

Results of the Board of Directors' Evaluation of the Large-Scale Purchase Actions, etc., by 3D and Confirmation of Shareholders' Intent Regarding the Implementation of Countermeasures

—Toward the Medium- to Long-Term Improvement of Corporate Value and Protection of the Common Interests of Shareholders—



May 8, 2026

Note: This document has been translated from the Japanese original for reference purposes only.
In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



The Board of Directors has determined that countermeasures against 3D's large-scale purchase actions, etc., should be implemented.

Basis for determining that countermeasures should be implemented

1

3D's purpose

P. 3-

The true purpose of 3D's large-scale purchase actions, etc., is to pursue its own short-term profit by acquiring stronger influence over the Company's management

2

Damage to corporate value

P. 10-

The large-scale purchase actions, etc., risks harming the Company's corporate value by undermining trust in the Company as social infrastructure and trust from business partners, and by impeding the execution of the new medium-term management plan

3

Damage to common interest of shareholders

P. 17-

The large-scale purchase actions, etc., risks harming the common interests of the Company's shareholders due to issues including conflicts of interest, information disclosure, and coerciveness



3D's purpose

The true purpose of 3D's large-scale purchase actions, etc., is to pursue its own short-term profit by acquiring stronger influence over the Company's management

Discrepancy between 3D's asserted purpose of "pure investment" and actual circumstances



There is significant discrepancy between 3D's assertion of "pure investment" and the actual circumstances made clear by 3D's actual actions

3D's public assertions

In the explanatory statement, 3D asserts that the current purchase is for a "pure investment" purpose

- "Pure investment" that does not seek to acquire management control
- The Company's management and specific measures should be independently determined and implemented by the Company's Board of Directors
- Improvements to the governance structure will significantly enhance the Company's corporate value

Significant discrepancy with actual circumstances

Objective facts

3D's actual actions

Nevertheless, this significant discrepancy from the actual circumstances made clear by 3D's actual actions, and the main purpose is to influence the Company's management so that decisions will be made in accordance with 3D's wishes

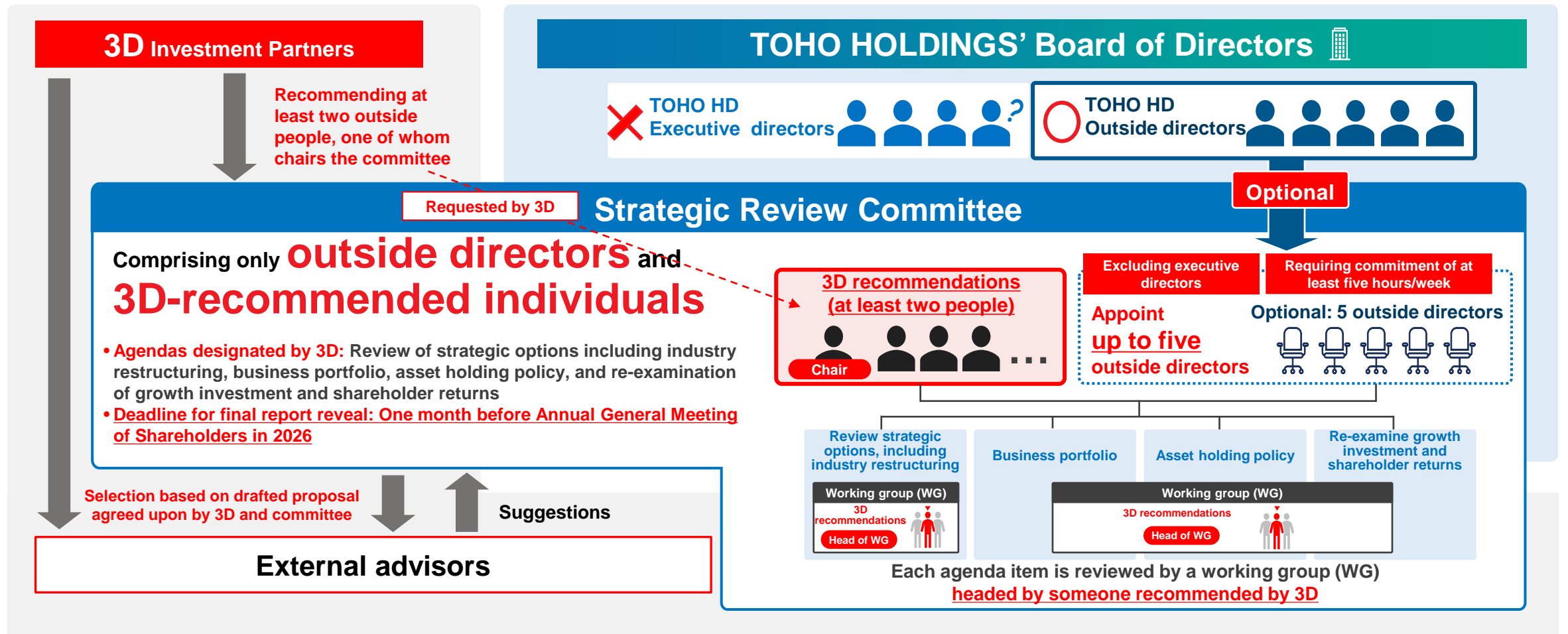
- Insisting on carrying out returns to shareholders premised on merger with another pharmaceutical company and industry realignment, and review of surplus assets
- Requested the establishment of a strategic review committee structured to reflect its own intentions (see page 5)
- Suggested that, if its requests were not accepted, it would use its voting rights to exercise shareholder proposal rights, demand the convocation of an extraordinary general meeting of shareholders, and conduct a public campaign (see page 8)

Discrepancy between 3D's asserted purpose of "pure investment" and actual circumstances:



Problems with Strategic Review Committee requested by 3D

The strategic review committee requested by 3D is structured so that 3D's intentions would effectively be reflected in decision-making regarding management matters that should originally be handled by the Board of Directors, including through 3D-recommended individuals serving as a committee chair and working group heads



Discrepancy between 3D's asserted purpose of "pure investment" and actual circumstances: NDA presented by 3D related to establishment of Strategic Review Committee



The draft non-disclosure agreement (NDA) presented by 3D deviated substantially from a standard NDA and contained unreasonable provisions premised on the establishment of a strategic review committee that would exclude management and make decisions in accordance with the demands of 3D, a single shareholder

Proposed NDA presented by 3D on October 14, 2025 (excerpts; notes in red added by the Company)

第4条 (本委員会の内容) ←

Requested that matters concerning the committee be determined not only through agreement between 3D and the Company, but also unilaterally by 3D (including specifying changes) ↓

1. 本委員会は、乙の企業価値向上のための経営戦略の検討を目的とした、本項各号に定める事項（甲が乙との協議を踏まえ別途書面により当該事項の変更を指定した場合には、当該変更後の事項とする。）の全てを内容とする委員会をいう。←

(1) 委員会の正式な委員として、甲が乙に対して別途提示する候補者の中から、少なくとも二名の社外有識者を選任する（以下「社外有識者委員」という。）。甲はかかる候補者の提示に際して必要に応じて乙と協議することができる。←

(2) 委員会の委員長は、社外有識者委員のうちいずれかの委員が務める。←

(3) 委員会の検討事項（以下「本アジェンダ」という。）は、別紙で定める事項の全てを含むものとする。**Required the appointment of at least two external experts proposed by 3D as committee members, and further required that the committee chair and each working group head be external experts proposed by 3D ↑**

(4) 本アジェンダについて実効的な検討を行う観点から、委員会の下部組織として、別紙の第1項及び第2項に規定する事項をそれぞれ検討するワーキンググループを組成する。なお、各ワーキンググループ長は社外有識者委員が務める。←

(5) 委員会は、独自のファイナンシャル・アドバイザー、リーガルアドバイザー及びコンサルティングファームを選定し、利用する。これらアドバイザー等の選定は、甲及び委員会が別途合意した提案依頼書を当該アドバイザー等の候補者に対して交付し、これに応じて提出された提案書を検討する方法により行う。←

Required that requests for proposals relating to advisor selection also exclude the Company and be agreed solely between 3D and the committee ↑

(6) 委員会は、2026年3月31日までに、甲及び乙の取締役会に対して、本アジェンダについての委員会の検討結果の最終報告をする。なお、本委員会の甲及び乙の取締役会に対する報告内容は同一のものとする。また、委員会は、甲及び乙の取締役会に対し、本アジェンダについての委員会の検討状況の報告を適時に実施する。これらの報告は、本アジェンダについて、具体的な検討プロセス、委員会における検討状況及び検討結果並びにそれらの詳細な理由を内容とする。←

2. 乙は、甲に対し、2025年11月20日までにその時点で予定する本委員会設置決定の内容を報告（以下「本委員会設置決定の事前報告」という。）する。甲は、本委員会設置決定の事前報告の内容が前項に規定する全ての事項を内容とするものか否かを判断し、その結果を本委員会設置決定の事前報告がなされた日から3営業日以内に乙に対して通知する。疑義を避けるため付言すると、甲は、前項(5)及び(6)号については、本委員会設置決定において、その内容を実施予定である旨を乙が示していれば、前項(5)号及び(6)号の条件を満たすものと判断することができる。なお、甲は、その任意の裁量により、設置が予定される委員会が前項各号に規定する事項の一部を内容とするものでなかったとしても、本委員会設置決定の事前報告の内容が前項に規定する全ての事項を内容とするものと判断することができる。←

3. 本委員会は、甲が前項に基づき本委員会設置決定の事前報告の内容が第1項に規定する全ての事項を内容とするものと判断したことを通知し、乙が本委員会設置決定の事前報告から内容を一切変更することなく本委員会設置決定を行いこれを第3条2項に基づき甲に対して報告した場合に限り、設置されたと評価するものとする。←

Requested a mechanism under which validity of the NDA would immediately terminate unless the Company established a strategic review committee fully aligned with 3D's demands (creating a risk of leakage of corporate confidential information, including details of dialogues between the Company and 3D) ↑

Requested that all committee deliberations and results thereof, that constitute important confidential management information, be reported in a timely manner exclusively to 3D as a specific shareholder

3D's points concerning governance raised with the Company are nothing more than a means of forcing its proposals on the Company



3D has repeatedly changed its governance-related demands and, without considering the current governance structure that has been fundamentally revised, has continued to demand investigations by a third-party committee into misconduct from approximately six to ten years ago based on the circumstances at that time, making it difficult to believe that it is genuinely seeking to improve governance

- | 3D called for establishment of third-party committee, citing past Antimonopoly Act Violations and the incident concerning Nihon University Hospital to assert problems with governance
- | However, the items pointed out by 3D are inconsistent (see next page for details)
 - Declaration to the effect that if the Strategic Review Committee called for by 3D is established, committee would not need to review governance structure
 - Even after receiving written statements from that time by Director Edahiro and Director Umada, proposed establishment of Strategic Review Committee without mentioning those statements
 - When the Company refused the request to establish a strategic review committee, 3D requested the filing of a liability suit against directors based on written statements
 - However, in communications to the Company's outside directors, 3D explained that the request for the lawsuit was intended to present legal issues to make investigations by the third-party committee to be established more effective and meaningful
- | Despite thoroughly explaining that the governance structure has changed significantly since the incidents roughly 6-10 years ago, 3D would not listen at all, and unilaterally continued to make the same request premised on the situation at that time, an approach that is not meaningful dialogue
- | 3D's aim is not actually to correct governance, but if the Company does not agree to 3D's requests, it is clear that they will use references related to the governance structure and request for lawsuit to pressure management and the Outside Directors to agree to their requests



Summary of inconsistent assertions and requests (pressure) made by 3D to date

3D's assertions lack consistency, giving rise to unavoidable doubts as to whether they are truly intended to improve the Company's corporate value, and the discrepancy between its actual conduct and assertions reasonably raises concerns that it is pressuring management in pursuit of short-term profit

Reversal of Claims on the Governance Structure

- | **8/7/23 (letter):** Called for construction of corporate governance system in light of past incidents
- | **3/25/25 (letter):** Requested establishment of third-party committee related to past incidents
- | **5/27/25 (press release):** Launching a campaign opposing the election of certain directors of the Company, with governance and compliance as the primary points of contention
- | **7/11/25 (letter):** Following annual general meeting of shareholders, again requested establishment of third-party committee
- o **10/3/25 (dialogue):** Despite requesting establishment of strategic review committee, statement made to the effect that verification of governance by committee unnecessary. At same time, asserted that if committee not established, would demand extraordinary general meeting of shareholders (resolution unknown)
- o **3/12/25 (letter):** Re-requested to establish third-party committee related to past incidents following the implementation of the response policy toward 3D on 10/31/25
- o **15/12/25 (letter):** Requested the Audit and Supervisory Committee to file a lawsuit seeking liability against the Company's 16 Directors and resigned Directors

Revisiting the withdrawn industry reorganization

- | **3/14/25 (dialogue):** Presented request for proposal (RFP) for launch of joint FA with 3D for purpose of merger with another pharmaceutical company, requested launch of FA
- o **9/10/25 (dialogue):** Reflected on remarks made on 3/14/25, apologized, and retracted what was said.
- | **10/3/25 (dialogue/materials):** A document titled "Overview of Strategic Review Committee," which was presented at the time of the meeting, contained outline of strategy review committee to be led by 3D. However, during dialogue, statements made to the effect that efforts at industry restructuring would be centered around Edahiro and that the strategy review committee would cooperate in the process.

Inconsistent expectation on CEO Edahiro

- | **5/27/25 (press release):** Called for vote against director candidate Edahiro. Cannot dismiss CEO Edahiro's responsibility for insufficient governance and compliance. Questioned suitability for appointment as CEO.
- | **8/20/25 (email):** Requested written records and verdict related to antitrust law violation and meeting with CEO Edahiro on the incident
- o **9/10/25 (dialogue):** While responding to the request for dialogue, they made no mention whatsoever of the case. Instead, they stated that they were pleased with Mr. Edahiro's leadership as CEO and expressed a desire to collaborate with him to enhance corporate value.

Hasty demand for a Strategic Review Committee and the Convocation of an Extraordinary General Meeting

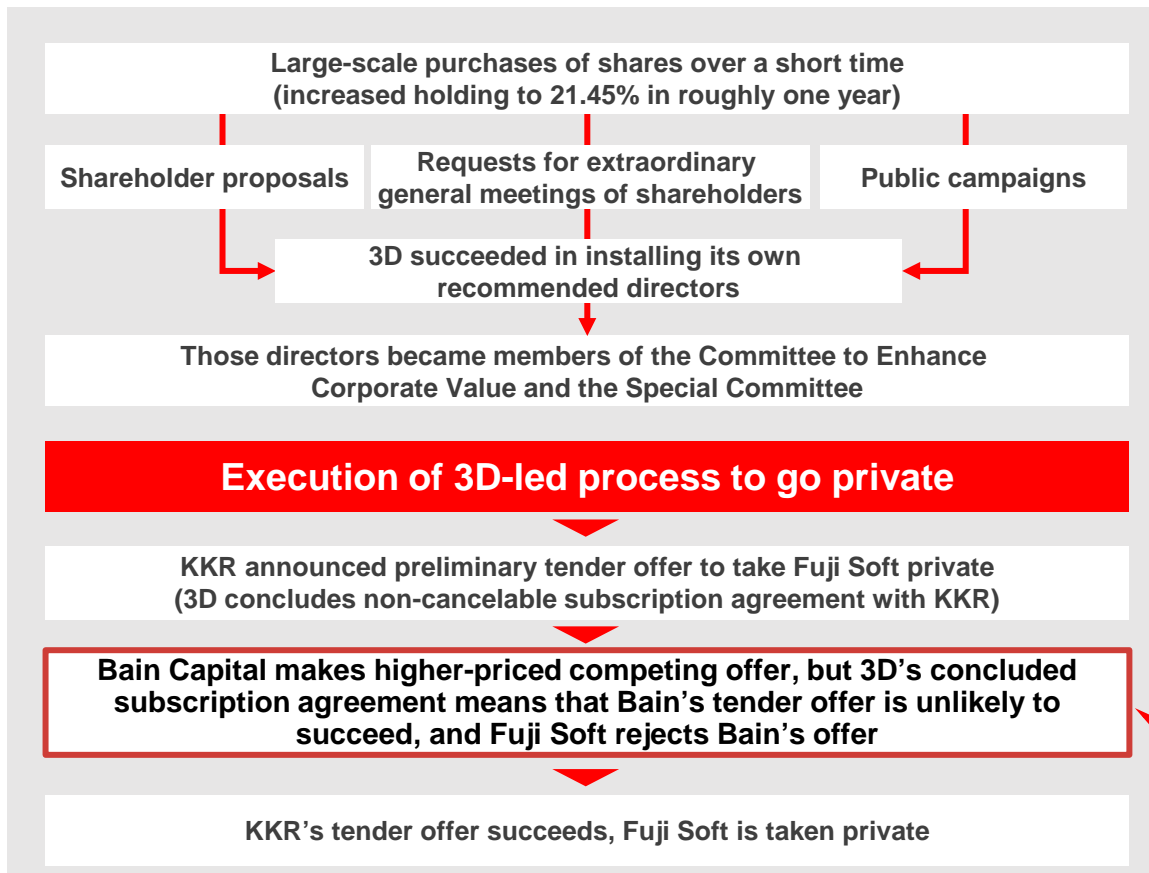
- | **9/10/25 (dialogue):** Asked to be contacted on timing when establishment of strategic review committee could be discussed, but then in same conversation indicated availability to discuss topic was tight.
- o **9/12/25 (telephone):** Requested reply to establishment of strategic review committee by 9/19/25
- | **9/22/25 (letter):** Asserted that purpose of additional purchases was "Our commitment to increase your corporate value over the medium to long term through dialogue with you over time"
- o **10/3/25 (dialogue):** Using request for extraordinary general meeting of shareholders as leverage if TOHO HOLDINGS failed to establish strategic review committee led by 3D, demanded reply by 10/17/25.



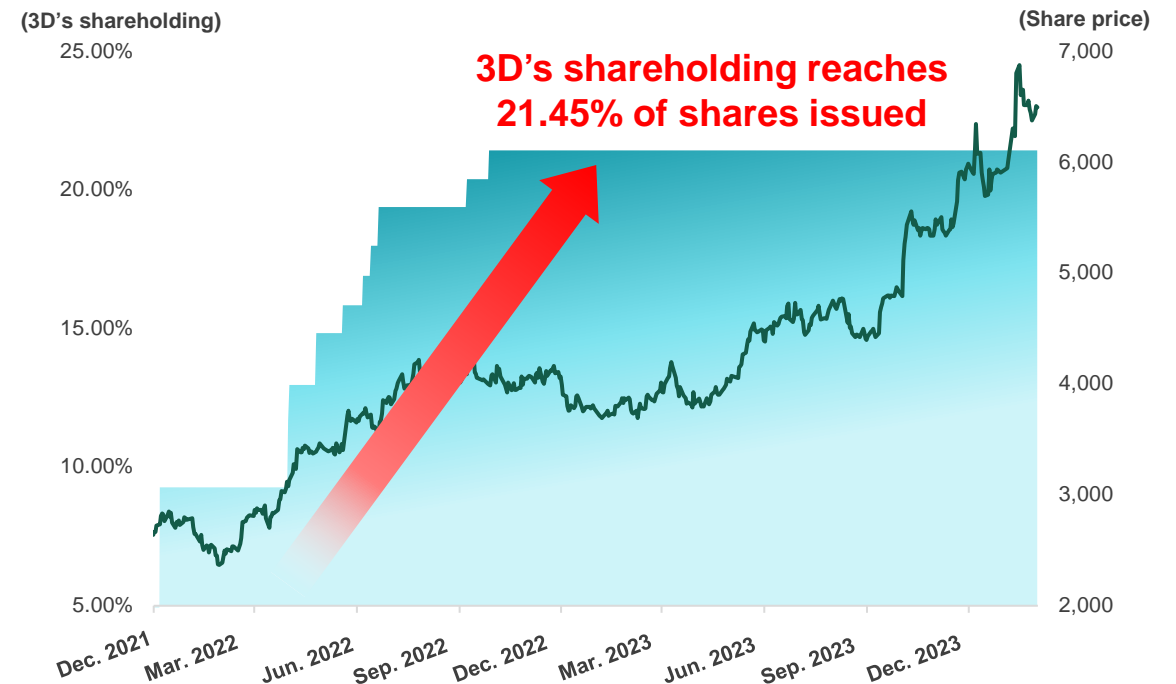
Example of 3D's investment prioritizing 3D's own short-term profit (investment in Fuji Soft)

In December 2021, 3D had acquired a large shareholding (9.28%) in Fuji Soft, and then subsequently carried out additional share purchases, shareholder proposals, calls for extraordinary general meetings of shareholders, public campaigns, etc. In addition, with 3D-recommended directors on the Committee to Enhance Corporate Value and the Special Committee, 3D strengthened its own influence and carried out a 3D-led process that took the company private

3D's approach to Fuji Soft



3D's holding in Fuji Soft and Fuji Soft's share price



As a result of 3D's actions to secure its own profit quickly and with certainty (non-cancelable subscription agreement), 3D was not able to take advantage of opportunity to sell at a higher price (Bain's counterproposal), creating problem of conflict of interest by neglecting common interest of shareholders



Damage to corporate value

Concern that 3D's large-scale purchase actions, etc., will damage the Company's corporate value



Acquisition of significant influence on Company's management

After completing its large-scale purchase actions, etc., 3D's shareholding would correspond to 27.02%*1 of voting rights, making it overwhelmingly the largest shareholders and giving 3D substantial veto authority over special resolution matters. With this large bloc of voting rights, 3D will exercise significant influence on the Company's management and in effect it will be able to force the implementation of measures in accordance with 3D's own intentions.

Shareholder composition

Voting participation rate

81.5%

Voting participation rate at TOHO HOLDINGS' 2025 Annual General Meeting of Shareholders

3D's current voting rights holding ratio*2

24.66%

Voting rights holding ratio 27.02%

If 3D were to acquire shares up to the maximum amount shown in the Explanatory Statement on Large-Scale Purchase Actions, Etc.

Veto level for special resolutions 27.17%

Power to veto would have been one-third of voting participation rate at 2025 Annual General Meeting of Shareholders

- n Already at a level that could give the company veto power over special resolutions
- n Additional acquisition of shares would give 3D even greater influence on management of TOHO HOLDINGS

*1. Shareholding percentage of 3D's 175,607 voting rights (including 3,260 voting rights associated with latent shares) after completion of large-scale purchasing actions, etc. Total shareholder voting rights are 646,598 (as of March 31, 2026).
 *2. Shareholding percentage of 3D's 160,235 voting rights (including 3,260 voting rights associated with latent shares) as of February 3, 2026. Total shareholder voting rights are 646,598 (as of March 31, 2026).

3D has shown a lack of a concrete management policy, and is only interested in the pursuit of short-term profit



3D has not made any specific or effective proposals regarding business strategies or policies to improve operating results

3D's lack of concrete management policy

- | A party seeking to acquire shares that would have significant influence over management should explain to the Company and general shareholders its vision for the Company's management direction so that general shareholders can appropriately assess the merits of such acquisition
- | 3D stubbornly repeated the assertion that the market share price is significantly below its intrinsic value due to governance failures, claiming as though governance reforms would resolve all the Company's management issues relating to enhancing corporate value, while failing to make any specific or effective proposals regarding business strategies or policies to improve operating results
 - The Company's governance structure has been steadily and greatly enhanced and strengthened, and 3D's assertions intentionally ignore those initiatives by the Company and are not based on the Company's current reality (see page 16)
- | This stance shows that 3D is only interested in the pursuit of its own short-term profit, and has no interest whatsoever in the Company's medium- to long-term management policies or measures to enhance corporate value



Lack of experience in or knowledge of the Company's business

3D has no experience in or knowledge of the Company's business, and is presenting ineffective measures to increase return on capital

3D's lack of business experience or industry knowledge & unfeasible measures to increase return on capital

| Despite the fact that 3D would have significant influence on the Company's management, **3D acknowledges that it does not have knowledge or understanding of the Company's business of pharmaceutical wholesaling**

- 3D asserts that, because it does not intend to acquire management control of the Company, **it does not need to have knowledge or experience concerning pharmaceuticals wholesaling business or other business**
- Although 3D criticizes based on commercial practices in the pharmaceuticals wholesaling industry, it merely points to industrywide issues in general terms **without considering the circumstances and initiatives of the Company or the industry**, revealing its lack of understanding of the Company's management environment and business structure

| **By putting forth unfeasible measures to increase return on capital, etc.**, 3D's assertions expose a lack of understanding of the Company and of the pharmaceutical wholesaling business's management environment and business structure

- **The ROIC improvement measures asserted by 3D assess only the asset side and have not been verified from both the liability/capital side**
- **3D presents a one-sided and arbitrary ROIC analysis that does not reflect the Company's actual circumstances**, including by failing to verify the significance of holding business assets that are the source of the Company's corporate value and by not sufficiently considering restrictions on the operations of the Company's business relating to operating capital
- In fact, 3D offered a defensive explanation characterizing its ROIC improvement measures as "reference information," so the weakness of the basis for that can be inferred

| If 3D were to have significant influence over the Company's management, it could cause disruption to the Company's management and impede the implementation of policies to enhance corporate value

3D's pursuit of short-term profit will forfeit the Company's business foundation as social infrastructure and earnings opportunities



There is concern that if 3D were to force the Company to pursue short-term profit, that would damage the Company's medium- to long-term corporate value

Foundation of
the Company's
corporate value

| Due to the characteristics of the pharmaceuticals wholesaling business, maintaining and strengthening continuous and long-term relationships with business partners such as pharmaceutical manufacturers that supply pharmaceuticals and medical institutions and pharmacies that handle pharmaceuticals, forms the Company's revenue foundation and is indispensable to the medium- to long-term enhancement of corporate value

| By fulfilling our mission as a highly public social infrastructure that that enables safe and secure pharmaceutical distribution premised on the trust of business partners, the Company has earned the trust of business partners and society as a whole, and laid the foundation for corporate value

| There are concerns that the pursuit of short-term profit will cause the loss of trust from business partners and earnings opportunities over the medium to long term, and damage corporate value

Concerns regarding 3D's assertions

- **Unlocking liquidity of logistics facilities:** A profit on the sale resulting from liquidation would be temporary. Over the medium to long term, the increase in the burden of lease fees would depress operating profit and cash flow. Renewal negotiations would become necessary upon expiration of lease agreements, reducing the possibility of predicting long-term costs
- **Excessive cost improvement measures:** Reducing delivery frequency on the grounds of unprofitability and shrinking the logistics network by consolidating operational bases may fail to satisfy business partners' stable supply requirements and could adversely affect future receipt of orders
- **Excessive pushing forward the sale of cross-shareholdings and similar assets:** May harm relationships of trust with business partners in which the Company holds shares, and may prevent funds from being allocated to necessary growth investments, resulting in a decline in medium- to long-term competitiveness

Damage to
corporate value



The Company's new Medium-term Management Plan 2026-2028

The Company has formulated a new medium-term management plan that works to convert to a type of management that stresses profitability and capital efficiency and achieving the sustainable enhancement of corporate value
Carrying out the new Medium-term Management Plan will make the greatest contribution to the Company's corporate value and shareholder interests over the medium to long term

ROE	8% or more	Operating profit margin	1.5% or more	Operating profit	30 billion yen or more	Growth investment	50 billion yen or more
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Growth Strategies

Pharmaceutical wholesaling business

Pharmaceutical wholesaling

- Expanding the number of specialty pharmaceuticals acquired
- Strengthening the sales and delivery system and improving productivity by promoting digital transformation (utilizing BI and AI)
- Strengthening the development functions of customer support systems

New business

New business

- Creating new businesses (including CDMO) through proactive alliances and M&A with companies in fields such as prescription pharmaceuticals, medical devices/materials, reagents, OTC drug, medical IT, and logistics
- Accelerating the expansion of the Medical Digital Transformation business

Pharmaceutical manufacturing and sales business

Pharmaceutical manufacturing and sales

- Expanding CDMO business for new modalities

Dispensing pharmacy business

Dispensing pharmacy business

- Strengthening of governance
- Improving efficiency and profitability by promoting digital transformation

Efficiency Strategy

Cost structure reform

Restructuring of unprofitable divisions, improving productivity in sales, logistics, and delivery, reduction of indirect material costs and business process reform

Strengthening the Management Foundation

- Sophistication of governance
- Contribution to the environment
- Promotion of digital transformation
- Human capital management (system and culture reforms, DE&I, and health and productivity management)

Capital Policy

- Total payout ratio of 100% or more
- DOE 4% or more
- Stable dividend increases and flexible share buybacks (shareholder returns 50 billion yen or more)

*The Company's new Medium-term Management Plan is available at: https://data.swcms.net/file/tohohd/ja/pressrelease/auto_20260428513296/pdfFile.pdf

Governance system to reliably and efficiently implement the New Medium-term Management Plan



The Company strengthened the governance structure based on the recommendations of the Governance Enhancement Special Committee, and is working to further enhance the governance structure for the steady execution of the new Medium-term Management Plan

Further strengthen the effectiveness of the Board of Directors

- | Revised skill matrix for execution of Medium-term Management Plan
- | Established Company's own standards for independence of Outside Directors
- | Increased opportunities for exchanges of opinions and sharing of knowledge among Outside Directors only

CGO to display effective authority

- | Clarified authority and responsibilities of Chief Governance Officer (CGO)
- | Promoting implementation of Governance Enhancement Special Committee's findings

**Making audits more effective
Rapid and appropriate response to misconduct**

- | Strengthened audit structure by increasing number of auditors and their skills
- | Revised basic risk management rules and prepared response manual for when misconduct occurs, to respond to misconduct more rapidly, etc.

Nomination process and succession planning

- | Established clear standards for the appointment and dismissal of directors and the selection and removal of the CEO, and implemented evaluations based on such standards
- | Formulated CEO succession plan

Rigorous investment discipline

- | Clarified the decision-making process to rationalize and objectify investment decisions, and established investment standards for the Investment Committee, including the setting of hurdle rates based on capital costs



Damage to common interest of shareholders

Concern that 3D's large-scale purchase actions, etc., will damage the common interest of shareholders



Damage to common interest of shareholders

3D has not only failed to indicate specific measures regarding the problem of a conflict of interest with general shareholders and the related need to protect general shareholders, but also is not even trying to understand them or give them consideration at all

Conflict of interest with general shareholders

- | There is a possibility that conflicts of interest will arise between 3D, which pursues short-term profit, and general shareholders who invest in the Company from a medium- to long-term perspective
However, 3D insists that no conflicts of interest exist with general shareholders and has shown no consideration whatsoever regarding conflict-of-interest issues
- | In the past, 3D has effectively blocked the opportunity for a counter bid to the tender offer by the purchaser selected in a 3D-led process of going private, and prioritized a sale of its own shares without any consideration given to the common interests of general shareholders (see page 9; Fuji Soft example)

Absence of appropriate premium for control

- | Carrying out on-market purchases without sufficient information disclosure, not paying general shareholders an appropriate premium for control
- | Will expose the Company's general shareholders to the risk that the power to control the management of the Company will be acquired without a sufficient premium being paid

Insufficient and inappropriate disclosure of information

- | Despite seeking to acquire significant influence over the Company's management, 3D has provided only abstract assertions of the development of governance structures as management policy or measures to enhance corporate value
- | The recommendations on the governance level asserted only by 3D only present general discussions concerning governance, and that information alone will make it difficult for shareholders to make appropriate decisions

Coerciveness toward general shareholders

- | Concern that the large-scale purchase actions, etc., will damage the Company's corporate value (see page 14)
- | Sufficient information necessary to evaluate the merits and demerits of the large-scale purchase actions, etc. has not been provided
- | The large-scale purchase actions, etc. will be carried out through on-market purchases, creating issues such as general shareholders not being provided with sufficient information or an opportunity for consideration to judge whether to accept the purchase



Main opinions expressed in “dialogue with shareholders” other than 3D

During the introduction of the response policy, the Company engaged in dialogue with major domestic and overseas institutional investor shareholders, many of whom expressed critical and skeptical views regarding the large-scale purchase actions, etc. by 3D

- | Caution and skepticism that 3D’s proposed Strategic Review Committee will be misused. The issues should normally be debated by the Board of Directors and committees, and the establishment of a new committee does not seem necessary.
- | Negative impressions of the inconsistencies in 3D’s responses.
- | “Coerciveness” is a point of particular emphasis. Want 3D to highlight the basis for (1) 3D’s shareholding percentage and (2) Coercive call for establishment of 3D-led Strategic Review Committee.
- | Recognition that governance issues raised by 3D are things of the past.
- | Regarding 3D’s proposed Strategic Review Committee, strategic proposals are the role of management, and also considering the Board of Directors’ underlying oversight responsibility, misgivings about an organization structured around Outside Directors.
- | Although 3D is proposing a Strategic Review Committee, not seeing specific measures for the enhancement of corporate value raises concerns regarding 3D’s additional purchase without clearly knowing their intentions.
- | Regarding past incidents, more than five years have passed and measures to prevent reoccurrence and initiatives to strengthen governance continue to function, and those incidents are now recognized as having been “resolved.”
- | More than five years have passed since past incidents and management responsibility has already been clarified. Senior managers from that time have retired as well. This is therefore recognized as something of the past that does not require any new responses at this time.



Recommendations from the Independent Committee

Implementation of the countermeasures is appropriate



Recommendations from the Independent Committee (Ensuring fairness and objectivity in the operation of the response policy)

The Independent Committee, established for the purpose of preventing arbitrary decisions by the Board of Directors and further enhancing the fairness and objectivity of the operation of the response policy, issued recommendations summarized below, concluding that implementation of the countermeasures would be appropriate subject to approval at the General Meeting of Shareholders

<Composition of the Independent Committee>
Consisted of three independent outside directors

Recommendations unanimously approved by all three members

Outside Independent


Outside Director
Audit and Supervisory
Committee Member



Hidehito Kotani

Outside Independent Female


Outside Director



Manako Haga

Outside Independent Female

Outside Director
Audit and Supervisory
Committee Member



Miho Saito

<Risk of harm to corporate value and the common interests of shareholders resulting from the large-scale purchase actions, etc. by 3D>

- 1 The source of the Company's corporate value lies in its continuous and long-term relationships with business partners and the operating capital that supports them
- 2 If the Company were to comply with 3D's requests, there is a risk that the source of the Company's corporate value (relationships with business partners), and consequently its medium- to long-term corporate value, will be harmed
- 3 3D intends to exert material influence on the Company's important decision-making and to cause the Company to prioritize only increasing figures for profit or investment efficiency in the short term

If 3D carries out the large-scale purchase actions, etc., there is a risk that the Company's corporate value and the common interests of shareholders will be harmed

<Necessity and appropriateness of implementing the countermeasures>

Necessity

- | There is a risk that the large-scale purchase actions, etc. by 3D will harm the Company's corporate value and the common interests of shareholders
- | There are no circumstances to presume that the countermeasures are for the purpose of self-protection by current management (no special circumstances exist to deny the necessity thereof)
- | The large-scale purchase actions, etc. by 3D may involve coerciveness

Appropriateness

- | Measures have been taken to enable 3D to avoid or mitigate damages, and 3D can foresee such damages
- | Mechanisms have also been created to prevent unreasonable countermeasures from being implemented through arbitrary judgments or application (including respect for recommendations from the Independent Committee and confirmation of shareholders' intent)
- | In light of the various measures to strengthen corporate value and corporate governance, as well as the new medium-term management plan, maintaining the current structure will contribute to enhance corporate value and consequently the common interests of shareholders

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It is appropriate to confirm shareholders' intent at a shareholders' meeting



At the conclusion

Our request to shareholders



Our request to shareholders

- | **As a result of the evaluation and review, the Company’s Board of Directors determined that the large-scale purchase actions, etc. by 3D is not for a “pure investment” purpose, but is intended to acquire stronger influence over the Company’s management and force the Company to pursue management decisions focused on short-term profit, and that, if carried out, the large-scale purchase actions, etc. could cause serious disruption to the Company’s management and harm the Company’s medium- to long-term corporate value and the common interests of shareholders**
- | **Therefore, a proposal will be submitted to the 78th Annual General Meeting of Shareholders, scheduled to be held in June 2026, to consult on whether to implement the countermeasures.**
- | **We ask for shareholders’ understanding of our policy to enhance corporate value over the medium and long term through the New Medium-Term Management Plan, and for your strong support of the proposal.**



Appendix

Overview of implementation of countermeasures in response to large-scale purchase actions, etc., for the Company's shares

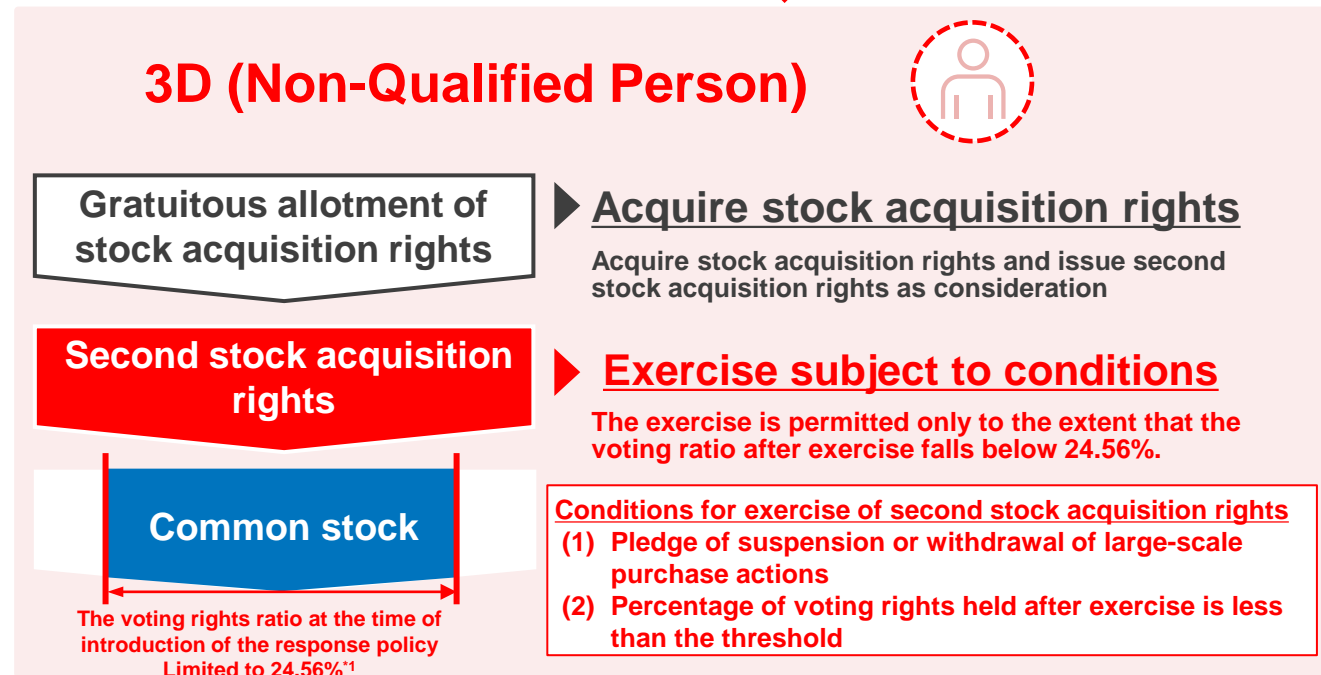
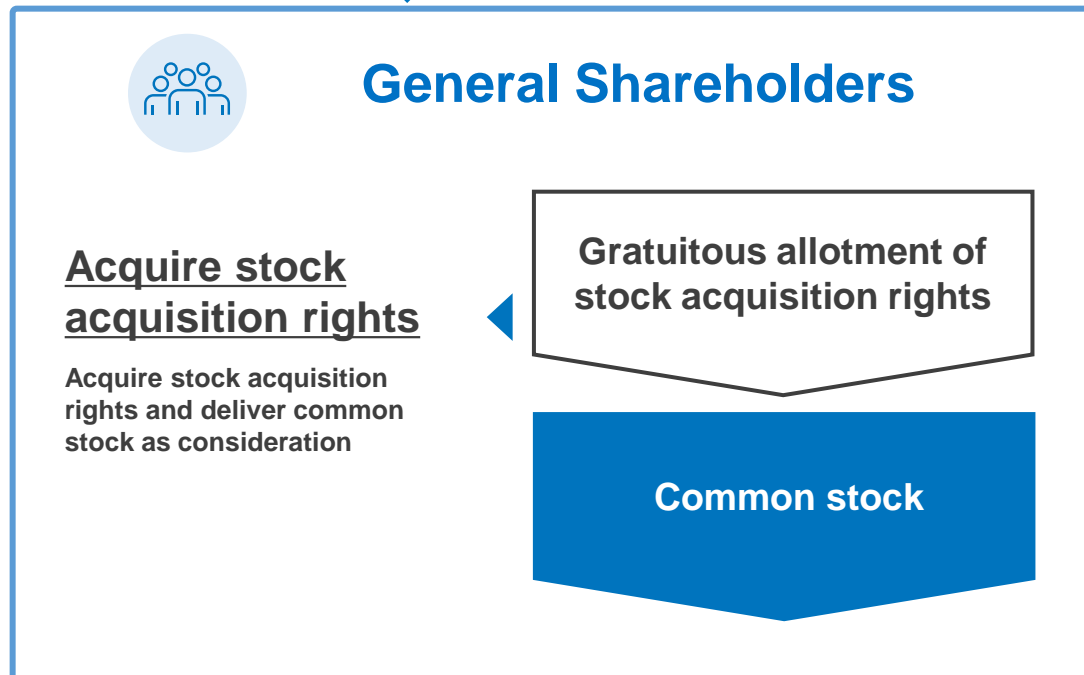


Overview of countermeasures (framework for second stock acquisition rights)

- | If the proposal for implementation is approved at the shareholders' intent confirmation meeting and the large-scale purchase actions, etc., is not withdrawn, countermeasures will be triggered.
- | The Company will, by resolution of the Board of Directors, conduct a gratuitous allotment of stock acquisition rights to general shareholders and 3D, with differing exercise conditions and acquisition terms.
- | **The aggregate value of Company shares held by general shareholders will not be diluted.**

TOHO HOLDINGS

Gratuitous allotment of stock acquisition rights to all shareholders proportional to their shareholdings



Ratio of share certificates, etc. held corresponding to 160,235 voting rights held by 3D as of October 31, 2025 (including 3,260 voting rights attributable to dilutive shares). Total voting rights of all shareholders: 649,086 (as of October 31, 2025)



Overview of countermeasures (framework for second stock acquisition rights)

Highlights of framework for second stock acquisition rights

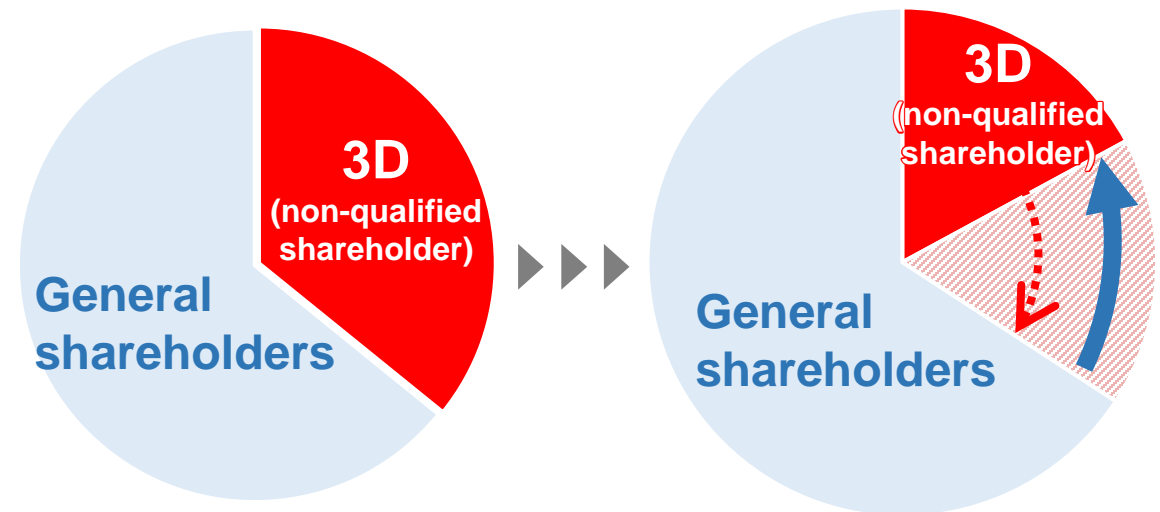
- 3D (a non-qualified shareholder) will only be permitted to exercise voting rights associated with the second stock acquisition rights to the extent that its voting rights ratio after exercise of the second stock acquisition rights falls below the voting rights ratio (threshold) at the time of introduction of the response policy
- Exercise of the second stock acquisition rights requires: (i) a pledge to discontinue or withdraw the large-scale purchase actions, and (ii) that the voting rights ratio after exercise falls below the threshold

Purpose of framework for second stock acquisition rights

- Temporarily suspend additional purchases by non-qualified shareholders to secure the information and time necessary for shareholders to make appropriate decisions
- Respect shareholders' intention regarding the implementation of countermeasures against the large-scale purchase actions, etc. by 3D
- Even if countermeasures against the large-scale purchase actions, etc. are implemented, 3D remains able to recover its investment and avoid economic loss

After implementation, reduction in 3D's voting rights percentage

Upper limit on 3D's (non-qualified shareholder) voting rights percentage is capped at percentage at time of implementation (threshold)





Overview of countermeasures

Overview/Purpose		<ul style="list-style-type: none"> Primary purpose for introducing response policy is to deal with already materialized large-scale purchase actions, etc., by 3D, and differs from so-called advance warning-type takeover defense measures introduced in normal times. Response policy also enables TOHO HOLDINGS to request information from 3D and secure time for consideration to confirm whether shareholders are willing to accept or would oppose a large-scale purchase by 3D. In the unlikely event that 3D fails to comply with procedures and attempts a large-scale purchase, the TOHO HOLDINGS' Board of Directors will initiate prescribed countermeasures, with all due respect given to opinions of Independent Committee.
Trigger		<ul style="list-style-type: none"> Voting rights holding ratio exceeding 24% (3D's current shareholding ratio: 24.66%*1) <p>*As 3D's voting rights ratio already exceeded 24% at the time the response policy was introduced (October 31), only additional acquisitions are subject to the trigger</p>
Independent Committee		<ul style="list-style-type: none"> Composed of three independent outside directors (makes recommendations on whether to implement countermeasures and other necessary matters)
Procedure	Deadline for submission of large-scale purchase explanation	<ul style="list-style-type: none"> Within 60 business days (A large-scale purchaser submits the large-scale purchase explanation to the Company's Board of Directors at least 60 business days prior to the commencement of any large-scale purchase actions, etc.)
	Information provision (deadline)	<ul style="list-style-type: none"> Within five business days (The Company requests large-scale purchaser to provide necessary information within five business days, in principle, from date on which large-scale purchase explanation was received)
	Board evaluation period	<ul style="list-style-type: none"> Within 60 business days (The Company evaluates and considers the merits of the large-scale purchase within 60 business days of receiving the large-scale purchase explanation) An extension of 20 business days is possible (based on recommendation by Independent Committee in the event provided information and available time be reasonably deemed insufficient to properly perform evaluation and review)
	Shareholders' Intent Confirmation Meeting	<ul style="list-style-type: none"> If the Company opposes a large-scale purchase action, etc., based on the Independent Committee's opinion, a shareholders' intent confirmation meeting will be convened to ask whether they approve or disapprove of countermeasure implementation.
	Implementation of countermeasures	<ul style="list-style-type: none"> If the countermeasure proposal is approved at the shareholders' intent confirmation meeting and the large-scale purchase actions, etc., is not withdrawn, the countermeasures will be implemented. Failure to comply with response policy rules will trigger implementation of countermeasures
Outline of countermeasures	Gratis allotment of stock acquisition rights	<ul style="list-style-type: none"> Will use gratis allotment of stock acquisition rights to TOHO HOLDINGS' shareholders as countermeasure (but non-qualified person will not be able to exercise stock acquisition rights).
	Acquisition of stock acquisition rights by Company	<ul style="list-style-type: none"> Acquire stock acquisition rights from general shareholders in exchange for Company shares Acquisition from non-qualified person in exchange for the second stock acquisition rights (exercisable at a rate below 24% or the ratio determined by the Company's Board of Directors)
	Validity period of the response policies	<ul style="list-style-type: none"> Response policy expires at end of first Board of Directors' meeting following Annual General Meeting of Shareholders to be held in June 2026. Following the conclusion of the Board of Directors meeting, the period will be extended to the extent necessary to respond to the large-scale purchase actions, etc.

*1. Ratio of share certificates, etc. held corresponding to 160,235 voting rights held by 3D as of February 3, 2026 (including 3,260 voting rights attributable to dilutive shares). Total voting rights of all shareholders: 646,598 (as of March 31, 2026)



Total commitment to good health

Notice

This presentation is not intended to solicit the delegation of the exercise of voting rights to the Company or any third party with respect to proposals at the Company's 78th Annual General Meeting of Shareholders.

Statements contained in this presentation that are not past facts are forward-looking statements that reflect our plans, expectations, strategies and assumptions, and involve known and unknown risks and uncertainties. These statements are based on currently available information and represent the beliefs of the management of TOHO HOLDINGS CO., LTD. These statements are subject to numerous risks and uncertainties that could cause actual results, performance and achievements to differ materially from those described or implied in the forward-looking statements. Since many factors could cause the actual results to differ substantially from these forward-looking statements, investors are advised to avoid undue reliance on the latter. This presentation has not been prepared for the purpose of stimulating investment. Any decision to invest is the sole responsibility of the individual investor. In addition, pharmaceuticals-related information in this document is not intended as advertising or medical advice.