



Note: The following is an English translation of the Japanese-language original

May 13, 2026

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Securities Code: 1662 (Prime Market of the Tokyo Stock Exchange)  
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**Renewal of the Measures to Prevent Large-scale Acquisition of Our Company Shares**  
**(Takeover Response Policy)**

With regard to the “Measures to Prevent Large-scale Acquisition of Our Company Shares (Takeover Defense Measures)” (hereinafter referred to as the “Former Plan” after this renewal), which Japan Petroleum Exploration Co., Ltd. (hereinafter “the Company” or “JAPEX”) renewed in our Board of Directors’ Meeting, held on May 12, 2023, and the 53rd Ordinary General Meeting of the Shareholders, held on June 27, 2023, the effective period of the Former Plan was determined to be until the close of the Ordinary General Meeting of the Shareholders regarding the latest fiscal year ending within three years after the close of the above-mentioned Ordinary General Meeting of the Shareholders. Thus, the Former Plan will expire at the close of the 56th Ordinary General Meeting of the Shareholders (hereinafter the “Annual Shareholders’ Meeting”) to be held on June 23 of this year.

Prior to expiry of the effective period of the Former Plan, JAPEX has, in our Board of Directors’ Meeting held today, decided to partially revise the content of the Former Plan and renew it (hereinafter the “Renewal” and the plan after the Renewal is the “Plan”) as undertakings based on the basic policy regarding the person controlling decisions relative to policies for our finances and business (refers to the policies in the provision in Article 118, Clause 3 of the Ordinance for Enforcement of the Companies Act, hereinafter the “Basic Policy”) to prevent the controlling of decision of policies of our finances and business by inappropriate persons (Article 118, Clause 3 (b) (2) of the Ordinance for Enforcement of the Companies Act), subject to the approval of our shareholders at the Annual Shareholders’ Meeting, and therefore notifies the aforementioned Renewal as follows.

At the time of the Renewal, a review of terminology was made based on the “Guidelines for Corporate Takeovers” formulated by the Ministry of Economy, Trade and Industry in August 2023, as well as amendments to the Financial Instruments and Exchange Act. The Company’s current situation, such as the “JAPEX Management Plan 2026–2035” published in April 2026 and changes in the shareholder structure, was also reflected.

All attending Directors including five Outside Directors who are highly independent unanimously approved and adopted the Renewal at the Board of Directors’ Meeting held today. Furthermore, all Corporate Auditors including two Outside Corporate Auditors attended the Board of Directors’ Meeting and expressed no objection to the Renewal.

## I. Basic Policy Regarding the Person Controlling Decisions Relative to Policies for Our Finances and Business

JAPEX considers that the person controlling our financial and business policy decisions should fully understand the content of our finances and business and the source of our corporate value, and is eligible to ensure and improve the corporate value and consequently, the common interest of the shareholders in a continuing, sustainable manner.

JAPEX believes the decision on an acquisition proposal with which is associated the transfer of corporate control should ultimately be made based on the general decision of our shareholders. Furthermore, JAPEX does not disapprove of large-scale share acquisition that contributes to our corporate value and consequently the common interest of the shareholders.

Nevertheless, among large-scale share acquisitions, there are many that do not contribute to the corporate value and the common interest of the shareholders, in the light of their purpose, including such that cause a clear infringement on the corporate value and the common interest of the shareholders, such that has the risk of a de facto coercion against the shareholders to sell their shares, such that does not provide sufficient time and/or information for the Board of Directors and the shareholders consideration of the content of the large-scale share acquisition or for the Board of Directors to propose an alternative plan, and such that require consultation and negotiation with the acquirer to draw out a more favorable condition than the conditions presented from the acquirer.

The large-scale share acquirer should understand the source of our corporate value as described in the following II 1. not to mention the content of JAPEX's finances and business, and unless he or she ensures and improves them for the medium-and-long term, our corporate value, and consequently the common interest of the shareholders will be damaged.

JAPEX considers such a large-scale acquirer that does not contribute to our corporate value and the common interest of our shareholders inappropriate as the controlling person to determine the policies of our finances and business, and thus consider necessary to protect our corporate value and consequently the common interest of our shareholders by taking essential and substantial measures against such attempts.

## II. Special Undertakings that Contribute to the Source of Our Corporate Value and to the Realization of the Basic Policy

### 1. Source of Our Corporate Value

JAPEX has developed its business focusing on the improvement of the self-sufficiency of oil and natural gas since its foundation in 1955. Starting out with zero reserves, JAPEX has established its current business base in the compounding discoveries of new oil and gas fields one after another, and is operating the businesses of exploration, development and production, and transportation and distribution of oil and natural gas resources as its core business.

The source of our corporate value lies in our business model where we conduct exploration, development, and distributing in continuity, upon our ownership of oil and natural gas interests, while providing, in Japan, a stable

supply of gas using infrastructure such as pipelines and LNG terminals and supplying electricity from natural gas-fired power generation and renewable energy sources. As such, JAPEX conducts a business with a highly public nature, as well as taking on a crucially important responsibility in terms of maintaining and ensuring stable supply and safe operation as an enterprise involved in the supply of energy, which is the bloodstream of industrial activity and civic life. Moreover, to contribute to the realization of a carbon-neutral society, JAPEX is working toward the early commercialization of CCS (Carbon dioxide capture and storage) and CCUS (Carbon dioxide capture, utilization, and storage), mainly utilizing E&P technologies.

This business model is backed with JAPEX’s 1) advanced exploration technology for oil and natural gas, 2) comprehensive technological capabilities such as oil/gas field development technology and operation know how in and out of Japan, 3) construction of a strong infrastructure such as natural gas pipelines and LNG terminals in Japan, and 4) trust relationships with our stakeholders including customer, stockholder and community, based on the buildup of a stable, long-term supply record due to the aforementioned network.

It is not uncommon for it to take more than 10 years to reach the production stage from the discovery of a new oil or gas field in the E&P business. In addition, in order to contribute to the realization of a carbon-neutral society, business deployment with a long-term perspective is needed. Also, in the view of today’s international energy situation, in which the global competition with regard to the securement of energy resources is intensifying, efforts for improvement of corporate technology and know how, securing human resources, and the further enrichment of trust relationships with each stakeholder are essential for the continuing growth of the business and enhancement of our corporate value. This, we believe, is still what brings the future maintenance and improvement of our corporate value and thus of the common interest of our stockholders.

## 2. Undertakings for the Improvement of Corporate Value

In April 2026, we formulated and announced the “JAPEX Management Plan 2026–2035 - Building Core Assets toward 2035 -” (the “Management Plan”), a medium- to long-term growth strategy for JAPEX that extends through 2035.

The following is a summary of the Management Plan.

JAPEX Management Plan 2026–2035	
1) Our view on the external environment and JAPEX’s situation	<p>(External environment)</p> <ul style="list-style-type: none"> <li>• There is a renewed awareness of the importance of energy security and oil and natural gas, due to rising geopolitical risks.</li> <li>• The goal of net-zero emissions is maintained but fine-tuned to a more pragmatic approach for the transition timing and process.</li> <li>• There is an upward trend in oil and natural gas demand backed by economic growth in emerging/developing countries, as well as the expected increase in electricity demand with the spread of AI.</li> <li>• CCUS adoption is anticipated to grow to a certain extent as a key enabling technology for decarbonization.</li> </ul> <p>(JAPEX’s situation)</p> <ul style="list-style-type: none"> <li>• PBR is trending above 1x (as of March 2026), but the gap remains against the TSE Prime average.</li> <li>• We recognize that the cause of this is the stock market’s skepticism towards our ability to ensure sustainable growth.</li> </ul>

## 2) Basic policy

- The period from FY2026 to FY2030 is positioned as a phase to build “core assets” by focusing on overseas E&P and CCUS, and the period from FY2031 to FY2035 is positioned as a phase when “core assets” fully contribute to earnings.
- To steadily implement the basic policy, we will strengthen our execution capabilities by undertaking corporate transformation initiatives such as strengthening human capital, transforming organizational culture, and implementing DX.

## 3) Business strategy

- We will focus management resources on the four areas where we can leverage JAPEX’s strengths and build core assets to grow earnings while diversifying development timelines and risks.

### (JAPEX’s strengths)

- Comprehensive technical capabilities in E&P
  - Technical prowess in E&P centered on exploration, geophysical surveying, and reservoir technologies accumulated in the geologically-challenging domestic environment
- Pioneer in domestic CCUS projects
  - Leading track record and expertise in domestic CCUS projects and relationships of trust with stakeholders
- Portfolio management
  - Rigorous management of portfolio
  - Decisive action on portfolio replacement

## 4) Management targets

- Through the reliable implementation of our business strategy, we will build core assets with growth investments of 1.5 trillion yen, aiming for profit growth to a profit of 100 billion yen by FY2035.
- In addressing climate change, while upholding the basic principles of JAPEX 2050 (contribute to a net-zero society based on the premise of ensuring a stable supply of oil and natural gas), formulated in May 2021, the Management Plan sets a new target of “8 million tons or more of cumulative CO<sub>2</sub> storage volume by FY2035” as a CO<sub>2</sub> reduction contribution for society through CCUS.

### (Targets for production and storage volume)

	FY2031	FY2035
Production volume*2	100,000 boe/d	180,000 boe/d
CO <sub>2</sub> storage volume	Start storage of 1.5–2.0 mil. tons/year	Total of 8+ mil. tons

\*2: Consolidated subsidiaries include non-controlling interests; the production volume of equity method associates is represented in gross.

## 5) Shareholder returns

- For the time being, we will maintain our current dividend policy of a consolidated payout ratio of 30% and a minimum dividend of 40 yen per share, while aiming for steady increases in dividends through profit growth achieved by meeting our management targets.
- Regarding the timing for shareholder return enhancement, we will make decisions upon completion of core assets build-up (at around FY2030), including the possibility of raising the consolidated payout ratio. Even prior to the establishment of core assets, if profits significantly exceed forecasts, we will consider enhancement of shareholder return policy at each situation holistically, taking into account the progress of growth investments and other factors.

“JAPEX Management Plan 2026–2035 - Building Core Assets toward 2035 -”:

[https://www.japex.co.jp/en/ir/uploads/pdf/JAPEX20260422\\_ManagementPlan2026-2035\\_presentation\\_e.pdf](https://www.japex.co.jp/en/ir/uploads/pdf/JAPEX20260422_ManagementPlan2026-2035_presentation_e.pdf)

“JAPEX 2050 Toward a Carbon-Neutral Society”:

[https://www.japex.co.jp/en/news/uploads/pdf/JAPEX20210513\\_JAPEX2050\\_Appendix\\_e.pdf](https://www.japex.co.jp/en/news/uploads/pdf/JAPEX20210513_JAPEX2050_Appendix_e.pdf)

By steadily implementing “JAPEX Management Plan 2026–2035 - Building Core Assets toward 2035 -,” we aim to further enhance corporate value by maintaining a balance between ensuring a stable supply of oil and natural gas primarily through overseas E&P and contributing to the realization of a carbon-neutral society in 2050.

We thank all our shareholders for their continued confidence and support.

### 3. Fortification of Corporate Governance

JAPEX plans to implement the above measures and intends to acquire and improve our corporate value and consequently the common interest of our shareholders. Furthermore, we believe that our path to sustainable growth over the long term lies in efficient and transparent management and building relationships of trust by fulfilling our accountability to shareholders and other stakeholders. To this end, we are striving to enhance corporate governance.

First of all, Directors or Executive Officers, who are appointed and assigned duties by the Representative Directors and Board of Directors, serve as the Company's operating officers. The Board of Directors and Corporate Auditors (along with the Board of Corporate Auditors comprising all Corporate Auditors) assume the role of supervising the execution of their duties.

In addition, in order to strengthen the supervisory function of the Board of Directors, JAPEX has appointed five Outside Directors who are highly independent and have deep insight. The Outside Directors contribute to vigorous discussion at meetings of the Board of Directors by actively providing comments on proposals and deliberations. In addition, with a view to providing sufficient information to Outside Directors, thereby helping them perform their role appropriately, the Company has arrangements in place including regular meetings for exchanging opinions with the President, along with the special committee established for providing preliminary briefing to Outside Directors and Outside Corporate Auditors on proposals for the Board of Directors, as well as for exchanging information and opinions among them.

Corporate Auditors attend the Board of Directors' Meeting and the Standing Auditors also attend the other important meetings as well as exchange opinions with Directors who execute business operations or Executive Officers as appropriate, thus serving in the supervisory function. Furthermore, as an internal audit, the Auditing Department evaluates the systems and execution of various management activities of the Company from the viewpoint of legality and rationality, and provides suggestions and advice for improvement and rationalization to the subject departments as necessary.

Furthermore, the Nomination and Compensation Advisory Committee has been established under the Board of Directors, with a view toward strengthening the supervisory function of the Board of Directors, by further ensuring the transparency and objectivity of the procedures for making decisions concerning the nomination and compensation of Directors.

On the other hand, concerning the internal control, the Risk Management Committee, as the main actor, is continuing its inspection and development of the framework to ensure due business operation.

Furthermore, in addition to such corporate governance in management mechanism, we anticipate to attain the optimal business execution appropriately, through improved transparency of management brought by IR activities such as results briefings and enrichment of the website.

### III. Undertakings Based on the Basic Policy to Prevent the Controlling of Decision of Policies of Our Finances and Business by Inappropriate Persons (the Plan)

#### 1. Purpose of the Renewal

The Plan shall be renewed according to the Basic Policy described above I for the purpose of ensuring and improving our corporate value and the common interests of our shareholders.

The Board of Directors, as set forth in the Basic Policy, considers a person who performs the large-scale acquisition of JAPEX share certificates, etc., without contributing to our corporate value and/or the common interests of our shareholders inappropriate for making financial and business policy decisions regarding the Company. The Plan aims to prevent the control of our financial and business policies by such inappropriate persons and deter large-scale acquisition that is detrimental to our corporate value and/or the common interests of our shareholders. At the same time, the Plan shall allow the Company's Board of Directors to ensure the necessary information and time required to propose an alternative plan to our shareholders or for our shareholders to sufficiently judge whether such a large-scale acquisition of JAPEX share certificates, etc., is acceptable and/or allow negotiation and other measures to be taken on behalf of our shareholders.

Meanwhile, the state of major shareholders as of March 31, 2026, is as shown in the separate document 4, "Overview of Shareholding of JAPEX Shares". As of today, we have received no proposals concerning the act of large-scale acquisition of JAPEX shares.

JAPEX was listed on the first section of the Tokyo Stock Exchange market due to the partially sell-out of shares owned by then-Japan National Oil Corporation (JNOC) in December 2003, but as a result, the ratio of share owned by JNOC was reduced from 65.74% to 49.94%.

Furthermore, JAPEX shares owned by JNOC were succeeded by the state (Minister of Economy, Trade and Industry) as of April 1, 2005, upon the abolition of JNOC. These shares were then sold to be delivered as of June 15, 2007, and as a result of the sale of shares valued at 15.94% of relevant owned shares, the ratio of share ownership of the Minister has decreased to 34.00% and remains so up to this date.

Thereafter, JAPEX acquired treasury shares from November 2021 through August 2022 and canceled such treasury shares in September 2022, and then acquired treasury shares once more from November 2023 through August 2024 and canceled such treasury shares in September 2024. As a result, the ratio of share ownership of the Minister has now increased to 37.84%.<sup>1</sup>

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<sup>1</sup> After the endorsement of the "Reorganization and Rationalization Plan for Special Public Corporations" by the Cabinet in December 2001, the assets related with the development of oil and natural gas (Assets) (including JAPEX shares) of JNOC went through due handling, including reorganization or sale, upon impartial asset evaluation, under this Plan, alongside with the enactment of the Abolishment Act of JNOC in July 2002. Under such policies, the Ministry of Economy, Trade and Industry designed the "Policy for the Handling of Assets held by the JNOC" at the Advisory Committee on Energy and Natural Resources in March 2003. As described in this document, the sale of JAPEX shares has been proceeded due to the public listing (December 2003) of JAPEX shares and the sell-out that followed (June 2007). The remaining JAPEX shares could possibly be sold out in the future.

## 2. Overview of the Plan

The Plan determines the necessary procedure for achieving the aforementioned purpose, such as demanding the prior provision of information from the acquirer, upon the emergence of a person who intends to acquire 20% or more of JAPEX share certificates, etc.

In case the decision of not implementing the Plan has been made by the Board of Directors based on the procedures of the Plan, the acquirer shall be authorized to make a large-scale acquisition of JAPEX share certificates, etc., only after such a board decision.

In case the acquirer does not comply with the procedure set forth in the Plan or the intended large-scale acquisition of JAPEX share certificates, etc., has a risk of impairing our corporate value and/or the common interest of our shareholders and if the predetermined requirements for the implementation of the Plan are satisfied, JAPEX shall allot share options without contribution regarding those with exercise conditions in which the exercise of rights by the acquirer is, in principle, impermissible or with acquisition clauses where JAPEX may, in principle, acquire share options from persons other than the acquirer in exchange for JAPEX shares and shall implement any other reasonable measures that could be taken under the laws and regulations and the Company's Articles of Incorporation.

In the event that the allotment of share options without contribution is executed according to the Plan, and associated by its execution or acquisition by JAPEX, when JAPEX shares are issued to all shareholders except for the acquirer, the percentage of voting rights the acquirer holds may be diluted up to a maximum of approximately 50%.

With regard to the decision whether to implement or not implement the allotment of share options without contribution, or to acquire, according to the Plan, in order to eliminate the arbitrary decision of the Board of Directors, it shall undergo the objective decision of the Independent Committee constituted only of Outside Director etc., who are independent from the Company's Board of Directors pursuant to the Independent Committee Provision. Moreover, in the event that the allotment of share options without contribution is implemented according to the Plan, the Board of Directors shall, in principle, convoke a general meeting of the shareholders to confirm the decision of the shareholders concerning said implementation of the allotment of share options without contribution.

We aim to ensure transparency of the process of these procedures through the timely disclosure of appropriate information to our shareholders.

## 3. Content of the Plan

- (1) Procedure for the Implementation of the Plan (please refer to the separate document 1 "Flow of Procedures in the Plan" for the overview)
  - (a) Share purchases that are the subject of the Plan's application

The Plan shall be applied when a purchase or other acquisition of JAPEX share certificates, etc., that falls under any of 1) to 3) described subsequently or a similar act (including any proposal thereof) is pursued

(excluding those on which the Board of Directors has otherwise approved of not applying the Plan); hereinafter the “Acquisition(s)”).

- 1) Share purchase or other acts with an ownership ratio<sup>2</sup> of 20% or more of the holder<sup>3</sup> with regard to share certificates, etc.,<sup>4</sup> issued by JAPEX.
- 2) Tender offers<sup>5</sup> (including the commencement of tender offers) or other acts with a total ownership ratio<sup>6</sup> of 20% or more of the persons pursuing tender offers and their special associated persons<sup>7</sup> with regard to share certificates, etc.,<sup>8</sup> issued by JAPEX.
- 3) Regardless of whether the acts as prescribed in 1) or 2) above are implemented, (i) acts by persons who intend to acquire JAPEX share certificates, etc. or their joint holders<sup>9</sup> or special associated persons (hereinafter the “Person(s) Acquiring Share Certificates, etc.” in 3)) with another shareholder of JAPEX or other holders (including cases of multiple shareholders; the same shall apply hereafter in 3)), and agreements or any other acts that would cause such another shareholder or other holders to fall under the category of joint holders of the Persons Acquiring Share Certificates, etc. as a result of such acts; or acts to establish a relationship<sup>10</sup> between the Persons Acquiring Share Certificates, etc. and such another shareholder or other holders in which one substantially controls the other or they act in collaboration or cooperation<sup>11</sup>, and (ii) acts with a total ownership ratio of 20% or more of the Persons Acquiring Share Certificates, etc. and such another shareholder with regard to share certificates, etc., issued by JAPEX.

Persons who intend to perform the Acquisitions by themselves or in collaboration or cooperation (hereinafter the “Acquirer(s)”) shall comply with the procedures set forth in the Plan, and they must not perform the Acquisitions before the Company’s Board of Directors passes a resolution not to implement the allotment of the share options without contribution based on the Plan.

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<sup>2</sup> Defined in Article 27-23-4 of the Financial Instruments and Exchange Act. The term herein is subject to its definition.

<sup>3</sup> Refers to holders as defined in Article 27-23-1 of the Financial Instruments and Exchange Act, and includes persons included in holders, based on Article 27-23-3 (includes persons the Board of Directors deemed that they will fall under the definition). The term herein is subject to its definition.

<sup>4</sup> Defined in Article 27-23-1 of the Financial Instruments and Exchange Act. The term herein is subject to its definition, unless otherwise specified.

<sup>5</sup> Defined in Article 27-2-6 of the Financial Instruments and Exchange Act. The term herein is subject to its definition.

<sup>6</sup> Defined in Article 27-2-8 of the Financial Instruments and Exchange Act. The term herein is subject to its definition.

<sup>7</sup> Defined in Article 27-2-7 of the Financial Instruments and Exchange Act (includes persons the Board of Directors deemed that they will fall under the definition). However, with regard to the persons stipulated in Article 27-2-7 (1), those who fall under Article 3-2 of the Cabinet Office order concerning the disclosure of tender offers of share certificates, etc. by persons other than the issuer, shall be excluded. The term herein is subject to its definition.

<sup>8</sup> Defined in Article 27-2-1 of the Financial Instruments and Exchange Act.

<sup>9</sup> Refers to the joint holders stipulated in Article 27-23-5 of the Financial Instruments and Exchange Act, and includes persons deemed joint holder based on Article 27-23-6 (includes persons the Board of Directors deemed that they will fall under the definition). The term herein is subject to its definition.

<sup>10</sup> The determination of whether the “relationship between the Persons Acquiring Share Certificates, etc. and such another shareholder in which one substantially controls the other or they act in collaboration or cooperation” exists shall be made based on present or past capital relationships (including joint control relationships), business alliances, trading or contractual relationships, kinships, concurrent directorships, funding relationships, credit granting relationships, and substantial interests in JAPEX share certificates, etc. through derivatives, stock lending, etc., and the direct or indirect influence, etc. of the Persons Acquiring Share Certificates, etc. and such another shareholder on JAPEX.

<sup>11</sup> The determination of whether the predetermined act in 3) above was implemented shall be made reasonably by the Board of Directors while respecting the determination of the Independent Committee. The Board of Directors may request our shareholders to provide necessary information to the extent needed to determine whether the predetermined requirements in 3) above are met.

(b) Submission of the Intent Statement

The Acquirers shall, prior to the relevant Acquisitions, submit a legally binding document (on which the signature or the seal of the Acquirers' representative is placed and no conditions or reservations imposed) including covenant wordings, etc., that expresses the intention to comply with the procedure set forth in the Plan and a qualification certificate of the representative signed or sealed thereby, in a format specified by JAPEX (hereinafter collectively the "Intent Statement") to JAPEX. The Intent Statement shall specify the name or designation, the address or location such as the head office and offices of the Acquirers, the governing law for incorporation, the name of the representative, the contact in Japan and the outline of the intended Acquisition. The language used in the Intent Statement and the Acquisition Statement, which is set forth in the following (c), and any other material that is submitted by the Acquirers to JAPEX or the Independent Committee must be only Japanese.

(c) Demand for information provision towards the Acquirers

JAPEX will deliver a form of the Acquisition Statement (defined below) (including a list of information items to be provided by the Acquirers to JAPEX) within 10 business days after receiving the Intent Statement. The Acquirers are required to submit a written statement, which provides the information stipulated in the following (hereinafter the "Required Information") (hereinafter collectively the "Acquisition Statement"), to the Company's Board of Directors in a format specified by JAPEX.

Upon receiving the Acquisition Statement, the Company's Board of Directors will immediately send it to the Independent Committee (the appointment criteria of committee members, the requirements for adopting resolutions and matters for resolution are as described in the separate document 2 "Overview of the Independent Committee Provision" and personal careers of the members in the separate document 3 "Brief History of Independent Committee Members").

When the Independent Committee has decided that the description on the Acquisition Statement falls short as Required Information, JAPEX may request the Acquirer to provide additional information, with an appropriate reply deadline. In this case, the Acquirers are required to additionally submit such information to JAPEX by the relevant deadline.

- 1) Details (including names, capital relationship, financial content, business performance, compliance with laws and other regulations, details of previous trade similar to the Acquisition of the relevant Acquirers, and the previous transactions of JAPEX share certificates, etc.) of the Acquirers, and their group (including joint shareholders, special associated persons, and special associated persons of the parties whose controlled incorporations<sup>12</sup> are the Acquirers)<sup>13</sup>
- 2) Purpose, method, and content of the Acquisition (includes value and type in consideration of the Acquisition, time of Acquisition, mechanism of related trade, legality of the method of Acquisition, and information on the feasibility of the Acquisition)

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<sup>12</sup> Defined in Article 9-5 of the Enforcement Order of the Financial Instruments and Exchange Act.

<sup>13</sup> In case of funds, includes the information equivalent to that in 1) above for each union member or other members.

- 3) Price and basis of the valuation of the relevant Acquisition
  - 4) Whether there have been agreements on JAPEX share certificates, etc. between the Acquirers and a third party, and other communication on the Acquisition
  - 5) Information regarding acquisition or disposal of JAPEX share certificates, etc. by the Acquirers in the past
  - 6) Proof of funds for the Acquisition (includes the specific names of providers of the funds for the Acquisition (including the beneficial providers), procurement methods, content of related trade, etc.)
  - 7) Management policy, management structure, business plans, capital policy, and dividend policy, for JAPEX Group after the Acquisition
  - 8) Post-acquisition policy regarding our shareholders, employees, labor union, business partners, customers, and other stakeholders related to JAPEX Group
  - 9) Specific information regarding the risk of infringement by the Acquirers to the laws and regulations in and out of Japan (includes the Act of Prohibition of Private Monopolization and Maintenance of Fair Trade and foreign competition law)
  - 10) Information regarding relationships with antisocial forces or organizations related to terrorism
  - 11) Specific measures to prevent conflicts of interest with other shareholders of JAPEX shares
  - 12) Other information reasonably decided by the Board of Directors or the Independent Committee as necessary
- (d) Consideration of the content of Acquisition / Consideration of negotiation with the Acquirer or of an alternative plan
- 1) Request to the Board of Directors for the submission of information
 

The Independent Committee shall, when the Acquisition Statement and (if applicable) the additional information are submitted by the Acquirer, determine an appropriate reply deadline (in principle, 45 days maximum in view of the scale, characteristics and diversity of the JAPEX Group) with due consideration to the time required for the collection of information and the review and/or valuation of materials by the Board of Directors (including such examination by outside experts, as required). The Independent Committee may also request the Board of Directors to present its opinion (including suspension of opinion; hereinafter the same applies.) on the content of the Acquisition proposed by the Acquirer and the supporting materials, (if available) alternative plans, and other information deemed necessary by the Independent Committee, as appropriate, with the appropriate reply deadline.
  - 2) Reviews and other considerations by the Independent Committee
 

The Independent Committee shall, within an appropriate period (in principle, a maximum of 45 days in view of the scale, characteristics and diversity of the JAPEX Group) (hereinafter the “Reviewing Period of the Independent Committee”) after the receipt of the information (including the additional information requested) from the Acquirer and the Board of Directors (if the provision of information has been requested to the Company’s Board of Directors as described in 1) above), review the content of the Acquisition, collect information on and comparatively investigate the

management and business plans of the Acquirer and the Board of Directors, and review the alternative plan provided by the Board of Directors.

In order to ensure that the Independent Committee makes the decision to the benefit of the corporate value and the common interest of our shareholders, the Independent Committee may seek advice from financial advisors, certified public accountants, lawyers, certified tax accountants, consultants and other experts at the expense of the Company.

In addition, the Independent Committee may, directly or indirectly, consult and/or negotiate with the Acquirer, if necessary, to improve the content of the relevant Acquisition in view of ensuring and improving our corporate value and thus the common interest of our shareholders. The Acquirer shall promptly respond to the direct or indirect request of the Independent Committee to provide reviewing materials or other information, or for consultation and/or negotiation.

Furthermore, the Independent Committee may extend the Reviewing Period of the Independent Committee, within a reasonable range (however, the total extendable period shall, in principle, be up to 30 days at a maximum) required for the reviewing of the content of the Acquisition by the Acquirer, for the consideration of the alternative plan, and for consultation and/or negotiation with the Acquirer.

(e) Procedure of advisory of the Independent Committee

The Independent Committee shall advise the Board of Directors as follows in compliance with the above procedure.

1) When advising the implementation of the Plan

When the Independent Committee judges that the Acquisition by the Acquirer falls under any of the causes for implementation (hereinafter collectively the “Cause for Implementation”) set forth in the following (2) “Requirements for the Allotment of the Share Options Without Contribution,” the Independent Committee shall advise the implementation of the allotment of the share options (of which the major content shall be as set forth in the following (3) “Overview of the Allotment of the Share Options Without Contribution”; hereinafter the “Share Options”) without contribution to the Board of Directors, except under special circumstances through which the further provision of information by or consultation and/or negotiation with the Acquirers is necessary. Meanwhile, the Independent Committee may, either before or after the implementation of the allotment of the Share Options without contribution, etc., issue a reservation that the shareholders’ decision should be heard and decided.

Regardless of the foregoing paragraph, even after the implementation of the allotment of the Share Options without contribution has been advised, if the Independent Committee deems that any of the conditions specified below applies, the Independent Committee may pause the allotment of the Share Options without contribution by two business days before the ex-rights day of the allotment of the Share Options without contribution, or, may issue a new advisory to acquire all the Share Options without contribution by one day before the date of commencing the Period of Exercise after the

effective date of the allotment of the Share Options without contribution.

- (i) When the Acquisition is paused or withdrawn by the Acquirer after the advisory and the Acquisition is no longer existent<sup>14</sup>; or
- (ii) When the Cause for Implementation is no longer existent due to such reason that, for example, any change has occurred in the facts the decision of the advisory was based on.

2) When advising not to implement the Plan

When the Independent Committee determines that the Acquisition does not fall under any Cause for Implementation, the Independent Committee shall advise not to implement the allotment of the Share Options without contribution to the Board of Directors, irrespective of whether the Reviewing Period of the Independent Committee has commenced or has finished.

Regardless of the foregoing paragraph, even after the non-implementation of the allotment of the Share Options without contribution has been advised, if the Cause for Implementation becomes existent as a result of any change that occurred in the facts the decision of the advisory was based on, the Independent Committee may issue a new advisory to implement the allotment of the Share Options without contribution.

(f) Holding of the general meeting of the shareholders for decision hearing

With regard to the implementation of the allotment of the Share Options without contribution according to the Plan, the Board of Directors shall, in principle<sup>15</sup>, convoke a general meeting of the shareholders (hereinafter the “General Meeting of the Shareholders for Decision Hearing”<sup>16</sup>) to hear the shareholders’ decision regarding the implementation of the allotment of the Share Options without contribution.

(g) Resolution of Board of Directors

In the case the General Meeting of the Shareholders for Decision Hearing is held according to (f) above, the Board of Directors shall make a resolution based on the resolution of the General Meeting of the Shareholders for Decision Hearing.

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<sup>14</sup> Examples include cases where, after the Acquisitions that have already commenced are paused or withdrawn (if the Acquisitions are made through a tender offer, public notice of the withdrawal of the tender offer (the main clause of Article 27-11-2 of the Financial Instruments and Exchange Act) is required to be made), the Acquirers submit a written covenant that 1) they will not implement the Acquisitions for a certain period of time, 2) they will decrease their ownership ratio of share certificates, etc. to the certain level within a certain period of time, and 3) they will not exercise the right to request an extraordinary general meeting of the shareholders for a certain period of time, and they comply with the covenant.

<sup>15</sup> Examples include cases where, in the event that the Acquirers do not comply with the procedures set forth in the Plan and attempt to perform the Acquisitions, the Board of Directors may implement the allotment of the share options without contribution without holding the General Meeting of the Shareholders for Decision Hearing, after paying utmost respect to the opinion of the Independent Committee because there is no time to hold a general meeting of the shareholders or it is impossible to secure the information necessary for the shareholders to decide whether the Acquisitions are appropriate.

<sup>16</sup> The General Meeting of the Shareholders for Decision Hearing includes those held after the resolution of the Board of Directors regarding the implementation of the allotment of the Share Options without contribution and before the effective date of said allotment of the Share Options without contribution.

On the other hand, in case an advisory has been given by the Independent Committee according to (e) above, but the General Meeting of the Shareholders for Decision Hearing is not to be held, the Board of Directors shall make a resolution as a body under the Companies Act regarding the implementation or non-implementation of the allotment of the Share Options without contribution, in utmost deference to the above advisory of the Independent Committee.

(h) Information disclosure

In operating the Plan, JAPEX shall timely disclose the appropriate information as enumerated below in accordance with the governing laws and regulations and/or applicable rules and regulations of the stock exchanges: progress status of the respective procedures set forth in the Plan (including the fact of the Intent Statement and the Acquisition Statement submitted; the fact of the revealed existence of an Acquirer who intends to make the Acquisition without submitting the Intent Statement or the Acquisition Statement; the fact of the commenced Reviewing Period of the Independent Committee; and the fact of the extended Reviewing Period of the Independent Committee together with the extended period and the reason therefor), outline of the advisory of the Independent Committee, outline of the resolution adopted by the Company's Board of Directors, outline of the resolution at the General Meeting of the Shareholders for Decision Hearing, and any other matters deemed appropriate by the Independent Committee or the Board of Directors.

(2) Requirements for the Allotment of the Share Options Without Contribution

The requirements for the implementation of the allotment of the Share Options without contribution pursuant to the Plan shall be as follows. As was described in (e) under (1) "Procedure for the Implementation of the Plan", whether the Acquisition falls under the following requirements shall be always be decided with and after the advisory of the Independent Committee.

First Cause for Implementation

When the Acquisition is not in conformity with the procedures prescribed in the Plan (including the case where time and/or information reasonably required to make judgments on the content of the Acquisition have not been provided by the Acquirer) and it is deemed suitable to implement the allotment of the Share Options without contribution;

Second Cause for Implementation

When the Acquisition by the Acquirer falls under any of the following and it is deemed suitable to implement the allotment of the Share Options without contribution;

- (a) When the Acquisition clearly risks infringing on our corporate value and consequently to the common interest of our shareholders, by reason of the acts listed below:
  - 1) Act in which the Acquirer corners the share certificates, etc., and demands that JAPEX or parties related to JAPEX purchase such share certificates at a high price;

- 2) Act in which the Acquirer temporarily controls the management of JAPEX to perform management for the benefit of the Acquirer that is based on the sacrifice of JAPEX, such as acquiring JAPEX's important assets and other properties at low cost;
  - 3) Act in which the Acquirer appropriates the assets of JAPEX Group as collateral for debt and/or as a resource to perform obligations of the Acquirer or its group companies, etc.; or
  - 4) Act in which the Acquirer temporarily controls the management of JAPEX to dispose of expensive assets and/or other properties that are not active in the business of JAPEX Group for the foreseeable future, and with the disposal income, perform temporary high dividend payouts or sell-out of shares on the occasion of sharp rises in share prices due to such temporary high dividend payouts.
- (b) When the Acquisition has a risk of a de facto coercion towards the shareholders to sell their shares, such as coercive two-tiered tender offers (refers to an act in which shares are purchased in tender offers and such, without soliciting/offering the purchase of all shares in the initial purchase, but set the second tier purchase condition disadvantageously or without clarifying the second tier purchase condition);
  - (c) When the Acquisition is such that the condition of the Acquisition (including value and type in consideration, time, legality of the method, feasibility, post-acquisition management policy and business plans, post-acquisition shareholders other than JAPEX, and policy regarding the employees, customers, business partners, and other stakeholders related to JAPEX Group) is insufficient or inadequate with consideration to JAPEX's intrinsic value; or
  - (d) When the Acquisition might cause significant damage to our corporate value and consequently to the common interest of our shareholders, with a risk of causing a serious hindrance in ensuring a stable supply of energy or ensuring customer convenience, due to the insufficiency or inadequacy of the content of post-acquisition management policy or business plans.

(3) Overview of the Allotment of the Share Options Without Contribution

The overview of the allotment of the Share Options without contribution planned to be implemented based on the Plan is as follows:

(a) Number of the Share Options

The number of the Share Options shall be equal to the final total number of shares (provided, however, that the number of JAPEX shares held by JAPEX at point of certain date is deducted) issued as of a certain date (hereinafter the "Allotment Date") otherwise decided by resolution of the Board of Directors or by resolution at a general meeting of the shareholders concerning the allotment of the Share Options without contribution (hereinafter the "Resolution for the Allotment of Share Options Without Contribution").

(b) Shareholders eligible for allotment

The Share Options shall be allotted to shareholders other than JAPEX who are registered on the final shareholder registry (hereinafter the “Shareholders Eligible for Allotment”) as of the Allotment Date, in proportion of one Share Option per one JAPEX share held by the shareholder.

(c) Effective date of allotment of the Share Options without contribution

The effective date shall be otherwise decided by the Resolution for the Allotment of Share Options Without Contribution.

(d) Number of shares as object of the Share Options

The number of JAPEX shares as object of each Share Option (hereinafter the “Target Share Number”) is, in principle, one share.

(e) Value of assets contributed upon the exercise of the Share Options

The object of contribution upon the exercise of the Share Options shall be money. The value per JAPEX share of the property to be contributed upon the exercise of the Share Options shall be otherwise decided in the Resolution for the Allotment of Share Options Without Contribution, within the value range of one yen as lower limit and one half of the market value of one JAPEX share as higher limit. Furthermore, “market value” is equivalent to the value corresponding to the average closing price (includes quotations) for 90 days (excludes dates without contracted trade) of ordinary exchange dates for ordinary JAPEX shares at the Tokyo Stock Exchange, prior to the Resolution for the Allotment of Share Options Without Contribution, and fractions shall be rounded up.

(f) Period of exercise of the Share Options

The date otherwise prescribed in the Resolution for the Allotment of Share Options without Contribution shall be the initial date (hereinafter the initial date of such period of exercise shall be the “Commencing Date of the Period of Exercise”) of the Period of Exercise, and in principle the period otherwise prescribed in the Resolution for the Allotment of Share Options Without Contribution within the range of one to six months shall be the Period of Exercise. However, in case JAPEX acquires the Share Options based on the provision of the following clause (i), the Period of Exercise of the Share Options for such acquisition shall be until the business day before such acquisition date. Furthermore, if the final date of the Period of Exercise falls on a non-business day of the payment handling institution where the money shall be paid upon the exercise, the last business day before such date shall be the final date of the Period of Exercise.

(g) Conditions of exercise of the Share Options

( I ) The Acquirers, ( II ) joint holders of the Acquirers (including persons with whom such joint holders

have a special capital relationship<sup>17</sup>), ( III ) special associated persons of the Acquirers (including persons with whom such special associated persons have a special capital relationship), ( IV ) persons who were assigned or succeeded the Share Options from persons that fall under ( I ) or ( III ) without the approval of the Board of Directors (including their joint holders and special associated persons), or ( V ) persons who are in relation<sup>18</sup> to persons that fall under ( I ) or ( IV ) (hereinafter persons that fall under ( I ) through ( V ) collectively shall be the “Unqualified Persons”) may not, in principle, exercise the Share Options. In determining whether persons fall under the Unqualified Persons<sup>19</sup>, the Board of Directors shall hear opinions from the Independent Committee and pay utmost respect to the determination of the Independent Committee. Furthermore, under the applicable foreign law, non-residents, as they require prescribed procedures for the exercise of the Share Options, may not, in principle, exercise the Share Options. (However, on the condition that it is confirmed that the Share Options held by the non-resident does not infringe on the applicable law, they may become the object of acquisition by JAPEX in consideration of JAPEX shares as described in the following (i) 2)). In addition, persons who do not submit a covenant in a form prescribed by JAPEX containing a representation warrant clause with regard to that the person satisfies the requirements for exercise of the Share Options, compensation clause and other covenant wordings, cannot exercise the Share Options.

(h) Restriction on assignment of the Share Options

The acquisition of the Share Options through assignment requires the approval of our Board of Directors.

(i) Acquisition of the Share Options by JAPEX

- 1) In case the Board of Directors deem it appropriate for JAPEX to acquire the Share Options, JAPEX may any time acquire all the Share Options without contribution upon the coming of the date otherwise prescribed by the Board of Directors, until the day before the Commencing Date of the Period of Exercise.
- 2) JAPEX may, upon the coming of the date otherwise prescribed by the Board of Directors, acquire all the Share Options held by persons other than the Unqualified Persons, which are not exercised by the day before the date prescribed by the Board of Directors, and in exchange of such unexercised Share Options, may deliver the number of JAPEX shares equivalent to the Target Share Number per one Share Option.

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<sup>17</sup> Defined in Article 9-1 of the Enforcement Order of the Financial Instruments and Exchange Act. The term herein is subject to its definition.

<sup>18</sup> “Those who are in relation” to refers to a person who substantially control the other person, or is controlled by the other person, or under the same control as the other person (includes persons the Board of Directors deemed that they will fall under the definition), or a person approved by the Board of Directors as acting substantially in collaboration or cooperation with the other person. Furthermore, “control” refers to “the case where controlling the determination of financial and business policies” of another organization (defined in Article 3-3 of the Ordinance for Enforcement of the Companies Act).

<sup>19</sup> However, persons whose acquisition or holding of the shares are deemed harmless to our corporate value or the common interest of our shareholders by the Board of Directors, and other persons who are otherwise designated by the Board of Directors in the Resolution for the Allotment of Share Options Without Contribution, shall not fall under the Unqualified Persons.

Furthermore, in the event<sup>20</sup> that the Board of Directors acknowledges the presence of persons other than the Unqualified Persons among the holders of the Share Options after the date of such an acquisition, upon the coming of the date prescribed by the Board of Directors that is after the date of the above acquisition, all the Share Options held by such persons that remained unexercised as of one business day before the date assigned by the Board of Directors shall be acquired by JAPEX and in exchange for this, JAPEX may deliver shares equivalent to the Target Share Number per one Share Option, and the same principle shall apply hereafter.

- 3) JAPEX may, upon the coming of the date otherwise prescribed by the Board of Directors that is after the effective date of the allotment of the Share Options without contribution, acquire all the Share Options held by the Unqualified Persons, and in exchange for such Share Options, may deliver as consideration the share options in the same number as the Share Options to be acquired that are in principle not permitted to be exercised by the Unqualified Persons<sup>21</sup> Details of such share options shall be prescribed in the Resolution for the Allotment of Share Options Without Contribution.
- 4) Other matters regarding the acquisition shall be separately prescribed in the Resolution for the Allotment of Share Options Without Contribution.

- (j) Delivery of share options in case of merger, demerger, incorporation-type company split, share exchange, and stock transfer

They shall be otherwise prescribed in the Resolution for the Allotment of Share Options Without Contribution.

- (k) Issuance of share option certificates

Share option certificates will not be issued for the Share Options.

- (l) Other

Details on the content of the Share Options (includes matters concerning the handling of the Share Options held by the Unqualified Persons) other than prescribed above shall be otherwise stipulated in the Resolution for the Allotment of Share Options Without Contribution.

- (4) Procedure for the Renewal

In accordance with Article 12 of the Articles of Incorporation, the Renewal shall be subject to the approval of our shareholders at the Annual Shareholders' Meeting on the delegation of the authority to

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<sup>20</sup> Examples include cases where persons who were initially special associated persons of acquirers resolve their relationship with the relevant acquirer after the implementation of the Plan and cease to be Unqualified Persons.

<sup>21</sup> However, conditions may be attached that the exercise of such share options by the Unqualified Persons is permitted in certain cases. Specifically, the following condition may be prescribed; after the Acquisitions that have already commenced are paused or withdrawn (if the Acquisitions are made through a tender offer, public notice of the withdrawal of the tender offer (the main clause of Article 27-11-2 of the Financial Instruments and Exchange Act) is required to be made), if the Acquirers submit a written covenant that 1) they will not implement the Acquisitions for a certain period of time, 2) they will decrease their ownership ratio of share certificates, etc. to the certain level within a certain period of time, and 3) they will not exercise the right to request an extraordinary general meeting of the shareholders for a certain period of time, and they comply with the covenant, the Acquirers or any other Unqualified Persons may exercise such share options held by them only within a certain percentage.

decide on the matters regarding the allotment of the Share Options without contribution to the Company's Board of Directors, according to the conditions set forth in the Plan.

(5) Effective Period, Abolition, and Modification of the Plan

The effective period of the Plan shall be until the close of the Ordinary General Meeting of the Shareholders regarding the latest fiscal year ending within three years after the close of the Annual Shareholders' Meeting, which is the same as the delegation period of the authority to decide the matters concerning the allotment of the Share Options without contribution in the Plan to be in accordance with the resolution of the Annual Shareholders' Meeting.

However, even before the expiration of the effective period, if a resolution to abolish the Plan is made by the Board of Directors, the Plan shall be abolished at that point in time.

Furthermore, even during the effective period of the Plan, when an addition, revision, and/or abolishment of laws, financial instruments, or stock exchange rules concerning the Plan are appropriate to reflect on the Plan, when appropriate to correct the wordings by reason of typographical errors, or when the change of the Plan does not act against the intention to delegate based on the resolution of the Annual Shareholders' Meeting, such as when such changes are not detrimental to our shareholders, the Board of Directors may revise or modify the Plan upon the approval of the Independent Committee.

JAPEX shall promptly disclose information regarding the fact of the abolition, revision or modification of the Plan, (in case of a revision and/or a modification) the content of such revision and/or modification, and other matters.

(6) Revision due to Amendments in Law

The provision of law referenced in the Plan is assumed as the provision in effect as of May 13, 2026, and should any addition, revision, or abolition of the law occur after the date and thus necessitates a revision to the clauses prescribed above or meaning of terms, such clauses or meaning of terms shall be appropriately interpreted within a reasonable range, upon consideration of the intention of the addition, revision, or abolition.

4. Impact on the Shareholders and Investors

(1) Impact on Our Shareholders and Investors upon the Renewal

With regard to the Renewal, we have our shareholders only delegate the decision-making authority concerning the allotment of the Share Options without contribution to the Board of Directors based on a resolution of a general meeting of the shareholders and the allotment of the Share Options without contribution itself will not be executed. Hence there is no direct and specific impact on our shareholders and investors.

(2) Impact on Our Shareholders and Investors upon the Allotment of the Share Options Without Contribution

(i) Procedure for the allotment of the Share Options without contribution

In case a resolution to allot the Share Options without contribution is made by the Board of Directors, the Allotment Date shall be decided in the relevant resolution and publicly notified. In this case, one Share Option shall be allotted without contribution for each JAPEX share, to the Shareholders Eligible for Allotment. As the Shareholders Eligible for Allotment will consequently become holders of the Share Options on the effective date of the allotment of the Share Options without contribution, no application procedure is necessary for them.

Even after the resolution of the allotment of the Share Options without contribution has been made, JAPEX may, with utmost respect to the advisory of the Independent Committee described in (e) under 3. (1) “Procedure for the Implementation of the Plan”, pause the allotment of the Share Options without contribution until two business days before the ex-rights day of the allotment of the Share Options without contribution, or may acquire all the Share Options without contribution by the Commencing Date of the Period of Exercise after the effective date of the allotment of the Share Options without contribution. In such cases, the dilution of value per one share shall not occur and thus shareholders purchasing and selling upon the assumption of such dilution may incur unexpected loss due to fluctuations of share value.

(ii) Procedure for exercise of the Share Options

JAPEX shall, in principle, send the documents to be submitted for the exercise of the Share Options (in the form prescribed by JAPEX including the content and number of the Share Options to be exercised, required information such as the date of such exercise, clauses for the representation warrant concerning the eligibility of the shareholder to exercise the Share Options, compensation clause and other covenant wordings, as well as information necessary for the money transfer regarding JAPEX shares into the accounts of the Shareholders Eligible for Allotment) and other documents necessary for the exercise of the rights of the Share Options, to the Shareholders Eligible for Allotment. After the allotment of the Share Options without contribution, we ask our shareholders to submit these necessary documents during the Period of Exercise of the Share Options. In principle, JAPEX shares shall be issued, one share per one Share Option, by paying the money value equivalent to one half of the exercising value decided in the Resolution for the Allotment of Share Options Without Contribution within the range of one yen per one Share Option as the lower limit and one half of the market value of one JAPEX share as the higher limit, to the payment handling institution.

If the shareholders do not exercise the Share Options, or pay the money equivalent to the exercising value, the JAPEX shares held by such shareholders will be diluted from the exercising of the Share Options by the other shareholders.

Nevertheless, JAPEX may deliver JAPEX shares in exchange for the Share Options acquired from the shareholders other than the Unqualified Persons, according to the description in the following (iii). In case JAPEX takes procedures for such acquisition, the shareholders other than the Unqualified Persons shall, in principle, receive JAPEX shares without the exercise of the Share Options and the payment of

money equivalent to the exercising value of the Share Options, and thus the dilution of share held will not, in principle, occur.

(iii) Procedure for the acquisition of the Share Options by JAPEX

In case the Board of Directors makes a decision to acquire the Share Options, JAPEX may, according to the statutory procedures, upon the coming of the date otherwise determined by the Board of Directors, acquire the Share Options from the shareholders other than the Unqualified Persons and deliver JAPEX shares in exchange of the Share Options. In this case, such shareholders shall receive, in principle, one JAPEX share for each Share Option as consideration of the acquisition of the Share Options by JAPEX, without the payment of money equivalent to the exercising value. However, in this case, such shareholders may be asked otherwise to submit a covenant in a form prescribed by JAPEX containing a representation warrant clause with regard to that the shareholder is not an Unqualified Person, compensation clause and other covenant wordings, in addition to information necessary for the money transfer regarding JAPEX shares into the accounts of the Shareholders Eligible for Allotment.

Furthermore, in a case where the acquisition of the Share Options held by the Unqualified Shareholders and other acquisition-related matters are prescribed in the Resolution for the Allotment of Share Options Without Contribution, JAPEX may take measures according to such provisions.

With regard to the details concerning the method of allotment, method of exercise and method of acquisition by JAPEX, please review the content of such details in the information disclosures or notifications released to the shareholders after their decision in the Resolution of the Allotment of Share Options Without Contribution.

#### IV. Decision and its Reason of the Board of Directors Concerning the Plan

1. The Plan must be in accordance with the Basic Policy.

The Plan is a framework in accord with the Basic Policy that ensures our corporate value and consequently the common interest of our shareholders, by enabling the decision-making of shareholders concerning the acceptance of the Acquisition, or ensuring the information and time necessary for the proposal of an alternative plan by the Board of Directors, and/or enabling negotiation or other communication with the Acquirer on behalf of the shareholders, in the event of Acquisition of JAPEX share certificates, etc.

2. The Plan must not be such that is detrimental to the common interest of our shareholders and does not serve the purpose of retaining the position of our corporate officers.

JAPEX considers the Plan to be not detrimental to the common interest of our shareholders and that it does not serve the purpose of retaining the position of our corporate officers for the following reasons:

1) That the Plan satisfies the guiding requirements of the takeover response policy:

The Plan satisfies the three principles (1) the principle of protecting and enhancing corporate value and shareholders' common interests; (2) the principle of prior disclosure and shareholders' will; and (3) the

principle of ensuring the necessity and reasonableness of defensive measures, set forth in the Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and the Shareholders' Common Interests announced by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005. In addition, the Plan takes into account the provisions of "Principle 1.5 Anti-Takeover Measures" in "Japan's Corporate Governance Code (last revised June 11, 2021)" formulated by the Tokyo Stock Exchange in June 2015, and the "Guidelines for Corporate Takeovers—Enhancing Corporate Value and Securing Shareholders' Interests—" published by the Ministry of Economy, Trade and Industry on August 31, 2023.

2) That the Plan respects the decision of the shareholders:

As described in III 1. "Purpose of the Renewal", JAPEX shall conduct the Renewal, subject to the approval of our shareholders at the Annual Shareholders' Meeting on the delegation of the authority to decide on the matters regarding the allotment of the Share Options without contribution in accordance with the relevant provision of the Articles of Incorporation.

Furthermore, in the case set forth in (g) under III 3. (1) "Procedure for the Implementation of the Plan", the Plan stipulates that the General Meeting of the Shareholders for Decision Hearing be held to hear the shareholders' decision regarding the implementation of the Plan.

In addition, as described in III 3. (5) "Effective Period, Abolition, and Modification of the Plan", the Plan contains a sunset provision that stipulates an effective period of approximately three years. Alongside, even before the expiration of the effective period, if a resolution withdrawing the above delegation resolution is made at a general meeting of the shareholders or if a resolution abolishing the Plan is made by the Board of Directors, the Plan shall be abolished at that point of time. In that context, the intention of our shareholders will be reflected on the prevalence of the Plan.

3) Respect for the decision of the Outsider Directors and information disclosure

As described in (e) under III 3. (1) "Procedure for the Implementation of the Plan" and III 3. (2) "Requirements for the Allotment of the Share Options Without Contribution", the practical decisions on the operations of the Plan are executed by the Independent Committee which only consists of Outside Directors who are independent.

Furthermore, the overview of the decision is to be disclosed to our shareholders, ensuring the framework for a transparent operation of the Plan to serve the corporate value and the common interest of our shareholders.

4) Establishment of reasonable objective requirements

As described in (e) under III 3. (1) "Procedure for the Implementation of the Plan" and III 3. (2) "Requirements for the Allotment of the Share Options Without Contribution", the Plan shall not be implemented if it does not meet the reasonable objective requirements, ensuring the framework to prevent the arbitrary implementation by the Board of Directors.

5) Hearing of opinions from third party experts

As described in (d) 2) under III 3. (1) “Procedure for the Implementation of the Plan”, when an Acquirer emerges, the Independent Committee may receive advice from financial advisors, certified public accountants, lawyers, certified tax accountants, consultants, and other experts at the expense of JAPEX. This creates a mechanism for securing fairness and objectivity of the decisions given by the Independent Committee to a stronger degree.

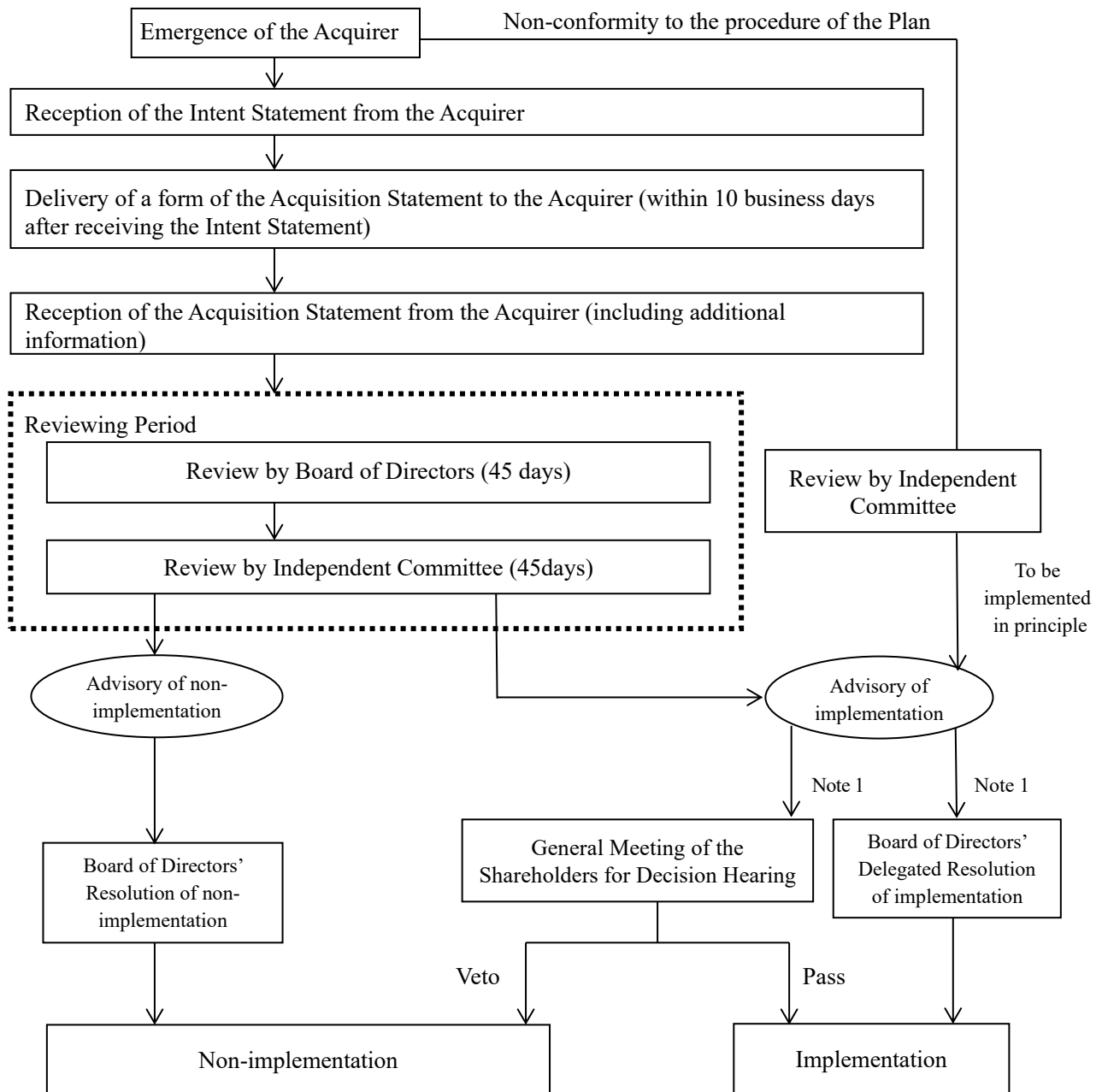
6) That the takeover response policy is not a dead-hand or slow-hand type measure

As described in III 3. (5) “Effective Period, Abolition, and Modification of the Plan”, a large-scale purchaser of JAPEX share certificates, etc. can appoint Directors of their own designation in a general meeting of the shareholders and abolish this Plan through the Board of Directors constituted of such Directors.

Therefore, the Plan is not a dead-hand type takeover response policy (a takeover response policy of which implementation cannot be deterred even with the replacement of over half of the constituting members of the Board of Directors). Furthermore, the assumption of Directors at JAPEX does not employ the staggered system, which does not make the Plan a slow-hand type takeover response policy (a takeover response policy of which implementation takes time to deter due to the impossibility of an all-together replacement of the constituting members of the Board of Directors).

END

Flow of Procedures in the Plan



(Note 1) Examples include cases where, in the event that the Acquirers do not comply with the procedures set forth in the Plan and attempt to perform the Acquisitions, the Board of Directors may implement the allotment of the share options without contribution without holding the General Meeting of the Shareholders for Decision Hearing, after paying utmost respect to the opinion of the Independent Committee because there is no time to hold a general meeting of the shareholders or it is impossible to secure the information necessary for the shareholders to decide whether the Acquisitions are appropriate.

(Note 2) This flowchart was created for easy understanding of the flow of procedures in the Plan after having simplified the content of the Plan. Please refer to the body of the press release for details of the Plan.

### **Overview of the Independent Committee Provision**

- The Independent Committee shall be established by the resolution of the Board of Directors.
- The members of the Independent Committee shall be three or more, who are appointed by the Board of Directors from persons who are independent of management involved in business operations of JAPEX and are any of the following: (i) Outside Director (includes persons planned to be elected), (ii) Outside Corporate Auditor (includes persons planned to be elected), or (iii) outside expert. However, an expert must be a proven business administrator, post-bureaucrat, expert in investment banking, lawyer, certified public accountant, certified tax accountants, or a researcher with his or her main field of research as corporate law or such, or must be pursuant to the aforementioned. Furthermore, the members of the Independent Committee must enter into an agreement with JAPEX that includes provisions for the duty of care of a good manager, otherwise designated by the Board of Director.
- The term of office for Independent Committee members shall be until the close of the ordinary general meeting of the shareholders for the last fiscal year which ends within three years after the close of the Annual Shareholders' Meeting, provided that there is no resolution by the Board of Directors otherwise determining the term. Furthermore, in case an Independent Committee member who was an Outsider Director or Outside Corporate Auditor is no longer an Outsider Director or Outside Corporate Auditor (excludes cases where he or she is re-elected as one), the term of office as an Independent Committee member shall terminate at the same time.
- The Independent Committee shall decide on the matters described in the following, and issue advisory to the Board of Directors with the content of the decision and its reasoning. The Board of Directors shall pay utmost respect to the advisory of the Independent Committee described and adopt the resolution as a body under the Companies Act regarding the implementation or non-implementation of the allotment of the Share Options without contribution. (However, for the implementation of the allotment of the Share Options without contribution set forth in 1), if a resolution is otherwise adopted at the General Meeting of the Shareholders for Decision Hearing, then the Independent Committee shall abide by such resolution.) Furthermore, each member of the Independent Committee and each Director of JAPEX is required to make such decisions from the perspective of whether it will contribute to the corporate value of JAPEX and the common interest of our shareholders, and shall not exclusively consider the personal benefits of the member or the management.
  - 1) Implementation or non-implementation of the allotment of the Share Options without contribution
  - 2) Pause of allotment of the Share Options without contribution or acquisition of the Share Options without contribution

- 3) Other matters to be decided by the Board of Directors, which the Board of Directors seek the advice of the Independent Committee
- In addition to the above, the Independent Committee shall perform the matters listed below:
    - 1) Judgment of whether the Acquisition falls under the object of the Plan
    - 2) Decision on the information to be submitted to the Independent Committee by the Acquirer and the Board of Directors and its reply deadline
    - 3) Investigation and review on the content of the Acquisition by the Acquirer
    - 4) Consultation and/or negotiation with the Acquirer
    - 5) Request of submission of an alternative plan / Review of alternative plan to the Company's Board of Directors
    - 6) Decision on the extension of the Reviewing Period of the Independent Committee
    - 7) Judgment on whether the General Meeting of the Shareholders for Decision Hearing should be convoked with regard to the implementation or non-implementation of the allotment of the Share Options without contribution
    - 8) Approval of the revision of or modifications to the Plan
    - 9) Determination whether persons fall under the Unqualified Persons
    - 10) Other matters prescribed in the Plan as executable by the Independent Committee
    - 11) Matters otherwise prescribed as executable by the Independent Committee at the Board of Directors' Meeting
  - When the Independent Committee considers that the Acquisition Statement and information provided by the Acquirer fall short as the Required Information, both the Board of Directors and the Independent Committee shall be allowed to request the Acquirer to provide additional information. Furthermore, when the Acquirer has submitted the Acquisition Statement and the additional information requested by the Independent Committee, the Independent Committee may also request as appropriate to the Board of Directors the submission of opinion on the content of the Acquisition by the Acquirer and its supporting materials, (if available) alternative plans, and other information deemed necessary, within the prescribed period.
  - The Independent Committee may disclose information received from the Acquirer to the Board of Directors.
  - The Independent Committee shall directly or indirectly hold consultations and/or negotiations with the Acquirer and/or present the alternative plan of the Board of Directors to the shareholders, when it is necessary to improve the content of the Acquisition by the Acquirer from the perspective of ensuring and improving our corporate value and the common interest of our shareholders.
  - The Independent Committee may request the attendance of Directors, Corporate Auditors, Executive Officers, employees, and other persons the Independent Committee deem necessary for the collection of necessary information, and may request explanation regarding matters requested

by the Independent Committee.

- The Independent Committee may seek advice from financial advisors, certified public accountants, lawyers, certified tax accountants, consultants, and other experts at the expense of the Company.
- Each member of the Independent Committee may convene the Independent Committee when an Acquisition has taken place or at any other time.
- The resolution of the Independent Committee shall, in principle, be made upon the full attendance (includes attendance by TV conferences and telephone conferences; hereinafter the same applies.) of the members of the Independent Committee and with a majority vote. However, under unavoidable circumstances, a majority of the voting rights of a majority attendance shall produce a resolution.

**Brief History of Independent Committee Members**

The members of the Independent Committee as of the Renewal of the Plan are planned to be the following three persons:

**Yukari Yamashita**

(Date of Birth: October 23, 1959)

CAREER

October 1985	Joined The Institute of Energy Economics, Japan
June 2011	Board Member, Unit Manager of Global Environment & Sustainable Development Unit at The Institute of Energy Economics, Japan
July 2011	Board Member, Director, Charge of Energy Data and Modelling Center at The Institute of Energy Economics, Japan
June 2019	Director at JAPEX (up to the present date)
June 2020	Managing Director, Charge of Energy Data and Modelling Center at The Institute of Energy Economics, Japan (up to the present date)

\*Ms. Yukari Yamashita is JAPEX's Outside Director as stipulated in Article 2, Clause 15 of the Companies Act.

\*No particular relationship is existent between Ms. Yamashita and JAPEX.

**Masaki Wada**

(Date of Birth: December 21, 1961)

CAREER

April 1987	Appointed prosecutor
July 2014	Chief Prosecutor, Hakodate District Public Prosecutors Office
January 2017	Director-General, Immigration Bureau
January 2019	Director of Trial Department, Supreme Public Prosecutors Office
May 2020	Director-General, Public Security Intelligence Agency
January 2023	Superintending Prosecutor, Hiroshima High Public Prosecutors Office
March 2025	Recorded attorney (Daiichi Tokyo Bar Association) (up to the present date)
March 2025	Attorney at HANZOMON SOGO LAW OFFICE
June 2025	Director at JAPEX (up to the present date)

April 2026

Attorney at Wada Law Office (up to the present date)

\*Mr. Masaki Wada is JAPEX's Outside Director as stipulated in Article 2, Clause 15 of the Companies Act.

\*No particular relationship is existent between Mr. Wada and JAPEX.

**Chikara Kawakita**

(Date of Birth: October 15, 1954)

CAREER

April 1977

Joined The Ministry of Finance

July 2010

Commissioner of the National Tax Agency

October 2012

Professor at Graduate School of Law, Hitotsubashi University

June 2013

Outside Director at ITOCHU Corporation

October 2014

Deputy Chairperson at General Insurance Rating Organization of Japan

June 2019

Outside Audit & Supervisory Board Member at KONAMI

HOLDINGS CORPORATION

June 2022

Corporate Auditor at JAPEX (up to the present date)

\*Mr. Chikara Kawakita is JAPEX's Outside Corporate Auditor as stipulated in Article 2, Clause 16 of the Companies Act.

\*No particular relationship is existent between Mr. Kawakita and JAPEX.

**Overview of Shareholding of JAPEX Shares (as of March 31, 2026)**

1. Total number of authorized shares: 600,000,000
2. Total number of shares issued: 257,000,380 (including treasury shares: 242,778)
3. Number of shareholders: 116,942
4. Major shareholders (Top 10)

Rank	Name of shareholder	Stock ownership (shares)	Percentage of stocks outstanding
1	Minister of Economy, Trade and Industry	97,163,620	37.84%
2	The Master Trust Bank of Japan, Ltd. (Trust)	21,703,900	8.45%
3	STATE STREET BANK AND TRUST COMPANY 505223	6,763,476	2.63%
4	Custody Bank of Japan, Ltd. (Trust)	6,213,600	2.42%
5	STATE STREET BANK AND TRUST COMPANY 505001	5,881,223	2.29%
6	JFE Engineering Corporation	4,620,060	1.80%
7	INPEX Corporation	3,565,265	1.39%
8	STATE STREET BANK AND TRUST COMPANY 505103	3,111,987	1.21%
9	Marubeni-Itochu Steel Inc.	2,367,220	0.92%
10	BNP PARIBAS LUXEMBOURG/2S/JASDEC/JANUS HENDERSON HORIZON FUND	2,271,900	0.88%

(Note) Percentage of stocks outstanding is calculated after deducting treasury shares. It is rounded to the nearest second decimal place.