforcement Rules for Securities Listing Regulations of the TSE as of today.

- (ii) Under the assumptions of not expecting the tendering of shares from ordinary shareholders as described in (i) above and ensuring that Mr. Yamamoto will not sell the Target Company Shares that he owns in the Tender Offer to the furthest extent possible, the Tender Offeror will only receive the Target Company Shares to be sold by EMNET (number of owned shares: 1,180,200 shares, ownership ratio: 59.74%). Under these conditions, considering EMNET’s hopes, as described above, to continue to own around 20% of the Target Company Shares even after the Tender Offer, it is impossible for the Tender Offeror to acquire a majority of the Target Company Shares through the Tender Offer. For this reason, in order for the Tender Offeror to gain effective control over management of the Target Company, which is required for the Tender Offeror to make the Target Company a consolidated subsidiary under IFRS, the Tender Offeror must first acquire a number of the Target Company Shares equivalent to the minimum number of shares to be purchased in the Tender Offer, and then hold additional rights such as the right to nominate a majority of directors of the Target Company, in order to secure the aforementioned effective control over management. In order to secure these rights with EMNET, which will still be the Target Company’s principal shareholder even after the Tender Offer, it is necessary for the Tender Offeror to execute the Shareholders Agreement with EMNET (for details on the Shareholders Agreement, please refer to “③ The Shareholders Agreement” in “(3) Important Agreements Related to the Tender Offer” below.).
- (iii) In order for the Tender Offeror to fulfill the conditions noted above, and ensure the acquisition of a number of Target Company Shares equivalent to the minimum number of shares to be purchased in the Tender Offer, which is the bare minimum needed to convert the Target Company into a consolidated subsidiary under IFRS, the Tender Offeror must acquire a portion of the Target Company Shares owned by Mr. Yamamoto (6,200 shares, ownership ratio: 0.31%) from Mr. Yamamoto, in addition to acquiring shares from EMNET. Moreover, if the acquisition of Target Company Shares from Mr. Yamamoto stays within the aforementioned level, it is believed that there will be no problems with securing Mr. Yamamoto’s continuing commitment to the Target Company after the Tender Offer.

Subsequently, in late February 2021 to early March 2021, the Tender Offeror made a proposal on advancing consideration of the Tender Offer based on the assumptions of the abovementioned items (i) to (iii) to the Tender-Agreed Shareholders and the Target Company and reached an agreement on this matter.

Following this agreement, the Tender Offeror conducted due diligence of the Target Company from mid- to late-March 2021. In parallel, the Tender Offeror conducted negotiations with the Tender-Agreed Shareholders on the number of the Tender-Agreed Shares and the Tender Offer Price until early May 2021. Additionally, the Tender Offeror also conducted negotiations with EMNET on the matters to be provided in the Shareholders Agreement (for details on the Shareholders Agreement, please refer to “③ The Shareholders Agreement” in

“(3) Important Agreements Related to the Tender Offer” below.). During those negotiations, the Tender Offeror, the Target Company, and EMNET began considering executing a tri-party agreement (hereinafter, the “Tri-Party Agreement.” For details on the Tri-Party Agreement, please refer to “④ The Tri-Party Agreement” in “(3) Important Agreements Related to the Tender Offer” below; also, the Tender Offer, the Capital and Business Alliance and the Tri-Party Agreement shall be collectively referred to as the “Transaction” hereinafter), in order to establish an agreement on maintaining ownership ratios pertaining to the Target Company Shares of the Tender Offeror and EMNET after the Tender Offer. Alongside the matters described above, the Tender Offeror, the Target Company and EMNET also conducted negotiations on the matters to be provided in this agreement.

Furthermore, the Tender Offeror and the Tender-Agreed Shareholders agreed that each Tender-Agreed Shareholder would tender the Tender-Agreed Shares to the Tender Offer, and that the Tender Offer Price shall be set at a price discounted by 10% (amounts less than JPY1 shall be rounded down) from the lower of either (i) the closing price of the Target Company Shares on the Mothers Market of the TSE on May 20, 2021, the business day before the announcement date of the Tender Offer; or (ii) the simple average closing price of the Target Company Shares on the Mothers Market of the TSE over the one-month period ending on May 20, 2021 (rounded to the nearest whole yen; the same applies to the calculation of the simple average closing prices hereinafter), since the Tender Offeror believed it would be desirable to set the Tender Offer Price considering not only the share price on the business day before the announcement date of the Tender Offer, but also the share price over a certain period before the announcement to reduce the impact of short-term and rapid share price movements as much as possible, and the Tender Offeror executed the Tender Agreements with the Tender-Agreed Shareholders on May 21, 2021. On the same day, the Tender Offeror executed the Shareholders Agreement with EMNET (For details on the Shareholders Agreement, please refer to “③ The Shareholders Agreement” in “(3) Important Agreements Related to the Tender Offer” below.).

The Tender Offer is not intended as a means of delisting the Target Company Shares. It is the policy of the Tender Offeror, EMNET and the Target Company to maintain the listing of the Target Company Shares even after the Tender Offer is consummated. However, in the process of the Tender Offeror’s conducting a detailed review toward implementing the Tender Offer, it was found in late April 2021 that in the Tender Offer, the share certificates, etc. ownership ratio of the Tender Offeror and its Specially Related Parties may exceed two-thirds after the Tender Offer (For details, please refer to (Note 3) in “(1) Summary of the Tender Offer” above.), giving rise in this case to a full purchase obligation and a full solicitation obligation in accordance with the provisions of laws and regulations (Article 27-13, Paragraph 4 of the Act, Article 14-2-2 of the Enforcement Order, Article 27-2, Paragraph 5 of the Act, and Article 8, Paragraph 5, Item 3 of the Enforcement Order). For this reason, the Tender Offeror has decided to include the Share Options in the share certificates, etc. that it will purchase. Among the Share Options, it is stipulated that the exercise of share options for the 1st Series Share Options is conditional upon the Share Option Holder having the position of a Director, Statutory Auditor, or an employee of the Target Company at the time of exercising the share options. It is further stipulated that the exercise of share options for the 2nd Series Share Options and 3rd Series Share Options is conditional upon the Share Option Holder being a Director (excluding Directors who are Audit and Supervisory Committee members) or an employee (provided, however, that this condition does not apply if the Share Option Holder has retired upon the expiration of his or her term of office or has retired upon reaching the fixed

retirement age, or where there are other legitimate reasons) of the Target Company or the Target Company's affiliated companies at the time of exercising the share options. Given that those stipulations are interpreted to mean that the Tender Offeror would be unable to exercise the Share Options even if it were to acquire them through the Tender Offer, the Tender Offeror decided to set the Share Option Price at JPY1 per share option on May 21, 2021.

In addition to the aforementioned matters, from early December 2020 onward, the Tender Offeror and the Target Company conducted discussions on several occasions about the synergies anticipated from the Capital and Business Alliance and the specific methods, details and other matters pertaining to the Capital and Business Alliance.

The Tender Offeror and the Target Company aim to promote marketing DX by mutually utilizing their management resources. Concurrently, the Tender Offeror and the Target Company will leverage the features of both companies through the conversion of the Target Company into a consolidated subsidiary of the Tender Offeror, with the aim of realizing the synergies described below:

(i) Strengthen the marketing DX support framework

The Tender Offeror will work to strengthen the marketing DX support framework by coordinating its know-how regarding sales and marketing cultivated in the telecommunications field, its digital platforms, such as Yahoo! JAPAN and LINE, and data utilization, and the Target Company's know-how regarding internet advertising management. The Tender Offeror and the Target Company will strengthen their frameworks and develop new services by using both companies' management resources. Through these efforts, the Tender Offeror and the Target Company believe that they can improve the value of the services they provide and help to solve clients' issues regarding awareness of products and services and attracting customers.

(ii) Expand the customer bases of the Tender Offeror and the Target Company

The Tender Offeror has a customer base spanning several business sectors centered on large companies, whereas the Target Company has a customer base that covers a wide range of areas centered on small and medium-sized companies. Through personnel interactions between the Tender Offeror and the Target Company, sales and marketing know-how will be shared between the two companies. The Tender Offeror believes that this sharing of sales and marketing know-how will lead to an expansion of the customer bases of both companies.

(iii) Mutual use of knowledge and technology by the Tender Offeror and Target Company

The Tender Offeror and Target Company will consider mutually using their knowledge and technologies in digital fields. Specifically, the Tender Offeror will deploy its knowledge and technology related to automation of business processes at the Target Company. By doing so, the Tender Offeror believes that the Target Company will be able to concentrate its resources on higher value-added operations. Moreover, the Target Company will provide insourcing support services related to digital marketing to the Tender Offeror's customers, the Tender Offeror's group companies and related entities so that they can carry out digital marketing activities in-house. Through these efforts, it is believed that the marketing-related operations of the Tender Offeror's customers, the Tender Offerors' group companies and related entities can be made even more efficient.

As described above, the two companies agreed on the principle that making the Target Company a consolidated subsidiary by implementing the Tender Offer and the Capital and Business Alliance would be highly effective means of increasing the respective corporate value and shareholder value of both companies. Accordingly, by the decision of Junichi Miyakawa, President & CEO of the Tender Offeror, the Tender Offeror decided on May 21, 2021 to execute the Capital and Business Alliance Agreement with the Target Company, and in accordance with the provisions of such agreement, to implement the Tender Offer for the purpose of strengthening the business platform and driving sustained growth of both the Tender Offeror and the Target Company and converting the Target Company into a consolidated subsidiary of the Tender Offeror, by acquiring a portion of the shares owned by the Tender-Agreed Shareholders.

② The Target Company's Decision-Making Process and Reasons for the Decision to Support the Tender Offer

The Target Company Press Release states that the Target Company's decision-making process and reasons for the decision to support the Tender Offer were as follows.

The Target Company states that in late November 2020, it was initially approached by the Tender Offeror regarding the possibility of the Tender Offeror acquiring the Target Company Shares from the Target Company's shareholders, including EMNET, which is the controlling shareholder (parent company) of the Target Company, through a tender offer, and forming a capital and business alliance. Subsequently, in early December 2020, the Target Company notes that it then received an initial request to start specific discussions and reviews aimed at implementing the Transaction. In late November 2020, the Target Company made a preliminary approach and conducted an initial consultation with CrossOver Law Firm as the Target Company's legal advisor, in order to prepare for the start of the specific discussions and reviews aimed at implementing the Transaction. Following CrossOver Law Firm's advice, the Target Company established a Special Committee (for the composition of the Special Committee, description of its specific activities and related information, please refer to "② Establishment of a Special Committee Independent of the Target Company and Acquisition of a Report from the Special Committee" in "(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest" below.) on December 16, 2020, with the aim of eliminating any discretion from the decision-making process of the Target Company related to the Transaction; ensuring the fairness, transparency, and objectivity of the decision-making process, and avoiding conflicts of interest. Moreover, in late January 2021, Daiwa Securities Co. Ltd. was selected as a financial adviser independent of the Tender Offeror, SBG, SBGJ, the Tender-Agreed Shareholders, and the Target Company. With these measures, the Target Company states that it established a framework for undertaking specific examinations related to the Transaction. (The Target Company notes that Young-won Kim, one of the 7 Directors of the Target Company, serves as the Representative Director of EMNET as of May 21, 2021. Therefore, discussions at the meeting of the Target Company's Board of Directors on December 16, 2020 concerning the establishment of the Special Committee were held by 6 Directors other than Young-won Kim so as to avoid any conflicts of interest, and a resolution was passed with the unanimous support of all those present.)

It was stated that subsequently, from late January 2021 to early February 2021, the Target Company received briefings from the Tender Offeror on the significance and purpose of the Transaction, and specific discussions and negotiations eyeing the Transaction were initiated among the Tender Offeror, EMNET, and the Target Company. Based on the foregoing, it was stated that from late February 2021 to early March 2021, the Target Company received a proposal from the Tender Offeror on advancing consideration of the Tender Offer based on

the premise of adopting the scheme described in “① Background and Purpose of the Tender Offer” above and reached an agreement on the proposal. Moreover, the Target Company consented to the implementation of due diligence of the Target Company by the Tender Offeror from mid- to late March 2021. In parallel, until early May 2021, the Tender Offeror and EMNET conducted discussions and reviews on several occasions about the purpose of the Transaction and the various conditions of the Transaction, including the management framework and management policy after the Transaction. It is stated that during these discussions and reviews, the Tender Offeror, EMNET and the Target Company started considering the prospects for executing the Tri-Party Agreement to reach agreement on maintaining ownership ratios related to the Target Company Shares of the Tender Offeror and EMNET after the Tender Offer. It is also stated that negotiations on the matters to be prescribed in the Tri-Party Agreement were also concurrently held. For details on the Tri-Party Agreement, please refer to “④ The Tri-Party Agreement” in “(3) Important Agreements Related to the Tender Offer” below.

Furthermore, the Special Committee established by the Target Company, as stated in “② Establishment of a Special Committee Independent of the Target Company and Acquisition of a Report from the Special Committee” in “(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest” below, received legal advice on matters such as considerations regarding the decision-making process and methods for the Transaction from Miura & Partners, which was selected as a legal advisor by the Special Committee. Additionally, the Special Committee gathered information from the Target Company on matters such as the purpose of the Transaction, its background and circumstances, and the post-Tender Offer business management policies. Based on this information, the Special Committee carefully examined and deliberated on the Matters for Consultation (to be defined in “② Establishment of a Special Committee Independent of the Target Company and Acquisition of a Report from the Special Committee” in “(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest” below). On May 21, 2021 the Special Committee submitted its report to the Target Company’s Board of Directors indicating that the decision of the Target Company’s Board of Directors on the Tender Offer (specifically, its expression of opinion in support of the Tender Offer and its intention to leave the decision as to whether or not to accept the Tender Offer to the shareholders and the Share Option Holders) would not be disadvantageous to the Target Company’s minority shareholders (hereinafter, “the Report”). (For details on the specific activities of the Special Committee and details on the Report, please refer to “② Establishment of a Special Committee Independent of the Target Company and Acquisition of a Report from the Special Committee” in “(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest” below.)

Following the activities described above, the Target Company’s Board of Directors notes that it considered the legal advice it received from CrossOver Law Firm, its legal advisor. Concurrently, the Target Company’s Board of Directors states that it carefully discussed and reviewed the various conditions of the Transaction from the standpoint of improving corporate value, based on the content of the Report from the Special Committee.

As the Target Company states, by building a capital and business alliance relationship with the Tender Offeror through the implementation of the Tender Offer and the Capital and Business Alliance, the Target Company will be able to (i) expand sales to new customers leveraging the enterprise customer base and sales framework of the Tender Offeror’s group companies; (ii) develop new services with the management resources of both companies; (iii) apply the Tender Offeror’s knowledge and technology in digital fields; and, (iv) provide insourcing support services related to digital marketing to the Tender Offeror’s group companies. Therefore, the Target Company

states that it reached the conclusion that the Transaction will contribute to improving the Target Company's corporate value and it decided to support the Tender Offer.

Moreover, with regard to the appropriateness of the Tender Offer Price, it is deemed to be sufficiently reasonable for the shareholders of the Target Company to choose the option of continuing to hold the Target Company's shares even after the consummation of the Tender Offer, given that (a) the Target Company has not engaged a third-party evaluator to evaluate the value of the shares and the Target Company has not independently verified whether or not the Tender Offer Price appropriately reflects the Target Company's corporate value, because the Tender Offer Price was ultimately decided based on the results of discussions and negotiations with the Tender Offeror and the Tender-Agreed Shareholders; and, (b) the Tender Offer Price, which was determined as a result of discussions and negotiations between the Tender Offeror and the Tender-Agreed Shareholders, is based on the market price of the Target Company Shares, and is set at a price discounted to a certain extent from that market price, and (c) the Tender Offeror does not intend to delist the Target Company's shares in the Tender Offer, and the listing of the Target Company's shares is expected to be maintained even after the Tender Offer is consummated. In light of these conditions, the Target Company states that it has resolved to reserve its opinion on the appropriateness of the Tender Offer Price, and to leave the decision as to whether or not to accept the Tender Offer up to the judgement of the shareholders and the Share Option Holders.

### ③ Management Policy after the Tender Offer

The Tender Offeror, as part of its management policy for the Target Company after the Tender Offer, plans to maintain the listing of the Target Company Shares on the Mothers Market of the TSE and to preserve and respect the autonomy of the Target Company's brand and management. Therefore, the Tender Offeror will deepen collaboration between both companies in conjunction with respecting the Target Company's business management and employees. Along with this, the Tender Offeror will strive to maximize synergies, as noted in “① Background and Purpose of the Tender Offer” above, while aiming to promote business expansion and improved efficiency at both the Tender Offeror and the Target Company and seeking to improve corporate value in the future beyond.

As of today, the Target Company's Directors comprised 7 individuals (of whom 4 individuals also served as Audit and Supervisory Committee members). Pursuant to the Capital and Business Alliance Agreement, the Tender Offeror and the Target Company have agreed that after the completion of the Tender Offer, the Target Company will have 8 Directors (3 of whom will be Outside Directors), and 5 of the Directors will be nominated by the Tender Offeror (All of the 3 Directors other than the 5 Directors to be nominated by the Tender Offeror will be Outside Directors. All 3 of these individuals are members of the Special Committee related to the Transaction, which was established by the Target Company. (For matters such as the composition of the Special Committee and a description of its specific activities, please refer to “② Establishment of a Special Committee Independent of the Target Company and Acquisition of a Report from the Special Committee” in “(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest” below.)). The Target Company plans to hold an Extraordinary General Meeting of Shareholders as soon as practicable after the consummation of the Tender Offer. Of the 5 Directors to be nominated by the Tender Offeror, 3 Directors will be dispatched from the Tender Offeror. Mr. Yamamoto and Mr. Hitoshi Murai, both of whom are the Target Company's Directors as of today, are scheduled to be nominated as the remaining 2 Directors. For details on the Capital and Business Alliance Agreement, please refer to “② The Capital and Business Alliance Agreement” in “(3) Important Agreements Related to the Tender Offer” below.

Furthermore, in the Shareholders Agreement, the Tender Offeror and EMNET have agreed on matters pertaining to the exercise of voting rights at the General Meeting of Shareholders of the Target Company after the Tender Offer, among other related matters. For details on the Shareholders Agreement, please refer to “③ The Shareholders Agreement” in “(3) Important Agreements Related to the Tender Offer” below.

### (3) Important Agreements Related to the Tender Offer

#### ① The Tender Agreements

Upon implementing the Tender Offer, the Tender Offeror executed the respective Tender Agreements with the Tender-Agreed Shareholders on May 21, 2021, in which EMNET agreed to tender a portion of its Target Company Shares (785,000 shares, ownership ratio: 39.74%) and Mr. Yamamoto agreed to tender a portion of his Target Company Shares (6,200 shares, ownership ratio:0.31%) to the Tender Offer.

Moreover, under the Tender Agreements, the following conditions are prescribed for the Tender-Agreed Shareholders to accept the Tender Offer: 1) the Tender Offer has been started and has not been withdrawn; 2) the Tender Offeror’s representations and warranties (Note 1) are true and accurate in material respects; 3) the Tender Offeror has not violated its obligations (Note 2) under the Tender Agreements in material respects; 4) the resolutions expressing an opinion of agreement with the Tender Offer in the Board of Directors of the Target Company has been legally and effectively conducted, and the representations have been publicly announced and have not been changed or withdrawn; 5) the Capital and Business Alliance Agreement, the Shareholders Agreement, and the Tri-Party Agreement have been legally and effectively executed and are still in effect; 6) no petition, lawsuit, or procedure filed with a judicial or administrative institutions or other institutions with authority requesting the restriction or prohibition of the Tender Offer or the acceptance of it by the Tender-Agreed Shareholders is pending, and there are no laws, regulations, orders, dispositions, or decisions by a judicial or administrative organization or other organization with authority restricting or prohibiting Tender Offer or the acceptance of it by the Tender-Agreed Shareholders; and 7) there is no insider information regarding the Target Company subject to the insider trading regulations that has not been disclosed. However, the Tender-Agreed Shareholders may waive the conditions precedent described above at their discretion and accept the Tender Offer.

(Note 1) In the Tender Agreements, the Tender Offeror makes the following representations and warranties: 1) legality and effectiveness of establishment and survival; 2) possession of the necessary legal capacity and capacity to act for executing and performing the Tender Agreements, and implementation of the necessary procedures; 3) effectiveness and enforceability of the Tender Agreements; 4) acquisition of permits, etc., required in relation to execution and performance of the Tender Agreements; 5) not being incapacitated, etc., and absence of any petition to start insolvency proceedings, etc.; and 6) absence of relationships with antisocial forces and acts such as violent demands.

(Note 2) In the Tender Agreement, the Tender Offeror undertakes the obligation to start the Tender Offer and the obligation to keep confidentiality, as well as the following obligations: 1) the obligation to cooperate with the Tender-Agreed Shareholders within a necessary and reasonable scope to ensure that each of the conditions precedent are satisfied; 2) the obligation to immediately notify the Tender-Agreed Shareholders if the Tender Offeror breaches the representations and warranties in the Tender Agreement, breaches the obligation under the Tender Agreements, or becomes unable to satisfy the conditions precedent for performance of obligations of the Tender-Agreed Shareholders by the date of closing of the Tender Agreements; and 3) the obligation not to transfer any rights or obligations of the

## Tender Agreements.

### ② The Capital and Business Alliance Agreement

The Tender Offeror executed the Capital and Business Alliance Agreement with the Target Company on May 21, 2021. Details of the agreement based on the Capital and Business Alliance Agreement are as follows.

#### (i) Purpose of the business alliance

- The purpose of the business alliance is to aim to build long-term relationships with customers as a partner closely aligned to customers and to further expand the business of the Tender Offeror and the Target Company by both companies collaborating to provide strategic proposals to corporate customers using internet advertising in the digital marketing market and a comprehensive suite of services from analysis of advertising effect to operation and improvement.

#### (ii) Items related to the Tender Offer

- The Tender Offeror shall implement the Tender Offer. The Target Company shall express an opinion of agreement with the Tender Offer, and shall maintain the expressed opinion until the purchase period during the Tender Offer (the “Tender Offer Period”) is complete and as long as the Tender Agreements remain legal and effective, neither changing or withdrawing it.

#### (iii) Details of the business alliance

- The Tender Offeror and the Target Company shall conduct a business alliance for the businesses outlined below.
  - (a) Internet advertising business
  - (b) Creative production business
  - (c) Marketing and consulting business (advertising operation consulting, content marketing, etc.)
  - (d) Other new business (insourcing support services for corporations at group companies of the Tender Offeror, etc.)
- The Tender Offeror shall promote the strengthening of marketing DX support systems at the Tender Offeror’s group companies, and provide total solutions such as advertising marketing strategy proposals and support for DX promotion to the Tender Offeror’s customers (specific role is as follows).
  - (a) Implementation of sales activities
  - (b) Advertising marketing and consulting proposals
  - (c) Provision of proposals, etc., to the Target Company
  - (d) Communication with relevant service providers within the Tender Offeror’s group companies
  - (f) Provision of new service development ideas and trial environments, etc., to the Target Company
  - (g) Other items needed for conducting the business alliance
- The Target Company shall implement sales support and advertising operation services for the Tender Offeror, utilizing advanced advertising operation expertise possessed by the Target Company, and shall lead efforts to increase new business opportunities and collaborative product creation opportunities through collaboration with the Tender Offeror (specific role is as follows).
  - (a) Support the sales of the Tender Offeror relating to advertising marketing and consulting proposals, consulting support, and implement advertising operations
  - (b) Customer service through a range of processes from sales, operation to analysis including provision of proposals to the Target Company from the Tender Offeror.
  - (c) Strengthening of advertising operation systems of the Target Company (staff development, etc.)



- (d) Reduction of operation processes through promotion of automation of advertising operation work and promotion of shift to proposal and consulting services, etc.
  - (e) New service development (Development of insourcing support services for corporations, etc.)
  - (f) Information provision and proposals, etc. to the Tender Offeror such as customer needs for advertisement operation, changes in technology trends, and improvements in operation management tools, etc.
  - (g) Other items needed for conducting the business alliance
- The Tender Offeror and the Target Company shall execute a basic agreement regarding dispatch of employees between both companies around the end of June 2021, and then promptly the Target Company shall dispatch two of its employees to the Tender Offeror, and the Tender Offeror and the Target Company shall cooperate to start operations regarding the building of an advertising operation system agreed upon in the Capital and Business Alliance Agreement.
  - The Tender Offeror and the Target Company shall both cooperate to implement initiatives anticipating the future changes in the market environment and customer needs, etc. and shall share information on the status of the business alliance and resolve any issues that arise without delay.
  - The Tender Offeror and the Target Company shall conduct collaboration and division of operations so as to realize integrated and efficient business management.
- (iv) Management, etc. of the Target Company under the Capital and Business Alliance
- The Tender Offeror and the Target Company shall maintain and respect the listing of the Target Company Shares on the TSE and the Target Company's autonomy as a listed company, and shall confirm their awareness of the importance of seeking the common benefit of the Target Company's shareholders, including minority shareholders.
  - The Target Company shall establish a general meeting of shareholders and directors, as well as a board of directors, an audit and supervisory committee, and an accounting auditor, and the number of directors of the Target Company shall be eight.
  - The Tender Offeror shall have the right to request to the Target Company that the Target Company propose of five persons nominated by the Tender Offeror as candidates for director of the Target Company; and if the Tender Offeror exercises this right, the Target Company shall propose the election of the director candidates nominated by the Tender Offeror as directors at its general meeting of shareholders and shall strive to the reasonable extent to secure the approval of the election proposal as proposed at its general meeting of shareholders.
  - The Target Company shall hold an extraordinary general meeting of shareholders as soon as is practicable after the consummation of the Tender Offer and submit a proposal for election of directors with the persons agreed upon in the Capital and Business Alliance Agreement as director candidates.

### ③ The Shareholders Agreement

The Tender Offeror executed the Shareholders Agreement with EMNET on May 21, 2021, and the matters relating to execution of voting rights at the general meeting of shareholders of the Target Company after the Transaction is completed have been agreed as follows.

Specifically, the parties agreed that (i) EMNET shall exercise its voting rights at the general meeting of shareholders of the Target Company as requested by the Tender Offeror with regard to director election proposals, and that (ii) the Tender Offeror is to notify EMNET in advance about the director candidates that

the Tender Offeror will nominate in accordance with the Capital and Business Alliance Agreement and respond to consultation.

Furthermore, in the Shareholders Agreement the Tender Offeror and EMNET agreed with regard to the handling of the Target Company Shares that (i) EMNET will not without the prior consent of the Tender Offeror transfer or otherwise dispose of the Target Company Shares necessary for the total number of voting rights in the Target Company held by the Tender Offeror and the EMNET to maintain a majority of the total voting rights (fully diluted basis) of the Target Company; and (ii) during the effective period of the Shareholders Agreement, EMNET will not without the prior consent of the Tender Offeror conduct an additional acquisition of the Target Shares itself or have its affiliate company conduct such additional acquisition.

#### ④ The Tri-Party Agreement

The Tender Offeror concluded the Tri-Party Agreement with the Target Company and EMNET on May 21, 2021, and agreed with regard to maintaining the ownership ratio of the Target Company Shares of the Tender Offeror and EMNET after the completion of the Tender Offer that in the case where the Target Company conducts an issuance of shares or share options or a disposal of treasury stock after the completion of the Tender Offer, the Target Company shall make a reasonable effort to maintain the ownership ratio of the Target Company Shares of the Tender Offeror and EMNET after the completion of the Tender Offer in accordance with the duty of care of directors and the applied rules, etc., of the Tokyo Stock Exchange.

Furthermore, under the Tri-Party Agreement, the Tender Offeror, the Target Company, and EMNET agreed that (i) the collaboration of the Tender Offeror, the Target Company, and EMNET with regard to the business of the Target Company would focus primarily on the Japanese domestic market, (ii) none of the Tender Offeror, the Target Company and EMNET is to be subject to a non-compete obligation with the other parties, and (iii) the parties all intend to consult sincerely regarding the possibility of collaboration between the Tender Offeror, the Target Company, and EMNET outside of Japan.

#### (4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest

As of today, the Tender Offeror, SBG and SBGJ do not own the Target Company Shares and the Share Options. The Tender Offer does not qualify as a tender offer by a controlling shareholder. Therefore, the Tender Offeror has not taken measures to ensure the fairness of the Tender Offer and to avoid conflicts of interest. On the other hand, as noted in “① The Tender Agreements” in “(3) Important Agreements Related to the Tender Offer” above, the Tender Offeror has executed a Tender Agreement with EMNET, which is the controlling shareholder (parent company) of the Target Company. The Tender Offeror will conduct the Tender Offer based on the assumption that the Tender Offeror will acquire the Target Company Shares from the controlling shareholder EMNET. Accordingly, it was noted that the Position Statement on the Tender Offer by the Target Company’s Board of Directors (hereinafter, “the Position Statement”) is subject to “Significant Transactions, etc. with the Controlling Shareholder” prescribed by the Code of Corporate Conduct of the TSE. Therefore, the Target Company states that it has implemented the following measures to ensure the fairness of the Tender Offer and avoid conflicts of interest. It was further noted that the Tender Offer was conducted as part of the Transaction, and that the following measures were implemented as part of measures to ensure the fairness of the Transaction and avoid conflicts of interest.

The Tender Offer Period is set at 21 business days. However, as noted in “① Background and Purpose of the Tender Offer” in “(2) Background, Purpose, and Decision-Making Process of the Decision to Implement the Tender Offer, and the Management Policy after the Tender Offer,” the Target Company believes that implementing the Tender Offer as early as possible will contribute to the Target Company’s growth and development and to improvement in its corporate value. Based on this belief, the Target Company states that it will not request an extension of the Tender Offer Period for the Tender Offer. The Target Company and the Tender Offeror do not have any agreement that may restrict communication, etc. between persons proposing a competing purchase and the Target Company, such as an agreement including deal protection provisions, which may prohibit the Target Company from communicating with persons proposing a competing purchase.

① Acquisition of Advice from an Independent Law Firm by the Target Company

The Target Company notes that it selected CrossOver Law Firm to serve as a legal advisor independent of the Tender Offeror, the Target Company and EMNET, in order to obtain expert advice on the fairness and legality of the procedures involved in the decision-making process pertaining to the Transaction. The Target Company says that it is obtaining from CrossOver Law Firm the necessary legal advice on the decision-making methods and processes of the Target Company’s Board of Directors concerning the Transaction, and other decision-making considerations.

② Establishment of a Special Committee Independent of the Target Company and Acquisition of a Report from the Special Committee

The Position Statement involves an expression of opinion on the Tender Offer, which will be conducted based on the assumption that the Tender Offeror, a third party, will acquire the Target Company Shares from EMNET, which is the controlling shareholder (parent company) of the Target Company. Accordingly, the Position Statement is subject to “Significant Transactions, etc. with the Controlling Shareholder” prescribed by the Code of Corporate Conduct of the TSE. Therefore, it is necessary for the Target Company to remove any arbitrariness from the Target Company’s decision-making process upon implementing the Tender Offer, and to ensure the fairness, transparency, and objectivity of the decision-making process. It is also necessary to acquire the opinion of persons who do not have conflicts of interest with the Target Company’s controlling shareholders, etc., as prescribed by the Code of Corporate Conduct of the TSE, stating that the decision indicated on the Target Company’s Position Statement is not disadvantageous to minority shareholders. To achieve these goals, the Target Company states that on December 16, 2020, it selected Masahiro Ueno, Kuniyoshi Nishimura, Izuru Ochiai and Eita Asabuki, all of whom are registered as Independent Directors in accordance with the rules of the TSE, to serve as the four members of the Special Committee. The Target Company further states that it consulted with the Special Committee on the matters described below (the “Matters for Consultation”).

The Special Committee was asked to determine whether the Target Company’s Position Statement on the Tender Offer and the Target Company’s decision to recommend or not recommend that the Target Company’s shareholders accept the Tender Offer are disadvantageous to the Target Company’s minority shareholders, based on consideration of the following perspectives:

- (i) Reasonableness of the purpose of the Transaction and the management policy after the purchase;
- (ii) Contribution of the Transaction to improving the Target Company’s corporate value after it is implemented;
- (iii) Appropriateness of the conditions pertaining to the Transaction; and

(iv) Fairness of procedures related to the Position Statement on the Tender Offer.

In addition, the Target Company states that it has granted the following authority to the Special Committee:

- (i) The authority to gather and receive information needed to judge and review the Matters for Consultation;
- (ii) The authority for the Special Committee to select its own financial or legal and other advisors, or approve the financial or legal and other advisors of the Target Company; and
- (iii) The authority to consider the adequacy of measures to ensure fairness that should be implemented for the Transaction, and to express opinions and make recommendations, as necessary.

The Special Committee notes that it held a total of 13 meetings from December 17, 2020 to May 19, 2021. In these meetings, the Special Committee carefully discussed and reviewed the Matters for Consultation, and then finalized the Report on May 21, 2021.

Specifically, based on the authority described above, the Special Committee noted that it first selected Miura & Partners as its legal advisor. While receiving advice from Miura & Partners, it was noted that the Special Committee was briefed by the Target Company's management on matters such as the purpose of the Transaction, the background and circumstances leading to the Transaction, the advantages and disadvantages that would ultimately result from the change in the Target Company's parent company from EMNET to the Tender Offeror through the specific measures to be implemented based on discussions with the Tender Offeror in accordance with the Transaction. It was further noted that the Special Committee was also briefed on the position of the Target Company's management toward the proposal of the Tender Offeror related to the Transaction, and the status of discussions and reviews of the Target Company, the Tender Offeror, and EMNET. The Special Committee conducted a question-and-answer session with the Target Company's management. Moreover, the Special Committee noted that it also reviewed relevant documents such as drafts of the press releases of the Target Company and the Tender Offeror, the draft of the Capital and Business Alliance Agreement, and the draft of the Tri-Party Agreement. In addition, it was stated that, on May 21, 2021, in consideration of the approved Tender Offer Price, all members of the Special Committee confirmed the content of the Report and consented to finalize the Report.

Following the process described above, on May 21, 2021, the Special Committee states that it submitted the following overview of the Report on the Matters for Consultation to the Target Company's Board of Directors based on a unanimous decision of the Special Committee members.

- a) As stated in “① Background and Purpose of the Tender Offer” and “② The Target Company's Decision-Making Process and Reasons for the Decision to Support the Tender Offer” in “(2) Background, Purpose, and Decision-Making Process of the Decision to Implement the Tender Offer, and the Management Policy after the Tender Offer” above, the purpose of the Tender Offer is to achieve sustained growth and evolution of the Target Company and to increase the Target Company's corporate value over the long term. There do not exist any circumstances, etc. that would call into question whether the Tender Offer is being undertaken to generate illegitimate gains for EMNET at the expense of the Target Company's minority shareholders. Therefore, the purpose of Tender Offer is deemed to be legitimate and reasonable.
- b) Given that all the conditions (i) to (iv) listed below are fulfilled, it is deemed that the fairness of the procedures related to the Tender Offer is assured.
  - (i) Reasonableness of the grounds for adopting the scheme for the Tender Offer

Based on the process of reviewing the scheme of the Tender Offer described in “① Background and Purpose of the Tender Offer” in “(2) Background, Purpose, and Decision-Making Process of the Decision to Implement the Tender Offer, and the Management Policy after the Tender Offer” above, it is judged that the Tender Offeror’s acquisition of the Target Company Shares from the Tender-Agreed Shareholders through the Tender Offer to execute the Capital and Business Alliance is reasonable.

(ii) Legality of the Tender Offer procedures

The Tender Offeror and the Target Company have selected legal advisers and received advice from a legal perspective on matters such as various Tender Offer procedures and decision-making methods and processes. Each legal adviser is independent of the Tender Offeror, SBG, SBGJ, EMNET and the Target Company, does not have any important conflicts of interest, and possesses extensive experience in these types of deals. Moreover, in the documents and other materials disclosed to the Special Committee, no matters that would call into question the legality of the Tender Offer procedures were found. For these reasons, it is believed that the legality of the Tender Offer procedures is assured.

(iii) Establishment of the Special Committee

In order to consult with an independent body on ensuring that the decision on the expression of opinion on the Tender Offer would not be disadvantageous to the Target Company’s minority shareholders, the Target Company has established the Special Committee based on a resolution of the Target Company’s Board of Directors and has requested that the Special Committee review the Matters for Consultation.

In making the aforementioned Board of Directors resolution, pursuant to the advice of the Target Company’s legal adviser, Young-won Kim, who concurrently serves as President and Representative Director of EMNET, the seller of the Tender Offer, did not participate in the deliberations on the proposal or the resolution thereof from the perspectives of avoiding suspicions of conflicts of interest. In addition, through the budget of the Target Company, the Special Committee has received legal advice from Miura & Partners, a legal adviser which is independent of the Tender Offeror, SBG, SBGJ, EMNET and the Target Company, and does not have material interest.

These measures to ensure fairness are equivalent to measures adopted in similar deals and are deemed to be reasonable.

(iv) Securing a framework for respecting the independence of the Special Committee and its opinions

The Special Committee was formed on December 16, 2020 and held 13 meetings until completing the preparation of the Report. In this process, the Special Committee asked necessary questions of, and requested necessary documents from, the Target Company, the Target Company’s legal adviser, and the Target Company’s financial adviser. However, the Special Committee conducted the review and preparation of the Report independently of the parties involved in the Tender Offer or the Capital and Business Alliance.

(v) Appropriateness of negotiations related to the Tender Offer

Mr. Yamamoto, CEO of the Target Company, was requested to tender shares to the Tender Offer. Therefore, Mr. Yamamoto did not participate in the deliberations and the resolution of the Target Company’s Board of Directors pertaining to the expression of opinion on the Tender Offer. On the other

hand, Mr. Yamamoto has essential and irreplaceable knowledge and experience in reviewing and negotiating the Capital and Business Alliance from the standpoint of increasing the Target Company's corporate value. In light of this, Mr. Yamamoto participated in discussions and negotiations on the Capital and Business Alliance. To avoid concerns about conflicts of interest as much as possible, in essence, the Target Company has taken measures reporting the status of progress on discussions and negotiations with the Tender Offeror and EMNET to the Target Company's legal adviser in a timely and appropriate manner, and considering its advice. Concurrently, measures were implemented to address discussions and negotiations on matters with a particularly high concern about conflicts of interests based on consideration of advice from the Target Company's legal adviser, the Special Committee, or Miura & Partners, the legal adviser selected by the Special Committee.

(vi) Appropriateness of information disclosure

The Special Committee confirmed the content of the draft of the Target Company Press Release (the "Draft") pertaining to the Position Statement and the Capital and Business Alliance. In light of the content of the discussions held in the Special Committee, no matters were found that would call into question the appropriateness of its content. Under these conditions, it is deemed that the Target Company has appropriately disclosed information to its shareholders based on factors including the content of the Draft.

c) The method of determining the Tender Offer Price and the price are deemed to be appropriate considering the purpose of the Transaction. Even after the Tender Offer, the Target Company's shareholders (including persons who acquire the Target Company Shares by exercising the Share Options) will be able to buy and sell the Target Company Shares at the market price, and the transaction conditions other than the Tender Offer Price (including the Capital and Business Alliance) are deemed to be appropriate. Moreover, as for other matters, no facts indicating that EMNET obtained unfair gains at the expense of the Target Company's minority shareholders were identified. No circumstances that could impair the legitimacy or appropriateness of these conditions were found. Therefore, the transaction conditions of the Tender Offer do not unfairly impair the interests of minority shareholders and are deemed to be legitimate and appropriate.

d) As described above, the purpose of the Tender Offer is deemed to be legitimate and reasonable. The fairness of procedures related to the Tender Offer and the appropriateness of the transaction conditions of the Tender Offer are assured. Therefore, the decisions on the Tender Offer (specifically, the decisions to express an opinion in support of the Tender Offer and leave up to the judgment of the Target Company's shareholders and the Share Option Holders whether or not to accept the Tender Offer) are interpreted to be not disadvantageous to the Target Company's minority shareholders. (If there are special circumstances that support the determination that there has been an unforeseen change in the circumstances that served as the basis of the transaction, it should be noted that ex post facto changes to the transaction conditions may become necessary.)

③ Approval of All of the Target Company's Directors Without Conflicts of Interests (Including Audit and Supervisory Committee Members)

As stated in "② The Target Company's Decision-Making Process and Reasons for the Decision to Support the Tender Offer" in "(2) Background, Purpose, and Decision-Making Process of the Decision to Implement the Tender Offer, and the Management Policy after the Tender Offer" above, the Tender Offer is not intended as a

means of delisting the Target Company Shares, and the policy is to maintain the listing of the Target Company Shares even after the Tender Offer. By establishing capital and business alliance relationships with the Tender Offeror, the Target Company will be able to (i) expand sales to new customers leveraging the corporate customer base and sales frameworks of the Tender Offeror's group companies; (ii) develop new services using the management resources of both companies; (iii) apply the Tender Offeror's knowledge and technology in the digital field, and (iv) provide insourcing support services related to digital marketing to the Tender Offeror's group companies. Accordingly, the Target Company believes that the Transaction will help to increase the Target Company's corporate value. Based on this belief, the Target Company resolved at a meeting of the Board of Directors held on May 21, 2021 to express an opinion in support of the Tender Offer and leave up to the judgment of the Target Company's shareholders and the Share Option Holders whether or not to accept the Tender Offer. This resolution was passed by the unanimous decision of the 5 Directors, excluding the 2 Directors, listed below, among all 7 Directors of the Target Company (including Audit and Supervisory Committee members).

First, in late February 2021, Mr. Yamamoto, the Target Company's CEO (number of shares owned: 60,000 shares, number of share options owned: 40 units, (number of shares underlying share options: 4,000 shares, ownership ratio 3.24%)) was requested by the Tender Offeror to tender 6,200 shares (ownership ratio: 0.31%) of his Target Company Shares to the Tender Offer during discussions with the Tender Offeror concerning the Tender Offer. The 6,200 shares represent the difference between the minimum number of shares to be purchased in the Tender Offer of 791,200 shares (ownership ratio 40.05%) and the number of shares scheduled to be tendered to the Tender Offer by EMNET (785,000 shares, ownership ratio: 39.74%) based on the Tender Agreements. Because Mr. Yamamoto was requested to tender those shares, it is reported that Mr. Yamamoto did not participate in the above deliberations and resolutions of the Board of Directors. On the other hand, considering that Mr. Yamamoto, as the Target Company's CEO, possesses essential and irreplaceable knowledge and experience in reviewing and negotiating the Transaction from the perspective of improving the Target Company's corporate value, Mr. Yamamoto participated in the discussions and negotiations on the Transaction. To avoid concerns about conflicts of interest as much as possible, in summary, the Target Company has taken measures such as reporting the status of progress on discussions and negotiations with the Tender Offeror and EMNET to CrossOver Law Firm, the Target Company's legal adviser, in a timely and appropriate manner, and considering its advice. In particular, with regard to discussions and negotiations on matters with a particularly high concern about conflicts of interests, the Target Company took actions based on advice from the Target Company's legal adviser, the Special Committee, or Miura & Partners, the legal adviser retained by the Special Committee.

Moreover, considering that Young-won Kim, who is a Director of the Target Company, serves as the Representative Director of EMNET as of May 21, 2021, Mr. Kim did not participate in any of the deliberations on agenda matters concerning the review of the Transaction, in meetings of the Target Company's Board of Directors, from the standpoint of avoiding conflicts of interest. It was also reported that Mr. Kim did not participate in any review of the Transaction, or discussions and negotiations on the Transaction, from the standpoint of the Target Company.

(5) Existence of Plans to Acquire Even More Share Certificates, etc. of the Target Company After the Tender Offer

The primary purpose of the Tender Offer is to make the Target Company a consolidated subsidiary of the Tender Offeror by acquiring the Tender-Agreed Shares. The Tender Offer is not intended as a means of delisting the Target Company Shares. Therefore, as of today, the Tender Offeror does not plan to acquire additional Target Company Shares and Share Options after the Tender Offer is consummated.

## (6) Prospect of and Reasons for Delisting

As of today, the Target Company's shares are listed on the Mothers Market of the TSE. The main purpose of the Tender Offer is the acquisition of the Tender-Agreed Shares by the Tender Offeror. As noted in "(1) Summary of the Tender Offer" above, the Tender Offer Price (JPY 2,257) is set at a price discounted by 10.01% from the closing price of the Target Company Shares of JPY 2,508 on the Mothers Market of the TSE on May 20, 2021, the business day before the announcement date of the Tender Offer, and the Share Option Price is JPY 1. For this reason, the Tender Offeror does not anticipate that shares other than the Tender-Agreed Shares will be tendered to the Tender Offer. The Tender Offeror intends to maintain the listing of the Target Company Shares even after the Tender Offer is implemented. However, in the Tender Offer, the Share Certificates, etc. ownership ratio of the Tender Offeror and its Specially Related Parties may exceed two-thirds after the Tender Offer (For details, please refer to (Note 3) in "(1) Summary of the Tender Offer" above.), giving rise to a full purchase obligation and a full solicitation obligation in accordance with the provisions of laws and regulations (Article 27-13, Paragraph 4 of the Act, Article 14-2-2 of the Enforcement Order, Article 27-2, Paragraph 5 of the Act, and Article 8, Paragraph 5, Item 3 of the Enforcement Order). Accordingly, no maximum number of shares to be purchased has been set. Therefore, if the total number of Tendered Share Certificates, etc. exceeds the minimum number of shares to be purchased (791,200 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, etc. For these reasons, depending on the results of the Tender Offer, the Target Company Shares may fall under the following items, etc. among the delisting criteria. If that happens, the Target Company Shares may be delisted following the application of prescribed procedures.

- ① In the event that the number of shareholders (refers to the number of shareholders who own one share unit or more) falls below 150 on the last day of the business year, and it does not return to 150 or more within 1 year.
- ② In the event that the number of tradable shares (refers to listed stocks minus the number of shares held by officers (directors, accounting advisors, auditors, executive officers), the number of shares owned by those who individually own 10% or more of the number of issued shares (excluding shares clearly deemed to not have fixed ownership) and the number of own shares. The same applies hereinafter.) falls below 1,000 share units and it does not return to at least 1,000 share units within 1 year.
- ③ In the event that the market capitalization of tradable shares (refers to the amount obtained by multiplying the closing price on the last day of the business year in TSE auction trading by the number of tradable shares on the last day of the business year) falls below JPY 250 million on the last day of the business year and does not return to JPY 250 million or above within 1 year.

If the Target Company Shares are delisted, it will no longer be possible to trade the Target Company Shares on the TSE.

Should the Target Company Shares appear likely to meet the Delisting Criteria as a result of the Tender Offer, then the Tender Offeror and the Target Company plan to deliberate and discuss sincerely together on measures to avoid delisting within the one-year period set forth as the grace period until delisting, then execute the measures agreed upon so that the listing of the Target Company Shares can be continued. The specific response of the abovementioned measures, the details of their implementation and conditions are not matters to be decided specifically at this time.



## 2. Summary of the Purchase

### (1) Profile of the Target Company

①	Name	eMnet Japan co. ltd.	
②	Location	6-10-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo	
③	Title and Name of Representative	Shinichiro Yamamoto, CEO (name in family register: Shinichiro Annaka)	
④	Description of Business	Internet advertising business	
⑤	Share Capital	302,875,000 yen (as of March 31, 2021)	
⑥	Date of Incorporation	April 22, 2013	
⑦	Major Shareholders and Shareholding Ratios (as of December 31, 2020) (Note 1)	KSD-MIRAE ASSET DAEWOO (Standing proxy: Citibank, N.A., Tokyo Branch)	62.78%
		Y's corporation	6.38%
		NOMURA PB NOMINESSA LIMITED OMNIBUS-M (Standing proxy: Nomura Securities Co., Ltd.)	3.88%
		Nomura Securities Co., Ltd. (Standing proxy: Sumitomo Mitsui Banking Corporation)	3.32%
		Custody Bank of Japan, Ltd. (Securities investment trust account)	2.18%
		Shinichiro Annaka	1.60%
		Hyun-joon Kim	1.57%
		KSD-KB. (Standing proxy: Citibank, N.A., Tokyo Branch)	1.15%
		MSIP CLIENT SECURITIES (Standing proxy: Morgan Stanley MUFG Securities Co., Ltd.)	0.96%
	eMnet Japan Employee Shareholding Association	0.82%	
⑧	Relationship between the Tender Offeror and the Target Company		
	Capital Relationship	There is no notable capital relationship between the Tender Offeror and the Target Company.	
	Personnel Relationship	There is no notable personnel relationship between the Tender Offeror and the Target Company. However, the Tender Offeror plans to dispatch 3 Directors to the Target Company in accordance with the Capital and Business Alliance Agreement after the Tender Offer is completed.	
	Business Relationship	The Target Company has agency transactions with Yahoo Japan Corporation and LINE Corporation, which are subsidiaries of the Tender Offeror. These agency transactions are related to advertising services provided by both of those companies.	
	Status as a Related Party	The Target Company is not a related party to the Tender Offeror.	

(Note 1) “⑦ Major Shareholders and Shareholding Ratios (as of December 31, 2020),” is based on “Status of Major Shareholder(s)” in the 8th Annual Securities Report submitted by the Target Company on March 25, 2021.

The Annual Securities Report states that the Target Company Shares owned by KSD-MIRAE ASSET DAEWOO, the largest shareholder, are effectively owned by EMNET. Y's corporation, the second largest shareholder, is an asset management firm owned by Mr. Yamamoto.

## (2) Schedule

### ① Schedule

Decision Date of Implementation of the Tender Offer	May 21, 2021 (Friday)
Execution Date of the Capital and Business Alliance Agreement	May 21, 2021 (Friday)
Date of Public Notice of Commencement of the Tender Offer	May 24, 2021 (Monday) Public notice will be made electronically, and a notice to that effect will be published in the Nihon Keizai Shimbun (URL of electronic public notice: <a href="https://disclosure.edinet-fsa.go.jp/">https://disclosure.edinet-fsa.go.jp/</a> )
Date of Submission of the Tender Offer Statement	May 24, 2021 (Monday)

### ② Initial Period of Purchase as of the time of Submission of the Tender Offer Statement

From May 24, 2021 (Monday) to June 21, 2021 (Monday) (21 business days)

### ③ Possibility of an Extension of the Tender Offer Period by Request of the Target Company

If the Target Company submits an opinion report requesting an extension of the Tender Offer Period in accordance with Article 27-10, Paragraph 3 of the Act, the Tender Offer Period shall be extended to 30 business days, until Friday, July 2, 2021.

## (3) Tender Offer Price

### ① Common Shares JPY 2,257 per share

### ② Share Options

(a) 1st Series Share Options issued by the resolution of the Target Company's Extraordinary General Meeting of Shareholders on December 13, 2017 and by the resolution of the Target Company's Board of Directors on the same day (hereinafter, the "1st Series Share Options") (Exercise period from December 14, 2019 to December 13, 2027)

JPY 1 per share option

(b) 2nd Series Share Options issued by the resolution of the Target Company's Ordinary General Meeting of Shareholders on March 25, 2020 and by the resolution of the Target Company's Board of Directors on the same day (hereinafter, the "2nd Series Share Options") (Exercise period from March 26, 2022 to March 25, 2024)

JPY 1 per share option

(c) 3rd Series Share Options issued by the resolution of the Target Company's Ordinary General Meeting of Shareholders on March 25, 2020 and by the resolution of the Board of Directors on March 17, 2021 (hereinafter, the "3rd Series Share Options"; the 1st Series Share Options, the 2nd Series Share Options and the 3rd Series

Share Options are hereinafter collectively referred to as the “Share Options”)

(Exercise period from March 18, 2023 to March 17, 2025)

JPY 1 per share option

(4) Basis for the Calculation, etc. of the Tender Offer Price

① Basis of Calculation

(i) Common Shares

The Tender Offeror conducted due diligence of the Target Company from mid- to late March 2021. In parallel, the Tender Offeror conducted negotiations with the Tender-Agreed Shareholders on the number of the Tender-Agreed Shares and the Tender Offer Price until early May 2021. To reduce the impact of short-term and rapid share price movements as much as possible, the Tender Offeror believed it would be desirable to set the Tender Offer Price considering not only the share price on the business day before the announcement date of the Tender Offer, but also the share price over a certain period before the announcement. Based on this belief, the Tender Offeror proposed and discussed this matter with the Tender-Agreed Shareholders in late April 2021. As a result, in late May 2021, the Tender Offeror and the Tender-Agreed Shareholders reached a consensus on setting such a period as one month until the business day before the announcement date of the Tender Offer.

Consequently, the Tender Offeror agreed that the Tender Offer Price shall be set at a price discounted by 10% (amounts less than JPY 1 shall be rounded down) from the lower of either (i) the closing price of the Target Company Shares on the Mothers Market of the TSE on May 20, 2021, the business day before the announcement date of the Tender Offer; or (ii) the simple average closing price of the Target Company Shares on the Mothers Market of the TSE over the one-month period ending on May 20, 2021, the business day before the announcement date of the Tender Offer. Ultimately, the Tender Offeror determined the Tender Offer Price to be JPY 2,257 per common share on May 21, 2021.

In the Tender Offer, only the Tender-Agreed Shareholders are expected to tender their shares, while the Target Company’s shareholders other than the Tender-Agreed Shareholders are not expected to tender their shares. For this reason, the Tender Offeror has determined the Tender Offer Price following discussions and negotiations with the Tender-Agreed Shareholders and has not obtained a share valuation report from a third-party evaluator.

The Tender Offer Price of JPY 2,257 is set at a price discounted by 10.01% from the closing price of the Target Company Shares of JPY 2,508 on the Mothers Market of the TSE on May 20, 2021, the business day before the announcement date of the Tender Offer; a price discounted by 14.05% from the simple average closing price over the one-month period ending on May 20, 2021 of JPY 2,626; a price discounted by 12.76% from the simple average closing price over the three-month period ending on May 20, 2021 of JPY 2,587; and a price discounted by 6.11% from the simple average closing price over the six-month period ending on May 20, 2021 of JPY 2,404.

(ii) Share Options

Among the Share Options, it is stipulated that the exercise of share options for the 1st Series Share Options is conditional upon the holders of the share options having the position of a director, statutory auditor or an employee of the Target Company at the time of exercising the share options. It is further stipulated that the exercise of share options for the 2nd Series Share Options and 3rd Series Share Options is conditional upon the holders of the share options being a director (excluding directors who are audit and supervisory committee

members) or an employee (provided, however, that this condition does not apply in the event that the holder of the share option has retired upon the expiration of his or her term of office or has retired upon reaching the retirement age, or where there are other causes) of the Target Company or the Target Company's affiliated companies at the time of exercising the share options. Given that those stipulations are interpreted to mean that the Tender Offeror would be unable to exercise the Share Options even if it were to acquire them through the Tender Offer, the Tender Offeror decided to set the Share Option Price at JPY 1 on May 21, 2021.

In the process of determining the Share Option Price, the Tender Offeror has not obtained a valuation report or other such report from a third-party evaluator.

## ② Circumstances of Calculation

### (Circumstances of the Decisions on the Tender Offer Price)

The Tender Offeror judged that the acquisition of the Target Company Shares through a tender offer would be the best way to make the Target Company a consolidated subsidiary. Furthermore, the Tender Offeror had believed that it would be necessary to receive the tendering of a sizable ratio of the Target Company Shares, amounting roughly to a majority of shares needed to make the Target Company a consolidated subsidiary, from EMNET, the principal and largest shareholder of the Target Company. For these reasons, in late November 2020, the Tender Offeror made contact with EMNET through Mr. Yamamoto, CEO of the Target Company, and examined the willingness of EMNET to allow the Tender Offeror to make the Target Company a consolidated subsidiary and to sell its Target Company Shares to the Tender Offeror for this purpose. In response, the Tender Offeror received an indication from EMNET that it may be willing to discuss the sale of its Target Company Shares. Therefore, in early February 2021, the Tender Offeror began discussions with EMNET for the purpose of allowing the Tender Offeror to make the Target Company a consolidated subsidiary and to acquire the Target Company Shares from EMNET through the Tender Offer.

Moreover, in the course of considering a scheme that would enable the Tender Offeror to make the Target Company a consolidated subsidiary, in early February 2021, the Target Company conveyed its hopes to the Tender Offeror of maintaining the listing of the Target Company Shares on the Mothers Market of the TSE even after the Tender Offer. On the other hand, the TSE's transition to new market segments will be implemented with April 4, 2022 as the transition date for all companies and June 30, 2021 as the record date for the transition. Considering the continued listing criteria for the Growth Market, where the Target Company Shares are expected to be transferred from the Mothers Market, it will be necessary to maintain the ratio of tradable shares of the Target Company at 25% or more even after the Tender Offer, in order to maintain the listing of the Target Company Shares immediately after the Tender Offer and over the medium and long terms. Meanwhile, if it is assumed that ordinary shareholders tender their shares in the Tender Offer, this could lead to a decrease in tradable shares and the continued listing criteria may not be fulfilled. For this reason, the Tender Offeror arrived at the conclusion that it is necessary to set the Tender Offer Price at a discounted price to the market price of the Target Company Shares, so that the transaction involves the tendering of only the Tender-Agreed Shares to the furthest extent possible.

Subsequently, in late February 2021 to early March 2021, the Tender Offeror made a proposal on advancing consideration of the Tender Offer based on the abovementioned assumptions to the Tender-Agreed Shareholders and the Target Company and reached an agreement on this matter.

Following this agreement, Tender Offeror conducted due diligence of the Target Company from mid- to late March 2021. In parallel, the Tender Offeror conducted negotiations with the Tender-Agreed Shareholders on

the number of the Tender-Agreed Shares and the Tender Offer Price until early May 2021.

Furthermore, the Tender Offeror and the Tender-Agreed Shareholders agreed that each Tender-Agreed Shareholder would tender the Tender-Agreed Shares to the Tender Offer, and that the Tender Offer Price shall be set at a price discounted by 10% (amounts less than JPY1 shall be rounded down) from the lower of either (i) the closing price of the Target Company Shares on the Mothers Market of the TSE on May 20, 2021, the business day before the announcement date of the Tender Offer; or (ii) the simple average closing price of the Target Company Shares on the Mothers Market of the TSE over the one-month period ending on May 20, 2021. Ultimately, the Tender Offeror determined the Tender Offer Price to be JPY2,257 per common share on May 21, 2021. For information on the reasons why the Tender Offeror determined the Tender Offer Price as described above, please refer to “(i) Common Shares” in “① Basis of Calculation” above.

The Tender Offer is not intended as a means of delisting the Target Company Shares. It is the policy of the Tender Offeror, EMNET and the Target Company to maintain the listing of the Target Company Shares even after the Tender Offer is consummated. However, in the process of the Tender Offeror’s conducting a detailed review toward implementing the Tender Offer, it was found in late April 2021 that in the Tender Offer, the share certificates, etc. ownership ratio of the Tender Offeror and its Specially Related Parties may exceed two-thirds after the Tender Offer (For details, please refer to (Note 3) in “(1) Summary of the Tender Offer” in “1. Purpose of Purchase” above.), giving rise in this case to a full purchase obligation and a full solicitation obligation in accordance with the provisions of laws and regulations (Article 27-13, Paragraph 4 of the Act, Article 14-2-2 of the Enforcement Order, Article 27-2, Paragraph 5 of the Act, and Article 8, Paragraph 5, Item 3 of the Enforcement Order). For this reason, the Tender Offeror has decided to include the Share Options in the share certificates, etc. that it will purchase. The Tender Offeror determined the Share Option Price to be JPY 1 on May 21, 2021. For information on the reasons why the Tender Offeror determined the Share Option Price to be JPY 1, please refer to “(ii) Share Options” in “① Basis of Calculation” above

- ③ Relationship with a Third-Party Evaluator  
Not applicable.

(5) Number of Share Certificates, etc. to Be Purchased

Type 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 shares	791,200 shares	791,200 shares	—
Total	791,200 shares	791,200 shares	—

(Note 1) If the total number of Tendered Share Certificates, etc. falls below the minimum number of shares to be purchased (791,200 shares), none of the Tendered Share Certificates, etc. will be purchased. If the total number of Tendered Share Certificates, etc. is equal to or exceeds the minimum number of shares to be purchased, all of the Tendered Share Certificates, etc. will be purchased.

(Note 2) The number of shares to be purchased is set at the same number as the minimum number of shares to be purchased (791,200 shares). However, the maximum number of the Share Certificates, etc. of the Target Company that could possibly be acquired by the Tender Offeror through the Tender Offer (hereinafter, the “Maximum Possible Number of Purchasable Shares”) is equal to the Total Number of Target Company Shares After Adjustment for Diluted Shares (1,975,571 shares).

(Note 3) Shares less than one share unit are also subject to the Tender Offer. In cases where holders of shares less than

one share unit demand that the Target Company purchase their shares that are less than one share unit pursuant to the Companies Act (Act No.86 of 2005, as amended), the Target Company may purchase its own shares during the Tender Offer Period according to the procedures set forth by the relevant laws and regulations.

(Note 4) None of the treasury shares held by the Target Company are planned to be acquired through the Tender Offer.

(Note 5) The Share Options could be exercised by the last day of the Tender Offer Period. Any Target Company Shares issued or transferred through the exercise of such share options will also be subject to the Tender Offer.

(6) Changes in the Share Certificates, etc. Ownership Ratio after the Purchase

Number of Voting Rights relating to Share Certificates, etc. Held by the Tender Offeror before the Purchase	—	(Share Certificates, etc. Ownership Ratio before the Purchase - %)
Number of Voting Rights relating to Share Certificates, etc. held by Specially Related Parties before the Purchase	11,802	(Share Certificates, etc. Ownership Ratio before the Purchase 61.76%)
Number of Voting Rights relating to Share Certificates, etc. held by the Tender Offeror after the Purchase	7,912	(Share Certificates, etc. Ownership Ratio after the Purchase 41.40%)
Number of Voting Rights relating to Share Certificates, etc. held by Specially Related Parties after the Purchase	3,952	(Share Certificates, etc. Ownership Ratio after the Purchase 20.68%)
Number of Voting Rights of all shareholders of the Target Company	18,794	

(Note 1) “Number of Voting Rights relating to Share Certificates, etc. held by the Tender Offeror after the Purchase” is the number of voting rights relating to the number of Share Certificates, etc. to be purchased in the Tender Offer.

(Note 2) “Number of Voting Rights relating to Share Certificates, etc. held by Specially Related Parties before the Purchase” and “Number of Voting Rights relating to Shares Certificates, etc. held by Specially Related Parties after the Purchase” indicate the total number of voting rights relating to Share Certificates, etc. held by every Specially Related Party. Going forward, the Tender Offeror will confirm the Share Certificates, etc. held by Specially Related Parties. If amendments are needed following this confirmation, the Tender Offeror will promptly disclose the details of the amendments.

(Note 3) The “Number of Voting Rights of all shareholders of the Target Company” is the number of voting rights (on the assumption that 1 share unit is 100 shares) of all shareholders as of December 31, 2020, as described in the 8th Business Period Annual Securities Report submitted by the Target Company on March 25, 2021. However, shares that are less than one share unit are also subject to the Tender Offer. Accordingly, the “Share Certificates, etc. Ownership Ratio before the Purchase” and “Share Certificates, etc. Ownership Ratio after the Purchase,” are calculated using a number of voting rights of 19,111 as the “Number of Voting Rights of all shareholders of the Target Company,” which is the denominator. The 19,111 voting rights are related to a number of shares (1,911,171 shares) calculated as the sum of (i) the total number of issued shares of the Target Company (1,881,200 shares) as of May 12, 2021 as described in the Target Company’s First Quarter Report and (ii) the number of Target Company Shares (30,000 shares) issued upon the exercise of 75 units of the 1st Series Share Options from May 13, 2021 to May 21, 2021; for a total number of shares (1,911,200 shares),

and (iii) subtracting from this total number of shares (1,911,200 shares) the number of treasury shares (29 shares) owned by the Target Company as of March 31, 2021, as described in the Target Company's Summary of First Quarter Financial Results.

(Note 4) "Share Certificates, etc. Ownership Ratio before the Purchase" and "Share Certificates, etc. Ownership Ratio after the Purchase" are rounded to the nearest hundredth (0.01) percentage point.

(7) Payment for Purchase JPY 1,785,738,400

(Note) "Payment for Purchase" is the amount obtained by multiplying the number of shares to be purchased in the Tender Offer (791,200 shares) by the Tender Offer Price (JPY 2,257 per share). However, if the total number of Tendered Share Certificates, etc. is equal to or exceeds the number of shares to be purchased, all of the Tendered Share Certificates, etc. will be purchased. Therefore, in the case where all of the Maximum Possible Number of Purchasable Shares (1,975,571 shares) are purchased, the maximum payment for such purchase will be JPY 4,397,473,619, which is the sum of (i) the number of shares (1,948,371 shares) obtained by subtracting the number of shares underlying 272 share options of the Target Company that will not be exercised because their exercise period will not arrive during the Tender Offer Period (the 2nd Series Share Options (255 units) (shares underlying the share options: 25,500), and the 3rd Series Share Options (17 units) (shares underlying the share options: 1,700) (total 27,200 shares)) from the Maximum Possible Number of Purchasable Shares (1,975,571 shares), multiplied by the Tender Offer Price (JPY 2,257) (JPY 4,397,473,347), added to (ii) the number of shares underlying the above 272 share options of the Target Company that will not be exercised because their exercise period will not arrive during the Tender Offer Period, multiplied by the Share Option Price (JPY 1) (JPY 272).

(8) Method of Settlement

① Name and Address of the Head Office of Financial Instruments Business Operator or Banks Responsible for the Settlement of Purchase

Nomura Securities Co., Ltd. 1-13-1 Nihonbashi, Chuo-ku, Tokyo 103,8011, Japan

② Settlement Commencement Date

June 28, 2021 (Monday)

(Note) If the Target Company submits a Position Statement requesting an extension of the Tender Offer Period in accordance with the provisions of Article 27-10, Paragraph 3 of the Act, the Settlement Commencement Date will be Friday, July 9, 2021 (Friday).

③ Method of Settlement

A notice of purchase through the Tender Offer shall be mailed to the address of each of the persons who consent to the offer of purchase or offer sale of Share Certificates, etc. in the Tender Offer (hereinafter the "Tendering Shareholders") (or to the standing proxy in the case of foreign shareholders) without delay after the expiration of the Tender Offer Period.

Payment of the purchase price will be made in cash. The Tendering Shareholders are entitled to receive the sales proceeds from the Tender Offer without delay on or after the settlement commencement date in a manner designated by the Tendering Shareholders, such as remittance (a remittance fee may be charged).

④ Methods of Returning Share Certificates, etc.

In the event that all of the Tendered Share Certificates, etc. are not purchased pursuant to the conditions described in “① Conditions set forth in each Item of Article 27-13, Paragraph 4 of the Act and the Description Thereof” and “② Conditions to Withdrawal of the Tender Offer and Details Thereof; Methods of Disclosure of Withdrawal of Tender Offer” in “(9) Other Conditions and Methods of Purchase, etc.” below, the Share Certificates, etc. required to be returned will be returned without delay from the second business day after the last day of the Tender Offer Period (or from the next business day after the day of withdrawal in the event of withdrawal of the Tender Offer). Shares that must be returned will be returned by restoring the record of the shares that must be returned in the Tendering Shareholder Account of the Tender Offer Agent to the state that existed immediately prior to the relevant tender. (If the Tendering Shareholders wish to have their shares transferred to their accounts established with other financial instruments business operators, they are requested to confirm with the head office or any branch office in Japan of the Tender Offer Agent at which the relevant tender was accepted.) The Share Options will be returned by returning the documents that were submitted at the time of the tendering of the Share Options by personal delivery or by mail to the address of the Tendering Shareholder, as instructed by the relevant Tendering Shareholder.

\* Along with taking measures against COVID-19 infection, during the Tender Offer Period, special measures may be taken such as temporarily suspending services provided by the Tender Offer Agent in person at branch offices. For details, please contact the head office or domestic branch offices of the Tender Offer Agent. Furthermore, please refer to the Tender Offer Agent’s website (<https://www.nomura.co.jp/>) for information about the special measures and the branch offices subject to those measures, among other related matters.

(9) Other Conditions and Methods of Purchase

① Conditions Set Forth in Each Item of Article 27-13, Paragraph 4 of the Act and the Description Thereof

If the total number of Tendered Share Certificates, etc. falls below the minimum number of shares to be purchased (791,200 shares), none of the Tendered Share Certificates, etc. will be purchased. If the total number of the Tendered Shares Certificates, etc. is equal to or exceeds the minimum number of shares to be purchased (791,200 shares), all of the Tendered Share Certificates, etc. will be purchased.

② Conditions to Withdrawal of the Tender Offer and Details Thereof; Method of Disclosure of Withdrawal of the Tender Offer

The Tender Offer may be withdrawn upon the occurrence of any event listed in sub-items (a) through (j) and sub-items (m) through (s) of Article 14, Paragraph 1, Item 1 and sub-items (a) through (h) and (j) of Article 14, Paragraph 1, Item 3; and Item 4 of Article 14, Paragraph 1; and items 3 through 6 of Article 14, Paragraph 2 of the Enforcement Order. Further, the “matters equivalent to the matters listed in sub-items (a) through (i)” as set out in Sub-item (j) of Item 3 of Article 14, Paragraph 1 of the Enforcement Order signify any cases where it is found that a statutory disclosure document submitted in the past by the Target Company contains a false statement about a material matter or an omission of a material matter required to be stated.

Additionally, in accordance with Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the “Anti-monopoly Act”), prior to the acquisition of the Target Company Shares through the Tender Offer (the “Share Acquisition”), prior notice of plans concerning the Share Acquisition must be given to the Japan Fair Trade Commission (Such notice shall be referred to as the “Prior Notice,” hereinafter.). Under Article 10, Paragraph 8 of the Anti-monopoly Act, the Share



Acquisition may not be undertaken until 30 days after the day the Prior Notice was received, in principle (In some cases, the period may be shortened.) (The period during which the Share Acquisition is prohibited shall be referred to as the “Acquisition Prohibition Period” hereinafter).

Furthermore, Article 10, Paragraph 1 of the Anti-monopoly Act prohibits any act of acquiring the shares of any other company if its acquisition would effectively restrain competition in any particular field of trade. The Japan Fair Trade Commission may order the necessary measures to eliminate the act in violation of such prohibition (Article 17-2, Paragraph 1 of the Anti-monopoly Act; referred to as a “Cease and Desist Order” hereinafter). If the Japan Fair Trade Commission intends to issue a Cease and Desist Order in cases where the Prior Notice described above is given, it must conduct a hearing of opinions with the would-be addressee of the Cease and Desist Order (Article 49 of the Anti-monopoly Act). In advance of such a hearing, the Japan Fair Trade Commission must notify the would-be addressee of the expected content of the Cease and Desist Order and related matters (Article 50, Paragraph 1 of the Anti-monopoly Act; hereinafter, the “Prior Notice of Cease and Desist Order”). The Prior Notice of Cease and Desist Order against the plans concerning the Share Acquisition pertaining to the Prior Notice must be made within a certain period of time (In principle, 30 days from the date on which the Prior Notice above was received; however, the period might be extended or shortened; hereinafter, the “Cease and Desist Period”) (Article 10, Paragraph 9 of the Anti-monopoly Act). If the Japan Fair Trade Commission decides not to issue the Prior Notice of Cease and Desist Order, it will provide notice to that effect (hereinafter, the “Notice of Decision Not to Issue Cease and Desist Order”) (Article 9 of the Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Japan Fair Trade Commission Rule No.1 of 1953, as amended).

The Tender Offeror submitted Prior Notice concerning the Share Acquisition to the Japan Fair Trade Commission on May 19, 2021, and it was received on the same day. Therefore, in principle, the Cease and Desist Period in which the Prior Notice of Cease and Desist Order may be made and the Acquisition Prohibition Period are scheduled to expire upon the passing of June 18, 2021.

If (i) the Cease and Desist Period does not expire by the day before the expiration date of the Tender Offer Period (including in any case where this period is extended); (ii) the Prior Notice of Cease and Desist Order is given, or (iii) the Tender Offeror is subject to a petition for a court order for emergency suspension on suspicion of violating the provisions of Article 10, Paragraph 1 of the Anti-monopoly Act, the Tender Offeror may withdraw the Tender Offer as a case where “approval, etc.” as set forth in Article 14, Paragraph 1, Item 4 of the Enforcement Order could not be obtained.

Should the Tender Offeror intend to withdraw the Tender Offer, the Tender Offeror will issue electronic public notice thereof and make an announcement to that effect in the Nihon Keizai Shimbun; provided, however, that if it is difficult to issue such notice by the last day of the Tender Offer Period, the Tender Offeror will make an public announcement in the manner as set forth in Article 20 of the Ordinance and issue the public notice immediately thereafter.

### ③ Conditions of Reduction of Purchase Price and Details Thereof; and Method of Disclosure of Reduction

Pursuant to Article 27-6, Paragraph 1, Item 1 of the Act, if the Target Company takes any action set forth in Article 13, Paragraph 1 of the Enforcement Order during the Tender Offer Period, the Tender Offeror may reduce the purchase price pursuant to the standards set forth in Article 19, Paragraph 1 of the Ordinance. Should the Tender Offeror intend to reduce the purchase price, the Tender Offeror will issue electronic public notice thereof and make an announcement to that effect in the Nihon Keizai Shimbun; provided, however, that if it is difficult

to issue such notice by the last day of the Tender Offer Period, the Tender Offeror will make an announcement in the manner as set forth in Article 20 of the Ordinance and issue the public notice immediately thereafter. If the purchase price is reduced, the Tender Offeror will purchase the Tendered Share Certificates, etc. tendered on or prior to the date of such public notice at the reduced purchase price.

④ Matters Concerning Tendering Shareholders' Right of Cancellation of Contract

The Tendering Shareholders may cancel a contract pertaining to the Tender Offer at any time during the Tender Offer Period. In order to cancel the contract, the Tendering Shareholders must deliver (by hand) or mail (by post) a written request for the cancellation of the contract pertaining to the Tender Offer (hereinafter, the "Cancellation Documents") to the head office or a branch office in Japan of the person designated below that accepted the application from such Tendering Shareholders, by 3:30 p.m. on the last day of the Tender Offer Period. Please note that, if cancellation is made by the postal mail services, the Tendering Shareholders cannot cancel the contract unless the Cancellation Documents have reached the relevant office by 3:30 p.m. on the last day of the Tender Offer Period.

A contract entered into via the online service may be canceled either via the online service (<https://hometrade.nomura.co.jp/>) or by hand-delivering or mailing (by post) the Cancellation Documents. To cancel a contract via the online service, the Tendering Shareholders must complete the cancellation procedures in the manner prescribed on that website, by 3:30 p.m. on the last day of the Tender Offer Period. The Tendering Shareholders may not cancel via the online service contracts entered into at the office of the Tender Offer Agent with whom they have an account. To cancel a contract by hand-delivering or mailing (by post) the Cancellation Documents, the Tendering Shareholders need to request the form of the Cancellation Documents in advance from the office of the Tender Offer Agent they have an account with and then deliver (by hand) or mail (by post) the completed form to such office by 3:30 p.m. on the last day of the Tender Offer Period. Please note that, if cancellation is made by the postal mail services, the Tendering Shareholders cannot cancel the contract unless the Cancellation Documents have reached the office of the Tender Offer Agent they have an account with by 3:30 p.m. on the last day of the Tender Offer Period.

\* Along with taking preventative measures against COVID-19 infection, during the Tender Offer Period, special measures may be taken such as temporarily suspending services provided by the Tender Offer Agent in person at branch offices. For details, please contact the head office or domestic branch offices of the Tender Offer Agent. Furthermore, please also refer to the Tender Offer Agent's website (<https://www.nomura.co.jp/>) for information about the special measures and the branch offices subject to those measures, etc.

Person Authorized to Receive the Cancellation Documents:

Nomura Securities Co., Ltd. 1-13-1, Nihonbashi, Chuo-ku, Tokyo 103-8011, Japan

(as well as branch offices of Nomura Securities Co., Ltd. located in Japan)

The Tender Offeror will not make any claim for damages or a penalty payment against the Tendering Shareholders due to the cancellation of their contracts. In addition, the Tender Offeror will bear the cost of returning the Tendered Share Certificates, etc. to the Tendering Shareholders. If cancellation of the contract is requested, the Tendered Share Certificates, etc. will be returned by the method described in "④ Method of Returning Share Certificates, etc." of "(8) Method of Settlement" above promptly following completion of the cancellation procedures.

⑤ Method of Disclosure if the Terms and Conditions, etc. of the Tender Offer are Changed

The Tender Offeror may change the terms and conditions or other details of the Tender Offer during the Tender Offer Period, unless prohibited by Article 27-6, Paragraph 1 of the Act and Article 13, Paragraph 2 of the Enforcement Order. Should any terms of purchase be changed, the Tender Offeror will issue electronic public notice thereof and make an announcement to that effect in the Nihon Keizai Shimbun; provided, however, that if it is difficult to issue such public notice by the last day of the Tender Offer Period, the Tender Offeror will make an announcement in the manner as set forth in Article 20 of the Ordinance and issue the public notice immediately thereafter. If any terms of purchase have been changed, the purchase of the Tendered Share Certificates, etc. tendered on or prior to the date of such public notice will also be made in accordance with the changed terms and conditions, etc.

⑥ Methods of Disclosure if an Amendment is Filed

If the Tender Offeror files an amendment with the Director-General of the Kanto Local Finance Bureau (except as provided in the proviso of Article 27-8, Paragraph 11 of the Act) the Tender Offeror will immediately make a public announcement of the details thereof to the extent relevant to the public notice of the commencement of the Tender Offer, in accordance with the method set forth in Article 20 of the Ordinance. The Tender Offeror will also immediately amend the Tender Offer Explanatory Statement and deliver the amended Tender Offer Explanatory Statement to the Tendering Shareholders who have received the original Tender Offer Explanatory Statement. However, if the amendments are limited in scope, the Tender Offeror will make the amendments by preparing and delivering to the Tendering Shareholders a document stating the reason for the amendments, the matters amended, and the details thereof.

⑦ Methods of Disclosure of Results of the Tender Offer

The Tender Offeror will make a public announcement regarding the results of the Tender Offer in accordance with the methods stipulated in Article 9-4 of the Enforcement Order and Article 30-2 of the Ordinance on the day immediately following the last day of the Tender Offer Period.

⑧ Other Information

The Tender Offer will not be conducted, directly or indirectly, in or targeted at the United States, nor through the U.S. postal mail services or other interstate or international commercial methods or means (including, but not limited to, telephone, telex, facsimile, e-mail, and Internet communication), nor through any stock exchange facilities in the United States. No tender in the Tender Offer may be made through any of the aforementioned methods or means, through those stock exchange facilities, or from the United States. In addition, neither the Tender Offer Statement related to the Tender Offer nor other relevant documents will, or may, be sent or distributed in, to, or from the United States by the postal mail services or other means. No tender in the Tender Offer that violates, directly or indirectly, any of the aforementioned restrictions will be accepted.

When applying for the Tender Offer, the Tendering Shareholders (or standing proxies in the case of foreign shareholders) may be required to provide the Tender Offer Agent with the representations and warranties listed below:

The Tendering Shareholders are not located in the United States both at the time of applying for the Tender Offer and at the time of sending an application form for the Tender Offer; The Tendering Shareholders have not, directly

or indirectly, received or sent any information (including its copies) related to the Tender Offer to, in, or from the United States. The Tendering Shareholders have not used, directly or indirectly, in connection with the tender offer acceptance or the provision of his/her signature to the application form and submission of the application form for the Tender Offer, the U.S. postal mail services or any other interstate or international commercial methods or means (including, but not limited to, telephone, telex, facsimile, e-mail, and Internet communications) or any stock exchange facilities in the United States; The Tendering Shareholders are not acting as an agent, trustee or delegate, without discretion, of another entity (except where such other entity provides the Tendering Shareholders with all instructions relating to the Tender Offer from outside the United States).

(10) Date of Public Notice of Commencement of Tender Offer

May 24, 2021 (Monday)

(11) Tender Offer Agent

Nomura Securities Co., Ltd. 1-13-1 Nihonbashi, Chuo-ku, Tokyo 103-8011, Japan

### 3. Policies after Tender Offer and Future Prospects

For details on the policies after the Tender Offer and related matters, please refer to “(2) Background, Purpose, and Decision-Making Process of the Decision to Implement the Tender Offer, and the Management Policy after the Tender Offer,” “(5) Existence of Plans to Acquire Even More Share Certificates, etc. of the Target Company after the Tender Offer,” and “(6) Prospect of and Reasons for Delisting” in “1. Purpose of Purchase” above.

### 4. Other Information

#### (1) Existence and Details of Agreements between the Tender Offeror and the Target Company or its Officers

##### ① Support for the Tender Offer

According to the Target Company Press Release, the Target Company resolved at a meeting of its Board of Directors held on May 21, 2021 to express its opinion in support of the Tender Offer and to leave up to the judgment of the Target Company’s shareholders and the Share Option Holders whether or not to accept the Tender Offer, and to execute the Capital and Business Alliance Agreement with the Tender Offeror.

For details on the abovementioned resolution of the Target Company’s Board of Directors, please refer to the Target Company Press Release and “③ Approval of All of the Target Company’s Directors Without Conflicts of Interests (Including Audit and Supervisory Committee Members)” in “(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Avoid Conflicts of Interest” under “1. Purpose of Purchase” above.

##### ② Agreements between the Tender Offeror and the Target Company

The Tender Offeror has executed the Capital and Business Alliance Agreement and the Tri-Party Agreement with the Target Company. For details on the Capital and Business Alliance Agreement and the Tri-Party Agreement, please refer to “② The Capital and Business Alliance Agreement” and “④ The Tri-Party Agreement” in “(3) Important Agreements Related to the Tender Offer” under “1. Purpose of Purchase” above.

##### ③ Agreements between the Tender Offeror and the Target Company’s Officers

The Tender Offeror has executed the tender offer agreements with Mr. Yamamoto, who is the Target Company’s CEO.

For details on the Tender Agreements, including the tender offer agreements, please refer to “① The Tender Agreements” in “(3) Important Agreements Related to the Tender Offer” under “1. Purpose of Purchase” above.

#### (2) Other Information Deemed Necessary for Investors to Determine Whether to Accept the Tender Offer or Not

Not applicable.

End of Document

## **Regulation on Solicitation**

This press release is to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting the sale of shares. If shareholders wish to make an offer to sell their shares, they should first read the Tender Offer Explanatory Statement for the Tender Offer and make their own independent decision. This press release does not constitute, nor form part of, any offer to sell, solicitation of a sale of, or any solicitation of an offer to buy, any securities. In addition, neither this press release (nor any part of it) nor the fact of its distribution shall form the basis of any agreement regarding the Tender Offer, nor shall it be relied on in connection with executing any such agreement.

## **Forward-Looking Statements**

This press release contains forward-looking statements concerning the outlook for business development based on the views of the Tender Offeror's management in case the Target Company Shares and the Share Options are acquired. Actual results could differ significantly from these forward-looking statements due to many factors.

This press release may contain forward-looking expressions, such as "expect," "forecast," "intend," "plan" "believe" and "anticipate," including expressions regarding future business of the Tender Offeror or other companies. These expressions are based on the Tender Offeror's current business outlook and are subject to change depending on conditions in the future. The Tender Offeror assumes no obligation to update these expressions concerning forward-looking statements in this press release to reflect factors such as actual business performance, various future circumstances and conditions, and changes to terms and conditions.

## **U.S. Regulation**

The Tender Offer will not be conducted, directly or indirectly, in or targeted at the United States, nor through the U.S. postal mail services or other interstate or international commercial methods or means (including, but not limited to, telephone, telex, facsimile, e-mail, and Internet communication), nor through any stock exchange facilities in the United States. No tender in the Tender Offer may be made through any of the aforementioned methods or means, through those stock exchange facilities, or from the United States. In addition, neither the press release related to the Tender Offer nor other relevant documents will, or may, be sent or distributed in, to, or from the United States by the postal mail services or other means. No tender in the Tender Offer that violates, directly or indirectly, any of the aforementioned restrictions will be accepted.

Solicitation to purchase securities or other equivalent instruments is not conducted to residents in the United States or within the United States. Even if such securities or other equivalent instruments are sent to the Tender Offeror by residents in the United States or from the United States, they will not be accepted.

## **Other Countries**

Some countries or regions may impose restrictions on the announcement, issuance, or distribution of this press release. In such cases, please take note of such restrictions and comply with them. In countries or regions where the implementation of the Tender Offer is illegal, even upon receiving this press release, such receipt shall not constitute a solicitation of an offer to sell or an offer to purchase share certificates, etc. related to the Tender Offer and shall be deemed to be a distribution of materials for informative purposes only.