



[Translation]

January 27, 2023

To whom it may concern:

Name of company: Morningstar Japan K.K.
(Code No.: 4765)
(Stock exchange listing: Prime Market
of Tokyo Stock Exchange)

Representative: Tomoya Asakura
Representative Director and President

Person responsible for
disclosure: Kazuhisa Ogawa
Managing Executive Officer and
General

Opinion Regarding the Tender Offer for the Shares of the Company by SBI Global Asset Management Co., Ltd., a Wholly Owned Subsidiary of SBI Holdings, Inc.

Morningstar Japan K.K. (the “**Company**”) resolved at the board of directors meeting held today to express its opinion in favor of the tender offer (the “**Tender Offer**”) for its common shares (the “**Company Shares**”) to be conducted by its parent company SBI Global Asset Management Co., Ltd. (the “**Tender Offeror**”) as described below and to take a neutral position regarding whether its shareholders tender their shares in the Tender Offer, thereby leaving that decision to the judgment of its shareholders.

As described in “(4) Prospects and Reasons for Delisting” in “3. Details of Opinion on the Tender Offer and Grounds and Reasons Therefor,” the Tender Offer is not intended to result in the delisting of the Company Shares and the policy is that the listing of the Company Shares on the Prime Market (the “**Prime Market**”) of the Tokyo Stock Exchange, Inc. (the “**TSE**”) will continue to be maintained even after the Tender Offer.

1. Outline of the Tender Offeror

(1) Name	SBI Global Asset Management Co., Ltd.
(2) Location	1-6-1, Roppongi, Minato-ku, Tokyo

(3)	Name and title of representative	Yoshitaka Kitao, Representative Director
(4)	Description of business	Supervision and operation of asset management services business
(5)	Capital	100,000,000 yen
(6)	Date of incorporation	April 18, 2014
(7)	Major shareholders and shareholding ratios (as of today)	SBI Holdings, Inc. (shareholding ratio: 100%)
(8)	Relationship between the Company and the Tender Offeror	
	Capital relationship	The Tender Offeror holds 37,185,200 shares (ownership ratio (Note): 41.47%) of the Company Shares as of today.
	Personnel relationship	Mr. Tomoya Asakura, who is a representative director, executive officer and president of the Company, has a position as director of the Tender Offeror, and Mr. Yoshitaka Kitao, who is a director of the Company, has a position as representative director of the Tender Offeror.
	Business relationship	N/A
	Status as related party	The Tender Offeror is a related party of the Company

(Note) “Ownership ratio” means the percentage (rounded up or down to the nearest two decimal places) of the difference (89,673,430 shares) of the total number of issued shares of the Company as of December 31, 2022 (89,673,600 shares) stated in the Q3 Financial Statement (Japanese GAAP) (consolidated) for Y.E. March 2023 filed by the Company today less the number of treasury shares held by the Company as of January 27, 2023 (170 shares); the same applies below.

2. Price of tender offer

439 yen per Company Share (the “**Tender Offer Price**”)

3. Details of Opinion on the Tender Offer and Grounds and Reasons Therefor

(1) Details of the Opinion on the Tender Offer

The Company resolved at the Company’s board of directors meeting held today to express its opinion in favor of the Tender Offer by the Tender Offeror and to take a neutral position regarding whether its shareholders tender shares in the Tender Offer, thereby leaving that

decision to the judgment of its shareholders based on the grounds and reasons as set out in “(2) Grounds and Reasons for the Opinion on the Tender Offer” below.

- (2) Grounds and Reasons for the Opinion on the Tender Offer
- (A) Outline of the Tender Offer

The following is an outline of the Tender Offer as explained by the Tender Offeror to the Company.

The Tender Offeror is a wholly-owned subsidiary of which 100% of the voting rights are held by SBI Holdings, Inc. (“**SBIHD**”), whose shares are listed on the Prime Market as of today. As of today, the Tender Offeror holds 37,185,200 shares (ownership ratio: 41.47%) of the **Company Shares** listed on the Prime Market, and the Company is a consolidated subsidiary of the Tender Offeror. SBIHD does not directly hold any Company Shares as of today.

The Tender Offeror has decided to implement the Tender Offer today for the purpose of acquiring part (10,000,000 shares; ownership ratio: 11.15%) of the Company Shares held by Morningstar, Inc. (“**Morningstar, Inc.**”) (19,846,300 shares), which was established under the laws of Illinois, U.S.A. and is the second largest shareholder of the Company.

Upon implementing the Tender Offer, the Tender Offeror has entered into the Tender Offer Agreement today (the “**Tender Agreement**”) with Morningstar, Inc., and Morningstar, Inc. agreed to tender part (10,000,000 shares; ownership ratio: 11.15%) of its Company Shares (19,846,300 shares) (the “**Shares Agreed to be Tendered**”) in the Tender Offer. Please refer to “4. Details of Material Agreements Between the Tender Offeror and the Shareholders of the Company Concerning Tendering Shares” below for the outline of the Tender Agreement.

The purpose of the Tender Offer is to acquire only the Shares Agreed to be Tendered as stated below, and it is not intended to result in the delisting of the Company Shares as set out in “(4) Prospects and Reasons for Delisting” below. The Tender Offeror’s policy is to maintain the listing of the Company Shares after the completion of the Tender Offer, and the listing of the Company Shares will in principle continue to be maintained even after the Tender Offer.

The Tender Offer will be implemented based on the expectation that Morningstar, Inc. will tender the Shares Agreed to be Tendered under the Tender Agreement. The price for purchase, etc. per Company Share offered in the Tender Offer will represent a discount on the closing price of the Company Shares in the Prime Market as of the day before the announcement date of the Tender Offer, and it is contemplated that only the Shares Agreed to be Tendered will be tendered. Because the Tender Offeror holds 37,185,200 Company Shares (ownership ratio: 41.47%) as of today, and the ownership ratio of share certificates, etc. after the completion of the Tender Offer will exceed one third, the Tender Offeror is required to use the method of a tender offer specified by laws and regulations pursuant to Article 27-2, Paragraph 1, Item (2) of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “**FIEA**”) to acquire the Shares Agreed to be Tendered. Therefore, the Tender Offeror will conduct the Tender Offer and provide the shareholders of the Company other than Morningstar, Inc. with an equal opportunity to sell their shares.

The purpose of the Tender Offer, is to acquire only the Shares Agreed to be Tendered. Therefore, the minimum number of shares to be purchased has been set at 10,000,000

shares (ownership ratio: 11.15%), which is the same as the number of the Shares Agreed to be Tendered. Therefore, if the total number of the Company Shares tendered in response to the Tender Offer (the “**Tendered Share Certificates, Etc.**”) is less than the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. In addition, the maximum number of shares to be purchased in the Tender Offer has been set at 10,000,000 shares (ownership ratio:11.15%), which is the same as the number of the Shares Agreed to be Tendered. Therefore, if the total number of the Tendered Share Certificates, Etc. exceeds the maximum number of shares to be purchased, the Tender Offeror will not purchase the excess Company Shares. Instead, the Tender Offeror shall acquire share certificates, etc. and effect other settlement procedures for their purchase, etc. using the pro rata method specified in Article 27-13, Paragraph 5 of the FIEA and Article 32 of the Cabinet Ordinance.

(B) Background, Purpose, and Decision-Making Process with respect to the Tender Offeror Conducting the Tender Offer, and Management Policy After the Tender Offer

The Company received the following explanations from the Tender Offeror on the background, purpose and decision-making process with respect to the Tender Offeror deciding to conduct the Tender Offer, and the management policy after the Tender Offer.

(i) Purpose and Background of the Tender Offer

SBIHD, the wholly-owning parent company of the Tender Offeror, was established in July 1999 as SoftBank Investment Corporation, a subsidiary of SoftBank Finance Corporation (currently SoftBank Corp.), to engage in venture capital business. Its shares were listed on the NASDAQ Japan Market of the Osaka Securities Exchange in December 2000 and listed on the First Section of the TSE in February 2002 (transitioned to the Prime Market in April 2022). In June 2003, as a result of the merger with E*TRADE Co., Ltd., SoftBank Investment Corporation made E*TRADE SECURITIES Co., Ltd. (currently SBI SECURITIES Co., Ltd.) its subsidiary. In July 2005, SoftBank Investment Corporation changed its trade name to SBI Holdings, Inc. and spun off and transferred its fund management business and other businesses to SBI VENTURES K.K., whose trade name was changed to SoftBank Investment Corporation (currently SBI Investment Co., Ltd.). The capital relationship with SoftBank Corp. was dissolved in August 2006, and there is no relationship at present.

The corporate group consisting of 538 consolidated subsidiaries including the Tender Offeror and 62 equity method affiliates of SBIHD (as of September 30, 2020; the “**SBI Group**”) mainly conducts the “Financial Services Business” where it focuses on securities business, banking business and insurance business, the “Asset Management Business” where it provides investment management and investment advice, including, but not limited to, establishment, offering and management of investment trusts, the “Investment Business” where it focuses on private equity business in which it operates venture capital funds, etc., the “Crypto-asset Business” where it operates crypto-asset exchange business, etc., and the “Non-financial Business” where it engages in the biotechnology, healthcare & medical informatics business including the development and sale of pharmaceuticals, health food products and cosmetics, the digitalization of medical information, and the utilization of medical big data, the WEB 3-related business such as provision of an NFT (Non-Fungible Token) trading platform based

on blockchain technology and traceability services, and the business of exporting used cars to African countries and providing services related thereto.

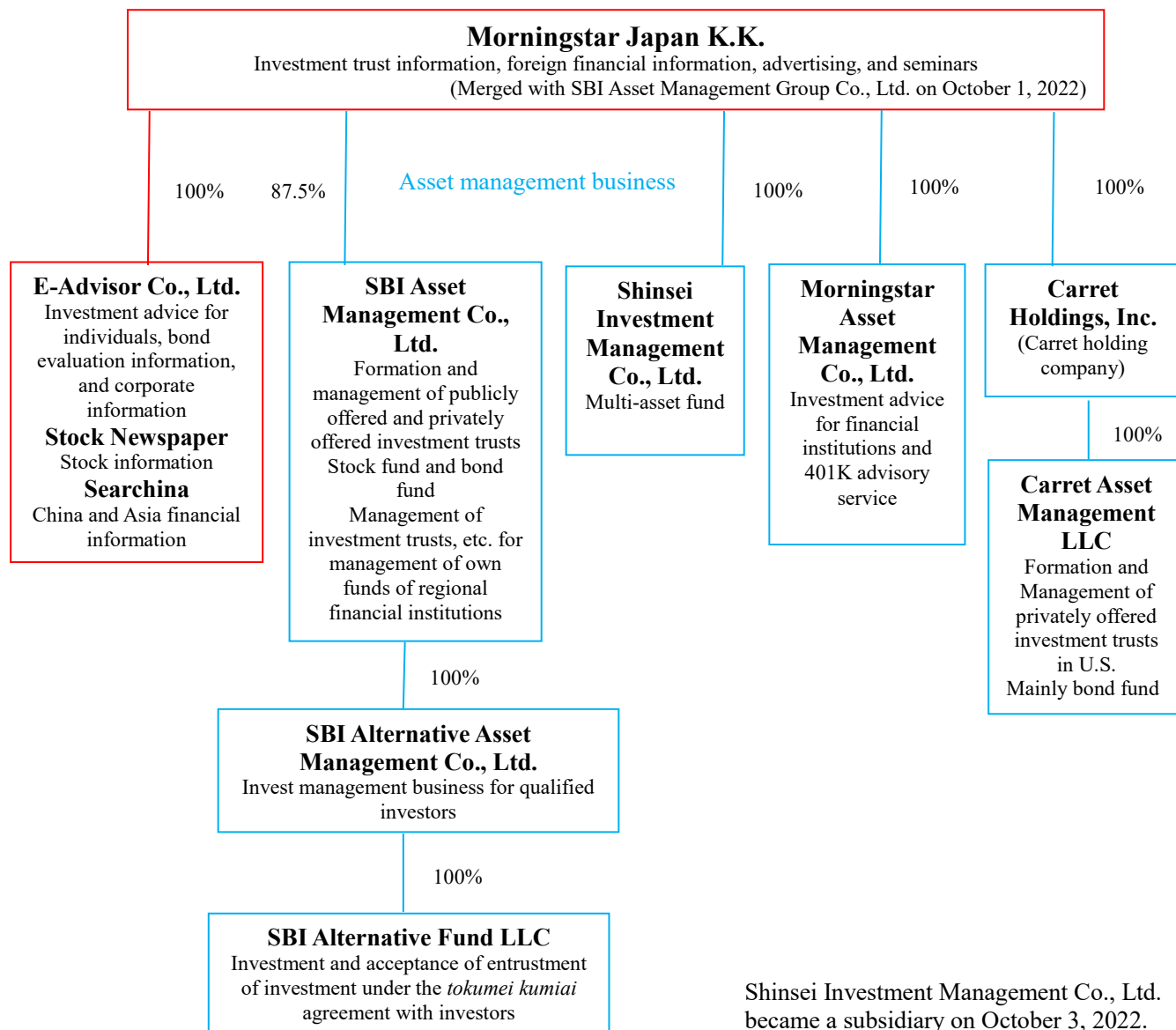
The Tender Offeror was established in April 2014 as ER THREE Co., Ltd., part of the SBI Group, and after changing its trade name to the current trade name in November 2015, the Tender Offeror, as an intermediary holding company of the asset management services business of the SBI Group, held the Company Shares and the shares of SBI Bond Investment Management Co., Ltd. and other companies that conduct the investment management business. The Tender Offeror consolidated the companies conducting the investment management business under the control of the Company as the Company's subsidiaries, and otherwise reorganized the SBI Group in December 2019. The Tender Offeror currently holds only the Company Shares and conducts business support and business management for the Company in relation to risk management and compliance and other internal control according to its circumstances or business conditions. As of today, the Tender Offeror holds 37,185,200 Company Shares (ownership ratio: 41.47%).

The Company was established in March 1998 as a joint venture company between SBIHD (SoftBank Corp. at that time) and Morningstar, Inc. for the purpose of bridging the digital divide between financial institutions and individual investors by utilizing internet and "providing rich and neutral information based on a neutral and objective standpoint and helping investors build their wealth."

At present, the Company engages in the following two businesses: the asset management business, where it provides investment management and investment advice, including, but not limited to, establishment, offering and management of investment trusts, pursuant to the laws, and the financial services business, where it mainly compares, analyzes and evaluates, and provides to customers general asset management information, and provides consulting and other services.

The outline of the business of the Company and its subsidiaries (collectively, the "**Company Group**") as of the date hereof is as described in the following diagram.

Financial services business



Morningstar, Inc. is a leader in the field of independent investment research in North America, Europe, Australia and Asia. The Company executed with Morningstar, Inc. a licensing agreement (the “**License Agreement**”) regarding the use of the trade name and related assets (the “**Licensed Items**”) held by Morningstar, Inc. on April 8, 1998, and obtained a license to use the Licensed Items. However, now, 24 years after its incorporation, the Company has shifted its main business away from the financial services business that mainly uses the Licensed Items to the asset management business in which the Company does not use the Licensed Items, except for the use of “Morningstar” for names of certain funds managed by SBI Asset Management Co., Ltd., which is a consolidated subsidiary of the Company. The asset management business represents 70% or more of the consolidated net sales and consolidated operating profit for the fiscal year ended March 2022 of the Company. In addition, the main service provided by the financial services business is to provide financial data through applications and tools developed by the Company, and the substantial details

of the valuation and analysis relating to the financial products provided by the Company under the name of “Morningstar Category” or “Star Rating” are now based on the Company’s own know-how or data. Thus, the Licensed Items are now less important for the business of the Company than they were around 1998, when the License Agreement was initially executed.

Under those circumstances, the Company and Morningstar, Inc. commenced discussions about the treatment of the License Agreement in late 2021, and reached a general agreement in early November 2022 that the Company will cease to use the “Morningstar” brand and the Licensed Items by terminating the License Agreement while continuing to conduct the financial services business.

In addition, in light of the fact that the Company has worked to increase the value of the “Morningstar” brand in Japan over approximately 25 years since its incorporation and believes that the “Morningstar” brand is widely recognized by investors, financial institutions, media and others in Japan today, and Morningstar, Inc. respects the brand power of the “Morningstar” brand in Japan, the Company and Morningstar, Inc. agreed that Morningstar, Inc. will pay 8 billion yen to the Company as consideration for the return of “Morningstar” brand by the Company to Morningstar, Inc.

Upon the discussions and agreement described above, the Company determined that the termination of the License Agreement and the receipt of the associated consideration are expected to contribute to the enhancement of corporate value given that (i) even if Morningstar, Inc. enters the asset management business or financial services business in which the Company operates, the effect of the termination of the License Agreement on the business of the Company will be limited because the competitive relationship is not expected to be fierce due to reasons including the scale of the asset management market and the financial services know-how held by the Company, (ii) retained earnings will significantly increase as a result of recording the consideration of 8 billion yen as earnings, and it is possible to finance dividends for shareholders, new investments, and other spending, and (iii) further growth is expected from a collaboration with Morningstar, Inc. where the Company and Morningstar, Inc. independently conduct their respective business and maintain and strengthen the cooperative relationship between them (for the termination of the License Agreement, please refer to “Notice of Return of ‘Morningstar’ Brand and Receipt of Consideration of 8 Billion Yen Upon Termination of License Agreement with Morningstar, Inc., and Record of Special Profits” released by the Company today).

Upon the discussions and agreement described above, Morningstar, Inc. determined that the termination of the License Agreement is an opportunity to seek growth opportunities to further develop services relating to global and independent research, ratings, data, software, indexes and other matters and asset management services by taking advantage of the “Morningstar” brand’s power through Ibbotson Associates Japan, Inc., which is its subsidiary in the Japanese market. After the termination of the License Agreement, the two parties will continue the favorable relationship between them to develop their brands.

While negotiating the above agreement, the Company was informed by Morningstar, Inc. in early November 2022 that Morningstar, Inc. intended to sell part of the Company Shares (19,846,300 shares) that it held in order to apply the sales proceeds to the financing of that payment.

Upon receiving that proposal, taking into account that (i) if Morningstar, Inc. were to sell part of its Company Shares (19,846,300 shares) in the market, there is a possibility that such sale may affect the stock price, and (ii) while the Company is a consolidated subsidiary of SBIHD based on the substantial control in accordance with the International Financial Reporting Standards (IFRS), it is considered that further strengthening their relationship and stably developing the cooperative relationship by causing the Tender Offeror to hold a majority of the voting rights in terms of capital may more closely promote the acquisition and business collaboration of domestic and foreign asset management companies with respect to the asset management business and deepen the collaboration with the SBI Group and domestic and foreign venture companies with next-generation technologies in which the SBI Group invests with respect to the financial services business, and otherwise contribute to the maintenance or enhancement of the Company's corporate value, the Company approached the Tender Offeror as to whether the Tender Offeror might acquire the Company Shares to be sold by Morningstar, Inc. in the Tender Offer on November 7, 2022.

The Tender Offeror decided to accept the proposal of the Company as described above after comprehensively considering the following matters:

- (i) If Morningstar, Inc. were to sell part of its Company Shares (19,846,300 shares) in the market, there is a possibility that such sale may adversely affect the stock price.
- (ii) While SBIHD, the wholly-owning parent company of the Tender Offeror includes the Company in the scope of its consolidated accounts based on the substantive ownership standard in light of the ratio of past voting by the Company's shareholders in accordance with the International Financial Reporting Standards (IFRS), the Company may definitively include the Company in the scope of its consolidated accounts by acquiring a majority of the Company Shares through the Tender Offer, irrespective of the ratio of voting by the Company's shareholders.
- (iii) The relationship with the Company will become closer by increasing the shareholding ratio of the Tender Offeror in the Company through the Tender Offer, and it is expected that business synergies will be created including leveraging of the asset management know-how of the Company in the strategy of the SBI Group.
- (iv) The effect of the termination of the License Agreement on the asset management business and the financial services business of the Company is expected to be limited because the asset management business is mainly conducted under the name of SBI Asset Management Co., Ltd. or Shinsei Investment Management Co., Ltd., and the impact of the License Agreement is small, and because although the trade name, etc. of the financial services business that mainly uses the Licensed Items will be changed upon the termination of the License Agreement, the nature of the services will not be changed.

The Tender Offeror notified the Company that it would be able to examine the proposal described above on November 8, 2022, and retained Mori Hamada & Matsumoto as its legal adviser on November 28, 2022, and retained Daiwa Securities Co., Ltd. as its financial adviser and tender offer agent and Daiwa Institute of Research Ltd. as its financial adviser and third-party appraiser on December 8, 2022. On December 21,

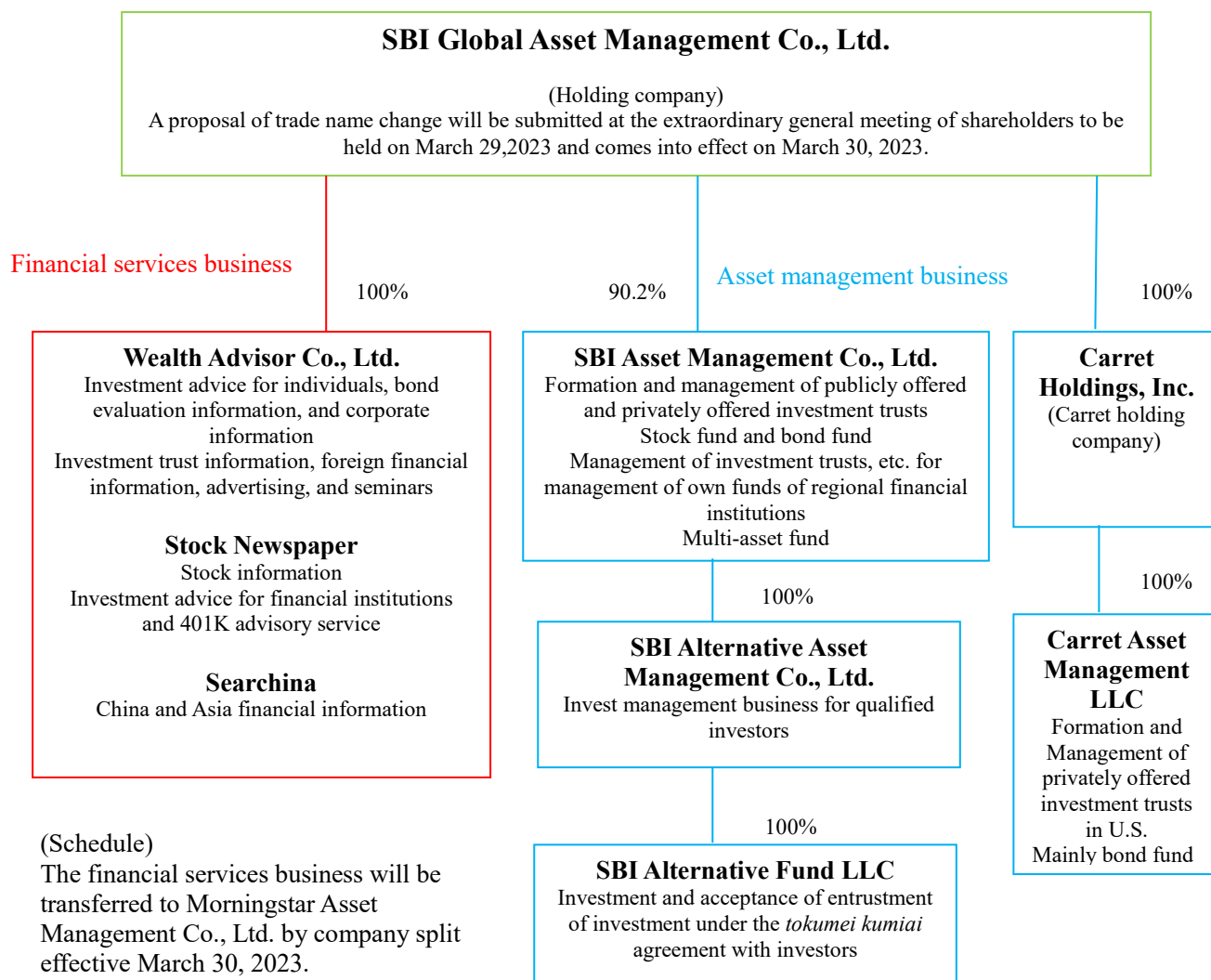
2022, the Tender Offeror accompanied by Daiwa Securities Co., Ltd. and Daiwa Institute of Research Ltd. had discussions with Morningstar, Inc. about the expected outline of the Tender Offer such as (i) the setting of a tender offer price at a discount to the market price in light of the fact that while the maximum number of shares to be purchased in the Tender Offer is the same as the number of the Shares Agreed to be Tendered, it is desirable to minimize the number of shareholders of the Company other than Morningstar, Inc. that will tender their shares in the Tender Offer so that all of the Shares Agreed to be Tendered will be purchased from Morningstar, Inc. to the extent possible,, and (ii) the number of shares to be purchased being approximately 10,000,000 shares (ownership ratio: 11.15%) in line with the intention of Morningstar, Inc. in light of the possibility that a certain number of shares other than the Shares Agreed to be Tendered may be tendered, taking into account the amount of funds expected to be raised by Morningstar, Inc. The Tender Offeror and Morningstar, Inc. agreed on December 28, 2022 that the Tender Offeror would implement the Tender Offer with the Tender Offer Price, which represents a 5% discount on the closing price of the Company Shares in the Prime Market as of the day before the announcement date of the Tender Offer, and executed the Tender Agreement on January 27, 2023. Also, the Tender Offeror decided at its board of directors meeting held on December 28, 2022 to implement the Tender Offer and acquire the Company Shares. Note that because Mr. Tomoya Asakura, who is a director of the Tender Offeror, has a position as representative director, executive officer and president of the Company, and Mr. Yoshitaka Kitao, who is a representative director of the Tender Offeror, has a position as director of the Company, they were not involved in the decision-making regarding the Tender Offer on the side of the Tender Offeror.

(ii) Management Policy After the Tender Offer

The Tender Offer is not intended to result in the delisting of the Company Shares, and the Tender Offeror has a policy to maintain the listing of the Company Shares after the successful completion of the Tender Offer. Therefore, while the continued listing criteria are not expected to be violated as a result of the Tender Offer, if the Company Shares do violate the continued listing criteria, the Company will consult with the Tender Offeror and take the most appropriate measures to maintain the listing of the Company Shares during the grace period before the delisting as stated in “(4) Prospects and Reasons for Delisting” below. However, the specific nature, details of implementation, and terms and conditions of the measures described above have not been determined in any specific manner at present. The Tender Offeror will not change the position of the Company as a core asset management business subsidiary in the SBIHD group as a listed subsidiary that is independent from SBIHD to a certain extent after the end of the Tender Offer, and will continue to ensure the independence of the Company as a listed company and maintain the current state of the management system of the Company. In addition, out of the Company’s directors, Ms. Bevin Desmond, who has a position in Morningstar, Inc., will resign from Morningstar, Inc. at the end of January 2023, and will also resign as director of the Company at an undetermined future date. Other than that, no matters have been determined as to the change in the officers of the Company as of the date hereof, and no discussions have been performed with Morningstar, Inc. about the transfer of directors after the Tender Offer.

In addition, the Tender Offeror contemplates that the Target Company will continue to maintain a favorable business relationship with Morningstar, Inc. after the Tender Offer.

The Company will, upon the termination of the License Agreement, cease to use the Licensed Items in the business before March 30, 2023, and submit a proposal to amend the Articles of Incorporation that will change its trade name from Morningstar Japan K.K. to SBI GLOBAL ASSET MANAGEMENT Co., Ltd. at the extraordinary general meeting of shareholders to be held on March 29, 2023 (for the details, please refer to “Notice of Extraordinary General Meeting of Shareholders and Establishment of Record Date for Convening the Extraordinary General Meeting of Shareholders, and Partial Amendment of Articles of Incorporation and Change in Trade Name” released by the Company on January 27, 2023). Upon the termination of the License Agreement, the Company will also reorganize the group (for details, please refer to “Notice of Company Split to a Subsidiary, Merger between Subsidiaries, and Change in Trade Names of the Subsidiaries, and Transition to Holding Company Structure” released by the Company today), and the financial services business of the Company will be transferred to Morningstar Asset Management Co., Ltd. by company split effective March 30, 2023, and after April 2023, Wealth Advisor Co., Ltd. (it is expected to change the trade name from Morningstar Asset Management Co., Ltd. to Wealth Advisor Co., Ltd. after the absorption-type merger (effective March 30, 2023) in which E-Advisor Co., Ltd. is the disappearing company and Morningstar Asset Management Co., Ltd. is the surviving company) will analyze and evaluate the financial products and conduct the financial services business under the trade name of Wealth Advisor. The domestic asset management business of the Company will be integrated into SBI Asset Management Co., Ltd. (“**SBI Asset Management**”) to expand and streamline profits (for details, please refer to “Notice of Merger between the Subsidiaries of SBI Asset Management Co., Ltd. and Shinsei Investment Management Co., Ltd.” released by the Company on January 27, 2023). The outline of the Company Group after the group reorganization described above is as described in the following diagram.



(Schedule)

The financial services business will be transferred to Morningstar Asset Management Co., Ltd. by company split effective March 30, 2023. Morningstar Asset Management Co., Ltd and E-Advisor Co., Ltd. will be merged. The trade name of Morningstar Asset Management Co., Ltd. will be changed to Wealth Adviser Co., Ltd.

(Schedule)

SBI Asset Management Co., Ltd. and Shinsei Investment Management Co., Ltd. will be merged on April 1, 2023

The Tender Offeror received explanations from the Company regarding, and approved after determining to respect the Company's business decision, the measures to be taken upon the termination of the License Agreement as described above in mid-January 2023. Also, concurrent with the change in the Company's trade name, the Tender Offeror will change its trade name from SBI GLOBAL ASSET MANAGEMENT Co., Ltd. to SBI Asset Management Group Co., Ltd.

- (C) Process of and Reasons for the Decision to Support the Tender Offer by the Company
- As stated in "(i) Purpose and Background of the Tender Offer" in "(B) Background, Purpose, and Decision-Making Process with respect to the Tender Offeror Conducting the Tender Offer, and Management Policy After the Tender Offer" above, the Company and Morningstar, Inc. commenced discussions about the treatment of the License Agreement in late 2021, and reached a general agreement in early November 2022 that the Company will cease to use the "Morningstar" brand and the Licensed Items by

terminating the License Agreement while continuing to conduct the financial services business. In addition, in light of the fact that the Company has endeavored to increase the value of the “Morningstar” brand in Japan over approximately 25 years since its incorporation and believes that the “Morningstar” brand is widely recognized by investors, financial institutions, media and other persons in Japan today, and Morningstar, Inc. respects the brand power of the “Morningstar” brand in Japan, the Company and Morningstar, Inc. agreed that Morningstar, Inc. will pay 8 billion yen to the Company as consideration for the return of “Morningstar” brand by the Company to Morningstar, Inc. Then, upon the above agreement, the Company was informed by Morningstar, Inc. that Morningstar, Inc. intended to sell part of the Company Shares that it held in order to apply the sales proceeds to the financing of that payment. The Company approached the Tender Offeror as to whether the Tender Offeror might acquire the Company Shares to be sold by Morningstar, Inc. in the Tender Offer, and continued discussions and examinations.

As a result, as described “(i) Purpose and Background of the Tender Offer” in “(B) Background, Purpose, and Decision-Making Process with respect to the Tender Offeror Conducting the Tender Offer, and Management Policy After the Tender Offer” above, while the Company determined that the termination of the License Agreement and the receipt of the associated consideration are expected to enhance corporate value given that, even if Morningstar, Inc. enters the asset management business or financial services business in which the Company operates, the effect of the termination of the License Agreement on the business of the Company will be limited because the competitive relationship is not expected to be fierce due to reasons including the scale of the asset management market and the financial services know-how held by the Company, and further growth is expected from a collaboration with Morningstar, Inc. where the Company and Morningstar, Inc. independently conduct their respective business and maintain and strengthen the cooperative relationship between them, the Company determined that it is reasonable to express its opinion in favor of the Tender Offer because the Company received explanations from Morningstar, Inc. that Morningstar, Inc. will sell the Company Shares so that Morningstar, Inc. may raise part of the funds necessary for the payment of such consideration and a closer relationship between the Company and the Tender Offeror is expected to create business synergies. In addition, the Company determined that it is reasonable to take a neutral position regarding whether its shareholders tender shares in the Tender Offer, thereby leaving that decision to the judgment of its shareholders in light of the fact that (i) it is sufficiently reasonable to assume that the shareholders of the Company will choose an option to maintain the ownership of the Company Shares even after the Tender Offer because while the termination of the License Agreement and the implementation of the Tender Offer will contribute to the enhancement of the corporate value of the Company, and the Tender Offeror has already held 37,185,200 shares of common stock in the Company (ownership ratio: 41.47 %) and made the Company its consolidated subsidiary, the listing of the Company Shares will continue to be maintained even after the Tender Offer since the maximum number of shares to be purchased in the Tender Offer is only 10,000,000 shares (ownership ratio: 11.15 %), the ownership ratio of the Company Shares that the Tender Offeror will hold after the Tender Offer remains 52.62%, and the status of the Company in the SBI Group is not expected to change materially, and (ii) the Tender Offer Price represents a discount on the closing price of the Company Shares in the Prime Market as of the day before the announcement date of the Tender Offer.

Based on that judgment, at the Company's board of directors meeting held today, which was attended by all seven directors of the Company with the exception of Mr. Tomoya Asakura, Mr. Yoshitaka Kitao and Ms. Bevin Desmond (Mr. Motonari Ohtsuru, Mr. Billy Wade Wilder, Mr. Kotaro Yamazawa, and Mr. Akihiro Horie), the board expressed an opinion in favor of the Tender Offer and resolved to take a neutral position regarding whether the shareholders tender shares in the Tender Offer, thereby leaving that decision to the judgment of its shareholders. Note that Mr. Tomoya Asakura, who is a representative director, executive officer and president of the Company, has a position as director of the Tender Offeror, Mr. Yoshitaka Kitao, who is a director of the Company, has a position as representative director of the Tender Offeror, and Ms. Bevin Desmond, who is a director of the Company, has a position as officer of Morningstar, Inc. In order to eliminate arbitrariness in decision-making regarding the Tender Offer, ensure the fairness, transparency, and objectivity of the decision-making process of the Company and avoid conflicts of interest, Mr. Tomoya Asakura, Mr. Yoshitaka Kitao and Ms. Bevin Desmond did not participate in deliberations and resolutions on the Tender Offer at the board of directors meetings of the Company or participate in the discussions and negotiations with the Tender Offeror on the side of the Company.

Out of three statutory auditors of the Company, all of the disinterested statutory auditors attended the board of directors described above, and unanimously expressed the opinion that they had no objection to the resolution described above. For the details of that resolution of the Company's board of directors, please refer to "(C) Consent of All Disinterested Directors of the Company and Opinion of All Statutory Auditors that They Had No Objection at the Company" in "(6) Measures to Ensure Fairness of the Tender Offer and Measures to Avoid Conflicts of Interest" below. In addition, the Company executed with Morningstar, Inc. an agreement regarding the termination of the License Agreement today.

(3) Matters relating to Valuation

The Company did not obtain a share price valuation report when expressing an opinion on the Tender Offer, given that the Tender Offer Price is the price determined and agreed on between the Tender Offeror and Morningstar, Inc., the purpose of the Tender Offer is only to acquire the Shares Agreed to be Tendered from Morningstar, Inc., the maximum number of shares to be purchased in the Tender Offer has been set and the listing of the Company Shares is to be maintained after the Tender Offer, the Tender Offer Price represents a discount on the closing price of the Company Shares in the Prime Market as of the day before the announcement date of the Tender Offer, and the Company has taken a neutral position regarding whether or not to tender shares in the Tender Offer, because it is not expected that shareholders other than Morningstar, Inc. will tender their shares.

(4) Prospects and Reasons for Delisting

The Company has the Company Shares listed on the Prime Market of the TSE as of today. The purpose of the Tender Offer is to acquire the Shares Agreed to be Tendered from Morningstar, Inc., and the Tender Offeror has set a maximum number of shares to be purchased of 10,000,000 shares (ownership ratio: 11.15%), which is the same as the number of the Shares Agreed to be Tendered, and intends to maintain the

listing of the Company Shares after the Tender Offer. If only the Shares Agreed to be Tendered held by Morningstar, Inc. are tendered in the Tender Offer, the number of distributed shares will not be changed and the continued listing criteria will not be violated. While the tender offer price represents a discount on the market price of the Company Shares, if a reasonable number of shareholders who are minority shareholders of the Company other than Morningstar, Inc. tender their shares in the Tender Offer (as the ratio of distributed shares is 35.19% as of September 30, 2022 and the ratio of distributed shares in accordance with the continued listing criteria of the Prime Market is 35.00%, meaning shares equivalent to 0.19% (168,170 shares) of the ratio of distributed shares), resulting in an decrease in the number of distributed shares, and the continued listing criteria of the TSE are not met as of March 31, 2023 as a result of the Tender Offer, the Company will be subject to transitional measures, and if it fails to meet the continued listing criteria applied as transitional measures within one year from the time when it fails to meet the continued listing criteria in principle, the Company Shares will be delisted. The Company has determined that it will be necessary to maintain the listing from the perspective of the continuous growth and mid-to-long-term corporate value enhancement, and even if the Company is subject to the transitional measures as described above, the Company will take the most appropriate measures to maintain the listing of the Company Shares upon consultation with the Tender Offeror. However, the specific nature, details of implementation, and terms and conditions of the measures described above have not been determined in any specific manner at present.

(5) Expected Acquisition of Share Certificates, Etc. after the completion of the Tender Offer

The purpose of the Tender Offer is to acquire the Shares Agreed to be Tendered from Morningstar, Inc., and it is not intend to result in the delisting of the Company Shares. Therefore, as of today, the Tender Offeror will not additionally acquire the Company Shares after the completion of the Tender Offer. In addition, if the total number of Tendered Share Certificates, Etc. exceeds the maximum number of the Share Certificates, Etc. to be purchased (10,000,000 shares), and if the Tender Offeror is not able to acquire all of the Shares Agreed to be Tendered from Morningstar, Inc., the Tender Offeror will not additionally acquire the Company Shares from Morningstar, Inc. after the completion of the Tender Offer as of today.

(6) Measures to Ensure Fairness of the Tender Offer and Measures to Avoid Conflicts of Interest

In order to eliminate arbitrariness in decision-making regarding the Tender Offer, ensure the fairness, transparency, and objectivity of the decision-making process of the Company and avoid conflicts of interest—and in light of the fact that as of the date hereof, the Company is a consolidated subsidiary of the Tender Offeror and the Tender Offer constitutes a material transaction with a controlling shareholder, and that out of seven directors of the Company, Mr. Tomoya Asakura and Mr. Yoshitaka Kitao concurrently serve as directors of the Tender Offeror and Ms. Bevin Desmond concurrently serves as officer of Morningstar, Inc.—the Tender Offeror and the Company implemented the following measures.

Among the statements below, matters relating to the measures implemented by the Company are based on the explanations given by the Company.

- (A) Obtainment by the Tender Offeror of a share price valuation report from an independent third-party appraiser.

According to the Tender Offeror, in deciding the Tender Offer Price, the Tender Offeror requested that DIR, which is its financial advisor, evaluate the share value of the Company Shares as a third-party appraiser independent from the Tender Offeror and the Company. DIR is not a party affiliated with the Tender Offeror or the Company and does not have a material interest in the Tender Offer. After considering which of several share value calculation methods should be used to calculate the share value of the Company Shares, DIR calculated the share value of the Company Shares using the following valuation methods: (i) market price method, as the Company Shares are listed on the Prime Market and there is a market price; and (ii) the DCF method, to reflect future business activities in the valuation. The Tender Offeror obtained a share price valuation report (the “**Share Price Valuation Report**”) regarding the Company Shares from DIR on January 26, 2023. Since the Tender Offer is to be conducted at a discount on the market price, with basically no expectation of tendering by general shareholders, and there is relatively little room for fairness issues compared to ordinary tender offers, the Tender Offeror did not obtain an opinion letter regarding the fairness of the Tender Offer Price (a fairness opinion) from DIR.

According to the Share Price Valuation Report, the calculation methods used and the range of share values per Company Share obtained from such methods are as follows.

Market price method: From 456 yen to 467 yen

DCF method: From 404 yen to 525 yen

According to the Tender Offeror, the range of share values per Company Share obtained from the market price method is 456 yen to 467 yen, which is calculated by using January 26, 2023 as the record date for calculation, based on 458 yen, the simple average closing price over the preceding one-month period (from December 27, 2022 to January 26, 2023) quoted on the Prime Market as of the record date, 456 yen, the simple average closing price over the preceding three-month period (from October 27, 2022 to January 26, 2023), and 467 yen, the simple average closing price over the preceding six-month period (from July 27, 2022 to January 26, 2023).

According to the Tender Offeror, the range of share values per Company Share obtained from the DCF method is 404 yen to 525 yen, which is derived by calculating the Company’s share value by discounting to the present value, at a certain discount rate, the free cash flow that the Company is expected to generate in and after the third quarter of the fiscal year ending March 2023 based on the Company’s future revenue forecast prepared based on various factors such as the trends of latest performance of the Company, publicly released information and results of interviews performed with the Company regarding the mid-to-long-term business objectives. The financial projections made by DIR based on the DCF analysis do not include any fiscal years in which a significant increase or decrease in profit is expected.

The Tender Offer Price of 439 yen represents (i) a discount of 4.98% (rounded to two decimal points; the same applies for calculations of discount rates (%) on the share prices below) on 462 yen, the closing price of the Company Shares on the Prime Market as of January 26, 2023, which is the business day before the announcement date of the Tender Offer, (ii) a discount of 4.15 % (rounded to two decimal points; the same applies for each calculation of the simple average closing stock prices below) on 458 yen, the simple average closing price for the one-month period prior to January 26, 2023, (iii) a premium of 3.73% on 456 yen, the simple average closing price for the three-month period prior to January 26, 2023, and (iv) a premium of 6.0% on 467 yen, the simple average closing price for the six-month period prior to January 26, 2023.

- (B) Advice to the Company received by the Company from an independent law firm.

In order to ensure the transparency and reasonableness of the decision-making process regarding the Tender Offer, the Company appointed Shin Saiwai Law Office as a legal advisor independent from the Company, SBIHD, and the Tender Offeror and received necessary legal advice from that law firm on methods of decision-making of the board of directors of the Company regarding the Tender Offer, its decision-making process, and other matters to be noted.

- (C) Consent of all disinterested directors of the Company and opinion of all statutory auditors that they had no objection at the Company.

The Company's board of directors meeting held today, which was attended by all seven directors of the Company with the exception of Mr. Tomoya Asakura, Mr. Yoshitaka Kitao and Ms. Bevin Desmond (Mr. Motonari Ohtsuru, Mr. Billy Wade Wilder, Mr. Kotaro Yamazawa, and Mr. Akihiro Horie), the board expressed an opinion in favor of the Tender Offer based on the grounds and reasons set out in "(C) Process of and Reasons for the Decision to Support the Tender Offer by the Company" in "(2) Grounds and Reasons for the Opinion on the Tender Offer" above with the unanimous approval of all directors present. Note that Mr. Tomoya Asakura, who is a representative director, executive officer and president of the Company, has a position as director of the Tender Offeror, Mr. Yoshitaka Kitao, who is a director of the Company, has a position as representative director of the Tender Offeror, and Ms. Bevin Desmond, who is a director of the Company, has a position as an officer of Morningstar, Inc. In order to eliminate arbitrariness in decision-making regarding the Tender Offer, ensure the fairness, transparency, and objectivity of the decision-making process of the Company and avoid conflicts of interest, Mr. Tomoya Asakura, Mr. Yoshitaka Kitao and Ms. Bevin Desmond did not participate in deliberations and resolutions on the Tender Offer at the board of directors meetings of the Company or participate in the discussions and negotiations with the Tender Offeror on the side of the Company.

The Company also resolved at its board of directors meeting described above that the Tender Offer is not intended to result in the delisting of the shares, and the Company will take a neutral position regarding whether the

shareholders of the Company tender shares in the Tender Offer, thereby leaving that decision to the judgment of its shareholders.

Three statutory auditors of the Company (Mr. Atsuo Goto, Mr. Kazuro Nagano and Mr. Masanobu Kotake) attended the board of directors meeting described above, and all of the statutory auditors expressed the opinion that they have no objection to the resolution mentioned above.

(D) Obtainment by the Company of a written opinion from independent officers.

Because the Tender Offer constitutes a material transaction with a controlling shareholder as prescribed in Article 441-2 of the Securities Listing Regulations of the TSE, the Tender Offer obtained a written opinion today from Mr. Motonari Ohtsuru, an outside director, Mr. Billy Wade Wilder, an outside director, Mr. Kotaro Yamazawa, an outside director, Mr. Akihiro Horie, an outside director, Mr. Kazuro Nagano, an outside statutory auditor, and Mr. Masanobu Kotake, an outside statutory auditor who are independent officers of the Company that do not have any conflicts of interest with the Tender Offeror, to the effect that to support of the Tender Offer and to take a neutral position regarding whether the shareholders of the Company tender shares in the Tender Offer, thereby leaving that decision to the judgment of its shareholders, would not be disadvantageous to the minority shareholders of the Company.

The outline of the reasons for such opinion is as follows.

(i) The advantages of the Tender Offer are that (a) provided that Morningstar, Inc. is able to raise the funds necessary for the payment through the Tender Offer, the Company will record a revenue of 8 billion yen as consideration for the brand value to be returned to Morningstar, Inc., which will greatly increase retained earnings and can finance measures for maintaining and expanding dividends to shareholders, M&A, system investment and other business expansion measures, and (b) the closer relationship between the Company and the Tender Offeror is expected to create business synergies due to the Tender Offeror holding the majority of voting rights of the Company. Meanwhile, the disadvantages of the Tender Offer are limited because (c) the Licensed Items are now considered to be less important than before in light of the transition of the Company's main business away from the financial services business, which uses the Licensed Items held by Morningstar, Inc., to the asset management business, (d) the Company would be able to continue the financial services business based on the Company's own know-how and data even after the termination of the License Agreement, and (e) even if Morningstar, Inc. were to enter the asset management business or financial services business in which the Company operates, the effect of the termination of the License Agreement on the business of the Company would be limited, among other reasons. Therefore, the advantages of the Tender Offer outweigh the disadvantages, the Tender Offer will contribute to the enhancement of the Company's corporate value, and its purpose is justifiable and reasonable.

(ii) Because the Tender Offeror's policy is to maintain the listing of the Company Shares after the completion of the Tender Offer, and the freedom of the minority shareholders of the Company to tender their shares in the Tender

Offer is secured, the Tender Offer is not disadvantageous to the minority shareholders, irrespective of whether the Tender Offer Price is high or low. In addition, there is no reason to doubt the fairness of the period of the Tender Offer, the number of shares to be purchased, and other terms and conditions of the Tender Offer, so the terms of the Tender Offer other than the Tender Offer Price are considered to be fair.

(iii) There is no fact that implies that the Tender Offeror had undue influence over the Company in the process of the discussions, examinations and negotiations of the Tender Offer, and the procedures are considered to be fair.

(iv) The Tender Offer is not intended to result in the delisting of the Company Shares, and the Tender Offeror's policy is to maintain the listing of the Company Shares after the completion of the Tender Offer. The Company has determined that it will be necessary to maintain the listing from the perspective of continuous growth and mid-to-long-term corporate value enhancement. Even if a significant number of shareholders other than Morningstar, Inc. tender their shares in the Tender Offer, causing the number of distributed shares to decrease and violating the continued listing criteria of the TSE (the ratio of distributed shares) as of the end of March 2023, the Company will take the most appropriate measures to maintain the listing of the Company Shares by recovering the ratio of distributed shares to meet the continued listing criteria or by other means. Therefore, the probability that the shares of the Company will be delisted to the detriment of the minority shareholders as a result of the Tender Offer is considered to be low.

4. Matters relating to Important Agreements between the Tender Offeror and the Company's shareholders regarding the Tender

The Tender Offeror executed with Morningstar, Inc. the Tender Agreement today, under which Morningstar, Inc. agreed with the Tender Offeror to tender part (10,000,000 shares; ownership ratio: 11.15%) of the Company Shares held by Morningstar, Inc. (19,846,300 shares) in the Tender Offer.

Under the Tender Agreement, Morningstar, Inc. shall conduct such tender on these conditions: (i) the Tender Offer has commenced pursuant to the tender agreement, and has not been withdrawn; (ii) the Company resolved at its board of directors meeting to express its opinion in favor of the Tender Offer (it is necessary to attach an opinion of the independent outside directors that the Tender Offer will not damage the interests of minority shareholders of the Company), and to take a neutral position regarding whether its shareholders tender shares in the Tender Offer, and such opinion has not been changed or withdrawn; (iii) the initial period of the Tender Offer (January 30, 2023 to February 28, 2023) has not been extended (unless permitted under the Tender Agreement); (iv) an agreement regarding the termination of the License Agreement has been validly executed and is existing; (v) the representations and warranties of the Tender Offeror (Note 1) are true and accurate in all material respects; (vi) the Tender Offeror has performed or complied with the obligations set out in the Tender Agreement (Note 2) in all material respects; and (vii) no law, regulation, or decision of a judicial or administrative agency restricts or prohibits the Tender Offer. However,

Morningstar, Inc. is not restricted from voluntarily waiving those conditions at its own discretion and tendering its shares in the Tender Offer.

(Note 1): The Tender Offeror represents and warrants under the Tender Agreement (a) the lawful and valid incorporation and existence of the Tender Offeror, and prepare and file this Statement without making any material change after Morningstar, Inc. confirms the draft of this Statement, (b) the lawful and valid execution and performance of the Tender Agreement by the Tender Offeror, (c) the enforceability of the Tender Agreement against the Tender Offeror, (d) the fact that the execution and performance of the Tender Agreement by the Tender Offeror does not conflict with laws and regulations and internal rules of the Tender Offeror, or breach or constitute a default of other agreements entered into by the Tender Offeror, and (e) the non-existence of any petition for bankruptcy proceedings against the Tender Offeror.

(Note 2): The Tender Offeror assumes under the Tender Agreement (a) an obligation to prepare and file the documents required by laws and regulations in cooperation with Morningstar, Inc. in order to implement the Tender Offer, and prepare and file the tender offer registration statement without making any substantial change after Morningstar, Inc. confirms the draft of the tender offer registration statement, (b) an obligation to endeavor to obtain a clearance under the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended) within ten business days after the commencement of the Tender Offer, (c) an obligation to explain changes in the conditions of the Tender Offer in advance if such changes become necessary, (d) an obligation to notify material matters such as filing of litigations in relation to the Tender Offer and occurrence or existence of the event that constitutes material breach of the Tender Agreement when the Tender Offeror becomes aware of such material matters, (e) confidentiality obligations, (f) an obligation to consult and agree with Morningstar, Inc. on the announcement concerning the Tender Offer in advance, and (g) an obligation not to transfer any contractual status, or rights or obligations under the Tender Agreement.

If a third party other than the Tender Offeror commences a tender offer for the shares of the Company (“**Competing Tender Offer**”) after the execution of the Tender Agreement and before the last day of the Tender Offer Period, and the tender offer price of the Competing Tender Offer is higher than that of the Tender Offer, Morningstar, Inc. may request the Tender Offeror to raise the Tender Offer Price to the same amount as that of the Competing Tender Offer or higher. If, no later than 3 p.m. on the last day of the Tender Offer Period, (i) the Tender Offeror does not raise the Tender Offer Price as requested by Morningstar, Inc. or (ii) a duly authorized organ of Morningstar, Inc. reasonably determines that tendering the shares in the Tender Offer, or not withdrawing the tendering of shares in the Tender Offer may lead to a breach of Morningstar, Inc.’s officers’ duty of due care pursuant to applicable laws and regulations, Morningstar, Inc. may withdraw the tendering of shares in accordance with the procedures set out in the tender offer registration statement for the Tender Offer without any penalties or obligations to pay compensation to the Tender Offeror or its affiliated companies.

5. Details of Benefits Received from the Tender Offeror or its Specially Related Parties
Not applicable.

6. Response Policy Regarding Basic Policies Relating to Control of the Company
Not applicable.

7. Questions to the Tender Offeror
Not applicable.

8. Request for Extension of the Tender Offer Period
Not applicable.

9. Matters Relating to Transactions, Etc. with a Controlling Shareholder

(1) Transactions, etc. with a Controlling Shareholder and Status of Conformity with Policy Regarding Measures to Protect Minority Shareholders

The expression of an opinion by the Company regarding the Tender Offer constitutes a material transaction, etc. with a controlling shareholder as prescribed in the rules of the TSE since the Tender Offeror is the Company's parent company. As stated in the "Matters Relating to Controlling Shareholders, Etc." dated June 30, 2022, the Company's policy is to conduct objective and fair transactions in the event of a transaction with a controlling shareholder as policies to protect minority shareholders in the event of a transaction, etc. with a controlling shareholder, and the Company will conduct the transaction on the same basic conditions as those for other customers and at the fair market price, resolve at its board of directors meeting to secure the appropriate transactions and otherwise take appropriate measures not to damage the rights of the minority shareholders.

With respect to the status of conformity of the expression of opinion on the Tender Offer with the above policy, as stated in "(6) Measures to Ensure Fairness of the Tender Offer and Measures to Avoid Conflicts of Interest" in "3. Details of Opinion on the Tender Offer and Grounds and Reasons Therefor" above, the Company believes that the expression of opinion on the Tender Offer is consistent with the policy stated above because the Company made its own management decision after taking measures, and carefully discussing and examining the terms and conditions of the Tender Offer to ensure fairness of the Tender Offer and to avoid conflicts of interest.

(2) Details of Measures to Ensure Fairness and Measures to Avoid Conflicts of Interest

Please refer to "(6) Measures to Ensure Fairness of the Tender Offer and Measures to Avoid Conflicts of Interest" in "3. Details of Opinion on the Tender Offer and Grounds and Reasons Therefor" above.

- (3) Outline of Opinion Obtained from a Party Who Has No Interest in the Controlling Shareholder that the Transactions Would Not be Disadvantageous to the Minority Shareholders

Please refer to “(D) Obtainment by the Company of an Opinion from Independent Officers” of “(6) Measures to Ensure Fairness of the Tender Offer to Avoid Conflicts of Interest” in “3. Details of Opinion on the Tender Offer and Grounds and Reasons Therefor” above.

10. Future Prospects

Please refer to “(2) Grounds and Reasons for the Opinion,” “(4) Prospects and Reasons for Delisting” and “(5) Expected Acquisition of Share Certificates, Etc. after the Tender Offer” of in “3. Details of Opinion on the Tender Offer and Grounds and Reasons Therefor” above.

Attached material: “Announcement of Commencement of Tender Offer for Shares in Morningstar Japan K.K. (Securities Code: 4765)” released by the Tender Offeror today.

End.

Restrictions on Solicitation

This document is to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell 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 document does not constitute, nor form part of, any offer to sell, solicitation of a sale of, or any solicitation of any offer to buy, any securities. In addition, neither this document (or any part of it) nor the fact of its distribution shall form the basis for any agreement on the Tender Offer or be relied on when executing such an agreement.

Forward-Looking Statements

This document and the reference documents describe prospective business development based on the view of the management team of the Tender Offeror, SBIHD or the Company in the event of the acquisition of the Company Shares. This document and the reference documents, including the information concerning the future business of the Tender Offeror, SBIHD, the Company, other companies, etc., may include the forward-looking statements such as “anticipate,” “expect,” “intend,” “plan,” “believe,” and “assume”. These statements are based on the outlook for the business of the Tender Offeror, SBIHD or the Company at this time, and the actual results may change depending on various factors and significantly deviate from those predictions. The Tender Offeror, SBIHD and their affiliates are not obligated to update or revise those statements to reflect future events or situations.

US Regulations

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards provided under the Financial Instruments and Exchange Act of Japan, and those procedures and standards are not always the same as those applicable in the United States. In particular, neither Section 13(e) nor Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; the same applies below) or the rules under these sections apply to the Tender Offer; therefore, the Tender Offer is not conducted in accordance with those procedures or standards.

All procedures regarding the Tender Offer will be conducted in Japanese unless specifically set forth otherwise. All or part of the documents regarding the Tender Offer will be prepared in English. However, if there is any discrepancy between the documents in English and those in Japanese, the documents in Japanese shall prevail.

Prediction of the Future

This document and the reference documents include forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 (as amended, the “U.S. Securities Exchange Act of 1933”) and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may be significantly different from the predictions expressly or impliedly indicated in the forward-looking statements, due to known or unknown risks, uncertainty, or other factors. The Tender Offeror and the Company or their affiliates do not guarantee that the predictions expressly or impliedly indicated as the forward-looking statements will turn out to be correct. The forward-looking statements included in this document and the reference documents were

prepared based on the information held by the Tender Offeror and the Company or their affiliates as of the date indicated in this document and the reference documents, and unless obligated by laws or regulations or the rules of a financial instruments exchange, the Tender Offeror, the Company or their affiliates shall not be obligated to update or revise the statements to reflect future incidents or situations. The financial information included in this document and the reference documents is the information based on the Japanese accounting standards and such accounting standards may be significantly different from the general accounting standards in the United States or other countries. Also, because the Tender Offeror and the Company are corporations incorporated outside the United States and some or all of their directors are non-U.S. residents, it may be difficult to exercise or demand rights against them under the U.S. securities laws. It also may be impossible to bring an action against a company that is based outside of the United States or its directors in a court outside of the United States on the grounds of a violation of the federal securities laws of the United States. There is also no guarantee that a company that is based outside of the United States or its subsidiaries or affiliates may be compelled to submit themselves to the jurisdiction of a U.S. court.

Before the commencement of the Tender Offer or during the tender offer period, the Tender Offeror and its affiliate, the financial advisor of each of the Tender Offeror and the Company, and the tender offer agent (including their affiliates) might purchase by means other than the Tender Offer or conduct an act aimed at such a purchase of the Company Shares listed on the Prime Market on their own account or the account of their client to the extent permitted by Japanese laws and regulations related to financial instruments transactions and other applicable laws and regulations in the scope of their ordinary business and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934. Such purchase might be conducted at the market price through a market transaction or decided through off-market negotiation. If information regarding such a purchase is disclosed in Japan, that information will also be disclosed in the English language on a website (or by any other means of public disclosure) of the person that conducted that purchase or its affiliates.

In other countries

Some countries or regions may impose restrictions on the announcement, issue, or distribution of this document. In such cases, please take note of such restrictions and comply with them. The announcement, issue, or distribution of this press release shall not constitute a solicitation of an offer to sell or an offer to buy shares relating to the Tender Offer and shall be deemed a distribution of materials for informative purposes only.