



May 18, 2026

Company name : OMRON Corporation  
Representative : Junta Tsujinaga, President & CEO  
Stock code : 6645  
Stock exchange : Tokyo (Prime Market)  
Contact : Rumi Hagiwara, General Manager of Stakeholders Engagement Dept.  
Phone : +81-75-344-7048

**Notice Regarding the Commencement of a Tender Offer for Share Certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317) by a Subsidiary of the Company (OMRON HEALTHCARE Co., Ltd.)**

We hereby notify you that OMRON HEALTHCARE Co., Ltd. (“OMRON HEALTHCARE”), a subsidiary of the Company, resolved at the meeting of the Board of Directors on May 18, 2026, to commence a tender offer for share certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317, Growth Market of Tokyo Stock Exchange, Inc.; the “Target Company”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

For details, please refer to the attached document titled “Notice Regarding the Commencement of a Tender Offer for Share Certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317)” published by OMRON HEALTHCARE on May 18, 2026.

Outline of OMRON HEALTHCARE

Location	53 Kunotsubo, Teradocho, Muko-shi, Kyoto
Name and Title of Representative	Ayumu Okada, Representative Director and President
Business Description	Development and sale of home-use and medical health devices; development and sale of health-management software; and health-promotion service businesses
Stated Capital	JPY 5,021 million (as of March 31, 2026)

End

This document constitutes disclosure by OMRON Corporation pursuant to the Securities Listing Regulations and also serves as public notice under Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act, based on a request made by OMRON HEALTHCARE (the tender offeror) to OMRON Corporation (the parent company of the tender offeror).

Company name	OMRON HEALTHCARE Co., Ltd.
Representative	Ayumu Okada, Representative Director and President
Contact	Tatsuhiko Noda , Executive Officer, Senior General Manager, Management Strategy HQ (TEL. +81-75 – 925 – 2000)

### **Notice Regarding the Commencement of a Tender Offer for Share Certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317)**

OMRON HEALTHCARE Co., Ltd. (“Tender Offeror”), as announced in the “Notice Regarding the Scheduled Commencement of a Tender Offer for Share Certificates, Etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317)” dated December 15, 2025 (the “Tender Offeror Press Release dated December 15, 2025”), resolved at its board of directors meeting held on the same date that, if the Preconditions for the Tender Offer (as defined below) are satisfied or waived by the Tender Offeror, it would conduct a tender offer (the “Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) for the share certificates, etc. (meaning common shares and share options; the same applies hereinafter) of Matsuya R&D Co., Ltd. (Securities Code: 7317; Growth Market of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”); the “Target Company”).

With respect to the Tender Offer, certain procedures for approvals under the competition laws and regulations of Taiwan and Vietnam are required, and as of December 15, 2025 such procedures in Taiwan and Vietnam have not been completed; therefore, in light of the fact that the procedures and responses necessary for obtaining the required approvals under the competition laws and regulations will require a certain period of time, the Tender Offer is scheduled to commence immediately once the conditions precedent—including the completion of such procedures and responses (the “Preconditions for the Tender Offer”)—have been satisfied, or have been waived by the Tender Offeror, and, based on consultations with overseas law firms involved in the procedures, the Tender Offeror aimed to commence the Tender Offer around late June 2026 (Note 1).

(Note 1) This includes the approval of notifications or the expiration of waiting periods under competition laws and regulations in Taiwan and Vietnam.

Thereafter, the Tender Offeror proceeded with the necessary procedures and responses under the competition laws and regulations of Taiwan and Vietnam in preparation for the commencement of the Tender Offer, and with respect to the notification under the competition laws and regulations of Taiwan, on January 21, 2026 (local time), the Taiwan Fair Trade Commission issued a document stating that the acquisition of the Target Company’s shares through the Tender Offer (the “Share Acquisition”) would not raise concerns regarding restraint of competition and that the waiting period would therefore be shortened, and the Tender Offeror received such document on January 22, 2026 (local time) and confirmed that approval for the Share Acquisition had been granted.

In addition, with respect to the notification under the competition laws and regulations of Vietnam, a prior

notification regarding the Share Acquisition was submitted to the Vietnam National Competition Commission on December 3, 2025 (local time), and on January 8, 2026 (local time), a document confirming acceptance of such notification was issued by the Vietnam National Competition Commission, which the Tender Offeror received on the same day. Thereafter, on February 6, 2026 (local time), the Vietnam National Competition Commission issued a document notifying that the notification had been subjected to an official review (Phase II review). Furthermore, on March 20, 2026 (local time), the Vietnam National Competition Commission issued a document requesting the submission of additional information and materials, and in response thereto, the Tender Offeror and the Target Company submitted the information and materials requested in such document on April 7, 2026 (local time). Subsequently, with respect to the notification under the competition laws and regulations of Vietnam, the Vietnam National Competition Commission issued, on May 5, 2026 (local time), a notice stating that it had decided to approve the Share Acquisition, and the Tender Offeror received such notice on May 7, 2026 (local time) and confirmed on the same date that the procedures under the competition laws and regulations of Vietnam had been completed. As a result of the foregoing, it was confirmed that all approvals and permits required under competition laws and regulations for the execution of the Transaction had been obtained and that the Share Acquisition could be implemented.

As stated above, clearance under the competition laws of Vietnam has been obtained; however, as conditions for obtaining such clearance, OMRON Corporation, the parent company of the Tender Offeror, and its consolidated subsidiaries, as well as the Target Company and its consolidated subsidiaries, are required to report to the Vietnam National Competition Commission on fluctuations in the sales prices and product prices of finished medical devices in general (including blood pressure monitors) in the domestic Vietnamese market, as well as the status of performance of commercial transaction agreements with relevant customers; to report on plans to enhance the positive effects of the Transaction, including strengthening research and development capabilities in Vietnam and maintaining the stable supply of blood pressure monitors and other products through productivity improvements and cost reductions; to report every three years following the Transaction on the status of compliance with such conditions; and to comply with the competition laws of Vietnam.

Further, as the Tender Offeror confirmed by May 18, 2026 that the Preconditions for the Tender Offer had been satisfied, it decided to commence the Tender Offer on May 19, 2026.

#### Details

##### 1. Overview of the Purchase, etc.

Purpose of the Tender Offer	To make the Target Company a wholly owned subsidiary
Period of the Purchase, etc.	From May 19, 2026 (Tuesday) to June 15, 2026 (Monday) (20 business days) (Note 1)
Price for Purchase, etc.	JPY 1,110 per Common Share JPY 717,600 per Share Option
Minimum Number to be Purchased	11,230,300 shares (Note 2)
Maximum Number to be Purchased	—
Opinion of the Target Company	The Target Company resolved to express its opinion in support of the Tender Offer and to recommend that the shareholders of the Target Company and the holders of the Share Options tender in the Tender Offer.

(Note 1) Pursuant to Article 27-10, Paragraph 3 of the Act, if an Opinion Statement Report is submitted by the Target Company containing a request to extend the Tender Offer Period,

the period of the purchase, etc. in connection with the Tender Offer (the “Tender Offer Period”) will be extended to 30 business days, ending on June 29, 2026 (Monday).

(Note 2) If the purchase, etc. is conducted with respect to the minimum number to be purchased, the Tender Offeror’s ownership ratio of shares, etc. following such purchase, etc. will be 66.57% (rounded to the second decimal place). The ratio is calculated using, as the denominator, the number of voting rights (216,244 voting rights) pertaining to 21,624,488 shares (the “Base Number of Shares”), which is obtained by adding the number of shares of the Target Company underlying the 252 Share Options that remained outstanding and exercisable as of March 31, 2026 (201,600 shares), as reported by the Target Company, to the total number of issued shares as of March 31, 2026 (21,427,600 shares) stated in the “Summary of Consolidated Financial Results for the Fiscal Year Ended March 2026 [under Japanese GAAP]” announced by the Target Company on May 13, 2026 (the “Target Company Financial Results Summary”) (resulting in 21,629,200 shares), and subtracting therefrom the number of treasury shares held by the Target Company as of the same date (4,712 shares) stated in the Target Company Financial Results Summary.

## 2. Purpose of the Purchase, etc.

### (1) Overview of the Purpose of the Tender Offer

The Tender Offeror is, as of today, the third-largest shareholder of the Target Company, holding 3,165,200 shares of the Target Company that are listed on the Growth Market of the Tokyo Stock Exchange (ownership ratio (Note 1): 14.64%).

(Note 1) “Ownership ratio” means the ratio to the Base Number of Shares (21,624,488 shares), calculated by rounding to the second decimal place. The same applies to calculations of ownership ratios below.

At the meeting of the board of directors held on December 15, 2025, the Tender Offeror resolved to implement the Tender Offer as part of a transactions (the “Transaction”) aimed at making the Target Company a wholly owned subsidiary of the Tender Offeror by acquiring all of the Target Company Shares (including the shares of the Target Company subject to transfer restrictions granted to the directors and executive managing officers of the Target Company as restricted share compensation (the “Restricted Shares”) and the Target Company Shares to be delivered upon exercise of the Share Options, but excluding the Target Company Shares already held by the Tender Offeror and the treasury shares held by the Target Company; the same shall apply hereinafter) as well as all of the Share Options (Note 1).

(Note 1) The number of Share Options remaining outstanding and exercisable as of March 31, 2026, as reported by the Target Company, and subject to tender is 252.

In the Tender Offer, the Tender Offeror sets the minimum number of share certificates, etc. to be purchased at 11,230,300 shares (ownership ratio: 51.93%), and if the total number of share certificates, etc. tendered in the Tender Offer (the “Tendered Share Certificates, etc.”) falls short of such minimum number of share certificates, etc. to be purchased (11,230,300 shares), the Tender Offeror will not conduct purchase, etc. of any of the Tendered Share Certificates, etc. On the other hand, as noted above, because the Tender Offeror intends to make the Target Company its wholly owned subsidiary by acquiring all of the Target Company Shares and all of the Share Options, no maximum number of share certificates, etc. to be purchased is set, and if the total number of Tendered Share Certificates, etc. equals or exceeds the minimum number of share certificates, etc. to be purchased (11,230,300 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, etc.

In addition, in connection with the implementation of the Tender Offer, on December 15, 2025, the

Tender Offeror entered into a tender offer agreement (the “Tender Agreement”) with each of Mr. Hidetaka Goto, the founder and Representative Director, President & CEO of the Target Company and its fifth-largest shareholder (number of shares owned: 1,880,000 shares; ownership ratio: 8.69%), Mr. Tomohiro Goto, a major shareholder of the Target Company and its largest shareholder (number of shares owned: 3,600,000 shares; ownership ratio: 16.65%), Mr. Tadahiro Goto, a major shareholder of the Target Company and its largest shareholder (number of shares owned: 3,600,000 shares; ownership ratio: 16.65%), and Goto Holdings Co., Ltd. (“Goto Holdings”), an asset management company of the founding family and the fourth-largest shareholder of the Target Company (number of shares owned: 2,000,000 shares; ownership ratio: 9.25%) (Mr. Hidetaka Goto, Mr. Tomohiro Goto, Mr. Tadahiro Goto and Goto Holdings, collectively, the “Tender Agreement Shareholders”), pursuant to which they agreed that all of the Target Company Shares owned by the Tender Agreement Shareholders (11,080,000 shares; ownership ratio: 51.24%) (the “Tender Agreement Shares”) will be tendered in the Tender Offer.

Furthermore, if the Tender Offeror fails to acquire all of the Target Company Shares and all of the Share Options through the Tender Offer, it is planned that, after the completion of the Tender Offer, the Tender Offeror will implement a series of procedures to make the Tender Offeror the sole shareholder of the Target Company and to make the Target Company a wholly owned subsidiary of the Tender Offeror (the “Squeeze-Out Procedures”).

According to the “Notice of the Expression of Opinion in Support of the Scheduled Commencement of the Tender Offer for the Shares, etc. of the Company by OMRON HEALTHCARE Co., Ltd. and Recommendation to Tender” which was published by the Target Company on December 15, 2025 (the “Target Company Press Release dated December 15, 2025”), the Target Company resolved at the meeting of its board of directors held on the same date that, as the opinion of the Target Company as of the same date, the Target Company would, if the Tender Offer is commenced, express its opinion in support of the Tender Offer and recommend that the shareholders and the holders of the Share Options of the Target Company tender their shares and Share Options in the Tender Offer. In addition, at the same meeting of the board of directors, it was resolved that, upon the commencement of the Tender Offer, the board of directors would consult the Special Committee to examine whether there are any changes in the contents of the recommendation submitted by the Special Committee to the board of directors of the Target Company dated December 12, 2025, and to report to the board of directors of the Target Company that there is no change if there is no change or, if there is any change, to report the substance of such change, and that, at the time of the commencement of the Tender Offer, it would express its opinion on the Tender Offer again, taking into account such recommendations.

Furthermore, according to the “Notice of the Expression of Opinion in Support of the Commencement of the Tender Offer for the Shares, etc. of the Company by OMRON HEALTHCARE Co., Ltd. and Recommendation to Tender” which was published by the Target Company on May 18, 2026 (hereinafter referred to as the “Target Company Press Release dated May 18, 2026,” and collectively with the Target Company Press Release dated December 15, 2025, the “Target Company Press Releases”), the Target Company received notice from the Tender Offeror on January 22, 2026 that clearance under the competition laws and regulations of Taiwan had been obtained on January 22, 2026, and received notice from the Tender Offeror on May 8, 2026 that clearance under the competition laws and regulations of Vietnam had been obtained on May 5, 2026. Thereafter, on May 12, 2026, the Target Company received notice from the Tender Offeror that, on the assumption that the Preconditions for the Tender Offer would be satisfied by May 18, 2026, the Tender Offeror intended to commence the Tender Offer on May 19, 2026, and the Target Company shared such notice with the Special Committee. In response thereto, the Special Committee confirmed with the Target Company the factual circumstances regarding whether, since December 15, 2025, the Preconditions for the Tender Offer had been satisfied and whether any material change in circumstances that could affect the Transaction had occurred, and considered the above matters for consultation. As a result, the Special Committee

confirmed that, even taking into account the circumstances from December 15, 2025 through May 18, 2026, there were no circumstances requiring any change to the contents of the recommendation submitted to the Target Company's board of directors dated December 12, 2025, and, on May 18, 2026, by unanimous resolution of all committee members, submitted to the Target Company's board of directors an additional written recommendation (hereinafter referred to as the "Written Recommendation dated May 18, 2026") stating that it considered there to be no need to change the contents of the above recommendation.

Thereafter, while giving the utmost respect to the contents of the Written Recommendation dated May 18, 2026 submitted by the Special Committee, the Target Company carefully reconsidered the series of procedures for the Transaction, including the Tender Offer, and the various terms and conditions relating to the Transaction in light of the Target Company's business conditions and the environment surrounding the Transaction, and concluded that, as of May 18, 2026, there were no factors requiring any change to its opinion regarding the Tender Offer as of December 15, 2025.

Based on the foregoing, the Target Company resolved once again at the meeting of its board of directors held on May 18, 2026 to express its opinion in support of the Tender Offer and to recommend that the shareholders of the Target Company and the holders of the Share Options tender in the Tender Offer.

(2) Management Policy After the Purchase, etc.

The Tender Offeror assumes that, with respect to the management structure of the Target Company after the Transaction, it will respect the corporate culture and the managerial independence of the Target Company and, as a general rule, will continue the existing management policy and management structure of the Target Company for the time being. As the Tender Offeror intends to make the Target Company a wholly owned subsidiary of the Tender Offeror, if it is unable to acquire all of the Target Company Shares and the Share Options through the Tender Offer, it plans to implement the Squeeze-Out Procedures following the successful completion of the Tender Offer. In addition, from the perspective of ensuring appropriate governance as a group company of the Tender Offeror, it is planned that, after the Transaction, arrangements will be made toward a transition to a structure that reflects the management and governance structure of the Tender Offeror group, including, among other things, the dispatch of officers from the Tender Offeror group in the same manner as other group companies of the Tender Offeror; however, nothing has been decided.

The Tender Offeror has no plan to acquire the share certificates, etc. of the Target Company other than through the Squeeze-Out Procedures.

(3) Policy on Organizational Restructuring, etc. After the Tender Offer

If the Tender Offeror fails to acquire all of the Target Company Shares and all of the Share Options in the Tender Offer, it is planned that, after the completion of the Tender Offer, the Tender Offeror will implement the Squeeze-Out Procedures to make the Tender Offeror the sole shareholder of the Target Company through the methods described below.

① Demand for the Sale of Shares

If, after the completion of the Tender Offer and the settlement thereof, the Tender Offeror comes to own 90% or more of the voting rights of all shareholders of the Target Company, it is planned that the Tender Offeror, immediately after the completion of the settlement of the Tender Offer, will, pursuant to Article 179 of the Companies Act, demand that all shareholders of the Target Company (excluding the Tender Offeror and the Target Company) (the "Selling Shareholders") sell all of the Target Company Shares they own (the "Demand for the Sale of Shares") and will demand that all holders of the Share Options (excluding the Tender Offeror) (the "Selling Share Option Holders") sell all of

the Share Options they hold (the “Demand for the Sale of Share Options”). In the Demand for the Sale of Shares, it is planned that the terms will stipulate that an amount of money equal to the price for purchase, etc. per Target Company Share in the Tender Offer (the “Tender Offer Price”) will be delivered to the Selling Shareholders as the consideration per Target Company Share, and in the Demand for the Sale of Share Options, it is planned that the terms will stipulate that an amount of money equal to the price for purchase, etc. per Share Option will be delivered to the Selling Share Option Holders as the consideration per Share Option.

## ② Consolidation of Shares

If, after the completion of the Tender Offer and the settlement thereof, the total number of voting rights of the Target Company owned by the Tender Offeror is less than 90% of the number of voting rights of all shareholders of the Target Company, it is planned that the Tender Offeror will, immediately after the completion of the settlement of the Tender Offer, request the Target Company to convene an extraordinary general meeting of shareholders (the “Extraordinary Shareholders Meeting”), which will include on its agenda a proposal to conduct a consolidation of the Target Company Shares pursuant to Article 180 of the Companies Act (the “Share Consolidation”) and a proposal to partially amend the articles of incorporation to abolish the provision regarding the number of shares constituting one unit of shares on condition that the Share Consolidation becomes effective (as of today, the Tender Offeror plans to request that the Target Company convene the Extraordinary Shareholders Meeting around mid-August 2026.) From the perspective of enhancing the corporate value of the Target Company, the Tender Offeror believes that it is desirable to convene the Extraordinary Shareholders Meeting as promptly as possible, and therefore plans to request that the Target Company set a date shortly after the commencement date of settlement of the Tender Offer as the record date for the Extraordinary Shareholders Meeting. According to the Target Company Press Releases, if the Target Company receives such request from the Tender Offeror, it intends to comply with such request. In addition, the Tender Offeror intends to vote in favor of each of the above proposals at the Extraordinary Shareholders Meeting.

If the proposal regarding the Share Consolidation is approved at the Extraordinary Shareholders Meeting, on the effective date of the Share Consolidation, the shareholders of the Target Company will hold the number of Target Company Shares corresponding to the ratio of the Share Consolidation approved at the Extraordinary Shareholders Meeting. Although the ratio of the Share Consolidation is undecided as of today, it is planned that the Tender Offeror will request the Target Company to determine such ratio so that the number of Target Company Shares held by the shareholders of the Target Company who did not tender their shares in the Tender Offer (excluding the Target Company) will be reduced to a fractional share of less than one share, thereby resulting in the Tender Offeror owning all of the Target Company Shares (excluding treasury shares owned by the Target Company), and, for the shareholders of the Target Company whose shareholdings include fractional shares of less than one share as a result of the Share Consolidation, an amount of money obtained through the sale, etc. of the Target Company Shares equivalent to the total number of such fractional shares to the Target Company or the Tender Offeror in accordance with the procedures prescribed in Article 235 of the Companies Act and other relevant laws and regulations, will be delivered. With respect to the sale price of the Target Company Shares equivalent to the total of such fractional shares, it is planned that the Tender Offeror will request the Target Company to file a petition with a court for permission of a voluntary sale after calculating such price so that the amount of money delivered to the shareholders of the Target Company who did not tender their shares in the Tender Offer as a result of such sale will be equal to the Tender Offer Price multiplied by the number of Target Company Shares they held.

## (4) Prospect of Delisting, etc. and the Reasons

As of today, the Target Company Shares are listed on the Growth Market of the Tokyo Stock Exchange; however, because the Tender Offeror has not set an upper limit on the number of share certificates, etc. to be purchased in the Tender Offer, depending on the results of the Tender Offer, the Target Company Shares may be delisted after undergoing the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange.

In addition, even if the Target Company Shares do not fall under such criteria at the time of the completion of the Tender Offer, the Tender Offeror plans to implement the Squeeze-Out Procedures after the completion of the Tender Offer, in which case the Target Company Shares will be delisted after undergoing the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange. After the delisting, the Target Company Shares will no longer be tradable on the Growth Market of the Tokyo Stock Exchange.

### 3. Overview of the Target Company and Conditions, etc. of the Purchase, etc.

#### (1) Overview of the Target Company

① Name	Matsuya R&D Co., Ltd.
② Location	20-1-2 Kuwakake, Ono-shi, Fukui
③ Title and Name of Representative	Hidetaka Goto, Representative Director, President & CEO
④ Description of Business	Development, manufacturing and sale of automotive safety-device sewing systems; development, manufacturing and sale of laser cutting machines; manufacturing of arm cuffs for blood-pressure-meter sensors; production of car seat covers; and other related businesses

#### (2) Schedule, etc.

##### ① Schedule

Determination Date	May 18, 2026 (Monday)
Date of Public Notice of Commencement of the Tender Offer	May 19, 2026 (Tuesday) An electronic public notice will be given, and notice thereof will be published in the Nihon Keizai Shimbun. (Electronic public notice address: <a href="https://disclosure2.edinet-fsa.go.jp/">https://disclosure2.edinet-fsa.go.jp/</a> )
Date of Filing of the Tender Offer Statement	May 19, 2026 (Tuesday)

##### ② Period of the Purchase, etc.

From May 19, 2026 (Tuesday) to June 15, 2026 (Monday) (20 business days)

##### ③ Possibility of Extension upon Request by the Target Company

Pursuant to Article 27-10, Paragraph 3 of the Act, if an Opinion Statement Report containing a statement requesting an extension of the Tender Offer Period is submitted by the Target Company, the Tender Offer Period will be extended to 30 business days, ending on June 29, 2026 (Monday).

#### (3) Price for Purchase

- ① JPY 1,110 for each common share
- ② JPY 717,600 for each Share Option

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

Type of Share Certificates, etc.	Number of share certificates, etc. to be purchased	Minimum number of share certificates, etc. to be purchased	Maximum number of share certificates, etc. to be purchased
Common Shares	18,459,288 shares	11,230,300 shares	— shares
Total	18,459,288 shares	11,230,300 shares	— shares

(Note 1) If the total number of Tendered Share Certificates, etc. is less than the minimum number of share certificates, etc. to be purchased (11,230,300 shares), none of the Tendered Share Certificates, etc. will be purchased. If the total number of Tendered Share Certificates, etc. is equal to or greater than the minimum number of share certificates, etc. to be purchased (11,230,300 shares), purchase, etc. of all of the Tendered Share Certificates, etc. will be conducted.

(Note 2) Since no maximum number of share certificates, etc. to be purchased is set in the Tender Offer, the number of share certificates, etc. to be purchased represents the maximum number of Target Company Shares for which the Tender Offeror will conduct purchase, etc. in the Tender Offer (18,459,288 shares). Such maximum number (18,459,288 shares) is calculated by deducting the number of Target Company Shares owned by the Tender Offeror as of today (3,165,200 shares) from the Reference Number of Shares (21,624,488 shares).

(Note 3) The Share Options may be exercised by the last day of the Tender Offer Period; however, the Target Company Shares to be issued or delivered upon such exercise are also subject to the Tender Offer.

(Note 4) Shares of less than one unit are also included in the scope of the Tender Offer. If a shareholder exercises the right to demand the purchase of shares less than one unit pursuant to the Companies Act, the Target Company may purchase its own shares during the Tender Offer Period in accordance with the procedures prescribed by laws and regulations.

(Note 5) The Tender Offeror does not intend to acquire any treasury shares owned by the Target Company through the Tender Offer.

(5) Funds Required for the Purchase, etc.

JPY 20,446,868,880

(Note) “Funds required for the purchase, etc.” means the aggregate of the amount obtained by multiplying the Tender Offer Price (JPY 1,110) by the number of shares (18,257,688 shares) obtained by deducting the number of Target Company Shares underlying the 252 Share Options (201,600 shares) from the number of shares to be purchased in the Tender Offer (18,459,288 shares) (20,266,033,680 yen), and the amount obtained by multiplying the offer price for the Share Options (JPY 717,600) by the total number of Share Options (252) (180,835,200 yen).

(6) Other Conditions and Methods of the Purchase

The Tender Offer will not be conducted, directly or indirectly, in the United States or to the United States, nor will it be conducted using the United States postal service or any other methods or means of interstate or international commerce (including, without limitation, facsimile, email, Internet communication, telex and telephone), nor through any facilities of a United States securities exchange. Tendering into the Tender Offer through the above methods or means, through the above facilities, or from within the United States, is not permitted.

In addition, the tender offer statement or any related tender offer documents in connection with the Tender Offer will not be sent or distributed in the United States or to the United States or from within the United States by mail or any other means, and such sending or distribution may not be conducted. Any tender into the Tender Offer that directly or indirectly violates the above restrictions will not be accepted.

End