



Translation
August 14, 2024

To: Whom it may concern

Company Name: JTOWER Inc.
Representative: Atsushi Tanaka
Representative Director
(Securities code: 4485, TSE Growth Market)
Contact: Hideki Inanobe
Senior Executive Officer, CFO
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Notice Regarding Expression of Opinion in Support of the Tender Offer for the Company Shares, Etc. by DB Pyramid Holdings, LLC and Recommendation of Tender

The Company hereby announces that it adopted at its board of directors meeting held today a resolution to the effect that it shall express its opinion in support of a tender offer by DB Pyramid Holdings, LLC (the “Tender Offeror”) for Company’s common shares (“Company Shares”) and the Stock Acquisition Rights (as defined in “(2) Stock acquisition rights” in “2. Purchase price” below) (such tender offer is hereinafter referred to as the “Tender Offer”), and that it shall recommend that its shareholders tender their shares in the Tender Offer and that it shall leave to the holders of the Stock Acquisition Rights (the “Stock Acquisition Right Holders”) the decision on whether or not to tender their Stock Acquisition Rights in the Tender Offer.

It should be noted that the Company’s board resolution above was made on the assumption that the Tender Offeror contemplates taking the Company private through the Tender Offer and the following series of procedures and that the Company Shares are to be delisted.

1. Overview of the Tender Offeror

(1) Name	DB Pyramid Holdings, LLC	
(2) Address	750 Park of Commerce Drive, Suite 210, Boca Raton, Florida 33487, U.S.A	
(3) Name and title of the representative	Marc Ganzi, Chief Executive Officer	
(4) Description of business	Investment	
(5) Share capital	USD 10 (as of August 14, 2024)	
(6) Date of incorporation	July 22, 2024	
(7) Large shareholders and shareholding ratio	DB Pyramid Holdings, LP	- %
(8) Relationship between Company and Tender Offeror	Capital relationship	Not applicable.
	Personnel relationship	Not applicable.
	Business relationship	Not applicable.
	Status as related party	Not applicable.

Note: Although, according to the Tender Offeror, the Tender Offeror does not issue shares or other divided equity interest, it is substantially wholly owned by DB Pyramid Holdings, LP, which is, hence, stated as the “large shareholder.”

2. Purchase price

(1) 3,600 Japanese yen per share of common stock (the “Tender Offer Price”)

(2) Stock acquisition rights:

- A. 7th series stock options (JTOWER Inc. – B1 (3rd) stock acquisition rights) issued based on the resolution at the Company’s board of directors meeting held on November 25, 2015 (the “7th Series Stock Acquisition Rights”) (exercise period: from November 26, 2017 to November 25, 2025): 1 Japanese yen per unit;
- B. 9th series stock options (JTOWER Inc. – C2 (1st) stock acquisition rights) issued based on the resolution at the Company’s board of directors meeting held on May 26, 2017 (the “9th Series Stock Acquisition Rights”) (exercise period: from May 27, 2019 to May 26, 2027): 1 Japanese yen per unit;
- C. 12th series stock options (JTOWER Inc. – E2 (1st) stock acquisition rights) issued based on the resolution at the Company’s board of directors meeting held on May 30, 2018 (the “12th Series Stock Acquisition Rights”) (exercise period: from May 31, 2020 to May 30, 2028): 1 Japanese yen per unit;
- D. 14th series stock options (JTOWER Inc. – E2 (3rd) stock acquisition rights) issued based on the resolution at the Company’s board of directors meeting held on June 26, 2019 (the “14th Series Stock Acquisition Rights”) (exercise period: from June 27, 2021 to June 26, 2029): 1 Japanese yen per unit; and
- E. 15th series stock options (JTOWER Inc. – E3 (1st) stock acquisition rights) issued based on the resolution at the Company’s board of directors meeting held on August 21, 2019 (the “15th Series Stock Acquisition Rights” and the 7th Series Stock Acquisition Rights, 9th Series Stock Acquisition Rights, 12th Series Stock Acquisition Rights, 14th Series Stock Acquisition Rights, and 15th Series Stock Acquisition Rights are hereinafter collectively referred to as the “Stock Acquisition Rights,” and the purchase price per unit of the Stock Acquisition Rights is hereinafter collectively referred to as the “Stock Acquisition Right Purchase Price”) (exercise period: from August 22, 2021 to August 21, 2029): 1 Japanese yen per unit.

3. Details of, and grounds and reasons for, the opinion on the Tender Offer

(1) Details of the opinion

The Company adopted at its board of directors meeting held today a resolution to the effect that it shall express its opinion in support of the Tender Offer, and that it shall recommend that its shareholders tender their shares in the Tender Offer and that it shall leave to the Stock Acquisition Right Holders the decision on whether or not to tender their Stock Acquisition Rights in the Tender Offer based on the grounds and reasons described in “(2) Grounds and reasons for the opinion” below.

The Company’s board resolution above was made in a manner described in “(VII) Approval of all directors of the Company with no interest in the Transaction, and no objection to the Transaction from all company auditors of the Company with no interest in the Transaction” in “(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest” below.

(2) Grounds and reasons for the opinion

Of the grounds and reasons for the opinion on the Tender Offer, the statements concerning the Tender Offeror are based on the explanations given by the Tender Offeror.

(I) Overview of the Tender Offer

The Tender Offeror is a limited liability company established pursuant to the laws of the State of Delaware on July 22, 2024 for the main purpose of holding the Company Shares and the Stock Acquisition Rights through the Tender Offer, and as of August 14, 2024, DB Pyramid Holdings, LP, which is administered and managed by

DigitalBridge Group, Inc. (including its affiliates and related business entities; “DigitalBridge”), is the only member of the Tender Offeror. As of August 14, 2024, the Tender Offeror, DB Pyramid Holdings, LP and DigitalBridge do not hold any Target Company Shares or Stock Acquisition Rights that are listed on the Growth Market (the “**Tokyo Stock Exchange Growth Market**”) of the Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”).

DigitalBridge is listed on the New York Stock Exchange as a digital infrastructure investment firm with approximately \$84.5 billion in managed assets globally, and believes that it is one of the world’s leading digital infrastructure investment companies. DigitalBridge has a more than 25-year history in the digital infrastructure business, including in cell towers, data centers, fiber networks (Note 1), small cells, and edge infrastructure (Note 2). In addition to its head office located in Boca Raton, Florida, DigitalBridge has principal offices in New York, London, Luxemburg, and Singapore.

DigitalBridge invests and manages capital on behalf of a diverse range of institutional investors. In addition, DigitalBridge’s investment management platform consists of a number of long-term private investment funds designed to provide institutional investors with access to various investment areas of the digital infrastructure ecosystem.

DigitalBridge carries out value-added investing, and through its network of business partners with extensive experience in this field, global best practices and operational know-how from the tower business it owns, and collaboration with major telecommunications carriers around the world, DigitalBridge has a proven track record of supporting global telecommunication networks. As an experienced partner in the build-to-suit (“BTS”) program (Note 4) for mobile network operators (“MNO”) (Note 3), DigitalBridge has completed 6,500 new sites since its founding through the portfolio companies of the DigitalBridge.

(Note 1): “Fiber network” means a telecommunications infrastructure that transmits large volumes of data at high speeds using fiber-optic cables.

(Note 2): “Edge infrastructure” means network equipment which transfer data processing from a central data center to a location closer to a user in order to reduce latency.

(Note 3): “MNO” means an entity which has its own telecommunication channels for mobile use and that provides data transmission services.

(Note 4): “BTS program” means a program in which infrastructure facilities that are customized to align with the needs and requirements of specific telecommunications entities and clients are designed and built.

DigitalBridge and its telecommunications tower portfolio companies have been value-added partners to many MNOs, including through the delivery of large-scale BTS programs, and believes that it has extensive experience in operations, financing, development, and M&A in the telecommunications tower space.

Vertical Bridge, a DigitalBridge portfolio company, was selected by a leading U.S. telecommunications carrier Verizon Communications Inc. as its exclusive BTS provider in the United States, and Vertical Bridge formed a joint venture with Verizon Communications Inc. to accelerate the new construction of telecommunications towers. Further, in Indonesia, DigitalBridge portfolio company EdgePoint Infrastructure was contracted by Indosat Ooredoo Hutchison, an Indonesian telecommunications provider, for a BTS project for its telecommunications towers as part of a sale-and-leaseback transaction.

In addition, DigitalBridge believes that it has extensive knowledge in taking digital infrastructure companies private, as exemplified by its successful acquisitions of Zayo Group Holdings (with a transaction value of \$14 billion as of March 2020), Landmark Infrastructure Partners LP (with a transaction value of \$1.1 billion as of December 2021), and Switch, Inc. (with a transaction value of \$11 billion as of December 2022). In each of these deals, DigitalBridge partnered with existing management and employees and was actively supported by

the Company's key clients throughout the transaction process. Further, DigitalBridge believes that it has succeeded in accelerating the growth of these businesses after privatization through strategic value-added policies and robust capital support.

Since 2020, DigitalBridge has made approximately \$3.2 billion in direct and joint investments in digital infrastructure assets in the Asia-Pacific region.

In the Asia-Pacific region, DigitalBridge has four portfolio companies: Vantage Data Centers APAC (Vantage APAC), AIMS Data Centre, EdgePoint Infrastructure, and Xenith IG.

- Vantage Data Centers APAC (Vantage APAC) is a hyperscale data center operator with operations in Osaka, Kuala Lumpur, Hong Kong, and Taipei, focusing on growth in key Asia Pacific markets through new development.
- AIMS Data Centre is the industry's leading edge interconnection data center platform in the ASEAN region, with operations in Malaysia and Thailand.
- EdgePoint Infrastructure is a leading telecommunications tower operator in Southeast Asia, with operations in Indonesia, Malaysia, and the Philippines.
- Xenith IG owns, operates, and maintains a high-density, fault-tolerant fiber network connecting data centers, cable landing stations, and corporate buildings throughout the Asia-Pacific region.

At this time, the Tender Offeror has decided to conduct the Tender Offer as a part of a series of transactions (the "Transactions") in order to take private the Company Shares by acquiring all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company and the Non-tendered Shares (defined below)) and all of the Stock Acquisition Rights.

The Transactions consist of each of the following, which ultimately are intended to make the Tender Offeror and Cultive Ltd. the only shareholders of the Company:

- (i) the Tender Offer; and
- (ii) making the Tender Offeror and Cultive Ltd. ("**Cultive**"), an asset management firm of Mr. Atsushi Tanaka, who is the Representative Director of the Company ("**Mr. Tanaka**", and collectively with Cultive, "**Mr. Tanaka et al**") the only shareholders of the Company through a share consolidation (the "**Share Consolidation**") to be conducted by the Company in the case where the Tender Offer is successfully completed but the Tender Offeror is unable to acquire all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company and the Non-tendered Shares) and all of the Stock Acquisition Rights in the Tender Offer.

Note that as the Tender Offer is not a going private transaction of the Company Shares initiated by the management personnel of the Company, the Tender Offeror is not conducting the Tender Offer at the request of or with the investment of the management personnel of the Company, and neither all nor a part of the management personnel of the Company are planned to make any direct or indirect contribution to the Tender Offeror, the Transactions do not constitute a management buyout (MBO) transaction.

The Tender Offeror has executed (i) an agreement dated August 14, 2024 with Mr. Tanaka, who is the third largest shareholder of the Company, as of March 31, 2024 and the same applies below (number of owned shares: 1,822,386 shares; ownership ratio (Note 5): 7.08%, number of owned stock acquisition rights: 1 unit (number of represented shares: 400 shares; ownership ratio: 0.00%)), which provides that Mr. Tanaka will tender the Company Shares he owns in the Tender Offer (such agreement, the "**Tender Agreement (Mr. Tanaka)**"), (ii) an agreement dated August 14, 2024 with Nippon Telegraph and Telephone Corporation ("**NTT**"), which is the

second largest shareholder of the Company (number of owned shares: 4,206,000 shares; ownership ratio: 16.35%), which provides that NTT will tender the Company Shares it owns in the Tender Offer (such agreement, the “**Tender Agreement (NTT)**”), and (iii) an agreement dated August 14, 2024 with NTT DOCOMO, INC. (“**NTT DOCOMO**”), which is the 10th largest shareholder of the Company (number of owned shares: 553,473 shares; ownership ratio: 2.15%), which provides that NTT DOCOMO will tender the Company Shares it owns in the Tender Offer (such agreement, the “**Tender Agreement (NTT DOCOMO)**”); collectively with the Tender Agreement (Mr. Tanaka) and the Tender Agreement (NTT), the “**Tender Agreements**”). Mr. Tanaka, NTT, and NTT DOCOMO have agreed to tender all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights) held thereby in the Tender Offer (the number of owned shares: 6,582,659 shares; ownership ratio: 25.58%; such shares, collectively, the “**Shares Agreed to Be Tendered**”).

(Note 5): “**Ownership ratio**” means the percentage (rounded to the nearest two decimal places) of the difference in the number of shares (25,732,642 shares; the “**Reference Number of Shares**”) obtained by deducting the number of treasury shares held by the Company as of June 30, 2024 (276 shares) from the number of shares (25,732,918 shares) obtained by adding the number of the Company Shares (600 shares) represented by 150 units of Stock Acquisition Rights (the 12th Series Stock Acquisition Rights), which is the total number of Stock Acquisition Rights exercised on or after June 30, 2024 thorough July 25, 2024 and the number of the Company Shares (30,300 shares) represented by 7,476 units, which is the total number of the Stock Acquisition Rights that are exercisable as of July 25, 2024, to the total number of issued shares of the Company as of June 30, 2024 (25,702,018 shares) as stated in the “Q1 Financial Statement (Japanese GAAP) (consolidated) for the fiscal year ending March 2025” released by the Company on August 14, 2024 (the “**Target Company’s Q1 Financial Statement**”); the same applies to statements regarding ownership ratios below. The shares (14,700 shares) contributed as trust assets under the stock benefit trust (J-ESOP) system are not included in the treasury shares; the same applies below.

On the other hand, the Tender Offeror has executed a non-tender agreement dated August 14, 2024 with Cultive (number of owned shares: 4,677,500 shares; ownership ratio: 18.18%) and Mr. Tanaka (the “**Non-Tender Agreement**”), under which the Tender Offeror and Cultive agree to the terms pertaining to the Transactions including the following: Cultive will not tender any of the Company Shares it holds in the Tender Offer (4,677,500 shares; ownership ratio: 18.18%; the “**Non-tendered Shares**”); and as stated below in “(5) Policy for Organizational Restructuring, Etc. after the Tender Offer (Matters relating to the “**Two-Step Acquisition**”)” in “3. Details of, and grounds and reasons for, the opinion on the Tender Offer,” if the Tender Offeror is unable to acquire all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company and the Non-tendered Shares) and all of the Stock Acquisition Rights through the Tender Offer, then the parties to the Non-Tender Agreement will conduct the procedures necessary in order to implement the series of procedures to make the Tender Offeror and Cultive the only shareholders of the Company (the “**Squeeze Out Procedures**”), to be conducted following the successful completion of the Tender Offer.

For the outline of the Tender Agreements and the Non-Tender Agreement, please refer to “(1) Tender Agreement (Mr. Tanaka),” “(2) Tender Agreement (NTT),” “(3) Tender Agreement (NTT DOCOMO),” and “(4) Non-Tender Agreement,” respectively, under “4. Matters concerning material agreements between the Tender Offeror and the Company’s shareholders regarding the tendering of shares in the tender offer” below.

The Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 12,477,600 shares (ownership ratio: 48.49%), and if the total number of Shares tendered in the Tender Offer (the “**Tendered Shares**”) does not meet the minimum number of shares to be purchased, the Tender Offeror will not purchase or

otherwise acquire any of the Tendered Shares. Conversely, given that the purpose of the Tender Offer is for the Tender Offeror to take private the Company Shares by acquiring all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company and the Non-tendered Shares) and all of the Stock Acquisition Rights, the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, and if the total number of the Tendered Shares tendered in the Tender Offer meets or exceeds the minimum number of shares to be purchased (12,477,600 shares), the Tender Offeror will purchase all of the Tendered Shares. The minimum number of shares to be purchased (12,477,600 shares) is the number of shares obtained by multiplying (i) 124,776, which is the number (rounded to the nearest decimal point) of voting rights obtained by subtracting the number of voting rights (46,775 units) pertaining to the Non-tendered Shares (4,677,500 shares) from 171,551, which is the number obtained by multiplying the number of voting rights pertaining to the Reference Number of Shares (257,326 units) by 2/3 by (ii) the number of shares per unit of the Company (100 shares). This is because the purpose of the Tender Offer is for the Tender Offeror to take private the Company through the Transactions, and so a special resolution at the general shareholders' meeting as stipulated in Article 309, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the "**Companies Act**") will be required for implementing the procedures for the Share Consolidation as stated below in "(5) Policy for Organizational Restructuring, Etc. after the Tender Offer (Matters relating to the "**Two-Step Acquisition**")" in "3. Details of, and grounds and reasons for, the opinion on the Tender Offer." Therefore, the Tender Offeror has set the minimum number of shares to be purchased so that the Tender Offeror and Cultive will hold two-thirds or more of the voting rights of the shareholders of the Company following the Tender Offer in order to ensure the implementation of the Transactions.

If the Tender Offer is successfully completed, the Tender Offeror will finance the funds necessary for the settlement of the Tender Offer with the cash contribution from DB Pyramid Holdings, LP, and with these funds, the Tender Offeror will appropriate the funds required for the Transactions, including the funds for the settlement of the Tender Offer.

If the Tender Offeror is unable to acquire all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company and the Non-tendered Shares) and all of the Stock Acquisition Rights through the Tender Offer, despite the successful completion thereof, then following the successful completion of the Tender Offer, the Tender Offeror intends to request the Company to implement the Squeeze Out Procedures.

The ratio of the voting rights of the Company following the completion of the Squeeze Out Procedures will be made to be 81.82% held by the Tender Offeror and 18.18% held by Cultive.

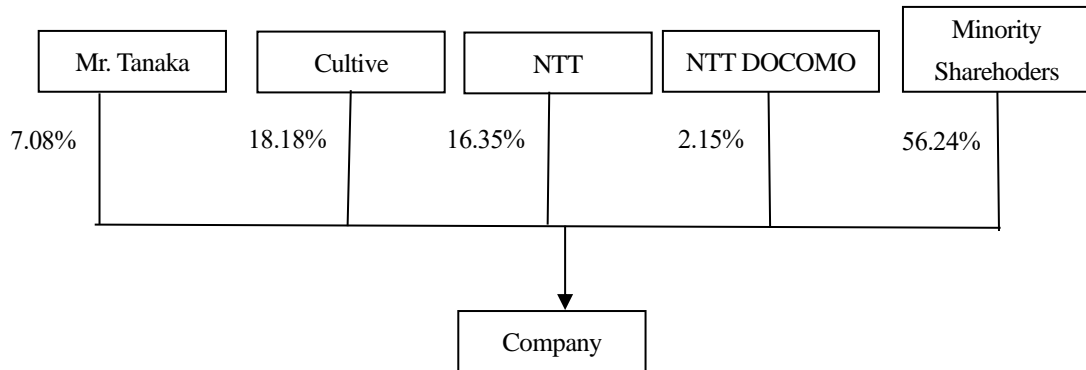
In addition, while the specific methods have not been finalized at this time, following the completion of the Squeeze Out Procedures, the Tender Offeror intends to either directly transfer all of the Company Shares it holds to a stock company (*kabushiki kaisha*) to be established under the laws of Japan in the future and of which DB Pyramid Holdings, LP will, either directly or indirectly, hold all of the issued shares, or otherwise cause such stock company (*kabushiki kaisha*) to succeed to such shares via any other such method for an amount that is equal to the total amount of cash that is delivered as consideration to the shareholders of the Company (excluding the Tender Offeror, Cultive, and the Company itself) as a result of the Tender Offer and the Squeeze Out Procedures.

The following is a rough outline of the Transactions as currently envisioned.

I. Before the Tender Offer (Current Status)

As of August 14, 2024, Mr. Tanaka holds 1,822,386 shares (ownership ratio: 7.08%) and 1 unit of the Stock Acquisition Rights (with 400 shares of the Company Shares subject to the Stock Acquisition Rights (ownership ratio: 0.00%) of the Company Shares), Cultive holds 4,677,500 shares of the Company Shares (ownership ratio: 18.18%), NTT holds 4,206,400 shares of the Company Shares (ownership ratio: 16.35%), NTT DOCOMO holds 553,473 shares of the Company Shares (ownership ratio: 2.15%) and

other minority shareholders hold 14,442,583 shares of the Company Shares (ownership ratio: 56.13%) and 7,475 units of the Stock Acquisition Rights (with 29,900 shares of the Company Shares subject to the Stock Acquisition Rights (ownership ratio: 0.12%)).

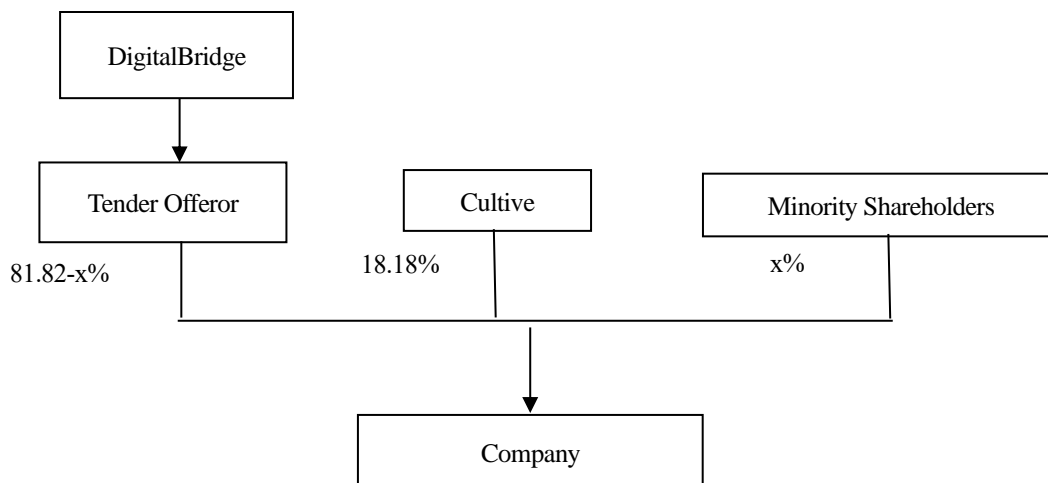


(Note 6): When calculating the ownership ratios of Mr. Tanaka and the minority shareholders, the number of Target Company Shares to be issued upon the exercise of Stock Acquisition Rights is included. The same applies to the following structure charts.

I. During the Tender Offer (mid-October 2024 (planned))

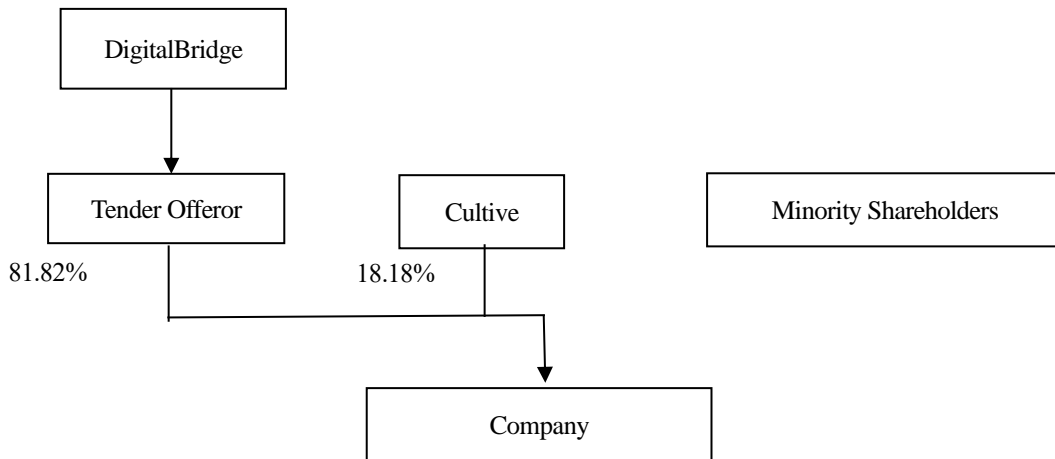
The Tender Offeror will conduct the Tender Offer for all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company and the Non-tendered Shares) and all of the Share Acquisition Rights.

The Tender Offeror procures the funds required to settle the Tender Offer with the funds raised through the cash contribution from DB Pyramid Holdings, LP.



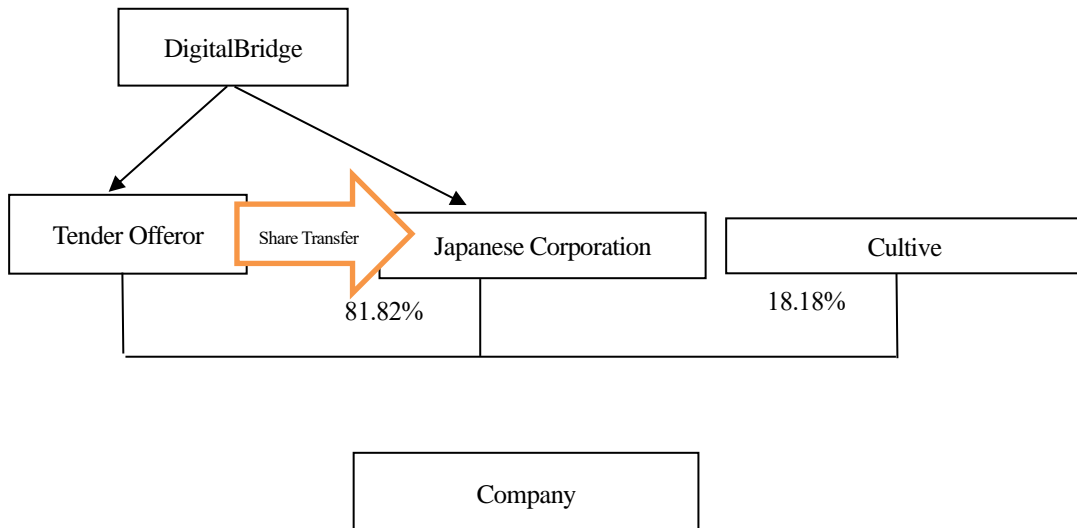
II. The Squeeze Out Procedures (from mid- to late- December 2024 (planned))

If the Tender Offeror is unable to acquire all of the Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Company and the Non-tendered Shares) and all of the Stock Acquisition Rights through the Tender Offer, despite the successful completion of the Tender Offer, then following the successful completion of the Tender Offer, the Tender Offeror will request the Company to implement the procedures for the Share Consolidation and implements the procedures to make the Tender Offeror and Cultive the only shareholders of the Company.



III. Transfer of Shares to a Japanese Corporation (from mid- to late December 2024 (planned))

Following the completion of the Squeeze Out Procedures, the Tender Offeror will transfer the Company Shares it holds to a Japanese corporation newly established in Japan by DigitalBridge.



(II) Background, purpose, and decision-making process leading to the Tender Offeror’s determination to conduct the Tender Offer and management policy after the Tender Offer

(i) Background, purpose, and decision-making process leading to the Tender Offeror’s determination to conduct the Tender Offer

The Company was founded in June 2012 in Shibuya-ku, Tokyo for the purpose of conducting telecommunications infrastructure sharing, and relocated its headquarters to Minato-ku, Tokyo in October 2016. The Company’s core business is telecommunications infrastructure sharing. The Company has unified capital investment in facilities such as equipment, antennas, cables, and towers (Note 3) regarding in-building and outdoor infrastructures related to cell tower (Note 2) and related construction works that were previously conducted by each mobile network operator (Note 1). The Company also has been developing the business of sharing in-building and outdoor cell tower-related infrastructures, both in and outside Japan.

(Note 1): “Mobile network operator” means a business operator that has acquired approvals and licenses on radio utilization from the relevant authorities, and owns and operates large-scale infrastructures to provide

mobile phone within its coverage area.

(Note 2): “cell tower” means equipment or place to transmit and receive radio waves directly by facilitating wireless communication with mobile communication devices such as mobile phones.

(Note 3): “Towers” mean structures such as steel towers, concrete towers, and poles to fixate antennas in cell towers.

The Company Shares were listed on the TSE Mothers Market in December 2019. With the review of the market segment by the Tokyo Stock Exchange, it transitioned to the TSE Growth Market in April 2022.

As of today, the Company’s group consists of the Company and 8 consolidated subsidiary companies (collectively, the “**Company Group**”). Based on the corporate vision “Infra-Sharing Services from Japan Lead the World”, the Company Group mainly provides the business of sharing cell tower-related infrastructures in large-scale facilities including commercial facilities, multifunction complexes, office buildings, and medical facilities in Japan (the “**Domestic IBS Business**”), the business of sharing cell tower-related infrastructures in large-scale facilities outside Japan (the “**Overseas IBS Business**”), the business of sharing cell tower-related infrastructures such as outdoor steel towers in Japan (the “**Tower Business**”), and the value-added solution business related to the businesses listed above (the “**Solution Business**”).

(Note 4): “IBS” is an abbreviation of “**In-Building-Solution**” and means commoditizing in-building network equipment such as commercial facilities, multifunction complexes, office buildings, and medical facilities by infrastructure sharing.

Details of the operations of the Company Group are as described below:

(A) Domestic IBS Business

In the Domestic IBS Business, the Company Group provides a solution to integrate the capital investment for cell tower-related infrastructures in large-scale facilities, which had been made independently by each mobile network operator in Japan, with the use of shared facilities developed independently by the Company Group. For real estate business operators that intend to install cell tower-related infrastructures in their large-scale facilities, the Company Group offers advantages such as simplification of facilities by integrating indoor cell tower-related infrastructures, reduction of power consumption, and unification of contact points for real estate business operators. For the mobile network operator the Company Group offers advantages such as capital investment and reduction of operating costs.

The Company Group has entered into basic agreements for the use of shared facilities with various mobile network operators. The main source of revenues is user fees received from mobile network operators for the use of shared facilities. As of the end of March 2024, the cumulative number of properties installed at large-scale facilities was 574. User fees paid by mobile network operators for the Domestic IBS Business consist of a hybrid model in which the Company Group receives a certain amount of user fees (initial income) when installing its shared facilities at cell towers in large-scale facilities and also receives user fees (running income) regularly during the usage period, and a running model in which it only receives running income. As of today, the hybrid model is used in 70% of the properties installed, and the running model is used in 30% of the properties installed. The Company Group believes that the composition ratio of the running model is expected to increase in the future.

In addition to 4G IBS, which shares infrastructures related to indoor cell towers on 4G (Note 5) networks, the Company has been working on 5G IBS, which shares indoor infrastructures related to cell towers on 5G (Note 6) networks since 2021. Furthermore, as a new initiative for 4G IBS, from March 2023, the Company introduced shared facilities developed independently by the Company Group upon the renewal of relay devices and other facilities introduced separately by mobile network operator, and started the initiative of

“4G IBS (replacement),” which starts using indoor infrastructure sharing provided by the Company. As of the end of March 2024, the cumulative number of properties already introduced was 46. Furthermore, as a 5G IBS initiative, since 2020, the Company Group has developed and introduced shared facilities that support 5G bands developed independently by the Company Group. As of the end of March 2024, the cumulative number of properties already introduced was 124.

(Note 5): “4G” is an abbreviation of “4th Generation Mobile Communication System”, and means the wireless communication system following 1G, 2G, and 3G which is compliant with the “IMT-Advanced” Standard specified by International Telecommunication Union (ITU).

(Note 6) “5G” is an abbreviation of “5th Generation Mobile Communication System”, and means the wireless communication system following 1G, 2G, 3G, and 4G which is compliant with the “IMT-Advanced” Standard specified by International Telecommunication Union (ITU). As compared with 4G, 5G enables high-speed and high-capacity communication. In Japan, operation of 5G for the general public has started in March 2020.

(B) Overseas IBS Business

In the Overseas IBS Business, the Company Group also provides a solution in Vietnam to integrate capital investment for infrastructure related to cell towers in large-scale facilities using shared facilities. In Vietnam, the Company Group made Southern Star Telecommunication Equipment Joint Stock Company, the country's largest IBS operator, a consolidated subsidiary in July 2017, and is operating its business. As of the end of March 2024, the Company Group has installed 243 properties.

(C) Tower Business

In the Tower Business, the Company newly constructs antennas and towers for use at outdoor cell towers in Japan or acquires existing facilities from telecommunications companies (carve-out) for the Company Group to share them with the mobile network operator and other telecommunications companies. The Company Group has entered into basic agreements for the use of shared facilities with each telecommunications company, and its main source of income are the user fees received from each telecommunications companies for the use of shared facilities.

The status of new tower construction and carve-out in the Tower Business and the forecast for the future are as described below:

A) New constructions

Since November 2020, the Company Group has constructed new towers and has developed the sharing business of such towers mainly in rural areas (Note 7) and has commenced to implement 109 agreements as of the end of March 2024.

(Note 7): “Rural areas” mean areas which are under unfavorable conditions such as remote islands with small populations and hilly and mountainous areas in which it is difficult for one telecommunications companies to secure profit from cell towers.

B) Carve-out

As for the acquisition (carve-out) of existing steel towers from telecommunications companies, etc., the Company Group has concluded basic agreements for the carve-out of up to 71 steel towers owned by Nippon Telegraph and Telephone West Corporation, up to 136 steel towers owned by Nippon Telegraph and Telephone East Corporation, and up to 7,554 steel towers owned by NTT DOCOMO as of the end of March 2024, and is in the process of transferring communication towers from these companies. The Company Group has completed the transfer of a total of 5,759 steel towers as of the

end of March 2024 under the aforementioned basic agreements, and plans to complete the transfer of a total of 7,297 steel towers by the end of March 2025.

From the third quarter to the fourth quarter of fiscal 2023, the Company Group concluded basic agreements for the use of shared facilities with multiple mobile network operators with the aim of improving the tenancy ratio (Note 8) of towers. Based on these basic agreements, the Company Group plans to start trial use of shared facilities with multiple mobile network operators by the end of March 2025.

(Note 8): “Tenancy ratio” means the number of companies per property, such as mobile network operators, that have concluded a basic agreement for the use of shared facilities for properties subject to sharing.

(D) Solution Business

The Company Group also strives to enhance its solutions to provide customers with further additional value in developing the telecommunications infrastructure sharing business. Specifically, the Company Group provides the following services to mobile network operators and real estate business operators.

A) Cloud Wi-Fi solution

In the Domestic IBS Business, the Company Group provides cloud Wi-Fi solutions (Note 9) developed by Wi-Fi service providers as a solution to provide additional value to real estate business operators that own large-scale facilities with indoor mobile infrastructures.

(Note 9): “Cloud Wi-Fi solution” means a solution that makes it possible to centrally manage one or more access points (a device that transmits and receives Wi-Fi signals.) in a cloud environment.

B) SITE LOCATOR service

The Company Group develops solutions to match real estate business operators that have rooftop idle space monetization needs with mobile network operators that have rooftop base station installation needs by utilizing a database called SITE LOCATOR, a system developed by the Company that aggregates information on real estate business operators with permission to install base stations on rooftops.

C) Local 5G

Local 5G (Note 10) service makes it possible to reduce materials and construction man-hours in addition to saving space and power, and provides more efficient network maintenance with consideration for the environment through shared carrier 5G and local 5G communication facilities. The Company Group is promoting the launch of local 5G business by proposing optimal services tailored to the issues and usage of facilities by utilizing the management resources built up in the Domestic IBS Business. After participating in demonstration experiments sponsored by the government and local governments, obtaining a license for experimental stations, and developing local 5G shared equipment, the Company Group conducted tests such as connection with major local 5G wireless systems, and launched commercial services for local governments in December 2022.

(Note 10): “Local 5G” means a 5G system that can be established by various entities such as companies and local governments to meet the needs of local communities and industries on a spot basis in their own buildings and premises to match their needs.

In the business environment surrounding the Company Group, it recognizes that data traffic and infrastructure

costs have increased significantly in Japan since 2020 with the launch of 5G services by mobile network operators. In the Japanese telecommunications industry, in addition to the deployment of new communication technologies for Beyond 5G and 6G, the burden on telecommunications companies is expected to continue to increase due to the expansion of the coverage area required not only for disaster response and rural areas on land, but also for the sky, sea, and outer space. As a result, the need for efficient infrastructure development has increased among telecommunications companies, and the Company Group believes that the demand for infrastructure sharing as a means to reduce capital investment and operating costs is also increasing. In addition, government support measures for local communications infrastructure development, such as subsidies under the “Mobile Phone Area Development Project” of the Ministry of Internal Affairs and Communications, which started in 2005, have also promoted efforts to improve the communications environment in rural areas. The Company Group believes that the importance of infrastructure sharing as a measure to improve the efficient communications environment has increased further as a result that infrastructure sharing businesses have become eligible for support since 2021. Furthermore, due to the increasing interest in sustainability in recent years, telecommunications companies are also required to reduce their environmental impact and make effective use of resources. In such situation, the Company Group believes that infrastructure sharing is attracting attention as a means to contribute to environmental protection by avoiding the installation of overlapping facilities. In addition, as the population continues to decline, the Company understands that a major issue is how to maintain and operate communication infrastructure in a stable manner with limited human resources. In this context, there is a growing need to improve the efficiency of the developments of indoor and outdoor network and the maintenance and operation of communication infrastructure through infrastructure sharing, and the Company believes that the existence of infrastructure sharing business operators with sufficient systems and technical capabilities to take on this role is becoming essential for the development of the telecommunications industry. In December 2018, the Ministry of Internal Affairs and Communications published the “Guidelines on Application Relationships of the Telecommunications Business Act and the Radio Act concerning Infrastructure Sharing in the Mobile Communications Field” (The revised version was published in August 2022.), which notes that the use of infrastructure sharing is more important than ever in the development of 5G base stations. Thereafter, in June 2020, the Ministry of Internal Affairs and Communications published the “Beyond 5G Promotion Strategy,” which clearly states the promotion of infrastructure sharing for the spread of next-generation communications technology. In October 2020, the Ministry of Internal Affairs and Communications published the “Action Plan for a Fair Competitive Environment in the Mobile Market,” noting that in the development of 5G base stations, it will be necessary to install a large number of base stations efficiently and at low cost, and thus “infrastructure sharing” is important since allows the use of facilities such as steel towers by others or the joint use of such facilities by multiple operators. Furthermore, in June 2022, the government published the “Digital Garden City Nation Initiative,” which emphasizes the importance of telecommunications infrastructure and emphasizes the importance of infrastructure-sharing initiatives to promote efficient area development. Through these policies, the importance of and demand for infrastructure-sharing will increase further in the future, and the Company Group believes that this will also significantly boost its business development.

On the other hand, the Company Group believes that there is a growing need for indoor infrastructure sharing in recent years also overseas, mainly in emerging countries, due to the development of new large-scale facilities and the future demand for 5G deployment. Specifically, in emerging markets in Asia and Africa, construction of large-scale commercial facilities, office buildings, and public facilities is progressing along with rapid urbanization and economic growth. The Company Group believes that, to develop efficient communications infrastructure in these facilities, the introduction of infrastructure sharing which enables joint use by multiple telecommunications companies is important. In addition, in Vietnam and Malaysia, the government is promoting

5G, and the Company Group recognizes that the demand for cost-effective infrastructure sharing is increasing as competition among telecommunications companies intensifies.

Under this business environment, demand for infrastructure sharing in which the Company Group conducts business is expected to expand in the future in Japan as the development of communication infrastructure becomes urgent with the spread of 5G. In addition, the initiatives of mobile network operators to share cell tower-related infrastructures have also been announced, and the Company believes that such initiatives may also lead to increased opportunities to use the cell tower-related infrastructures owned by the Company Group. In such market environment, in order for the Company to maintain its share and continue to meet the growth of demand, the Company believes that it is necessary to accelerate the introduction of shared facilities developed by the Company for cell tower-related infrastructure in large-scale facilities in the Domestic IBS Business and the Overseas IBS Business, and to further proceed with construction of new steel towers and carve-outs from telecommunications companies also in the Tower Business. In addition, we would like to consider conducting development specialized in joint development to meet the growing demand by the initiatives of mobile network operators to share cell tower-related infrastructures.

However, for the growth of the Company Group's core businesses, the Domestic IBS Business and the Tower Business, it is necessary to meet ongoing additional funding needs with agility. Specifically, as mentioned above, the Domestic IBS Business requires the development and expansion of infrastructures related to cell towers in large-scale facilities such as commercial facilities, complex facilities, office buildings, and medical facilities and capital investment to meet this requirement is indispensable. In addition, the Company is sophisticating the areas of sharing, such as the sharing of radio units (Note 11) and fronthaul (Note 12), in order to realize efficiency of its communications infrastructure and provision of high quality services, and the Company considers that the continuous investment in such development is also important. Also in the Tower Business, it is necessary to construct new towers and carry out carve-outs from telecommunications companies on an ongoing basis, and the demand for funds associated with this is expected to be large.

(Note 11): "Radio unit" means a communication device that performs the functions of transmitting and receiving radio waves to and from a terminal and converting signals between analog and digital in a mobile network operators' network.

(Note 12): "Fronthaul" means an optical fiber network connecting a master station and a slave station of a radio unit in a mobile communications network (a telecommunications system in which one or both terminals can move).

On the other hand, DigitalBridge has been also keeping a close eye on the creation and growth of the Company's telecommunication tower business in Japan, and is convinced of the expansion of infrastructure sharing in the telecommunication business in Japan and the opportunity for further growth of the Company. DigitalBridge has been continuing initial discussions with the Company regarding the implementation of growth strategies by the Company in partnership with DigitalBridge since around mid-March 2024. Then, on May 4, 2024, based on the judgment that the Company could grow to be the top tower company in Japan by going private and receiving support from DigitalBridge, DigitalBridge submitted to Mr. Tanaka and the board of directors of the Company a non-legally binding initial proposal for a transaction involving a tender offer to take the Company private.

In the course of such process, in late May 2024, DigitalBridge was approached to participate in the Process (defined below; hereinafter the same) through Nomura Securities Co. Ltd. ("Nomura Securities"), a financial advisor to the Company and, on the assumption that the Company will be taken private, DigitalBridge began initial discussions on whether or not to acquire the Company Shares in accordance with the Process from late May in 2024.

Subsequently, DigitalBridge conducted due diligence on the Company from May 31, 2024 to mid-July of the

same year, comprehensively analyzing and examining the Company's business and financial conditions.

As a result of such review, DigitalBridge believed that the acquisition of the Company Shares through the Transaction by funds administered and managed by DigitalBridge would provide added value, including the following synergies and benefits.

The synergies and benefits to the Company Group are specifically envisioned as follows.

First, the funds administered and managed by DigitalBridge will acquire the Company Shares through the Transaction, and by taking the Company private, it is expected that, among other benefits, the businesses in the Company Group will not be affected by short-term valuations caused by stock market fluctuations, and the burden on IR activities for investors will be reduced. This is expected to allow for better strategic decision-making in the Company Group and allow management resources to be more efficiently concentrated on such decision-making.

DigitalBridge is prepared to make equity capital contributions to fully back the growth need of the Company Group after the successful completion of the Transaction.

In addition, through the Transaction, the Company Group will have access to DigitalBridge's knowledge and expertise on debt financing structure, which will allow for effective fundraising for the businesses in the Company Group.

Further, as stated above in "(I) Overview of the Tender Offer," DigitalBridge has a network of business partners with extensive experience in the business fields of the Company Group, employs global best practices and operational know-how in the business fields of the Company Group from the tower business it owns overseas, and collaborates with major telecommunications carriers around the world. By utilizing these factors the Company will be able to acquire knowledge of world-class best practices and potential business opportunities for the businesses in the Company Group.

The Tender Offeror and the Company have made proposals and conducted negotiations on the Tender Offer Price on the premise that, the Company will not implement an interim dividend or year-end dividend for the fiscal year ending March 2025. The same applies hereinafter.

Based on the results of the above analysis and review, DigitalBridge submitted a non-legally binding letter of intent on July 8, 2024 regarding the intention of the Tender Offeror to take the Company private (the "**Partner Proposal**"). In the Partner Proposal, DigitalBridge proposed a purchase price of 3,500 Japanese yen per Company Share (a premium of 113.68% on the closing price of 1,638 Japanese yen for the Company Shares on the Growth Market of the Tokyo Stock Exchange on July 5, 2024, which was the business day immediately preceding July 8, 2024).

Subsequently, on July 9, 2024, DigitalBridge received a request from the Company to consider increasing the Tender Offer Price from the perspective of giving sufficient consideration to the benefit of the minority shareholders of the Company, given that the Company did not believe that the Tender Offer Price for the Transaction proposed by DigitalBridge sufficiently reflected the intrinsic value of the Company Shares, and was lower than the price level anticipated by the Special Committee (defined in "(i) Background to the establishment of the system for reviewing" in "(III) The decision-making process and reasons that led the Company to support the Tender Offer" below; hereinafter the same). On the same day, DigitalBridge also received a request from the Company to resubmit a legally binding proposal with more details regarding the shareholder composition of the Company following the implementation of the Transaction, future shareholding policies, the conditions precedent for the implementation of the Transaction, and other matters.

In response to these requests, because DigitalBridge was unable to confirm material information that would merit a review of the price proposed in the Partner Proposal following the submission thereof, on July 16, 2024, DigitalBridge submitted a legally binding letter of intent that included various terms and conditions for the

Transaction and proposed the Tender Offer Price at 3,500 Japanese yen per Company Share (a premium of 107.72% on the closing price of 1,685 Japanese yen for the Company Shares on the Growth Market of the Tokyo Stock Exchange on July 12, 2024, which was the business day immediately preceding July 16, 2024) (such letter of intent dated July 16, 2024, the “**Second Partner Proposal**”). The proposed price to be the Stock Acquisition Right Purchase Price was not mentioned in either letter of intent, as it was still under consideration as of both July 8, 2024 and July 16, 2024.

Following this, on July 18, 2024, DigitalBridge received a written request from the Special Committee requesting a review of the Tender Offer Price and clarification of the policies concerning future involvement by the current management team of the Company, from the perspective of giving sufficient consideration to the benefit of the minority shareholders of the Company, given that the Tender Offer Price in the Second Partner Proposal was lower than the price level anticipated by the Special Committee.

In response to these requests, DigitalBridge again explained that the Tender Offer Price of 3,500 Japanese yen per Company Share was the properly valued price for the intrinsic value of the Company at that time, and at the same time clarified its thinking regarding the management system of the Company following the implementation of the Transaction. However, based on the circumstance that the best proposal from DigitalBridge would not necessarily conform with the fair price level expected by the Special Committee, DigitalBridge decided to increase the Tender Offer Price to 3,550 Japanese yen per Company Share, and on July 29, 2024, DigitalBridge submitted a legally binding proposal that included details providing that the Tender Offer Price would be set at 3,550 Japanese yen per Company Share (a premium of 112.96% on the closing price of 1,667 Japanese yen for the Company Shares on the Growth Market of the Tokyo Stock Exchange on July 26, 2024, which was the business day immediately preceding July 29, 2024) (such proposal dated July 29, 2024, the “**Third Partner Proposal**”).

Subsequently, on July 30, 2024, DigitalBridge received a verbal request from the Special Committee to increase the Tender Offer Price to the level of 3,600 Japanese yen per Company Share from the perspective of giving sufficient consideration to the benefit of the minority shareholders of the Company, and received a written request from the Special Committee to that effect on the following day. Although there was no change in the view of DigitalBridge regarding the appropriateness of 3,550 Japanese yen as the Tender Offer Price as it had proposed in the Third Partner Proposal, DigitalBridge took the request from the Special Committee on further increasing the Tender Offer Price sincerely, and on July 31, 2024, DigitalBridge decided to increase the Tender Offer Price to 3,600 Japanese yen per Company Share on the condition that DigitalBridge would be granted status as the preferred bidder in the process, and DigitalBridge submitted a proposal setting the Tender Offer Price at 3,600 Japanese yen per Company Share (a premium of 120.45% on the closing price of 1,633 Japanese yen for the Company Shares on the Growth Market of the Tokyo Stock Exchange on July 30, 2024, which was the business day immediately preceding July 31, 2024) (such proposal dated July 31, 2024, the “**Fourth Partner Proposal**”). In the Fourth Partner Proposal, DigitalBridge proposed that the Stock Acquisition Right Purchase Price for the Stock Acquisition Rights with transfer restrictions would be set at 1 Japanese yen per Stock Acquisition Right, given that, in general, Stock Acquisition Rights were not originally intended to realize value through their transfer, and in principle the value was expected to be realized after exchanging the Stock Acquisition Rights into common stock through the exercise thereof, and it was expected that the holders thereof would first acquire shares of common stock of the Company after exercising their Stock Acquisition Rights and then tender those shares in the Tender Offer. On August 6, 2024, DigitalBridge received a written response from the Company stating that it accepted the proposal in the Fourth Partner Proposal on the grounds that the Tender Offer Price in the Fourth Partner Proposal is a reasonable price that ensures the benefits of the minority shareholders of the Company and that the Tender Offer provides a reasonable opportunity to sell the Company Shares, on the premise that no material changes occur in market conditions pertaining to the Company Shares or the circumstances surrounding

the Transaction.

In addition, DigitalBridge offered to enter into a tender agreement with Mr. Tanaka in mid-July, 2024, initiated discussions to enter into such agreement, communicated that the Tender Offer Price would be 3,600 Japanese yen on August 6, 2024, and entered into the Tender Agreement (Mr. Tanaka) on August 14, 2024. In mid-July 2024, DigitalBridge also offered to enter into the Non-Tender Agreement with Mr. Tanaka et al, initiated discussions to enter into such agreement, communicated that the Tender Offer Price would be 3,600 Japanese yen on August 6, 2024, and entered into the Non-Tender Agreement on August 14, 2024. Further, DigitalBridge offered to enter into a tender agreement with NTT in mid-July, 2024, initiated discussions to enter into such agreement, communicated that the Tender Offer Price would be 3,600 Japanese yen on August 6, 2024, and entered into the Tender Agreement (NTT) on August 14, 2024. Finally, DigitalBridge offered to enter into a tender agreement with NTT DOCOMO in mid-July, 2024, initiated discussions to enter into such agreement, communicated that the Tender Offer Price would be 3,600 Japanese yen on August 6, 2024, and entered into the Tender Agreement (NTT DOCOMO) on August 14, 2024.

DigitalBridge's respect for the business and management of the Company has been further reinforced through the analysis of the Company during the due diligence process and through meetings with the Company's management team. DigitalBridge has been impressed by the spirit and foresight of the management team in launching Japan's first and leading infrastructure sharing business, and is eager to see the Company strengthen and grow its business to a new stage with the successful completion of the Transaction.

(ii) Management Policy After the Tender Offer

The Tender Offeror is considering dispatching several directors from DigitalBridge to the Company as part of the management policy of the Company after the completion of the Tender Offer, but plans to maintain the current management structure in principle and expects the current management team to continue to play a leading role in the management of the Company. The Tender Offeror plans to have Mr. Tanaka, the founder of the Company, continue to lead the management of the Company after the Transaction. Therefore, the Tender Offeror and Mr. Tanaka have reached an agreement that Cultive will continue to hold the Company Shares owned by it to have Mr. Tanaka contribute to the improvement of the Company's corporate value from the same perspective as a shareholder as the Tender Offeror. The Tender Offeror plans to maintain the employment of the employees of the Company Group after the Transaction. Beyond this, nothing has been determined or anticipated as of this time regarding the management structure, management policy, or the like, and it is intended that such matters will be discussed and considered among the Tender Offeror, Mr. Tanaka, and the Company after the successful completion of the Tender Offer. The Tender Offeror is considering implementing an appropriate incentive plan for the officers and employees of the Company, but the specific details of the incentive plan have not been determined as of August 14, 2024.

(III) Decision-making process and reasons that led to the Company's support to the Tender Offer

(i) Background to the establishment of an organization structure to review the Tender Offer

Since around mid-March 2024, the Company has discussed how to raise additional funds to maximize the corporate value of the Company in the medium- to long-term, taking into account the management circumstances stated in "(II) Background, the purpose, and decision-making process leading the Tender Offeror to the determination to conduct the Tender Offer and the management policy after the Tender Offer, "(i) Background, the purpose, and decision-making process leading the Tender Offeror to the determination to conduct the Tender Offer". During the period from early April 2024 up to early May 2024, the Company has been contacted by more than one private equity funds including DigitalBridge (the "Partner Candidate") which expressed their interest in the privatization of the Company and the Company has held initial discussions with each private equity fund

regarding the Company's future management policy and the measures to improve the corporate value of the Company.

Under such circumstances, considering that the Company received initial proposals from two private equity funds including DigitalBridge among the Partner Candidates concerning transactions including the privatization of the Company during the period from mid-April 2024 up to early May 2024, the Company decided that it was necessary to contemplate the privatization of the Company including whether the privatization of the Company shares should or not be an option for the company, for the medium- and long-term improvement of the corporate value of the Company.

Accordingly, in early May of 2024, the Company has appointed NTT, KDDI Corporation and NTT DOCOMO (including their subsidiaries and affiliated companies; collectively, the "**Large Shareholders Group**"), the Partner Candidate, the Tender Offeror, and Nomura Securities as the Company's financial advisor independent from Mr. Tanaka, who is the Company's CEO and the Company's shareholder and from Cultive and the Company and Anderson Mori & Tomotsune ("**AMT**") as the Company's legal advisor. Upon commencement of the selection process of partners for the Transaction (the "**Partner**") (the "**Process**"), while the Tender Offer does not fall under the category of a tender offer by a controlling shareholder, it is possible that the Partner Candidate executes a contract with each of the Large Shareholders Group concerning whether the Company Shares they own will be tendered or not upon the Tender Offer for the Transaction and there is a possibility that the interests of the Large Shareholders Group and the Company's general shareholders (meaning the "Minority Shareholders under Article 441-2 of the Securities Listing Regulations of the Tokyo Stock Exchange and Article 436-3 of the Regulation thereof; the same shall apply hereinafter) do not necessarily coincide, and the Company thus started the development of an organization structure to discuss the Transaction and hold consultation from a standpoint independent from the Partner Candidate, the Tender Offeror, Large Shareholders Group, Mr. Tanaka, and the Company and whether the Transaction succeeds or not, in order to eliminate the arbitrariness in the Company's decision-making for the Transaction and the Process and to examine and determine the appropriateness of the Transaction and the Process and the terms thereof and the fairness of procedures including the Process, in view of the improvement of the corporate value and benefits of general shareholders.

Specifically, as provided below in "(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest", "(II) Independent special committee established, and a written report obtained, by the Company", from early May in 2024, the Company has started to work on the establishment of a special committee to discuss proposals of the Transaction consisting of independent outside directors and external experts (the "**Special Committee**"). On May 17, 2024, the Company has established the Special Committee consisting of Mr. Naoki Ota (the Company's independent outside director), Ms. Mutsuko Oba (the Company's independent outside director) and Mr. Akito Takahashi (external expert, Takahashi-Katayama Legal Office, attorney-at-law) (as for the background of the establishment of the Special Committee, the details of discussion and determination, please see below "(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest", "(II) Independent special committee established, and a written report obtained, by the Company") and the Company asked the Special Committee (i) whether the purpose of the Transaction is considered reasonable (including whether the Transaction will contribute to the improvement of the Company's corporate value), (ii) whether the fairness and appropriateness of the terms of the Transaction are ensured (including the appropriateness of the method of Transaction and of considerations for the Transaction), (iii) whether the fairness is ensured for the procedures for the Transaction, (iv) considering (i) through (iii) above, whether it can be said that the Transaction is not disadvantageous for minority shareholders of the Company, and (v) if the Transaction involves a tender offer for Company Shares by any third party, whether the Company's Board of Directors should express its approval to such tender offer and encourage the Company's shareholders to tender their shares for

such tender offer or not (collectively, “Consulted Issues”) (provided, however, that as for (v) above, the Company additionally asked such question at the Board of Directors meeting on July 16, 2024, after the Partner Candidate submitted a proposal following the increased likelihood that the Transaction involves a tender offer for the Company Shares by a third party). Upon the establishment of the Special Committee, the Company’s Board of Directors resolved that (i) the Company’s Board of Directors’ decision-making for the Transaction shall be conducted with maximum respect for decisions of the Special Committee including the approval and disapproval for the tender offer and (ii) if the Special Committee deems that the terms of the Transaction are not appropriate, the Company’s Board of Directors will not resolve to conduct the Transaction. Furthermore, the Company’s Board of Directors resolved to grant the Special Committee (i) the authority to appoint or approve (including retrospective approval) experts including the Company’s financial advisors and legal advisors (collectively, the “Advisors”), (ii) if the Special Committee deems it necessary for reviewing Consulted Issues, the authority to appoint its Advisors (the Company shall bear reasonable expenses for the Special Committee to receive expert advice from its Advisors), (iii) the authority to receive information necessary for review and decision-making for the Transaction from the Company’s officers or employees or other parties that the Special Committee deems necessary, and (iv) the authority to be substantially involved in the consultation process on the terms of the Transaction by confirming the consultations upon the terms of the Transaction in advance, receiving timely report of the consultation, expressing opinions and giving instructions or demands at important stages. As provided below in “(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest”, “(ii) Independent special committee established, and a written report obtained, by the Company”, in early June of 2024, based on its authority above, after considering the necessity of an independent third-party calculation agent appointed specifically for the Special Committee, in order to establish a system to more prudently determine the appropriateness of the terms and conditions of the Transaction, the Special Committee has decided to appoint CPA Partners (“CPA Partners” as a third-party calculation agent, independent from the Partner Candidate, the Tender Offeror, the Large Shareholders Group, Mr. Tanaka et al and the Company. On May 2022, 2024, as provided below in “(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest”, “(II) Independent special committee established, and a written report obtained, by the Company” the Company has confirmed that there is no issue with the independence and expertise of Nomura Securities, the Company’s financial advisor and third-party calculation agent, and AMT, the Company’s legal advisor and obtained the approval for such appointment at the Special Committee.

(ii) Background to the review and negotiations

Having received advice from Nomura Securities regarding the consultation with the Partner Candidate and other financial aspects as well as guidance and legal advice from AMT regarding how to ensure the fairness in the procedures for the Transaction, the Company had carefully considered options to further improve the medium- to long-term the corporate value of the Company and maximize the benefits for the Company’s minority shareholders. As a result, in late May 2024, the Company has determined that, in order to accelerate the Company’s future growth and to maximize the benefits for the Company’s minority shareholders, it is desirable to conduct a tender procedure for the acquisition of the Company Shares for the Partner Candidate, who has expressed a strong interest in the Company’s business. For a comparative review of the Partner Candidate in the tender procedure, the Company has decided that it is desirable to make a comprehensive decision from the viewpoint not only of the tender offer price, but the plausibility of the content of a proposal, the preconditions for raising funds, the management strategy after the Transaction and the support system therefor, in consideration of the improvement of the medium- to long-term the corporate value of the Company.

In late May of 2024, the Company made an approach in writing regarding the participation in the Process to two

private equity funds among the Partner Candidate including DigitalBridge, which has submitted an initial proposal on transactions including the privatization of the Company and therefore started the Process. The Company has, in early June 2024, received initial proposal on the privatization of the Company from one private equity fund other than the two described above. However, as a tender offer price proposed in such initial proposal was significantly lower than the Tender Offer Price proposed in the initial proposal from the two private equity funds above, the Company has decided not to include such private equity fund above in the Process, after obtaining an approval from the Special Committee.

After the commencement of the Process, for six weeks from late May to mid-July in 2024, the Partner Candidate had multiple meetings with the Company's management for conducting a due diligence on the Company Group in terms of its business, finance and tax and legal matters and for having a detailed understanding of the Company Group.

On July 8, 2024, the Company received a proposal on the Transaction from two of the Partner Candidate including DigitalBridge.

In the view of the tender offer price, but the plausibility of the content of a proposal, the preconditions for raising funds, the conditions for borrowing upon the Transaction, the management strategy after the Transaction and the support system therefor, the Company has carefully conducted a comparative review of the proposals received from the two companies above. As a result, the Company has determined that conducting the Transaction with DigitalBridge as the Partner may contribute more to the improvement of the medium- to long-term the corporate value of the Company, as the Partner Proposal offered by DigitalBridge was superior in terms of the plausibility of the content of a proposal, the preconditions for raising funds, the management strategy after the Transaction and the support system therefor and that the terms of the Transaction with the Partner including the Tender Offer Price are possibly the best for the benefits of the Company's shareholders. Therefore, on July 9, 2024, the Company has started further consultation and discussion with DigitalBridge aiming for the implementation of the Transaction with DigitalBridge. While the possibility of the privatization of the Company was also mentioned in the proposal received from the other company of the Partner Candidate, the precondition for the privatization is that the Company achieves multiple growth targets, and the achievement of these growth targets is not certain and the content of the proposal was highly uncertain, stating only that the company wished to discuss the possibility of privatization during twelve months after August 14, 2024. The Company thus determined that the plausibility of the realization of the proposal was low and decided to proceed with consultation and discussion with DigitalBridge for the Transaction, after obtaining an approval from the Special Committee.

While the Partner Proposal that the Company received from DigitalBridge included the statement that the Tender Offer Price shall be 3,500 Japanese yen (a premium of 113.68% over the closing price of the Company Shares at the Tokyo Stock Exchange Growth Market on July 5, 2024 which was the immediately preceding business day, 1,638 Japanese yen), there was no reference to the Stock Acquisition Right Purchase Price. Since July 8, 2024, the Company has closely reviewed the Partner Proposal and determined that, in addition to the fact that the Partner Proposal is not legally binding, the Partner Proposal did not contain sufficient information, regarding the matters including the shareholder composition of the Company after the Transaction, the future shareholding policy and the preconditions for the implementation of the Transaction, to judge whether conducting the Transaction with DigitalBridge as the Partner is beneficial for the improvement of the medium- to long-term the corporate value of the Company and whether the terms of the Transaction with the Partner is the best for the benefits of the Company's shareholders. Therefore, on July 9, 2024, the Company has, taking into account the results of the share value estimation of the Company Shares by Nomura Securities and CPA Partners and the trend of the market price of the Company Shares, and also considering the Special Committee's opinion, requested DigitalBridge to consider a raise in the Tender Offer Price in view of the benefits of the Company's minority shareholders, on the ground that the Tender Offer Price proposed by DigitalBridge cannot be believed

to sufficiently reflect the intrinsic value of the Company Shares and is below the price level estimated by the Special Committee, and to newly submit a legally-binding proposal that contains a more detailed description on the shareholder composition of the Company after the Transaction, the future shareholding policy and the preconditions for the implementation of the Transaction.

On July 16, 2024, the Company received from DigitalBridge after such request a legally-binding Second Partner Proposal that contained the statement that the Tender Offer Price shall remain at 3,500 Japanese yen on the ground that no material information that requires a review of the previously proposed price in the Partner Proposal. After closely reviewing the Second Partner Proposal, taking into account the Special Committee's opinion, on July 18, 2024, the Company has requested DigitalBridge to raise the Tender Offer Price in view of the benefits of the Company's minority shareholders, on the ground that such Tender Price still cannot be believed to sufficiently reflect the intrinsic value of the Company Shares and is below the price level estimated by the Special Committee.

On the other hand, the Company received a proposal from the other Partner Candidate and reviewed the plausibility of the content of such proposal again after July 9, 2024, conducting an oral interview with such Partner Candidate regarding the details and background of such proposal. However, in terms of both the Tender Offer Price and the implementation of the Transaction, the Company determined that the plausibility of such proposal from the other Partner Candidate was low and as of July 18, 2024, decided not to proceed with consultation and discussion with such Partner Candidate. While the Company received a proposal from such Partner Candidate July 24, 2024 with detailed description on its proposal, the Company has again determined not to proceed with consultation and discussion with such Partner Candidate as of July 30, 2024 after obtaining an approval from the Special Committee, as the plausibility of the content of the proposal was still low, even after taking into account the content of a newly held oral interview.

As of July 29, 2024, the Company received a legally-binding Third Partner Proposal from DigitalBridge above that contained the statement that the Tender Offer Price shall be 3,550 Japanese yen. The Company has closely reviewed the Third Partner Proposal thereafter and based on the Special Committee's opinion, and the Company orally requested on July 30, 2024 and made a written request to that effect on July 31, 2024 that DigitalBridge consider raising the Tender Offer Price to the level of 3,600 Japanese yen per share in the Third Partner Proposal to ensure that the interests of the Company's minority shareholders are fully considered.

On July 31, 2024, the Company received a legally-binding Fourth Partner Proposal from DigitalBridge in response to the above request, which included a proposal to set the Tender Offer Price at 3,600 Japanese yen and the Stock Acquisition Right Purchase Price at 1 Japanese yen. After that date, the Company carefully examined the contents of the Fourth Partner Proposal and, based on the opinions of the Special Committee, on August 6, 2024, the Company responded to DigitalBridge in writing that it would accept the contents of the Fourth Partner Proposal on the condition that there would be no significant changes in the market environment for the Company Shares or in the circumstances regarding the Transaction and on the grounds that the Tender Offer Price in the Fourth Partner Proposal was a reasonable price that secured the interests of the Company's minority shareholders and that the Tender Offer would provide a reasonable opportunity to sell the Company Shares.

On August 13, 2024, the Company has received a written report from the Special Committee (the "**Written Report**"), which stated that, as the Special Committee understands that (i) the purpose of the Transaction including the Tender Offer is reasonable (the Transaction will be beneficial to the improvement of the corporate value of the Company), (ii) the fairness of the procedures for the Transaction is ensured, (iii) the fairness and appropriateness of the terms of the Transaction (including the appropriateness of the method of the Transaction and the consideration for the Transaction) are ensured, and (iv) based on (i) through (iii) above, the Transaction is not disadvantageous to the Company's minority shareholders, at the moment, it is reasonable for the Company's board of directors to express its approval to the Tender Offer and encourage the Company's

shareholders to tender their shares for the Tender Offer (with regard to the Stock Acquisition Rights, to leave it to the discretion of the Stock Acquisition Right Holders to participate in the Tender Offer) (accordingly, the decision by the Company's board of directors to (i) express its approval to the Tender Offer and encourage the Company's shareholders to tender their shares for the Tender Offer (with regard to the Stock Acquisition Rights, to leave it to the discretion of the Stock Acquisition Right Holders to participate in the Tender Offer) and (ii) implement the Squeeze-Out Process by means of a reverse stock split after the Tender Offer will not be disadvantageous to the Company's minority shareholders) and there is no particular issue to the contrary at the moment (for the details of the Written Report, please see "(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest", "(II) Independent special committee established, and a written report obtained, by the Company").

(iii) Details of the Decision

Based on the above background, at the Board of Directors meeting today, the Company has, taking into account the legal advice from AMT, financial advice from Nomura Securities and Share Valuation Report (Nomura Securities) (as defined below under "(3) Matters concerning calculation", "(I) Obtainment of share valuation report by the Company from an independent third-party calculation agent"; the same shall apply hereinafter) and the Share Valuation Report (CPA Partners) (as defined below under "(3)Matters concerning calculation", "(II) Obtainment of share valuation report by the Special Committee from an independent third-party calculation agent"), and with maximum respect to the Special Committee's decision stated in the Written Report, conducted a comparative review and consultation on whether the Transaction would contribute to the improvement of the corporate value of the Company and whether the selection of Partner from among Partner Candidate and the terms of Transaction including Tender Offer Price with the Partner is reasonable. As a result, the Company has come to the conclusion that the Transaction with DigitalBridge as the Partner will contribute to the medium- to long-term improvement of the corporate value of the Company and the terms of Transaction including Tender Offer Price with the Partner is best for the benefits of the Company's minority shareholders.

As described in "(II) Background, the purpose, and decision-making process leading the Tender Offeror to the determination to conduct the Tender Offer and the Management Policy after the Tender Offer", "(i) Background, the purpose, and decision-making process leading the Tender Offeror to the determination to conduct the Tender Offer", regarding the management environment around the Company Group, it is our understanding that since 2020, data traffic and infrastructure costs have significantly increased in Japan, with the launch of the 5G services by mobile phone network providers. In the Japanese telecommunications industry, in addition to the deployment of new communication technologies for Beyond 5G and 6G, the burden on telecommunications carriers is expected to continue to increase due to the expansion of the coverage area required not only for disaster response and rural areas on land, but also for the sky, sea, and outer space. As a result, the need for efficient infrastructure development has increased among telecommunications companies, and the demand for infrastructure sharing is also increasing as a means to reduce capital investment and operating costs. Government support measures including subsidies for the "development of cellular phone service coverage areas" which were started in 2005 by the Ministry of Internal Affairs and Communications for the development of telecommunication infrastructures in rural areas are also advancing measures to improve the telecommunication environment in rural areas, with the infrastructure sharing business operators designated as eligible for such support since 2021, which we believe has further increased the importance of infrastructure sharing as a measure to improve the telecommunication environment effectively. With increased attention to the sustainability in recent years, as telecommunications companies are also required to reduce environmental footprint and effectively use resources, it is our understanding that the sharing of infrastructure has come to receive attention as a measure to protect the environment by avoiding the installation of similar facilities. In addition, as the population continues to decline,

the Company understands that a major issue is how to maintain and operate communication infrastructure in a stable manner with limited human resources. In this context, there is a growing need to improve the efficiency of indoor and outdoor network development and the maintenance and operation of communication infrastructure through infrastructure sharing, and the Company believes that the existence of infrastructure sharing business operators with sufficient systems and technical capabilities to take on this role is essential for the development of the telecommunications industry.

Under such circumstances, the demand for the Company Group's business of infrastructure sharing is expected to expand with a wider use of 5G in Japan, as the need for the development of telecommunication infrastructure becomes urgent. In addition, the Company believes that the initiatives of mobile network operators to share cell tower-related infrastructures, which have been publicly released, will also lead to opportunities to use the Company's cell tower-related infrastructures. In order for the Company to maintain its share and continue to meet the growing demand in the market, we believe that it is necessary to accelerate the introduction of shared equipment developed by the Company for the infrastructure of cell tower-related in large facilities in the Domestic IBS Business and Overseas IBS Business and concurrently proceed with the construction of new communication towers and with carve-outs from telecommunications companies. We also wish to consider the development that specialize in joint development to meet the growing demand through the infrastructure sharing of cell tower-related infrastructure between mobile network operators.

However, to realize the growth of the domestic IBS Business and the Tower Business, which are the Company's main business, it is necessary to meet the financial demand continuously with agility. Specifically, as described above, in the Domestic IBS Business, it is required to develop and expand the cell tower-related infrastructures in large facilities such as commercial facilities, complexes, office buildings and medical facilities and capital investment to meet this demand will be essential. The Company is also engaged in upgrading of the sharing area such as the sharing of radio units or fronthaul in order to increase the efficiency of the telecommunication infrastructures and to provide high-quality services and the Company believes a continuous investment for such development is also highly important. In the Tower Business, it is required to continuously construct communication towers and conduct a carve-out from telecommunications companies, for which the demand for funds is expected to be high.

However, since there is a possibility that our ability to raise funds from the stock market may be restricted and the stock market has a tendency to prioritize a short-term profitability, we believe that it is difficult to make upfront investments for future growth. On the other hand, as the Company received a legally-binding proposal from DigitalBridge in the Third Partner Proposal that DigitalBridge is prepared to provide additional equity capital for the full back-up of funding necessary for the growth of the Company Group after the Transaction, specifically for capital and development investments in the Domestic IBS Business and the Tower Business, aimed at achieving the long term 'Vision' outlined in the 'Medium to Long-Term Outlook for JTOWER' disclosed by the Company on May 9, 2024. and by taking the Company private, we believe that we will be able to raise funds for the growth in an agile and stable manner through DigitalBridge and become able to respond flexibly to future additional funding needs and to make upfront investments in the long term, and as a result, we will be able to appropriately seize growth opportunities in the infrastructure sharing market and further increase the speed of business growth. We also believe that the DigitalBridge's understanding and access to know-how on the formation of debt financing will enable us to raise funds more effectively for the Company Group's business.

In addition to the above, the Company believes that through the DigitalBridge's network of business partners with extensive experience in the Company's business field, its global best practice in the tower business, its business know-how, and its collaboration with major telecommunication companies around the world, it will be possible to acquire world-class business best practice and potential business opportunities for the Company

Group's business, which will contribute to the medium- to long-term improvement of the corporate value of the Company. Even after the Transaction, since it is expected that Cultive, which is an asset manager of Mr. Tanaka, the Company's CEO, continues to be involved in the management as a shareholder holding 18.8% of the Company's voting rights and the current management structure of the Company will be maintained in principle and that the current management continues to play a leading role in the Company's management, we believe that the Company can conduct measures for the medium- to long-term improvement of the corporate value of the Company while maintaining the continuity of the Company's previous management policy, by fully utilizing DigitalBridge's knowledge and resources as described above and taking into account the knowledge and experience of Mr. Tanaka and the Company's current management in the Company's business.

It is our understanding that, if the Company continues to be listed, it will be difficult to focus on developing measures to create synergy effects as described above and drastic business reforms aimed at the medium- to long-term improvement of the corporate value of the Company, due to consideration for the impact on share price and the burden of information disclosure in accordance with laws and regulations and rules for relevant financial instruments exchanges. However, by taking the Company private by the Transaction, it will be possible to make more strategic decisions without bearing the burden of consideration of the impact on the stock price or the disclosure in accordance with the laws and regulations of financial instruments exchange rules, which will enable the Company to focus its management resources on such decision-making in a more effective manner.

Possible general disadvantages to be caused by the privatization of the Company upon the Transaction include, by losing the status of a listed company, (i) difficulty in raising funds through equity financing at the capital market, (ii) the loss of the status as a listed company works adversely for the recruitment or retention of employees, and (iii) a decline in creditworthiness for business partners and other stakeholders. However, the Company believes that disadvantages of the privatization of the Company will be limited, on the ground that that regarding (i) above, it is possible to raise funds with agility in a stable manner by preparing a structure to receive additional equity capital from DigitalBridge as described above, that regarding (ii), as the Company has established its position as a pioneer in the infrastructure sharing in Japan, the negative impact on recruitment and retention of employees resulting from the delisting will be limited, that regarding (iii), as our position and strength in Japan as a pioneer in the infrastructure sharing will remain unchanged and the Company's business is a so-called business-to-business business, it can be believed that the privatization will not lead to a decline in our creditworthiness for stakeholders including business partners.

By the following reasons, the Company has determined that the Tender Offer Price and other terms of the Tender Offer are appropriate and the Tender Offer will be a reasonable opportunity for the Company's shareholders at a price with a reasonable premium and on reasonable terms to sell the Company Shares.

- (A) The Tender Offer Price is determined through careful consultation and agreement with DigitalBridge after taking sufficient measures to ensure the fairness of the terms of Transaction including the Tender Offer Price as provided in "(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest" and implementing the Process with a substantial involvement of the Special Committee, which is independent from the Partner Candidate, the Tender Offeror, the Large Shareholders Group, Mr. Tanaka et al and the Company.
- (B) The Tender Offer Price is within the range of the valuation results by the average market price method and the discounted cash flow method (the "DCF Method"), among the share valuation results of the Company Shares by Nomura Securities stated below in "(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest" "(I) Obtainment of share valuation report by the Company from an independent third-party calculation agent".
- (C) The Tender Offer Price is within the range of the valuation results by the market price method and the

DCF Method, among the share valuation results of the Company Shares by CPA Partners stated below in “(3) Matters concerning calculation”, “(II) Obtainment of share valuation report by the Special Committee from an independent third-party calculation agent”.

- (D) The amount of the Tender Offer Price is an amount adding 161.82% premium over 1,375 Japanese yen, which is the closing price of the Company Shares at the Tokyo Stock Exchange Growth Market as of August 13, 2024, the immediately preceding business day of the public announcement of the Tender Offer, 135.29% premium over 1,530 Japanese yen, which is the simple average of the closing prices during the past one month (from July 16, 2024 until August 13, 2024) (rounded to the first decimal place; the same applies to the following simple average closing prices), 113.27% premium over 1,688 Japanese yen, which is the simple average of the closing prices during the past three months (from May 14, 2024 until August 13, 2024), and 30.15% premium over 2,766 Japanese yen, which is the simple average of the closing prices during the past six months (from February 14, 2024 until August 13, 2024); and although the premium level of the simple average of the closing prices during the past six months (30.15%) is lower than the premium level (62.18%) in the past cases similar to the Transaction, the premium level of the closing price as of the immediately preceding business day of the public announcement of the Tender Offer and the premium level of the simple average of the closing prices during the past one month and the past three months (161.82%, 135.29% and 113.27%, respectively) superior to the premium level of other past 58 cases similar to the Transaction (58.65%, 59.74% and 60.92%, respectively) aimed at the privatization of shares of a listed company, which was published on and after June 28, 2019, where the METI issued the Fair M&A Guidelines, until August 13, 2024 was implemented (excluding the cases of MBO cases, the cases in which the target company is a consolidated subsidiary or an affiliated company of the tender offeror’s group, and the cases in which the premium is negative), (the average premium is 58.65% on the immediately preceding business day of the announcement, 59.74% for the past one month, 60.92% for the past three months, and 62.18% for the past six months). Although the Tender Offer Price is lower than the issue price (4,973 Japanese yen per share) for the issuance of new shares by way of overseas offering (the “**Overseas Offering**”) resolved at the meeting of the board of directors of the Company held on February 16, 2024, the Company believes that it is appropriate to refer to the premium for the periods other than the most recent six months of the above periods, because the Company’s current share price is based on information such as the consolidated earnings forecast for the fiscal year ending March 2025 in the Financial Results for the fiscal year ended March 31, 2024 Japanese GAAP (consolidated) disclosed by the Company on May 9, 2024, after the implementation of the Overseas Offering.
- (E) Measures to ensure the fairness of the Tender Offer stated below in “(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest” have been taken and it is recognized that the benefits of general shareholders are protected.
- (F) As stated below in “(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest”, (II) Independent special committee established, and a written report obtained, by the Company”, it is determined in the Written Report by the Special Committee, which is independent from the Partner Candidate, the Tender Offeror, the Large Shareholders Group, Mr. Tanaka and the Company, that the terms of the Transaction including the Tender Offer Price are appropriate.

Accordingly, the Company, as a pioneer in the infrastructure sharing, believes that strengthening its management base by adding DigitalBridge as our new partner will contribute to the further improvement of the corporate

value of the Company in the medium- to long-term, as we aim to contribute to the development of the Japanese telecommunications industry by establishing an infrastructure sharing market and has resolved at the Board of Directors meeting held today that the Company approves the Tender Offer and recommend that the Company's shareholders tender their shares in the Tender Offer. As for the Stock Acquisition Rights, the Company has resolved to leave it to the discretion of the Stock Acquisition Right Holders to participate in the Tender Offer, as the purchase price of Stock Acquisition Right is set at one Japanese yen.

For the details of the resolution of the Company's Board of Directors meeting, please see "(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest", "(VII) Approval of all directors of the Company with no interest in the Transaction, and no objection to the transaction from all company auditors of the Company with no interest in the Transaction".

(3) Matters concerning calculation

(I) Obtainment of share valuation report by the Company from an independent third-party calculation agent

(i) Name of the calculation agent and relationship with the Company and the Tender Offeror

The Company, in expressing its opinion regarding the Tender Offer, requested Nomura Securities, a financial advisor and third-party calculation agent independent of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr. Tanaka et al and the Company, to calculate the share value of the Company Shares, and on August 14, 2024, obtained a share valuation report on the results of calculation of the value of the Company's Shares ("Share Valuation Report (Nomura Securities)").

Nomura Securities does not fall under a related party of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr. Tanaka et al, or the Company and does not have any material interest that should be described in connection with the Tender Offer. In addition, the Company has implemented measures to ensure fairness of the Tender Offer Price and to avoid conflicts of interest in both the Tender Offeror and the Company (For details, please refer to "(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest" below.). Therefore, no opinion regarding the fairness of the Tender Offer Price (fairness opinion) has been obtained from Nomura Securities.

The remuneration of Nomura Securities for the Transaction includes a contingency fee paid on the condition that the Transaction is consummated, etc. Taking into consideration the general customary practice in similar transactions, and the appropriateness of the fee structure under which the Company will incur proportionate financial burden even if the Transaction is not consummated, the Company decided that the inclusion of a contingency fee paid on the condition that the Transaction is consummated, etc. will not negate the independence of Nomura Securities. Therefore, the Company appointed Nomura Securities as its financial advisor and third-party calculation agent with the said fee structure above.

(ii) Overview of calculation for the Company Shares

In the Tender Offer, Nomura Securities considered the calculation method to be adopted in the calculation of the value of the Company Shares from among several calculation methods and, based on the premise that the Company is a going concern and the belief that it is appropriate to evaluate the value of the Company Shares from multiple perspectives, Nomura Securities used the average market share price method, which takes into account trends in the market share price of shares because the Company is listed on the Growth Market of the Tokyo Stock Exchange, and the DCF method in order to reflect the status of future business activities as the calculation methods in the calculation. The Company obtained the Share Valuation Report (Nomura Securities) from Nomura Securities on August 14, 2024.

The ranges of the per share value of the Company Shares calculated based on each of the above calculation methods in the Share Valuation Report (Nomura Securities) are as follows:

Average market share price method	:from 1,373 Japanese yen to 2,766 Japanese yen
DCF method	:from 2,590 Japanese yen to 4,424 Japanese yen

Under the average market share price method, in which August 13, 2024 was used as the reference date, the per share value of the Company Shares was calculated to range from 1,373 Japanese yen to 2,766 Japanese yen, based on the following prices of the Company Shares on the Growth Market of the Tokyo Stock Exchange: the closing price on the reference date (1,375 Japanese yen); the simple average closing price for the most recent five business days (1,373 Japanese yen); the simple average closing price for the most recent one month (1,530 Japanese yen); the simple average closing price for the most recent three months (1,688 Japanese yen); and the simple average closing price for the most recent six months (2,766 Japanese yen).

Under the DCF method, the Company calculated the corporate value and share value of the Company by discounting the free cash flow expected to be generated by the Company on or after April 1, 2024 to the present value at a certain discount rate, based on revenue forecasts, investment plans, and investment payout periods of the business plan prepared by the Company (for the five fiscal periods from fiscal year ending March 2025 through fiscal year ending March 2029), and calculates the per share value of the Company Shares in the range of 2,590 to 4,424 Japanese yen.

In the business plan prepared by the Company, which Nomura Securities used for the analysis using the DCF method, the synergy effects expected to be realized from the implementation of the Transaction have not been taken into account, as it was difficult to make a specific estimate at present. The financial forecast used by Nomura Securities for the analysis using the DCF method includes fiscal years in which significant increases or decreases in profits are expected. Specifically, as we expect the number of facilities covered by our services to increase and the tenancy ratio to improve in the Tower Business and Domestic IBS Business, we expect sales to increase by more than 30% year-on-year in the fiscal years ending March 2025 and March 2026, and by more than 40% year-on-year in the fiscal year ending March 2027. We expect the operating profits before amortization (the “EBITDA”) to increase by more than 50% year-on-year in the fiscal year ending March 2026, by more than 70% year-on-year in the fiscal year ending March 2027, and by more than 30% year-on-year in the fiscal year ending March 2028. With regard to operating profit, we expect a decrease of over 40% in the fiscal year ending March 2025 due to a non-recurring increase in fixed asset taxes, but we expect a year-on-year increase of over 360 % in the fiscal year ending March 2026, over 240% in the fiscal year ending March 2027, and over 50% in the fiscal year ending March 2028. We expect sales of approximately 30.4 billion Japanese yen and an EBITDA margin of 60.5% for the fiscal year ending March 2027, which is in line with our medium- to long-term financial targets.

(Note) In calculating the share value of the Company Shares, Nomura Securities assumed that the publicly disclosed information and all information provided by the Company are accurate and complete, and has not independently verified their accuracy or completeness. The assets or liabilities (including derivative financial instruments, off-balance-sheet assets and liabilities, and other contingent liabilities) of the Company and its affiliates have not been independently evaluated, appraised, or assessed, including analysis and evaluation of individual assets and liabilities, nor has Nomura Securities requested any third-party agent to make any appraisal or assessment therefor. It is assumed that the Company’s business plan has been reasonably reviewed or prepared by the Company’s management based on the best and most honest estimates and judgments available at the time of the calculation. The calculations made by Nomura Securities reflect information and economic conditions available to Nomura Securities up to August 13, 2024. The sole purpose of Nomura Securities’ calculation is to serve as reference for the Board of Directors of the Company in its consideration of the share value of the Company Shares.

(iii) Overview of calculation for the Stock Acquisition Rights

Although the Stock Acquisition Rights are included in the scope of the Tender Offer, as described in “(ii) Background to the review and negotiations” in “(III) Decision-making process and reasons that led to the Company’s support to the Tender Offer” of “(2) Grounds and reasons for the opinion” above, the Stock Acquisition Right Purchase Price is set at 1 Japanese yen, and therefore, the Company has not obtained a valuation report or an opinion on the fairness of the Stock Acquisition Right Purchase Price (fairness opinion) from a third-party calculation agent.

(II) Obtainment of share valuation report by the Special Committee from an independent third-party calculation agent

(i) Name of the calculation agent and relationship with the Company and the Tender Offeror

The Special Committee appointed CPA Partners as its own financial advisor and third-party calculation agent independent of the Partner Candidates, the Tender Offeror, the Large Shareholders Group, Mr. Tanaka et al and the Company, and on August 13, 2024, obtained a share valuation report on the results of calculation of the value of the Company Shares (“**Share Valuation Report (CPA Partners)**”). CPA Partners does not fall under a related party of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr. Tanaka et al, or the Company and does not have any material interest in connection with the Transaction, including the Tender Offer. The remuneration of CPA Partners for the Transaction is a fixed remuneration to be paid regardless of whether the Transaction is successful or not, and does not include any contingent fees that would be paid upon the success or failure of the Transaction. No opinion regarding the fairness of the Tender Offer Price (fairness opinion) has been obtained from CPA Partners.

(ii) Overview of calculation for the Company Shares

CPA Partners considered the calculation method to be adopted in the calculation of the Company Shares from among several calculation methods and, based on the premise that the Company is a going concern and the belief that it is appropriate to evaluate the value of the Company Shares from multiple perspectives, CPA Partners analyzed the per share value of the Company Shares using the average market share price method, as the Company Shares are listed on the Growth Market of the Tokyo Stock Exchange and a market share price of the Company Shares exists, and the DCF method in order to reflect the details and forecasts of the Company’s performance in the valuation. The ranges of the per share value of the Company Shares calculated based on each of the above calculation methods are as follows:

Market share price method	:from 1,375 Japanese yen to 2,766 Japanese yen
DCF method	:from 3,039 Japanese yen to 4,117 Japanese yen

Under the market share price method, in which August 13, 2024 was used as the reference date, the per share value of the Company Shares was calculated to range from 1,375 Japanese yen to 2,766 Japanese yen, based on the following prices of the Company Shares on the Growth Market of the Tokyo Stock Exchange: the closing price on the reference date (1,375 Japanese yen); the simple average closing price for the most recent one month (1,530 Japanese yen); the simple average closing price for the most recent three months (1,688 Japanese yen); and the simple average closing price for the most recent six months (2,766 Japanese yen).

Under the DCF method, the Company calculated the corporate value and share value of the Company by discounting the free cash flow expected to be generated by the Company on or after April 1, 2024 to the present value at a certain discount rate, after taking into account assumptions deemed to be reasonable, such as revenue

forecasts, investment plans, and investment periods based on the business plan prepared by the Company (for the five fiscal periods from fiscal year ending March 2025 through fiscal year ending March 2029), and calculates the per share value of the Company Shares in the range of 3,039 to 4,117 Japanese yen.

In the business plan prepared by the Company, which CPA Partners used for the analysis using the DCF method, the synergy effects expected to be realized from the implementation of the Transaction have not been taken into account, as it was difficult to make a specific estimate at present. The financial forecast used by CPA Partners for the analysis using the DCF method includes fiscal years in which significant increases or decreases in profits are expected. Specifically, as we expect the number of facilities covered by our services to increase and the tenancy ratio to improve in the Tower Business and Domestic IBS Business, we expect sales to increase by more than 30% year-on-year in the fiscal years ending March 2025 and March 2026, and by more than 40% year-on-year in the fiscal year ending March 2027. We expect the EBITDA to increase by more than 50% year-on-year in the fiscal year ending March 2026, by more than 70% year-on-year in the fiscal year ending March 2027, and by more than 30% year-on-year in the fiscal year ending March 2028. With regard to operating profit, we expect a decrease of over 40% in the fiscal year ending March 2025 due to a non-recurring increase in fixed asset taxes, but we expect a year-on-year increase of over 360 % in the fiscal year ending March 2026, over 240% in the fiscal year ending March 2027, and over 50% in the fiscal year ending March 2028. We expect sales of approximately 30.4 billion Japanese yen and an EBITDA margin of 60.5% for the fiscal year ending March 2027, which is in line with our medium- to long-term financial targets.

(Note) In calculating the share value of the Company Shares, CPA Partners used information provided by the Company and publicly disclosed information, etc. as is, in principle, and assumed that all such materials and information are accurate and complete, and has not independently verified their accuracy or completeness. Also, the assets or liabilities (including off-balance-sheet assets and liabilities, and other contingent liabilities) of the Company and its affiliates have not been independently evaluated or assessed, nor have CPA Partners requested any third-party agent to make any appraisal or assessment therefor. In addition, it is assumed that the information on the Company's financial forecasts has been reasonably prepared by the Company's management based on the best estimates and judgments available at present. Furthermore, with respect to the financial forecasts, the Special Committee held a question-and-answer session with the Company, and confirmed the reasonableness of the content and assumptions of the financial forecasts.

(4) Likelihood of and reasons for delisting

As of today, the Company Shares are listed on the Growth Market of the Tokyo Stock Exchange. Since the Tender Offeror has not set a maximum number of shares to be purchased in the Tender Offer, the Company Shares may be delisted through the prescribed procedures in accordance with the delisting criteria set forth by the Tokyo Stock Exchange, depending on the results of the Tender Offer. In addition, even if such criteria are not met at the time of consummation of the Tender Offer, as described in “(5) Policies regarding organizational restructuring, etc. after the Tender Offer (matters regarding the so-called two-step acquisition)” below, the Squeeze-Out Procedures are to be implemented after the consummation of the Tender Offer. Therefore, if such procedures are implemented, the Company Shares will be delisted through the prescribed procedures in accordance with the delisting criteria set forth by the Tokyo Stock Exchange. After the delisting of the Company Shares, the Company Shares may no longer be traded on the Growth Market of the Tokyo Stock Exchange.

The reasons why the Company aims to delist its shares, the impact on minority shareholders, and the Company's opinion on delisting are as described in “(iii) Details of the Decision” in “(III) Decision-making process and reasons that led to the Company's support to the Tender Offer” in “(2) Grounds and reasons for the opinion” above.

(5) Policies regarding organizational restructuring, etc. after the Tender Offer (matters regarding the so-called two-step acquisition)

As described in “(1) Overview of the Tender Offer” in “(2) Grounds and reasons for the opinion” above, if the Tender Offeror fails to acquire all of the Company Shares (including the Company Shares to be delivered upon exercise of the Stock Acquisition Rights, but excluding treasury shares and Non-tendered Shares held by the Company) and the Stock Acquisition Rights in the Tender Offer, the Tender Offeror plans to implement the Squeeze-Out Procedures for the purpose of taking the Company private in the following manner after the consummation of the Tender Offer.

(I) Share Consolidation

Specifically, as promptly as possible after the completion of the settlement for the Tender Offer, the Tender Offeror will request the Company to hold an extraordinary shareholders meeting (the “**Extraordinary Shareholders Meeting**”) which would include resolution proposals for the Share Consolidation and partial amendments to the Company’s Articles of Incorporation that would abolish the provisions with respect to a share unit number on the condition that the Share Consolidation becomes effective in accordance with Article 180 of the Companies Act. In addition, the Tender Offeror and Cultive intend to approve the aforementioned proposals at the Extraordinary Shareholders Meeting. As of August 14, 2024, the Extraordinary Shareholders Meeting is scheduled to be held from late November to early December.

If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders Meeting, the shareholders of the Company will, on the effective date of the Share Consolidation, hold the number of Company Shares proportionate to the ratio of the Share Consolidation that is approved at the Extraordinary Shareholders Meeting. If any fractions less than one share arise as a result of the Share Consolidation, the shareholders of the Company whose holding of shares come to include fractions less than one share will receive an amount of cash obtained by taking actions, such as selling the Company Shares equivalent to the total sum of the fractions less than one share (with such aggregate sum rounded down to the nearest whole number; the same applies hereinafter) to the Company or the Tender Offeror as per the procedures specified in Article 235 of the Companies Act and other applicable laws and regulations.

It is intended that the purchase price for the Company Shares equivalent to the total sum of the fractions less than one share in the Company Shares will be calculated in a way that the amount of cash received by the shareholders of the Company who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Cultive, and the Company) as a result of the sale will be equal to the price obtained by multiplying the Tender Offer Price by the number of Company Shares held by such shareholders, and the Tender Offeror will request the Company to file a petition to the court for permission to sell such Company Shares at that purchase price. Although the ratio of the Share Consolidation of the Company Shares has not been determined as of August 14, 2024, the Tender Offeror intends to request the Company to determine the ratio in a way that the number of the Company Shares held by the shareholders of the Company who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Cultive, and the Company) will include fractions less than one share in order for the Tender Offeror and Cultive to become the only holders of all of the Company Shares (excluding the treasury shares held by the Company).

In order to protect the rights of minority shareholders in relation to the Share Consolidation, the Companies Act provides that if any fractions less than one share arise as a result of the Share Consolidation, each shareholder of the Company (excluding the Tender Offeror, Cultive, and the Company) may request that the Company purchase at a fair price all such shares held by the requesting shareholder that will be fractions less than one share, and such shareholders may file a petition to the court to determine the price of the Company Shares in accordance with the provisions of Articles 182-4 and 182-5 of the Companies Act and other applicable laws and regulations.

As stated above, because, at the time of the Share Consolidation, the number of the Company Shares held by the shareholders of the Company who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Cultive, and the Company) will be fractions less than one, the shareholders of the Company (excluding the Tender Offeror, Cultive, and the Company) objecting to the Share Consolidation will be able to file a petition described above. It is noted that the court will ultimately determine the sale price of the Company Shares in the event that

such petition is filed.

With regard to the above procedures, it is possible that, depending on circumstances such as amendments to or the implementation of relevant laws and regulations and the interpretation thereof by authorities, the methods or time of implementation of the Share Consolidation may be altered. However, even in such a case, it is intended that a method will be used whereby the shareholders of the Company who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Cultive, and the Company) will ultimately receive cash consideration equal to the number of Company Shares held by such shareholder multiplied by the Tender Offer Price in exchange for their share.

Matters such as the specific procedures described above and the expected timing thereof will be determined through discussions between the Tender Offeror and the Company and then promptly announced by the Company.

(II) Acquisition of Stock Acquisition Rights without Consideration

The terms and conditions for the issuance of the Stock Acquisition Rights stipulate that if, after the Company Shares are listed on or registered with a securities exchange or any other public markets (collectively, “Securities Exchanges”) and a proposal regarding the delisting of the Company Shares from, or cancellation of registration of the Company Shares with, all of the Securities Exchanges or a similar proposal is approved at a shareholders’ meeting of the Company, then the Company will be able to acquire the Stock Acquisition Rights without consideration on the date that is separately determined by the shareholders’ meeting of the Company.

Even if the Tender Offer is successfully completed, if the Tender Offeror is unable to acquire all of the Stock Acquisition Rights in the Tender Offer and there remains certain unexercised Stock Acquisition Rights, the Tender Offeror intends to request to the Company to acquire all of the remaining Stock Acquisition Rights without consideration in accordance with the above provisions. The Company plans to comply with such request upon receipt of such request.

The Tender Offer is in no way intended to solicit the approval of the Company’s shareholders at the Extraordinary Shareholders Meeting. Additionally, the Company’s shareholders and the Stock Acquisition Right Holders are requested to confirm with professionals, such as tax accountants, at their own responsibility with respect to tax treatment in tendering their shares in the Tender Offer or in taking the abovementioned procedures.

(6) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the purchase price and to avoid conflicts of interest

As of the today, the Company is not a subsidiary of the Tender Offeror, and the Tender Offer does not constitute a takeover bid by the controlling shareholder. Furthermore, it is not planned that all or part of our management team will invest directly or indirectly in the Tender Offeror, and the Transaction, including the Tender Offer, does not constitute a so-called management buyout (MBO) transaction. Nevertheless, as the Tender Offeror aims to take the Company private by acquiring all of the Company Shares (including the Company Shares to be delivered upon the exercise of the Stock Acquisition Rights, but excluding treasury shares owned by the Company and Non-tendered Shares) and all of the Stock Acquisition Rights through the Transaction, and as the Tender Offeror has entered into the Tender Agreements with Mr. Tanaka et al, NTT, and NTT DOCOMO regarding the Company Shares they own, considering that the interests of Mr. Tanaka et al, NTT, and NTT DOCOMO and TBD Agreement and also entered into the Term Sheet for Shareholders Agreement (as defined in “(5) Term Sheet for Shareholders Agreement” in “4. Matters concerning material agreements between the Tender Offeror and the Company’s shareholders regarding the tendering of shares in the tender offer” below) with Cultive, and the Company’s general shareholders may not necessarily be aligned with a view to ensuring the fairness of the Tender Offer Price, eliminating arbitrariness in the decision-making process that led to the decision to conduct the Tender Offer, and avoiding conflicts of interest, and in order to ensure the fairness of the Transaction, including the Tender Offer, the Tender Offeror and the Company have taken the following measures. The measures

taken by the Tender Offeror described below are based on the explanations received from the Tender Offeror.

In view of the total number of the Shares Agreed to Be Tendered (the number of owned shares: 6,582,659 shares; ownership ratio: 25.58%) and the number of the Non-tendered Shares (the number of owned shares: 4,677,500 shares; ownership ratio: 18.18%), the Tender Offeror does not set the minimum number of shares to be purchased by the “Majority of Minority” in the Tender Offer because the Tender Offeror believes that setting the minimum number of shares to be purchased by the “Majority of Minority” in the Tender Offer may make the consummation of the Tender Offer unstable and may not serve the interests of the minority shareholders who wish to tender in the Tender Offer. However, since the Tender Offeror and the Company have taken the measures in (I) through (VIII) below, the Tender Offeror believes that sufficient consideration has been given to the interests of the minority shareholders of the Company, and the Company has made the same judgment.

(I) Implementation of the tender offer process

As stated in “(ii) Background to the review and negotiations” in “(III) The decision-making process and reasons that led the Company to support the Tender Offer” in “(2) Grounds and reasons for the opinion” above, the Company has been conducting the Process with respect to two of the Partner Candidates, including DigitalBridge, since late May 2024 and granted the two companies the opportunity to carry out due diligence from late May 2024 to early July 2024. The Company then received proposals from the two companies around early- to late-July 2024.

The Company decided to enter into final negotiations with DigitalBridge for the implementation of the Transaction, as the proposal was superior in terms of the probability of the proposal being realized, the preconditions for financing, the management strategy and support structure after the Transaction, among other things. Subsequently, the Company and DigitalBridge continued negotiations, and DigitalBridge made a final proposal for a Tender Offer Price of 3,600 Japanese yen and Stock Acquisition Right Purchase Price of 1 Japanese yen.

As described above, the Company has implemented the Process and secured the opportunity to receive proposals from multiple Partner Candidates for improving the corporate value of the Company.

(II) Independent special committee established, and a written report obtained, by the Company

(i) Background to the establishment

As stated in “(III) The decision-making process and reasons that led the Company to support the Tender Offer” in “(2) Grounds and reasons for the opinion” above, on May 17, 2024, the Company established the Special Committee by resolution of the Company’s board of directors in order to carry out the Process. The Special Committee is composed of three members: Mr. Naoki Ota (an independent outside director of the Company), Ms. Mutsuko Oba (an independent outside director of the Company), and Mr. Akito Takahashi (an external expert, Takahashi-Katayama Legal Office, and a lawyer). Mr. Naoki Ota has been selected as the chair of the Special Committee, and the members of the Special Committee have not changed since its establishment. Each member of the Special Committee has no interest in the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr. Tanaka et al, or the Company, and the Company have confirmed that they do not have any material interests that differ from those of general shareholders with regard to the success or failure of the Transaction. Furthermore, each member of the Special Committee is to be paid a fixed amount as compensation for their duties, regardless of the content of their report, and such compensation does not include any performance-based compensation contingent upon the success closing of the Transaction.

Based on the above resolution of the Company’s board of directors, the Company consulted with the Special Committee regarding the Consulted Issues.

In addition, the Company’s board of directors, in establishing the Special Committee, resolved that: (i) the Company’s board of directors’ decision-making regarding the implementation of the Transaction, including

whether or not to approve the Tender Offer, shall be made with the utmost respect for the content of the Special Committee's judgment; and (ii) if the Special Committee determines that the implementation of the Transaction or the terms and conditions of the Transaction are not appropriate, the implementation of the Transaction shall not be approved. The Company's board of directors has also resolved that the Special Committee shall be authorized to: (i) substantially participate in the negotiation process between the Company and the Partner Candidates (including, where necessary, providing instructions or requests regarding the negotiation policy with the Partner Candidates and directly negotiating with the Partner Candidates); (ii) when considering and making decisions regarding the Consulted Issues, as necessary, appoint its own financial or legal advisors (in which case the Company will bear the costs of such advisors) or appoint or approve (including after-the-fact approval) the Company's financial or legal advisors; and (iii) as necessary, receive information from the Company's officers/employees and other persons deemed necessary by the Special Committee for the examination and judgment of the Consulted Issues.

At the above meeting of the Company's board of directors, the above resolution was unanimously passed after deliberation by seven directors out of nine directors of the Company, excluding Mr. Yoshiaki Uchida, who held the position of an officer/employee of KDDI Engineering Corporation, a wholly-owned subsidiary of KDDI Corporation, which is one of the Large Shareholders Group, and Mr. Shingo Ishida, who holds the position of an officer/employee of NTT, which is one of the Large Shareholders Group. In addition, at the above meeting of the Company's board of directors, all three of the Company's corporate auditors expressed their agreement with the above resolution.

Further, as stated in "(i) Background to the establishment of the system for reviewing" in "(III) The decision-making process and reasons that led the Company to support the Tender Offer" in "(2) Grounds and reasons for the opinion" above, the Company referred additional consulted issues to the Company's board of directors meeting held on July 16, 2024, and at such board of directors meeting, such issues were resolved unanimously after deliberation by four directors out of nine directors of the Company, excluding Mr. Tanaka, who could have concluded the Tender Agreement (Mr. Tanaka) with the Tender Offeror, Mr. Yoshiaki Uchida, who held the position of an officer/employee of KDDI Engineering Corporation, a wholly-owned subsidiary of KDDI Corporation, which is one of the Large Shareholders Group until June 2022, Mr. Takahiro Nikkuni, who holds the position of an officer/employee of NTT, which is one of the Large Shareholders Group, and Mr. Matthias Vukovich and Ms. Asuka Sato, who hold the position of officers/employees of an affiliated company of the Partner Candidate.

Furthermore, as there is a possibility that the five persons who did not participate in the deliberations and resolutions of the above-mentioned Board of Directors meeting, namely Mr. Tanaka, Mr. Yoshiaki Uchida, Mr. Takahiro Nikkuni, Mr. Matthias Vukovich, and Ms. Asuka Sato, do not have any special interest as defined in the Companies Act with regard to the above-mentioned agenda item, and in that case, it is possible that the quorum for the meeting of the board of directors has not been met with regard to the agenda item, and in order to make sure that a valid resolution is made that meets the quorum requirements of the Companies Act, the agenda item was resolved unanimously after deliberation by seven directors, including Mr. Tanaka, Mr. Yoshiaki Uchida, and Mr. Takahiro Nikkuni, who are not concurrently serving as officers/employees of Partner Candidate or its affiliate, out of the five directors, namely Mr. Tanaka, Mr. Yoshiaki Uchida, Mr. Takahiro Nikkuni, Mr. Matthias Vukovich, and Ms. Asuka Sato (since the execution of the Term Sheet was not scheduled at the time of the decision of the agenda, Mr. Tanaka was added to the discussion and decision.). In addition, at the above meeting of the Company's board of directors, all three of the Company's corporate auditors expressed their agreement with the above resolution.

(ii) Background to the review

The Special Committee met a total of 11 times for a total of approximately 18 hours between May 22 and August 13 of 2024, and also carefully discussed and examined the Consulted Issues through reporting, information sharing, deliberations, and decision-making via email or telephone as necessary.

Specifically, the Special Committee first approved the appointment of Nomura Securities, which was appointed as the Company's financial advisor and third-party appraiser, and AMT, which was appointed as the Company's legal advisor, on May 22, 2024, based on the fact that each of them has sufficient expertise, and they are independent of each of (i) the Tender Offeror, (ii) the Partner Candidates including DigitalBridge, (iii) the Large Shareholders Group, (iv) Mr. Tanaka et al, and (v) the Company, and they do not have any material interests in any of these parties. In addition, on June 11, 2024, the Special Committee appointed CPA Partners, which has sufficient expertise and independence from the above (i) through (v) and does not have any material interest in any of them, as its own financial advisor and third-party appraiser, and decided to receive expert advice from CPA Partners. In addition, the Special Committee has confirmed that it will not appoint its own legal advisor, and that the Special Committee will also receive expert advice from AMT as necessary.

In addition, upon reviewing the Consulted Issues, the Special Committee held multiple interviews with the Company, received explanations regarding the content of the discussions with the Partner Candidates, including the status of evaluation and review of the content of the proposals from the Partner Candidates and conducted question-and-answer sessions regarding these matters, and it also asked the Company questions about its evaluation and review of its going private and delisting, including its management policies, and the status of the evaluation and review of the Transaction, and received written responses from the Company and conducted question-and-answer sessions on these matters.

In addition, the Special Committee held interviews with the two Partner Candidates, including DigitalBridge, which participated in the Process, and conducted question-and-answer sessions regarding the background, significance, and purpose of the Transaction, the adverse effects that are expected to be caused to the Company by the Transaction, the expected structure and terms of the Transaction, and the management structure and management policies of the Company after the Transaction.

Furthermore, the Special Committee received explanations from Nomura Securities, the Company's financial advisor and third-party appraiser, regarding the content and progress of the Transaction, the content of the stock valuation, and the status of discussions and negotiations with the Partner Candidates and conducted questions-and-answers sessions on these matters.

(iii) Decision

The Special Committee, based on the above process and considering the advice received from AMT, carefully discussed and deliberated on the Consulted Issues, and as a result, on August 13, 2024, the Special Committee submitted a report to the Company's board of directors, with the unanimous approval of all committee members, as outlined below.

1 Whether the purpose of the Transaction is considered reasonable (including whether the Transaction will contribute to the improvement of the Company's corporate value)

<Conclusion>

The Special Committee believes that the purpose of the Transaction (including the Tender Offer) is considered reasonable (the Transaction will contribute to the improvement of the Company's corporate value).

<Reasons>

- The Special Committee considers that "(a) Purpose and necessity, and background of the Transaction" and "(b) Benefits of the Transaction implemented through the Tender Offer," which were explained by the Company

and Tender Offeror, are considered to be specific based on the Company's current business and management situation.

- First, with regard to “(a) Purpose and necessity, and background of the Transaction” above, the Company focuses particularly on the following points in terms of the market environment surrounding the Company: (i) data traffic and infrastructure costs have been increasing significantly in Japan since 2020 with the launch of 5G services by mobile network operators and The Special Committee considers that in the Japanese telecommunications industry, burden on telecommunications companies is expected to continue to increase due to the development of new communications technologies for Beyond5G and 6G, as well as the expansion of coverage areas required not only for disaster response and terrestrial rural areas but also for air, sea and space; (ii) the Company considers that this increases the need for efficient infrastructure development among telecommunications companies, and demand has also been growing for infrastructure sharing as a means of reducing capital investment and operating costs; (iii) the Company considers that government measures to support development of telecommunications infrastructure in rural areas, such as subsidies, are also encouraging efforts to improve the telecommunications environment in rural areas, further increasing the importance of infrastructure sharing as a means of efficiently improving the telecommunications environment; (iv) with increasing interest in sustainability in recent years, infrastructure sharing has come to attract attention as a means to contribute to environmental protection, (v) there is an increasing need to improve the efficiency of indoor and outdoor network development and the maintenance and operation of communication infrastructure through infrastructure sharing in the face of a declining population society, and (iv) the Company considers that in recent years, the need for indoor infrastructure sharing has been growing overseas as well, especially in emerging countries, against the background of development of new large-scale facilities and future demand for 5G deployment. These points are all considered consistent with general description of the environment of the industry and market to which the Company belongs, and they are also specific taking into account the situations particular to the Company.
- The Company considers, based on the above understanding of the market environment, that in order to maintain its market share and continue to meet growing demand, it is necessary to accelerate the introduction of shared facilities developed by the Company for cell tower-related infrastructure in large-scale facilities in the Domestic IBS Business and the Overseas IBS Business, and further promoting construction of new steel towers and carve-out of steel towers from telecommunications companies in the Tower Business, and it is desirable to consider development specialized for joint construction in order to meet growing demand by mutual utilization of cell tower related infrastructure among mobile network operators. These points are considered to be a reasonable future direction for the Company to pursue.
- On the other hand, (i) growth in the Domestic IBS Business and the Tower Business which are core business of the Company Group will require the Company to meet flexibly continuous demand for additional funds, (ii) specifically, in the Domestic IBS Business, the Company will need to develop and expand cell tower-related infrastructure in large-scale facilities such as commercial facilities, complexes, office buildings, medical facilities and will have to make capital investment to meet this, (iii) while the Company is working on upgrading the sharing area, including sharing of radio equipment and front halls, in order to make telecommunications infrastructure more efficient and provide high-quality services, the Company considers it important to make investment in such development on a continuous basis, (iv) in the Tower Business, the Company needs to construct new steel towers and carve out steel towers from telecommunications companies on a continuous basis, and this is expected to require a large amount of capital. These points show that the Company considers it important to meet various capital needs and properly understands its challenges.
- The Company's actions, based on its current business and management situation, to look for a partner, through the so-called bidding process, who has appropriate knowledge in the infrastructure sharing business and the

ability to meet the abovementioned capital needs, and to solicit proposals for measures to enhance its corporate value, are considered to be a reasonable management decision for the future.

- Considering that the Tender Offeror is a limited liability company incorporated under the laws of the State of Delaware in the United States for the primary purpose of owning Shares and the Share Acquisition Rights of the Company through the Tender Offer, DB Pyramid Holdings, LP, which is managed and operated by DigitalBridge, is the sole member of the Tender Offeror, and DigitalBridge has a lot of experience in digital infrastructure investment as well as a lot of experience in operation, financing, development and M&A transactions in the tower area, the Company's selection of the Tender Offeror as the final partner is considered to be reasonable in line with the above market environment recognition, issue recognition and the objective of initiatives for the future.
- With regard to “(b) Benefits of the Transaction implemented through the Tender Offer,” the Company is currently expecting the following:

It is expected that (i) the Tender Offeror under DigitalBridge will acquire the Company Shares through the Transaction and will take the Company private, so that the Company Group's business will not be affected by the short-term evaluation resulting from changes in stock market and the burden on investor-oriented activities will be lessened, etc., thereby enabling the Company Group to make more strategic decisions and to focus its management resources more efficiently on decision-making, (ii) DigitalBridge is ready to contribute equity capital to fully fund the growth of the Company Group after the Transaction, and (iii) the Transaction will provide the Company Group with access to DigitalBridge's knowledge and know-how concerning the creation of a dead-financing and is expected to be able to effectively fund the Company Group's business; and (iv) furthermore, the Company specifically considers that it will be possible to acquire world-class best practices and potential business opportunities in the Company Group's business through the network with the Company Group in the DigitalBridge business that has extensive experience in the Company Group's business fields as well as the tower business that stock market owns overseas through such businesses as global best practices, operational know-how and cooperation with major telecommunications carriers worldwide, etc. Their details are as described in the latest draft of the Company's press release regarding the Tender Offer. They are all considered realistic for enhancing the Company's competitiveness in the future.

- On the other hand, although it is expected that the Company's growth and earnings will be boosted in the medium to long term through initiatives (i) through (iv) above, by investing the funds raised in the Company in various businesses, there is a risk that it may deteriorate the Company's financial condition and performance in the short term, considering that considerable costs may be temporarily incurred in advance. Thus, if the Company implements these initiatives and investments while maintaining its listing, it is likely that the Company will not receive appropriate evaluation from the capital market and the value of the Company Shares will be negatively affected. Taking the Company private through the proposed Transaction is a rational action and measure to enable the Company to pursue a growth strategy based on a medium- to long-term perspective and to make decision-making more quickly than ever before, without being concerned about the impact that a temporary increase in investment expenditure or a short-term deterioration in business performance may have on the Company's stock price.
- With regard to the necessary funding in the Company, the Company believes that there is a possibility that funding may be constrained due to stock price conditions, and that there is a strong tendency for short-term profitability to be emphasized, and therefore it is difficult to make upfront investments for future growth in stock market. On the other hand, the Company believes that taking the Company private will enable DigitalBridge to steadily raise funds for flexible growth, to respond more flexibly to additional funding needs in the future, and to make upfront investments from a long-term perspective. In turn, the Company will be able to appropriately capture growth opportunities in the infrastructure sharing market and further increase the speed

of business growth. These points are very specific based on the Company's business.

- As explained above, the Company believes that in order to continue the Company's business and enhance its corporate value in the future, it is necessary to recognize as an important management challenge, formulation and implementation of flexible business expansion measures, including investments to enhance the Company's competitiveness and expansion of new business opportunities, based on a medium- to long-term perspective, and to take actions to implement such measures even if the Company's earnings are expected to deteriorate in the short term due to upfront investments, etc. The Company's future business outlook and growth prospect as well as the measures that the Company is considering implementing after the Transaction as explained by the Company and the Tender Offeror are deemed to be based on the Company's business and management situation and also take into account the Tender Offeror's management policy. Thus, none of them are considered unreasonable.
- Possible general disadvantages to be caused by the privatization of the Company upon the Transaction include, by losing the status of a listed company, (i) difficulty in raising funds through equity financing at the capital market, (ii) the loss of the status as a listed company works adversely for the recruitment or retention of employees, and (iii) a decline in creditworthiness for business partners and other stakeholders. However, the Company believes that the disadvantages of the privatization of the Company will be limited, on the ground that regarding (i) above, it is possible to raise funds with agility in a stable manner by preparing a structure to receive additional equity capital from DigitalBridge as described above, that regarding (ii), as the Company has established its position as a pioneer in the infrastructure sharing in Japan, the negative impact on recruitment and retention of employees resulting from the delisting will be limited, that regarding (iii), as our position and strength in Japan as a pioneer in the infrastructure sharing will remain unchanged and the Company's business is a so-called business-to-business business, the privatization is not considered to lead to a decline in the stakeholders' (including business partners) creditworthiness of us. Considering the above, the Company's arrangement and recognition that there are limited disadvantages of taking the Company private is considered to be reasonable.

2 Whether the fairness and appropriateness of the trade conditions of the Transaction (including the appropriateness of the method and consideration of the Transaction) are ensured

<Conclusion>

We believe that the fairness and appropriateness of the trade conditions of the Transaction (including the appropriateness of the method and consideration of the Transaction) are ensured.¹

<Reason>

- In order to ensure the fairness and appropriateness of the terms and conditions of the Transaction, in particular the Tender Offer Price for the Company's shares in the Tender Offer, upon considering and judging such fairness and appropriateness, the Company appointed Nomura Securities as an independent third-party calculation agent for the valuation of the Company Shares (the "**Third-Party Calculation Agent**") and obtained a share valuation report from the Third-Party Calculation Agent and used the share valuation report as a reference.
- With respect to the calculation process leading to the conclusion of the share valuation report prepared by the Third-Party Calculation Agent, the calculation method is considered to be general and reasonable in light of current practices.

¹ The Tender Offer Price, which is to be finally resolved by the Company's board of directors, means the Tender Offer Price for the Company Shares set out in the latest draft of the Company's press release relating to the Transaction (3,600 Japanese yen). The purchase price for the Stock Acquisition Rights is 1 Japanese yen per stock acquisition right.

- We believe that the content of the above calculation is also appropriate in light of current practices. In addition, as regards the Company's business plan, which is the premise for the above calculation, the Special Committee also confirmed the reasonableness of the Company's business plan based on the explanation given to it by the Company and the Third-Party Calculation Agent, and having understood the background of the preparation of the business plan and the current status of the Company. The Special Committee made such confirmation from the standpoint of whether there is any unreasonable point in light of such explanation, background, and current status. As a conclusion, we believe that the business plan is reasonable.
- Based on the above, we believe that there are no particularly unreasonable points or significant problems with respect to the share valuation report prepared by the Third-Party Calculation Agent.
- In addition, it can be said that the Company also has been evaluating the Tender Offer Price after having generally considered circumstances such as the necessity and advantages of the Transaction and the impact on the Company's future business based on the share valuation report.
- The Company has appointed the Third-Party Calculation Agent as an experienced financial advisor and it can be said that the Company has negotiated with the Tender Offeror multiple times on the terms and conditions of the Transaction in general, including the Tender Offer Price.
- The Tender Offer Price agreed upon between the Company and the Tender Offeror on the basis of the share valuation report obtained by the Company from the Third-Party Calculation Agent is within the range of the results of the calculation. In relation to the calculation by the DCF method in particular, the Tender Offer Price is above the median of the calculation range.
- In addition to the above-mentioned Third-Party Calculation Agent appointed by the Company, in order to confirm the fairness and appropriateness of the terms and conditions of the Transaction, in particular, the Tender Offer Price, the Special Committee has appointed CPA Partners as an independent third-party calculation agent for the valuation of the Company Shares and obtained a share valuation report from CPA Partners and used the share valuation report as a reference.
- With respect to the calculation process leading to the conclusion of the share valuation report prepared by CPA Partners, the calculation method is considered to be a general and reasonable method in light of current practices.
- We believe that the content of the above calculation is also appropriate in light of current practices. In addition, as regards the Company's business plan, which is the premise for the above calculation, the Special Committee also confirmed the reasonableness of the business plan based on the explanation given to it by the Company and the Third-Party Calculation Agent, as stated above, and having understood the background of the preparation of the business plan and the current status of the Company. The Special Committee made such confirmation from the standpoint of whether there is any unreasonable point in light of such explanation, background, and current status. As a conclusion, we believe that the business plan is reasonable. •
Based on the above, we do not believe that there are any particularly unreasonable points or significant problems with respect to the share valuation report prepared by CPA Partners.
- The Tender Offer Price agreed upon between the Company and the Tender Offeror is within the range of the results of the calculation by CPA Partners. In relation to the calculation by the DCF method in particular, the Tender Offer Price is above the median of the calculation range.
- A premium of approximately 30.15% to approximately 161.82% will be added with respect to the closing price of the Company Shares as of the submission date of the Written Report (the reference date under the market price method for the calculation of the values of both the above shares) (1,375 Japanese yen), the simple average closing prices for the most recent one month, three-months and six-months (1,530 Japanese yen, 1,688 Japanese yen and 2,766 Japanese yen). Based on the examples of premiums in similar cases in the past stated in the latest draft of the Company's press release relating to the Tender Offer, it is not considered that the premium added over the Tender

Offer Price means that a premium at a different level is offered, and therefore the premium is presumed to be at a sufficiently reasonable level (with regard to the examples of premiums in similar cases (the details and figures are as described in the next section) in the past, the contents and figures are as stated in the latest draft of the Company's press release. We believe that the Special Committee does not particularly find any unreasonable points in the Company's financial advisors' explanations on these examples).

- The details and figures of the abovementioned "examples of premiums in similar cases" are as follows:
Although the premium level of the simple average of the closing prices during the past six months (30.15%) is lower than the premium level (62.18%) in the past 58 cases similar to the Transaction, the premium level of the closing price as of the immediately preceding business day of the public announcement of the Tender Offer and the premium level of the simple average of the closing prices during the past one month and the past three months (161.82%, 135.29% and 113.27 %, respectively) superior to the premium level of other past cases similar to the Transaction (58.65%, 59.74% and 60.92 %, respectively) aimed at the privatization of shares of a listed company, which was published on and after June 28, 2019, where the METI issued the Fair M&A Guidelines, until August 13, 2024 was implemented (excluding the cases of MBO cases, the cases in which the target company is a consolidated subsidiary or an affiliated company of the tender offeror's group, and the cases in which the premium is negative), (the average premium is 58.65% on the immediately preceding business day of the announcement, 59.74% for the past one month, 60.92% for the past three months, and 62.18% for the past six months).
- Such measures of the Company are considered to be reasonable and appropriate as a way to ensure the fairness and appropriateness of the terms and conditions of the Transaction, in particular, the Tender Offer Price, and to eliminate arbitrariness from the process of the Company's determination and decision-making in relation to such fairness and appropriateness.
- Furthermore, according to the explanations by the Company, unless there will be any special circumstances in the future, calculation and determination regarding the conditions of the Squeeze-out Process will also be based on the same price as the Tender Offer Price.
- With regard to this point, the Squeeze-out Process is expected to be implemented after the Tender Offer as a procedure following the Tender Offer (a procedure as the so-called two-step acquisition), and it is considered to be reasonable that the trade conditions of the two procedures that are close in terms of time will be conducted under the same trade conditions.
- In the Tender Offer, the purchase price for the Stock Acquisition Rights is 1 Japanese yen per stock acquisition right. In general, the value of the stock acquisition rights is not expected to be materialized by their transfer, and in principle, the value is expected to be materialized by exercising the stock acquisition rights and converting them into shares. Based on this understanding, similarly for the Stock Acquisition Rights with a restriction on transfer, the Tender Offeror expects to tender the Company Shares in the Tender Offer after the holder exercises the Stock Acquisition Rights and acquires the Company Shares. We believe that this understanding and treatment are not particularly unreasonable.
- With respect to the terms and conditions of the Transaction other than the Tender Offer Price, including the upper and lower limits on the number of shares to be Tendered, the conditions for withdrawal, etc., and the matters relating to the Two-Step Acquisition, etc., no conditions that would be disadvantageous to minority shareholders, such as making the consummation of the Tender Offer unstable or oppressive, have been established and are considered to be reasonable.

3 Regarding "Whether the fairness of the procedures of the Transaction is ensured"

<Conclusion>

We believe that the fairness of the procedures of the Transaction is ensured.

<Reasons>

- Upon considering the measures to deal with the Transaction, the Company has established the Special Committee which is independent of both the Company and the Tender Offeror (and also of Mr. Tanaka, the Partner Candidates, and the Large Shareholders Group) in order to eliminate the Tender Offeror's influence on the process of the Company's consideration and decision making.
- Two members, being a majority of all three members of the Special Committee, are all independent outside directors of the Company, and the remaining one member is a lawyer who is an outside expert.
- Furthermore, one of such independent outside directors has been elected as the chairman of the Special Committee from among the members of the Special Committee.
- The Company has, in considering the measures to deal with the Transaction, requested Nomura Securities, a third-party calculation agent which is independent of both the Company and the Tender Offeror (also of Mr. Tanaka, the Partner Candidates, and the Large Shareholder Group), to calculate the value of the Company Shares in order to ensure the fairness of the terms and conditions of the Tender Offer, in particular, the Tender Offer Price and obtained the share valuation report. In addition, the Special Committee, after receiving necessary explanations regarding the independence of Nomura Securities, confirmed the independence.
- In addition, the Company has appointed Anderson Mori & Tomotsune as its legal advisor that is independent of both the Company and the Tender Offeror (and also of Mr. Tanaka, the Partner Candidates, and the Large Shareholders Group) to obtain legal advice on the Transaction, and the Special Committee has also confirmed such independence of AMT after receiving necessary explanation on the independence.
- The Special Committee has obtained the Share Valuation Report by requesting CPA Partners, which is a Third-Party Calculation Agent independent from both the Company and the Tender Offeror (as well as Mr. Tanaka, the Partner Candidate and the Large Shareholders Group), to conduct the valuation of the Company Shares, in order to confirm the fairness of the terms of the Tender Offer and, in particular, the Tender Offer Price; and the independence of CPA Partners as described is also confirmed by the Special Committee after receiving necessary explanation.
- Regarding the Transaction including the Squeeze-Out Process, it is our understanding that the Company is not a subsidiary of the Tender Offeror, the Tender Offer is not a tender offer by a controlling shareholder, a direct or indirect contribution by all or part of the Company's management to the Tender Offeror is not planned and the Tender Offer does not fall under the management buy-out (MBO). On the other hand, the Tender Offeror and the Company intend to take the Company Private by the acquisition of all of the Company Shares (excluding the treasury shares owned by the Company and the Company Shares owned by Cultive, on the other hand, including the Company Shares to be issued upon exercise of the Stock Acquisition Rights) and all of the Stock Acquisition Rights by the Tender Offeror through the Transaction. Furthermore, as the Tender Offeror plans to conclude a subscription agreement and a non-subscription agreement with Mr. Tanaka et al and some of the Large Shareholders Group for the Company Shares they own and a Term Sheet with the Cultive, in consideration of the possibility that the interests of Mr. Tanaka et al and such members of the Large Shareholders Group do not necessarily match with those of the Company's general shareholders, the Tender Offeror and the Company has been aware of the necessity to take measures to ensure the fairness of the Transaction including the Tender Offer, in view of the fairness of the Tender Offer Price, elimination of arbitrariness in the decision-making process for decision of the implementation of the Tender Offer and to avoid the conflict of interests. Having considered such circumstances and understood the necessity to ensure the fairness and appropriateness in the terms of the Transaction, the Company has developed the aforementioned system and requested the Tender Offeror from an early stage of the consultation to set the terms ensuring the benefits of the Company's minority shareholders.
- Regarding the policy in consultation and discussion between the Company and the Tender Offeror, the consultation with the Tender Offeror was conducted under the consultation policy confirmed by the Special Committee, after the Special Committee received an explanation about the policy in consultation etc. from the Company and Nomura

Securities, the Company's financial advisor.

- The structure has been built that allows the Special Committee to be substantially involved in the consultation process for the terms of the Tender Offer and the Tender Offer Price, in which the Special Committee received timely reports on specific circumstances of consultation and discussion between the Company and the Tender Offeror and expressed its opinion to the Company and Nomura Securities, the Company's financial advisor, based on such reports and made necessary proposals and requests.
- After the Company comprehensively examined the fairness, appropriateness and practicality of the terms, the Company and the Tender Offeror held discussions to examine the appropriateness of the Tender Offer Price and proceed with the final adjustment of the price, which is expected to be resolved at the Board of Directors.
- Subsequently, the Company and the Tender Offeror reached an agreement on the terms of the Transaction including the price of the Tender Offer and such approved price has been set as the Tender Offer Price, which is expected to be resolved at the Board of Directors.
- Regarding a so-called two-step acquisition, there will be an early and detailed disclosure and explanation to provide the Company's shareholders with an appropriate opportunity to make decisions; and in other documents to be prepared and further disclosed by the Tender Offeror and the Company, it is planned to disclose necessary and appropriate information for the Company's shareholders (especially minority shareholders) to determine the appropriateness of the terms of the Transaction including the Tender Offer Price.
- As an effort to eliminate the arbitrariness in the decision-making process, the Company's directors who are deemed to have an interest in the Transaction are not involved in the discussion for the Transaction at the Company and are not going to attend the deliberations and resolutions related to the Transaction, taking into account the quorum of the Board of Directors.
- For the Tender Offer, the minimum number of shares to be purchased will be set, as described in the latest draft of the Company's press release on the Tender Offer. If there are a fewer number of subscriptions for the Tender Offer than such minimum number, the purchase of the Company Shares, etc. through the Tender Offer will not be conducted, in order to respect the intention of the Company's minority shareholders (so-called general shareholders) as much as possible.
- While the terms of the Tender Offer do not include a term of Majority of Minority (the "MOM"), a MoM could put the conclusion of the Tender Offer in an unstable position. If the MoM is included as a term, the Tender Offer may not be implemented under certain circumstances, which may not benefit the minority shareholders who wish to tender their shares in the Tender Offer. Therefore, taking into account the fact that a fair amount of consideration is given to other measures to ensure the fairness, it is our understanding that the lack of MoM does not have to be particularly noted in the Tender Offer.
- As the Tender Offer Period is to be set at 39 business days, which is longer than the minimum statutory period of 20 business days. In addition, the Company has not made an agreement with the Tender Offeror that restricts the contact of the Company with counter-offerors including an agreement with so-called transaction protection clause that restricts the contact of the Company with counter-offerors, there is no particularly unreasonable situation in terms of the so-called market check.
- With regard to the active market check, by which the existence of potential purchasers in the market is examined and investigated, bidding procedures have been made in the Tender Offer, while paying attention to the information management. As provided as the summary of such activity in the latest draft of the Company's press release on the Transaction, having requested proposals from more than one Partner Candidate and substantially examined such a proposal at the Company, the Company has determined to conduct final consultations for the Transaction with a counterparty, whose proposal was believed to be comprehensively superior in the plausibility of the content of such proposal, the preconditions for raising funds, the management strategy after the Transaction and the support system therefor, and is engaged in further negotiations with such counterparty. Such a response enables the comparative

review of terms and is reasonable for the improvement of the corporate value of the Company.

- While the procedures of a so-called two-step acquisition are planned for the privatization of the Company in the Transaction (a reverse stock split is planned at the moment), pursuant to the provisions under the Companies Act to protect the rights of minority shareholders (general shareholders) in the case of a reverse stock split, the Company's shareholders may request the Company to purchase all of their ordinary shares that are fractions less than one share at a fair price and also may make an application to the court to determine the price of the Company's ordinary shares. The determination of the price in the case of such an application is ultimately to be decided by the court, and it is possible for the Company's minority shareholders (general shareholders) to secure their economic interests through such procedures.
- As provided above, we believe that specific measures have been taken for matters such as ensuring objective conditions for securing the fairness of the Tender Offer and the Squeeze-Out Process and that sufficient consideration has been given to the benefit of the Company's shareholders through fair procedures.

4 Based on 1 through 3 above, whether it can be stated that the Transaction is not disadvantageous to the Company's minority shareholders

<Conclusion>

Based on 1 through 3 above, the Special Committee believes that the Transaction is not disadvantageous to the Company's minority shareholders.

<Reasons>

- Regarding matters other than those examined in 1 through 3 above, there was no particular ground that the Special Committee believes that the Transaction including the Tender Offer is disadvantageous to the Company's minority shareholders. Therefore, it is our understanding that the Transaction is not disadvantageous to the Company's minority shareholders.

5 Whether the Company's Board of Directors should express its approval to the Tender Offer and encourage the Company's shareholders to tender their shares in the Tender Offer, in the case where the Transaction involves a tender offer of the Company Shares by a third party

<Conclusion>

The Special Committee believes that considering 1 through 4 above, it is reasonable at present for the Company's Board of Directors to (i.e. "should") express its approval to the Tender Offer and encourage the Company's shareholders to tender their shares in the Tender Offer (as well as leave to the Stock Acquisition Right Holders the decision on whether or not to tender their Stock Acquisition Rights in the Tender Offer) (therefore, it is not disadvantageous to the minority shareholders of the Company that the Company's Board of Directors makes decisions (i) to express its approval to the Tender Offer and encourage the Company's shareholders to tender their shares in the Tender Offer (as well as leave to the Stock Acquisition Right Holders the decision on whether or not to tender their Stock Acquisition Rights in the Tender Offer), and (ii) to carry out the Squeeze-Out Procedures by way of share consolidation after the Tender Offer).

<Reasons>

- As described above, given that 1 the purpose of the Transaction including the Tender Offer is considered reasonable (the Transaction will contribute to improving the corporate value of the Company), 2 the fairness and appropriateness of the terms of the Transaction (including the appropriateness of the method of implementation and considerations for the Transaction) is considered to be ensured, 3 the fairness of the procedures for the Transaction is considered to be ensured, 4 the fairness of the procedures relating to the Transaction is considered to be ensured and 5 considering 1 through 3 above, it is considered that the Transaction is not disadvantageous for minority shareholders of the

Company, it is considered reasonable at present for the Company's Board of Directors to (i.e. "should") express its approval to the Tender Offer and encourage the Company's shareholders to tender their shares for the Tender Offer (as well as leave to the Stock Acquisition Right Holders the decision on whether or not to tender their Stock Acquisition Rights in the Tender Offer) (therefore, it is not disadvantageous to the minority shareholders of the Company that the Company's Board of Directors makes decisions (i) to express its approval to the Tender Offer and encourage the Company's shareholders to tender their shares for the Tender Offer (as well as leave to the Stock Acquisition Right Holders the decision on whether or not to tender their Stock Acquisition Rights in the Tender Offer), and (ii) to carry out the Squeeze-Out Procedures by way of share consolidation after the Tender Offer), and there are no particular circumstances to the contrary at present.

(III) Share valuation reports obtained by the Company from independent third-party calculation agent

As stated in "(I) Obtainment of share valuation report by the Company from an independent third-party calculation agent" in "(3) Matters concerning calculation" above, in determining its opinion on the Tender Offer, the Company requested Nomura Securities, a financial advisor and third-party calculation agent independent of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr.Tanaka et al, and the Company, to calculate the value of the Company Shares and obtained the Share Valuation Report (Nomura Securities). Nomura Securities is not a related party of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr.Tanaka et al, or the Company, and does not have any material interests that should be noted in relation to the Tender Offer.

(IV) Share valuation report obtained by the special committee from an independent third-party calculation agent

As stated in "(II) Obtainment of share valuation report by the special committee from an independent third-party calculation agent" in "(3) Matters concerning calculation" above, in considering the Consulted Issues, the Special Committee requested CPA Partners, a financial advisor and third-party calculation agent independent of the Tender Offeror, Partner Candidates, Large Shareholders Group, and Mr.Tanaka et al, and the Company, to calculate the value of the Company Shares and obtained the Share Valuation Report (CPA Partners) dated August 13, 2024. CPA Partners is not a related party of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr.Tanaka et al, or the Company and does not have any material interests that should be noted in relation to the Tender Offer.

(V) Advice from an independent law firm to the Company

The Company has appointed AMT as legal advisor independent of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr. Tanaka, Cultive, and the Company and is receiving legal advice regarding measures to be taken to ensure the fairness of procedures in the Transaction, the various procedures of the Transaction, as well as the method and process of the Company's decision-making regarding the Transaction and other points to consider in making decisions. AMT's fees in relation to the Transaction will be calculated by multiplying the hourly rate by the number of hours worked, regardless of whether the Transaction is successful or not, and do not include any contingent fees that would be paid upon the successful closing of the Transaction, including the Tender Offer. In addition, AMT is not a related party of the Tender Offeror, Partner Candidates, Large Shareholders Group, Mr.Tanaka et al, or the Company, and does not have any material interest in the Transaction, including the Tender Offer.

(VI) Establishment of an independent review system within the Company

As stated in "(III) The decision-making process and reasons that led the Company to support the Tender Offer" in "(2) Grounds and reasons for the opinion" above, the Company has established an internal system for

conducting investigations, negotiations and decision-making regarding the Transaction, independent of the Tender Offeror, Partner Candidates, Large Shareholders Group, and Mr. Tanaka et al. Specifically, after receiving an initial proposal regarding the going-private transaction of the Company during the period from mid April, 2024 and early May, 2024, the Company established a project team to consider the Transaction (including the preparation of a business plan that will form the basis for the valuation of the Company Shares) and to conduct related discussions and negotiations. The members of the project team have always been composed solely of the Company's officers/employees who do not concurrently serve as officers/employees of the Tender Offeror, Partner Candidates or Large Shareholders Group. Mr. Tanaka has not participated in any discussions or negotiations with the Tender Offeror on behalf of the Company since the submission of the Partner Proposal. In addition, the Company has obtained the approval of the Special Committee regarding the fact that there are no issues with the Company's review system (including the review of the Transaction, the scope of the Company's officers/employees involved in the negotiation, and their duties) in terms of independence and fairness, including the handling of the above.

(VII) Approval of all directors of the Company with no interest in the Transaction, and no objection to the Transaction from all company auditors of the Company with no interest in the Transaction

Based on the legal advice obtained from AMT, the financial advice obtained from Nomura Securities, the contents of the Share Valuation Report (Nomura Securities), the Share Valuation Report (CPA Partners) submitted through the Special Committee, the Written Report obtained from the Special Committee, the contents of the multiple rounds of continuous discussions held with the Tender Offeror, and other related materials, and as a result of careful consultation and consideration of whether the Transaction, including the Tender Offer by the Tender Offeror, would contribute to the improvement of the corporate value of the Company and whether the terms and conditions of the Transaction, including the Tender Offer Price, were appropriate, as stated in "(III) The decision-making process and reasons that led the Company to support the Tender Offer" in "(2) Grounds and reasons for the opinion" above, at the meeting of the Company's board of directors held today, the Company resolved to express its opinion to support the Tender Offer and to recommend that the Company's shareholders tender their shares in the Tender Offer, and to leave the decision on whether or not to tender their Stock Acquisition Rights to the Stock Acquisition Right Holders.

At such board of directors meeting, above issues were resolved unanimously after deliberation by four directors out of nine directors of the Company, excluding Mr. Tanaka, who have concluded the Tender Agreement (Mr. Tanaka) with the Tender Offeror, Mr. Yoshiaki Uchida, who held the position of an officer/employee of KDDI Engineering Corporation, a wholly-owned subsidiary of KDDI Corporation, which is one of the Large Shareholders Group until June 2022, Mr. Takahiro Nikkuni, who holds the position of an officer/employee of NTT Corporation, which is one of the Large Shareholders Group, and Mr. Matthias Vukovich and Ms. Asuka Sato, who hold the position of officers/employees of an affiliate of the Partner Candidate.

Furthermore, as there is a possibility that the five persons who did not participate in the deliberations and resolutions of the above-mentioned Board of Directors meeting, namely Mr. Tanaka, Mr. Yoshiaki Uchida, Mr. Takahiro Nikkuni, Mr. Matthias Vukovich, and Ms. Asuka Sato, do not have any special interest as defined in the Companies Act with regard to the above-mentioned agenda item, and in that case, it is possible that the quorum for the meeting of the board of directors has not been met with regard to the agenda item, and in order to make sure that a valid resolution is made that meets the quorum requirements of the Companies Act, the agenda item was resolved unanimously after deliberation by six directors, including Mr. Yoshiaki Uchida and Mr. Takahiro Nikkuni, who are not concurrently serving as officers/employees of Partner Candidate or its affiliate, and who are not the representative of Cultive, a party to the Term Sheet, out of the five directors, namely Mr. Tanaka, Mr. Yoshiaki Uchida, Mr. Takahiro Nikkuni, Mr. Matthias Vukovich, and Ms. Asuka Sato.

In addition, at the above meeting of the Company's board of directors, all three of the Company's corporate auditors expressed their agreement with the above resolution.

(VIII) Measures to ensure opportunities for other purchasers to purchase

The Company and the Tender Offeror have not entered into any agreement that may restrict any other parties with tender offer proposals (the "**counter-offerors**") from contacting the Company, such as agreements that include no-talk provisions that prohibit the Company from contacting counter-offerors, and by not preventing the opportunity for counter-tender offers, the Tender Offeror is taking care to ensure the fairness of the Tender Offer.

In addition, according to the Tender Offeror, although the shortest tender offer period under laws and regulations is 20 Business Days, the Tender Offeror has set the Tender Offer Period to be 39 Business Days. The Tender Offeror has set a comparatively long tender offer period to ensure an appropriate opportunity for the shareholders of the Company and the Stock Acquisition Rights Holders to make a decision about the tendering of shares in response to the Tender Offer, while ensuring an opportunity for competing offers of the Company Shares by parties other than the Tender Offeror as a means to guarantee the appropriateness of the Tender Offer Price.

4. Matters concerning material agreements between the Tender Offeror and the Company's shareholders regarding the tendering of shares in the tender offer

(1) The Tender Agreement (Mr. Tanaka)

As stated above in "(1) Outline of the Tender Offer" in "(2) Grounds and reasons for the opinion" in "3. Details of, and grounds and reasons for, the opinion on the Tender Offer," upon the implementation of the Tender Offer, the Tender Offeror has executed the Tender Agreement (Mr. Tanaka) with Mr. Tanaka, who is the third largest shareholder and the Representative Director of the Company. In the Tender Agreement (Mr. Tanaka), Mr. Tanaka has agreed that he will tender all of his Company Shares (including the Company Shares to be issued upon the exercise of the Stock Acquisition Rights) (number of owned shares: 1,822,786 shares; ownership ratio: 7.08%) in the Tender Offer.

The Tender Agreement (Mr. Tanaka) provides that Mr. Tanaka will perform his obligation to tender his Company Shares in the Tender Offer on the condition that all of the following are satisfied:

- that the Tender Offer is commenced legally and validly and not withdrawn;
- that the representations and warranties of the Tender Offeror (Note 1) are true and correct in material respects;
- that the procedures required to implement the Tender Offer pursuant to laws and regulations have been completed;
- that the Tender Offeror has performed or complied with the obligations under the Tender Agreement (Mr. Tanaka) (Note 2) for which the Tender Offeror was to perform or comply with by no later than the commencement date of the Tender Offer;
- that there is no litigation or petition therefor, demanding the prohibition or restriction of the Tender Offer pending before a judicial or administrative agency, and that there are no laws, regulations or decisions from a judicial or administrative agency demanding that the Tender Offer be prohibited or restricted; and
- that the board of directors of the Company has made a resolution supporting the Tender Offer and recommending that the Company's shareholders tender their shares in the Tender Offer, and that such resolution has not been withdrawn or modified.

Mr. Tanaka may, at his discretion, waive any of the abovementioned conditions precedent.

(Note 1): The Tender Offeror has represented and warranted that (a) the Tender Offeror is legally incorporated and validly exists, (b) the Tender Offeror may legally and validity execute, and perform its obligation under, the Tender Agreement (Mr. Tanaka), (c) the Tender Agreement (Mr. Tanaka) is enforceable against the Tender Offeror, (d) the Tender Offeror has acquired and implemented the licenses and approvals necessary for the

execution and performance of the Tender Agreement (Mr. Tanaka) by the Tender Offeror, (e) the execution and performance of the Tender Agreement (Mr. Tanaka) by the Tender Offeror does not conflict with any laws or regulations, (f) the Tender Offeror has no relationship with anti-social forces, and (g) the Tender Offeror is not subject to any insolvency proceedings.

(Note 2): The Tender Offeror owes (a) the obligation to indemnify Mr. Tanaka against any damage or the like Mr. Tanaka incurs as a result of or in relation to any breach of the obligations or representations and warranties by the Tender Offer under the Tender Agreement (Mr. Tanaka) and (b) the confidentiality obligations and obligations under other general provisions of the Tender Agreement (Mr. Tanaka).

In addition to the above, Mr. Tanaka and the Tender Offeror owe the following obligations to the other party;

- During the period from the date of execution of the Tender Agreement (Mr. Tanaka) to the commencement date of settlement of the Tender Offer, Mr. Tanaka shall not assign, transfer, succeed, create a security interest over, or otherwise dispose of part or all of his Company Shares except for his tender in the Tender Offer.
- If the Tender Offer is successfully completed, in the event that a general shareholders' meeting of the Company is held on or after the commencement date of settlement of the Tender Offer with the date prior to the commencement date of settlement of the Tender Offer as the record date for the exercise of voting rights, Mr. Tanaka shall exercise his voting rights in respect of all of his Company Shares at such meeting in accordance with the instructions by the Tender Offeror.
- Mr. Tanaka will cooperate with the Tender Offeror's actions that contribute to the smooth execution of the Tender Offer to the extent necessary and reasonable, only if the aforementioned conditions precedent are expected to be fulfilled.
- Mr. Tanaka shall, at least 15 business days prior to the final day of the Tender Offer Period, make an offer to SMBC Nikko Securities Inc., the security interest holder of the security interest in all of the Company Shares held by Mr. Tanaka, to voluntarily prepay the entire amount of the loan from Mr. Tanaka pursuant to the Basic Agreement on Securities-Backed Loan dated October 11, 2021 by and between Mr. Tanaka and SMBC Nikko Securities Inc. and shall take all necessary measures to obtain the consent from the security interest holder with respect such voluntary prepayment (including but not limited to promptly providing all necessary information and documents and signing the relevant documents to obtain such consent). If SMBC Nikko Securities Inc. agrees to such voluntary prepayment, Mr. Tanaka will repay the entire amount of the loan and release the security interest at least 10 Business Days prior to the final day of the Tender Offer Period.
- The Tender Offeror will prepare the documents required by laws and regulations in the Tender Offer.
- The Tender Offeror will make reasonable efforts to obtain the necessary permits and approvals to conduct transactions under the Tender Agreement (Mr. Tanaka).
- The Tender Offeror will not commence the Tender Offer at a tender offer price lower than the Tender Offer Price.

No special agreements other than those described above have been made in the Tender Agreement (Mr. Tanaka).

(2) The Tender Agreement (NTT)

As stated above in "(1) Outline of the Tender Offer," upon the implementation of the Tender Offer, the Tender Offeror has executed the Tender Agreement (NTT) with NTT, which is the second largest shareholder of the Company. In the Tender Agreement (NTT), NTT has agreed that it will tender all of its Company Shares (number of owned shares: 4,206,400 shares; ownership ratio: 16.35%) in the Tender Offer.

The Tender Agreement (NTT) provides that NTT will perform its obligation to tender its Company Shares in the Tender Offer on the condition that all of the following are satisfied:

- that the Tender Offer is commenced legally and validly and not withdrawn;
- that the representations and warranties of the Tender Offeror (Note 3) are true and correct in material respects;

- that the procedures required to implement the Tender Offer pursuant to laws, regulations, and the like have been completed;
- that the Tender Offeror has performed or complied with the obligations under the Tender Agreement (NTT) (Note 4) for which the Tender Offeror was to perform or comply with by no later than the commencement date of the Tender Offer;
- that there is no litigation, etc., or petition therefor, demanding the prohibition or restriction of the Tender Offer pending before a judicial or administrative agency, and that there are no laws, regulations, or decisions from a judicial or administrative agency demanding that the Tender Offer be prohibited or restricted;
- that NTT is not aware of any undisclosed facts related to the business or other matters, or any undisclosed facts related to the suspension of a tender offer for the share or other securities of the Company, except where applicable pursuant to any of the items in Article 166, Paragraph 6 or Article 167, Paragraph 5 of the Financial Instruments and Exchange Act (the “Act”); and
- that the board of directors of the Company has made a resolution supporting the Tender Offer and recommending the shareholders of the Company to tender their shares in the Tender Offer, and that such resolution has not been withdrawn or modified.

NTT may, at its discretion, waive any of the abovementioned conditions precedent.

(Note 3): The Tender Offeror has represented and warranted that (a) the Tender Offeror is legally incorporated and validly exists, (b) that the Tender Offeror may legally and validly execute, and perform its obligation under, the Tender Agreement (NTT), (c) the Tender Agreement (NTT) is enforceable against the Tender Offeror, (d) the Tender Offeror has acquired and implemented the licenses and approvals necessary for the execution and performance of the Tender Agreement (NTT) by the Tender Offeror, (e) the execution and performance of the Tender Agreement (NTT) by the Tender Offeror does not conflict with any laws or regulations, (f) the Tender Offeror has no relationship with an anti-social forces, (g) the Tender Offeror is not subject to any insolvency proceedings, and (h) the Tender Offeror has sufficient funds to perform the Tender Agreement (NTT).

(Note 4): The Tender Offeror owes (a) the obligation to indemnify NTT against any damage or the like NTT incurs as a result of or in relation to any breach of the obligations or representations and warranties of the Tender Offer under the Tender Agreement (NTT) and (b) the confidentiality obligations and obligations under other general provisions of the Tender Agreement (NTT).

However, the Tender Agreement (NTT) provides that in the case where (i) a third party has publicly announced or commenced, a tender offer for the Company Shares pursuant to the provisions under Article 27-2 and subsequent provisions of the Act (a “**Competing Tender Offer**”), and the Competing Tender Offer is not withdrawn and (ii) the purchase price of the Competing Tender Offer is higher than the purchase price of the Tender Offer (which means the amended purchase price in the case where the Tender Offeror amends the purchase price for the Tender Offer before the earlier of either the Business Day immediately preceding the final day of the Tender Offer Period or the Business Day immediately preceding the final day of the tender offer period for the Competing Tender Offer), NTT will be exempted from its obligation to tender its Company Shares in the Tender Offer or NTT may withdraw from the Tender Offer if it has already tendered its Company Shares therein.

In addition to the above, NTT and the Tender Offeror mutually have the following obligations:

- NTT will not, except for the Tender Offer, assign, transfer, succeed, create a security interest over, or otherwise dispose of some or all of its Company Shares during the period from the date of the execution of the Tender Agreement (NTT) to the commencement date of settlement of the Tender Offer, unless it may not make the Tender Offer or may withdraw the Tender Offer, or unless some or all of the preconditions for the performance of NTT's obligations have not been satisfied;

- In the event that a shareholders' meeting of the Company is held on or after the commencement date of settlement of the Tender Offer with the record for the exercising rights being the day before or earlier than the commencement date of settlement, NTT shall exercise its voting rights in respect of all of its Company Shares at such meeting in accordance with the instructions of the Tender Offeror;
- The Tender Offeror will prepare the documents required by laws and regulations in the Tender Offer;
- The Tender Offeror will make reasonable efforts to obtain the necessary permits and approvals, etc., for the implementation of transactions under the Tender Agreement (NTT);
- In the event that NTT (i) becomes aware of any material fact concerning the business or other matters of the Company or (ii) becomes aware of any fact related to the suspension of the tender offer for share or other securities of the Company (in either case, limited to a cases where a public announcement (as defined in Article 166, paragraph 4 or Article 167, paragraph 4 of the Act) has not been publicized), NTT shall notify the Tender Offeror of the fact (excluding, however, the details of such fact) as soon as practically and reasonably possible (limited to cases in which the same fact has not yet been reported). However, this shall not apply if giving such notice would constitute a breach of the duty of confidentiality or other obligations owed by NTT to a third party. Furthermore, NTT shall not object to the Tender Offeror holding discussions with the Company or taking other necessary measures to avoid the Tender Offer violating Article 166 or Article 167 of the Act, or shall not, or shall not cause its affiliates or any other third parties to, prevent the Tender Offeror from taking such actions.

In addition, no special agreements have been made in the Tender Agreement (NTT) other than the above-mentioned details.

(3) The Tender Agreement (NTT DOCOMO)

As stated above in "(I) Outline of the Tender Offer" in "(2) Grounds and reasons for the opinion" in "3. Details of, and grounds and reasons for, the opinion on the Tender Offer", upon the implementation of the Tender Offer, the Tender Offeror has executed the Tender Agreement (NTT DOCOMO) with NTT DOCOMO, which is the 10th largest shareholder of the Company. In the Tender Agreement (NTT DOCOMO), NTT DOCOMO has agreed that it will tender all of its Company Shares (553,473 shares; ownership ratio: 2.15%) in the Tender Offer.

The Tender Agreement (NTT DOCOMO) provides that NTT DOCOMO will perform its obligation to tender its Company Shares in the Tender Offer on the condition that all of the following are satisfied:

- that the Tender Offer is commenced legally and validly and not withdrawn;
- that the representations and warranties of the Tender Offeror (Note 5) are true and correct in material respects;
- that the procedures required to implement the Tender Offer pursuant to laws, regulations, and the like have been completed;
- that the Tender Offeror has performed or complied with the obligations under the Tender Agreement (NTT DOCOMO) (Note 6) for which the Tender Offeror was to perform or comply with;
- that there is no litigation, etc., or petition therefor, demanding the prohibition or restriction of the Tender Offer pending before a judicial or administrative agency, and that there are no laws, regulations, or decisions from a judicial or administrative agency demanding that the Tender Offer be prohibited or restricted;
- that NTT DOCOMO is not aware of any undisclosed material facts related to the business or other matters, or any undisclosed facts related to the suspension of a tender offer for the share or other securities of the Company, except where applicable pursuant to any of the items in Article 166, Paragraph 6 or Article 167, Paragraph 5 of the Act; and

- that the board of directors of the Company has made a resolution supporting the Tender Offer and recommending that the Company's shareholders tender their shares in the Tender Offer, and that such resolution has not been withdrawn or modified.

In addition, NTT may, at its discretion, waive any of the abovementioned conditions precedent.

(Note 5): The Tender Offeror has represented and warranted that (i) the Tender Offeror is legally incorporated and validly exists, (ii) that the Tender Offeror has legally and validity executed the Tender Agreement (NTT DOCOMO) and will perform its obligations thereunder, (iii) the Tender Agreement (NTT DOCOMO) is enforceable against the Tender Offeror, (iv) the Tender Offeror has acquired and implemented the licenses and approvals necessary for the execution and performance of the Tender Agreement (NTT DOCOMO) by the Tender Offeror, (v) the execution and performance of the Tender Agreement (NTT DOCOMO) by the Tender Offeror does not conflict with any laws, regulations, or the like, (vi) the Tender Offeror has no relationship whatsoever with an anti-social forces, (vii) the Tender Offeror is not subject to any insolvency proceedings, and (viii) the Tender Offeror has sufficient funds to perform the Tender Agreement (NTT DOCOMO).

(Note 6): The Tender Offeror bears (i) the obligation to compensate NTT DOCOMO for any damage or the like NTT DOCOMO incurs as a result of or in relation to any breach of the obligations or representations and warranties of the Tender Offer under the Tender Agreement (NTT DOCOMO) and (ii) the confidentiality obligations and obligations under other general provisions.

However, the Tender Agreement (NTT DOCOMO) provides that in the case where (i) a third party has publicly announced or commenced the Competing Tender Offer and the Competing Tender Offer is not withdrawn and (ii) the purchase price of the Competing Tender Offer is higher than the purchase price of the Tender Offer (which means the amended purchase price in the case where the Tender Offeror amends the purchase price for the Tender Offer before the earlier of either the Business Day immediately preceding the final day of the Tender Offer Period or the Business Day immediately preceding the final day of the tender offer period for the Competing Tender Offer), NTT DOCOMO will be exempted from its obligation to tender its Company Shares in the Tender Offer or NTT DOCOMO may withdraw from the Tender Offer if it has already tendered its Company Shares therein.

In addition to the above, NTT DOCOMO and the Tender Offeror mutually owe the following obligations:

- NTT DOCOMO will not, except for the Tender Offer, assign, transfer, succeed to, create a security interest over, or otherwise dispose of some or all of the Company Shares pertaining to its holdings thereof during the period from the date of the execution of the Tender Agreement (NTT DOCOMO) to the commencement date of settlement of the Tender Offer, unless it may not make the Tender Offer or may withdraw the Tender Offer, or unless some or all of the preconditions for the performance of NTT DOCOMO's obligations have not been satisfied;
- In the event that a general shareholders' meeting of the Company is held on or after the commencement date of settlement with the date prior to the commencement date of settlement of the Tender Offer as the record date for the exercise of rights, NTT DOCOMO shall exercise its voting rights in respect of all of its Company Shares at such meeting in accordance with the instructions of the Tender Offeror;
- The Tender Offeror will prepare the documents required by laws and regulations in the Tender Offer;
- The Tender Offeror will make reasonable efforts to obtain the necessary permits and approvals, etc. for the implementation of transactions under the Tender Agreement (NTT DOCOMO); and
- In the event that NTT DOCOMO (i) becomes aware of any material fact concerning the business or other matters of the Company or (ii) becomes aware of any fact related to the suspension of the tender offer for share or other securities of the Company (in either case, limited to a case where a public announcement (as

defined in Article 166, Paragraph 4 or Article 167, Paragraph 4 of the Act has not been released), NTT DOCOMO shall notify the Tender Offeror of the fact (excluding, however, the details of such fact) as soon as practically and reasonably possible (limited to cases in which the same fact has not yet been reported). However, this shall not apply if giving such notice would constitute a breach of the duty of confidentiality or other obligations owed by NTT DOCOMO to a third party. Furthermore, NTT DOCOMO shall not object to the Tender Offeror holding discussions with the Company or taking other necessary measures to avoid the Tender Offer violating Article 166 or Article 167 of the Act, or shall not, or shall not cause its affiliates or any other third parties to, prevent the Tender Offeror from taking such actions.

No special agreements other than those described above have been made in the Non-Tender Agreement (NTT DOCOMO).

(4) Non-Tender Agreement

As stated above in “(I) Outline of the Tender Offer” in “(2) Grounds and reasons for the opinion” in “3. Details of, and grounds and reasons for, the opinion on the Tender Offer”, upon the implementation of the Tender Offer, the Tender Offeror has executed the Non-Tender Agreement with Mr. Tanaka et al. In the Non-Tender Agreement, Cultive has agreed that it will not tender any of the Company Shares it holds (number of owned shares: 4,677,500 shares; ownership ratio: 18.18%), in the Tender Offer. In addition, the Tender Offeror has agreed to the following in the Non-Tender Agreement with Mr. Tanaka et al.

The Non-Tender Agreement provides that Cultive will perform its obligation not to tender its Company Shares in the Tender Offer on the condition that all of the following are satisfied:

- that the Tender Offer is commenced legally and validly and not withdrawn;
- that the procedures required to implement the Tender Offer pursuant to laws, regulations have been completed;
- that the Tender Offeror has performed or complied with the obligations under the Non-Tender Agreement (Note 1) for which the Tender Offeror was to perform or comply with;
- that there is no litigation, etc., or petition therefor, demanding the prohibition or restriction of the Tender Offer pending before a judicial or administrative agency, and that there are no laws, regulations, or decisions from a judicial or administrative agency demanding that the Tender Offer be prohibited or restricted; and
- that the board of directors of the Company has made a resolution supporting the Tender Offer, and that such resolution has not been withdrawn or modified.

Cultive may, at its discretion, waive any of the abovementioned conditions precedent.

(Note 1): The Tender Offeror owes the confidentiality obligations under the Non-Tender Agreement and obligations under other general provisions

In addition to the above, Mr. Tanaka et al owe the following obligations to the Tender Offeror:

- Cultive will not assign, transfer, succeed to, create a security interest over, or otherwise dispose of all or some of the Company Shares pertaining to its holdings thereof during the period between the execution date of the Non-Tender Agreement until the Squeeze Out Procedures are complete;
- If any of the following proposals are submitted at a shareholders meeting of the Company to be held between the execution date of the Non-Tender Agreement and the completion of the Squeeze Out Procedures, Cultive shall exercise its voting rights pertaining to the Company Shares it holds at such shareholders meeting to oppose such proposals: (i) a proposal for the distribution of surplus or other such appropriations, (ii) a proposal pertaining to a shareholder’s proposal, and (iii) a proposal which, if approved, will or may reasonably be

expected to materially affect the financial condition, operational results, cash flow, business, assets, liabilities, future earnings plans, or prospects thereof of the Company;

- During the period between the execution date of the Non-Tender Agreement until the Squeeze Out Procedures are complete, Cultive will not exercise its right to call a shareholders meeting of the Company nor its shareholders right to make a proposal at a shareholders meeting;
- Cultive will agree to the proposal for the Share Consolidation and proposals related thereto at the Extraordinary Shareholders Meeting;
- If the Share Consolidation is effectuated, then at the shareholders meeting of the Company to be held on or after the effective date of the Share Consolidation, Cultive will exercise its voting rights and all other rights at such shareholders meeting with respect to all of the Company Shares held by Cultive in accordance with the agreement between Cultive and the Tender Offeror; and
- Mr. Tanaka will take any and all measures necessary in order for Cultive to perform the obligations it owes to the Tender Offeror under the Non-Tender Agreement (such measures include all measures to avoid the exercise of the security interests created over the Non-tendered Shares (including the timely performance of repayment obligations and financial covenants, etc. pertaining to the secured obligations).

In addition, in the Non-Tender Agreement, the Tender Offeror owes (i) the obligation to indemnify Cultive against any damage or the like Cultive incurs as a result of or in relation to any breach of the obligations or representations and warranties of the Tender Offer under the Non-Tender Agreement and (ii) the confidentiality obligations and obligations under other general provisions.

No special agreements other than those described above have been made in the Non-Tender Agreement.

(5) Term Sheet for Shareholders Agreement

The Tender Offeror executed the term sheet (the “**Term Sheet**”) with Cultive and the Company which provides that after the completion of the Squeeze Out Procedures, the Tender Offeror, Cultive, and the Company will promptly conduct negotiations in order to enter into and implement a shareholders agreement (the “**Shareholders Agreement**”) regarding the operation of the Company. In the Term Sheet, the Tender Offeror agreed with Cultive that the Shareholders Agreement will stipulate (i) the agreement that the shareholding ratios of the Tender Offeror and Cultive in the Company after the implementation of the Transaction shall be 81.82% and 18.18%, respectively, (ii) the Tender Offeror and Cultive’s right to nominate directors of the Company, (iii) Company’s actions which require the prior consent of Cultive or the representative directors of the Company (such as corporate dissolution, commencement of liquidation proceedings and the like, M&A transactions, material changes to internal rules, and changes in the number of directors), (iv) preemptive rights of shareholders at the time of the issuance of new shares by the Company, (v) an agreement regarding restrictions on transfers of shares and exceptions to the transfer restrictions, (vi) preemptive right of the other party in the case of a transfer of shares, and (vii) tag along rights and drag along rights, etc. The Term Sheet also stipulates the confidentiality obligations and other obligations under general provisions of the Tender Offeror and Cultive.

5. Details of provision of benefits by the Tender Offeror or its specially related parties

Not applicable.

6. Policies to responses to basic policies regarding the control over the Company

Not applicable.

7. Questions to the Tender Offeror

Not applicable.

8. Request for extension of the Tender Offer Period

Not applicable.

9. Future prospects

Please see “(II) Background, the purpose, and decision-making process leading the Tender Offeror to the determination to conduct the Tender Offer” and “(iii) The decision-making process and reasons that led the Company to support the Tender Offer” in “(III) Grounds and reasons for the opinion,” and “(4) Likelihood of delisting and reasons therefor” and “(5) Policies regarding reorganization, among others, after the Tender Offer (matters regarding the so-called two-stage purchase)” in “3. Details of, and grounds and reasons for, the opinion on the Tender Offer” above.

10. Other matters necessary for investors to properly understand and evaluate company information

(1) Announcement of “Consolidated Financial Results for the First Quarter of the Fiscal Year Ending March 31, 2025 Japanese GAAP

The Company has announced its first quarter financial results today. For details, please refer to the contents of the announcement.

(2) Announcement of “Notice Regarding the Revision of the Full-Year Earnings Forecast for the Fiscal Year Ending March 31, 2025 Due to the Recording of a Special Loss”

The Company has announced the “Notice Regarding the Revision of the Full-Year Earnings Forecast for the Fiscal Year Ending March 31, 2025 Due to the Recording of a Special Loss” today. For details, please refer to the contents of the announcement.

(Reference) Overview of purchase

For the overview of the Tender Offer, see the “Notice Regarding the Commencement of the Tender Offer for Company Shares, Etc. of JTOWER Inc. (Securities Code: 4485)” released by the Tender Offeror today (separately attached).

End