[Translation]

September 22, 2023

To whom it may concern:

Company name	Cosmo Energy Holdings Co., Ltd. (Code: 5021, Prime Market in the Tokyo Stock Exchange)
Representative	Shigeru Yamada Representative Director and Group CEO
Contact person	Eriko Date General Manager of Corporate Communication Dept. (TEL: (03)-3798-3101)

Notice Concerning Delivery of Information List (3) Regarding Large-scale Purchase Actions, etc. of the Company's Share Certificates, etc.

As announced in the press release as of September 8, 2023, "Notice Concerning Receipt of Response to Information List (2) Regarding Large-scale Purchase Actions, etc. of the Company's Share Certificates, etc.," the Company received a response to the "Information List (2)" requesting the provision of information considered necessary for the Company's Board of Directors and the Company's shareholders to examine details of the Large-scale Purchase Actions, etc. (the "Response (2)") from Minami Aoyama Fudosan Co., Ltd. ("Minami Aoyama Fudosan") and Ms. Aya Nomura ("Ms. Nomura").
The Company's Board of Directors deliberately examined the details of the Response (2) and determined that it would be insufficient for the Company's Board of Directors and the Company's shareholders to examine details of the Large-scale Purchase Actions, etc. Today, the Company delivered to Minami Aoyama Fudosan and Ms. Nomura the "Information List (3)" as exhibited requesting additional provision of necessary information.
The delivery of the Information List (3) is based on the advice from the Independent Committee as of today that its delivery is appropriate.

The Company would like to ask its shareholders to continuously pay close attention to the information to be disclosed by the Company.

End

(Exhibit)

Information List (3)

The inquiries or information which we request that the Large-scale Purchasers answer or provide as of September 22, 2023 are as follows. Terms not specifically defined in Information List (3) follow the definitions in the Company's press release regarding the introduction of the Response Policies dated January 11, 2023, the Information List, and Information List (2). **In Response (2), you effectively refused to respond to or provide a great deal of inquiries and information for vague reasons, such as "we consider this information unnecessary for shareholders to make decisions." The Company requests your responses to these inquiries and provision of this information again here. The Company has indicated the especially important inquiries and information to be provided in a particularly explicit manner, while clearly stating the reasons therefor again in Information List (3)**.

Please note that points to note for provision of information which is also included in the Information List also apply to this Information List (3). In particular, **in regard to each of the matters in Information List (3) for which you are requested to respond or provide information, the Company requests again that you do so in order to contribute to reasonable decisions by the Company's shareholders, taking into account the points in the "Guidelines for Corporate Takeovers" (especially, the points made in Principle of Transparency, which is listed as Principle 3)** announced by the Ministry of Economy, Trade and Industry on August 31, 2023.

Furthermore, as stated in the Information List, please note again that **if any information or responses necessary and sufficient for the Company's shareholders to make a well-considered and reasonable decisions are not provided, since the Statement of Intent states the method of increasing ownership both inside and outside the market which will be used for the Large-scale Purchase Actions, etc., the Company's general shareholders will be pressured.**

I. Among the inquiries and information included in the Information List and Information List (2), responses or provision considered to be incomplete or insufficient

Part 1 Details of the Large-scale Purchasers and their Group

1. In the Response to **2.** of **Part 1 in I** of the Information List (2) (a part of the inquiry reposted below in italics), you indicated that "the purchasing bodies of the Purchase have been determined as purchasers through discussions based on the purchasers' own circumstances. We do not believe it has become significantly difficult for the shareholders to understand the situation just because several entities appear." However, **as several entities appear as the Company's large shareholders and the purchasing bodies have frequently changed in the Large-scale Purchaser Group for reasons unknown to outsiders, it has become unclear which entity is responsible for dialogue with the Company. In addition, when it remains unclear which entity would affect the Company's management after the implementation of the Large-scale Purchase Actions, etc., it is difficult for the Company's general shareholders to evaluate accurately what impact the Large-scale Purchase Actions, etc., would have on the Company's medium- to long-term corporate value or shareholders' common interests** (for example, the representative for City Index Eleventh, who made a shareholder proposal to the Company at the Ordinary General Meeting of Shareholders, differs from the representative for Minami Aoyama Fudosan, who is listed in the Large-scale Purchaser Group). Further, **from an objective perspective, there does not seem to be any particular situation preventing an explanation** of why the entities of the Large-scale Purchase Actions, etc., have changed. **Although originally, the three parties of City Index Eleventh, Reno, and Ms. Aya Nomura jointly held shares of the Company, why was Reno replaced by Minami Aoyama Fudosan, and why was it decided that City Index Eleventh, which made the shareholder proposal at the Ordinary General Meeting of Shareholders, would not be included in the Large-scale Purchasers?** Therefore, in light of the purpose of the information provision procedures in the Response Policies and the principle of transparency, which is emphasized in the Guidelines, please provide us with specific details in a sincere manner with regard to "discussions based on the purchasers' own circumstances." In addition, while you stated "we do not believe it has become significantly difficult for the shareholders to understand the situation just because several entities appear," (this relates to 3. below) you have refused to provide an explanation that is easy for general shareholders to understand by using the capital relationship chart related to relationships between corporations and individuals that are included in the scope of the Large-scale Purchaser Group (from an objective perspective, there is not any reasonable reason for refusing to provide an explanation thereof.). Please provide us with the specific reason therefor.

    2. *"In addition, **only City Index Eleventh (which is a joint-holder of the Large-scale Purchasers) has made shareholder proposals and sent letters to the Company, and Ms. Aya Nomura and Mr. Hironao Fukushima, a representative of City Index Eleventh, attended and appeared in a meeting with the Company and press conferences. Nevertheless, Minami Aoyama Fudosan is included as a Large-scale Purchaser instead of City Index Eleventh this time, and since several entities appear in this way, it is very difficult for shareholders to understand the actual state of the Large-scale Purchasers, including the capital relationships of each company. Please provide the reason why the purchasing bodies have been changed in this way**."*

2. In the Response to **2.** of **Part 1 in I** of the Information List (2) (a part of the inquiry reposted below in italics), you indicated that "our responses to both (i) and (ii) are no." If that is the case, please provide us with the specific reason for dividing the purchasing body into multiple entities. **In the meetings between the Company and (City Index Eleventh and) you, Mr. Murakami has been in the forefront and has led the meetings in the past, and if your responses are no, we believe that dispersing the purchasing body to several entities will result in not only**

making the entities responsible for the dialogue unclear, but also making it unclear which entity will have management influence over the Company after the Large-scale Purchase Actions, etc., are executed. For this matter as well, from an objective perspective, there does not seem to be any particular situation preventing an explanation thereof; thus, we ask for your sincere response.

2. "*Specifically, please answer yes or no as to (i) whether avoiding regulations that will be imposed on major shareholders, including the provision system of short-term margins (Article 164 of the FIEA) is included in the purpose and (ii) whether enjoying maximum tax benefits is included in the purpose in anticipation of the Company conducting a TOB by an issuer based on demand of the Large-scale Purchaser Group in the future, respectively.*"

3. Regarding **3.** of **Part 1 in I** of the Information List (2) (the inquiry reposted below in italics), not only in the response to **4** of **Part 1** of the Information List, but also in the response to the Information List (2), you still refused, without giving any adequate reason for doing so, to provide a response, merely explaining that "this inquiry requests provision of information significantly beyond the scope of information disclosure required by the Financial Instruments and Exchange Act for a tender offer, and we believe that this is information unnecessary for shareholders to make a decision." **In light of the circumstance where the purchasing bodies** of shares of the Company **have changed multiple times in a short amount of time** in the past **(with no specific explanation)**, we believe **it is essential, upon providing information to the Company's general shareholders, to have a wide understanding of the actual structure of the "Large-scale Purchaser Group," including those who may fall under specially related parties under the tender offer regulations**. We consider the scope of the "Large-scale Purchaser Group" to be appropriate, and **the Guidelines clearly indicate that "it is advisable for the acquirer to respond in good faith when asked by the target company about the extent to which there are any joint holders, and if there are circumstances which can be inferred that a person is a joint holder, it is advisable for the acquirer to provide relevant information" (p. 34)** (this principle is understood to apply to those who potentially may be added as a joint holder at any time). In this regard, please provide us with a sincere response to the matters regarding such inquiry again (the Large-scale Purchasers have refused disclosure with no specific reasonable reason; however, **please provide again an explanation that is easy for general shareholders to understand by using the capital relationship chart related to relationships between corporations and individuals that are included in the scope of the Large-scale Purchaser Group**.).
In fact, in light of the situations where (i) the Large-Scale Purchaser Group transferred a large number of shares of the Company off-market from Reno to Minami Aoyama Fudosan (the Company did not receive any communication from Mr. Murakami or you regarding this off-market transfer until City Index Eleventh's Change Report dated April 14, 2023 was filed) and the entity that holds shares of the Company has changed, and (ii) City Index Eleventh's letter dated May 1, 2023 to the Company stated that "Minami Aoyama Fudosan has filed an advance notification of inward direct investment under the Foreign Exchange and Foreign Trade Act and if you look at it together with the advance notifications by us, Ms. Nomura Aya, and Reno, it is a fact that the maximum ratio of the acquisition of shares of your company has been formally increased to approximately 40% in total. However, the advance notification only indicates the maximum acquisition limit (acquisition framework) within six months after the notification by each entity filing the notification, and this does not mean that the above four entities will immediately acquire up to approximately 40% of shares of your company. In fact, 6.8% in terms of the investment ratio of the acquisition limit of Minami Aoyama Fudosan was used for the transfer of shares of your company within our group, and was not used for additional acquisition by our group," **it is obvious that the Large-scale Purchaser Group, including you, have transferred the shares of the Company in themselves at will. Therefore, in light of evaluating the Large-Scale Purchase Actions, etc.,** the Company believes that **it is also obvious that the Company's general shareholders need the information about whole Large-scale Purchaser Group**.【異存なし】

On this point, as we addressed in Information List (2), in light of the increase in influence by the Large-scale Purchaser Group, including City Index Eleventh and you, over the Company's management due to the Large-scale Purchase Actions, etc., the actual situation of the Large-scale Purchasers, including their capital relationship, is extremely important as basic information to decide whether the Large-scale Purchase Actions, etc. will hinder the improvement of the Company's medium-to long term corporate value and shareholders' common interests. If you fail to provide a response to the below inquiry, it will become difficult for the Company's shareholders to make a reasonable decision. In spite thereof, if you reject providing information with regard to above, please explain the reason why you reject it specifically and convincingly.

3. *In the Response to 4. of **Part 1.** of the Information List (the inquiry reposted below in italics), since "the definition of the 'Large-scale Purchaser Group' is inappropriate," you disclosed information only on the "purchasers" i.e., City Index Eleventh as well as Minami Aoyama Fudosan and Ms. Nomura, but the "Large-scale Purchaser Group" was established by listing specific company names, after carefully considering the relationship in past investment cases by the Large-scale Purchasers and City Index Eleventh and their related parties (including relationships that were stated to be joint holders when submitting the large-volume holdings statement) and family relationships, etc. We believe that the broad understanding of the "Large-scale Purchaser Group" including persons who may fall under specially related persons under tender offer regulations is essential in order to provide information to the Company's shareholders, in light of the fact that your company and others clearly stated that your response is "provision of information broader than that is required to be disclosed in the TOB" (response to 7. of **Part 3.** of the Information List) (as you know, in the case of TOB, formal specially related parties and substantial specially related parties of the tender offerors are also required to be disclosed in the tender offer statement) and as stated in 2. above, **Minami Aoyama Fudosan is included as the Large-scale Purchaser this time instead of City Index Eleventh (which was the counterpart of the dialogue), and the purchasing body is changing frequently**. The Company believes that information on the scope of the "Large-scale Purchaser Group" is appropriate. Please inform us of matters regarding the inquiry again (**please provide information so that it is easy for general shareholders to understand by using the capital relationship chart related to relationships between corporations and individuals that are included in the scope of the Large-scale Purchaser Group**). Among the Large-scale Purchaser Group, **it is obvious that Mr. Murakami in particular always has been a main speaker in numerous meetings with your company and others that were conducted since your company and others commenced acquisition of the Company's shares, and had a leading position in the Large-scale Purchaser Group**. Please provide the reason why you "determined that it is sufficient if we provide responses about the purchasers from the perspective of necessity of provision of information to shareholders" and believe that you do not need to provide information on Mr. Murakami, in spite of the above fact.*

4. In the Response to **4.** of **Part 1 in I** of the Information List (2) (the inquiry reposted below in italics), you still refused, without giving any specific adequate reason for doing so, to provide a response, merely explaining that "this inquiry requests provision of information significantly beyond the scope required by the Financial Instruments and Exchange Act for a tender offer, and we believe that this is information unnecessary for shareholders to make a decision." The tender offer statement with respect to Japan Asia Group Limited, dated April 27, 2021, submitted by City Index Eleventh, indicated that Minami Aoyama Fudosan (a Large-scale Purchaser for this matter) held 100 shares (50% in terms of the voting rights ratio) of City Index Eleventh's 200 issued shares. However, in the letter dated May 1, 2023, there was a change, and a response was provided that Minami Aoyama Fudosan held no shares of City Index Eleventh. We believe that such a change in the capital structure in the Large-scale Purchaser Group is far from insignificant.
As such, as the capital relationship of the vehicles, including the Large-scale Purchasers, frequently change in the Large-scale Purchaser Group due to reasons unknown to outsiders, it is

unclear which entity is responsible for dialogue with the Company. In addition, when it remains unclear which entity would affect the Company's management after the implementation of the Large-scale Purchase Actions, etc., it is difficult for the Company's general shareholders to evaluate accurately what impact the Large-scale Purchase Actions, etc., would have on the Company's medium- to long-term corporate value or shareholders' common interests. Further, **from an objective perspective, there does not seem to be any particular situation preventing an explanation of at least why the capital relationship has changed at, in addition to Minami Aoyama Fudosan, which is listed in the Large-scale Purchaser, City Index Eleventh, which still currently holds a large amount of shares of the Company, and Reno (the representative of both companies is Mr. Fukushima and the administrative contact for both is Ms. Yoko Takahashi), a former holder thereof**. In light of the situation where the capital structure frequently changes greatly even at the Large-scale Purchasers alone, we believe it is essential, upon providing information to the Company's shareholders, to have a deep understanding of the actual structure of the "Large-scale Purchaser Group," including those who may fall under specially related parties under the tender offer regulations. Therefore, in light of the purpose of the information provision procedures in the Response Policies and the principle of transparency, which is emphasized in the Guidelines, please provide us again with a response in a sincere manner with regard to the matters regarding such inquiry.

4. *In the Response to 5. of **Part 1.** of the Information List, it is merely stated that "the reason for changing the capital structure was due to finances of each company and the circumstances of shareholders, as well as other circumstances," but please provide us with specific details on the (i) finances of each company, (ii) circumstances of shareholders, and (iii) other circumstances, respectively, including the time and facts serving as the basis.*

5. In the response to the inquiry of 5. of **Part 1.** in **I** of the Information List (2), it is stated that "Office Support directly owns 100% of the shares of Minami Aoyama Fudosan. Because ATRA is a wholly-owning parent company of Office Support, ATRA falls under a wholly-owning parent company of Minami Aoyama Fudosan as well; thus, there has been no change in the capital," and with respect to the capital structure of ATRA, it is stated that "further, regarding ATRA's shareholders other than City [the Company's note: City Index Eleventh; the same applies hereinafter], **City Index Tenth Co., Ltd.** accounts for 45.4% and Mr. Yoshiaki Murakami and **his relatives** account for 21.2% in total" [underline and emphasis added by the Company]. **The capital structure of City Index Tenth Co., Ltd. ("City Index Tenth") that holds nearly half of the voting rights of ATRA(a 100% grandfathered company of Minami Aoyama Fudosan, which is a Large-scale Purchaser) and the details of "his relatives" above, etc. are obviously understood to be important as basic information**. Therefore, please provide us with the following matters:

(1) with respect to City Index Tenth, in addition to (i) the location of the head office, (ii) contact information in Japan, and (iii) the governing law for incorporation, the matters designated in 1. of **Part 1.** of the Information List and the following matters with respect to its representative:
   (A) address;
   (B) contact information in Japan;
   (C) place of tax payment;
   (D) main banks and/or main lenders, as well as the balance of borrowings therefrom;
   (E) history over the past ten years;
   (F) investees, the investment ratio at the investees, and position at the investees;
   (G) funds effectively controlled or operated by the party, as well as the outline of the partners, etc., details of the investment policy, and details of the investment and lending activities over the past ten years; and
   (H) whether falling under a foreign investor and information serving as the basis thereof (including the existence of an address or residence in Japan); and

(2) with respect to each of Mr. Murakami's relatives (who hold shares of ATRA), the matters from (A) through (H) above.

6. In the response to the inquiry of 6. of **Part 1.** in **I** of the Information List (2) (the inquiry reposted below in italics), you provided only a vague response to the effect that "fund demand is related to settlement of credits and debts, etc. within the group . In the first place, we believe that this inquiry requests information beyond the scope required for a tender offer and that this is information unnecessary for shareholders' decision; thus, we refrain from making further responses." With respect to the specific details of the fund demand of each group company, you have given no further detailed information than "fund demand is related to settlement of credits and debts, etc. within the group." For this matter as well, if the entities that hold shares of the Company in the Large-scale Purchaser Group change greatly for reasons unknown to outsiders, it will become unclear which entity is responsible for dialogue with the Company. In addition, if the entity that affects the Company's management after the implementation of the Large-scale Purchase Actions, etc. is uncertain and may change at any time, it will be difficult for the Company's general shareholders to evaluate accurately what impact the Large-scale Purchase Actions, etc., would have on the Company's medium- to long-term corporate value or shareholders' common interests.
In fact, as mentioned in 3. above, in light of the situations where (i) the Large-Scale Purchaser Group transferred a large number of shares of the Company off-market from Reno to Minami Aoyama Fudosan (the Company did not receive any communication from Mr. Murakami or you regarding this off-market transfer until City Index Eleventh's Change Report dated April 14, 2023 was filed) and the entity that holds shares of the Company has changed, and (ii) City Index Eleventh's letter dated May 1, 2023 to the Company stated that "Minami Aoyama Fudosan has filed an advance notification of inward direct investment under the Foreign Exchange and Foreign Trade Act and if you look at it together with the advance notifications by us, Ms. Nomura Aya, and Reno, it is a fact that the maximum ratio of the acquisition of shares of your company has been formally increased to approximately 40% in total. However, the advance notification only indicates the maximum acquisition limit (acquisition framework) within six months after the notification by each entity filing the notification, and this does not mean that the above four entities will immediately acquire up to approximately 40% of shares of your company. In fact, 6.8% in terms of the investment ratio of the acquisition limit of Minami Aoyama Fudosan was used for the transfer of shares of your company within our group, and was not used for additional acquisition by our group," it is obvious that the Company's concerns above are reasonable. Therefore, in light of the purpose of the information provision procedures in the Response Policies and the principle of transparency, which is emphasized in the Guidelines, please provide us again with a response in a sincere manner with regard to the inquiry.

6. According to the Response to 8. of Part 1. of the Information List, it is stated that Reno moved all of its shares to Minami Aoyama Fudosan based on "fund demand of each group company." Regarding "fund demand of each group company," please provide us with the specific facts (including the details of "fund demand of each group company") serving as the basis for making such determination.

7. In response to 11 of **Part 1** in **I** of the Information List (2) (some of the inquiries reposted below in italics), you responded, "regarding the inquiry in the 'responses to the inquiries for the tender offerors' on February 4, 2020, submitted by City Index Eleventh in the TOB for shares of Toshiba Machine Co., Ltd., assuming that the 'tender offeror group' includes Minami Aoyama Fudosan, Minami Aoyama Fudosan is not included in the 'tender offeror group' and the basis of the inquiry is wrong." However, with regard to not including Minami Aoyama Fudosan in the "tender offeror group" in the "responses to the inquiries for the tender offerors" on February 4, 2020, we consider that the above response was inappropriate or misleading, considering that Minami Aoyama Fudosan was a shareholder who holds 33.5% of City Index Eleventh, a tender offeror, and fell under a formal specially related party at the time of the response. Even if we put this point aside for the moment, this does not change the fact that such failure to announce

financial results breaches Article 440, paragraph (1) of the Companies Act and results in directors being subject to civil penalties (Article 976, item (ii) of the Companies Act). Please explain why Minami Aoyama Fudosan, which is included in the Large-scale Purchasers, has not announced financial results yet regardless of the description of the tender offer statement below (including the details of "administrative errors" to which you referred). Please provide specific details on what you think about such circumstances, and regarding consistency with your response to 21. of **Part 1** of the Information List "the purchasers care about legal compliance and are making an effort to maintain legality of business activities by asking assistance and advice from lawyers and other outside experts, as necessary."

In addition, regarding 22. of **Part 1** of the Information List, you provided answers only about City Index Eleventh and Minami Aoyama Fudosan. Please provide answers about other Large-scale Purchaser Groups in the same way. In particular, in the TOB for shares of Toshiba Machine Co., Ltd. (currently Shibaura Machine Co., Ltd.) by City Index Eleventh, Toshiba Machine itself is positioned as the "tender offeror group"; moreover, regarding Office Support about which you responded "since financial results about the settlement were not announced due to administrative errors, we are proceeding with the procedures for it now," it seems that Office Support announced the last financial results for the term ending October 2019 (the 22nd term), and it has not announced financial results since then, excluding the term ending March 2022 (the 25th term). Similarly, it seems that S-Grant made its last announcement in the term ending June 2019 (the 19th term), and it has not announced the financial results for the period since then. Please similarly provide answers about the financial results of these companies. We are aware that Office Support has publicly announced its financial results for the fiscal period ending March 31, 2021 (24th period), the fiscal period ending March 31, 2022 (25th period), and the fiscal period ending March 31, 2023 (26th period) in the Official Gazette dated September 20, 2023, and we are aware that S-Grant has published a public notice of its financial results for the fiscal period ending June 30, 2021 (21st period), the fiscal period ending November 30, 2021 (22nd period) and the fiscal period ending November 30, 2022 (23rd period) in the same official gazette, but your response does not constitute an answer to this question, so please answer in good faith.

11. *Regarding 22. of **Part 1** of the Information List, you answered regarding Minami Aoyama Fudosan, a company which is part of the Large-scale Purchasers, that "**since financial results about the settlement were not announced due to administrative errors, we are proceeding with the procedures for it now**" [the Company's note: emphasis and underline added by the Company], but regarding the TOB for shares of Toshiba Machine Co., Ltd. (currently Shibaura Machine Co., Ltd.) by City Index Eleventh, in the response on p. 21 of the submitted "responses to the inquiries for the tender offerors" on February 4, 2020, you provided a similar response, stating "each company of the tender offeror group, **including Minami Aoyama Fudosan,** confirmed **financial results of the settlement were not announced due to administrative errors and thus we are proceeding with the procedures for now**" [the Company's note: emphasis and underline added by the Company]." **Please provide the specific reason why you have not announced financial results, even though there was sufficient time of more than three years to deal with it from that time to now (including details of "administrative errors")**.*

8. In the response to 12. of **Part 1** in I of the Information List (2) (the inquiry reposted below in italics), you mentioned that "you state that in light of the fact that Ms. Yoko Atsumi is serving as a representative lawyer of City Index Eleventh in the case of petition for provisional injunction order against share option gratis allocation by City Index Eleventh against Japan Asia Group Limited in April 2021, it is quite possible that she falls under a 'related party' as a 'person who receives a large amount of money and other assets' from the Large-scale Purchaser Group. Nevertheless, in the above case, the person with whom City Index Eleventh executed the delegation agreement is not Ms. Yoko Atsumi, but the legal professional corporation to which Ms. Yoko Atsumi belonged at that time; therefore, your indication is inappropriate." However, if this interpretation works, this means that lawyers and other professionals who belong to

organizations do not fall entirely under "related parties"; **furthermore, since Ms. Yoko Atsumi is listed as a representative attorney (not a subagent attorney) in the above case, it is apparent that City Index Eleventh issued a letter of attorney to her, and it was submitted to the court (in other words, there was engagement agreement between Ms. Atsumi and City Index Eleventh directly)**; thus, unfortunately, we have to say that the interpretation above is distorted. Laws and regulations that provide for "related parties" list persons who fall under the main persons who are strongly influenced by foreign investors; furthermore, even if the attorney belongs to an organization (in addition, we understand that Ms. Atsumi was a representative attorney at the Kojimachi Office of Atsumi & Sakai Legal Professional Corporation at the time of the case; moreover, according to the press release on December 25, 2020, by Atsumi & Sakai, Ms. Atsumi also served as a senior partner of the same office), in the case where the organization (Atsumi & Sakai in a relationship with Ms. Atsumi) is in a position to receive a large amount of money as compensation, the person is considered to be strongly influenced by foreign investors; accordingly, we believe that your interpretation is unreasonable considering the above point. If you have any rebuttal to this point, please let us know. Furthermore, as for the Large-scale Purchasers, please answer 'yes' or 'no' whether they noticed in advance with regard to exercise the voting rights (agree) in the Proposal No.6 which was for Ms. Atsumi as the outside director candidate in the Company's Ordinary General Meeting of Shareholders held in 2023.

12. *"Regarding 25. of **Part 1.** of the Information List (the inquiry reposted below in italics), you stated "Ms. Yoko Atsumi does not fall under a 'related party' and thus this question lacks premise. Your company requested that the purchasers provide answers, such as the reason why they determined that Ms. Yoko Atsumi does not fall under a related party, but the party claiming that she falls under a related party (your company) should provide the reason why you think so." On this point, **regarding Ms. Atsumi, the Company recognizes the facts as stated in Exhibit 2 (Attached as an Exhibit of Information List (2). In addition, partially correction of errors, emphasis and underline added by the Company.) on May 23, 2023 of the Company "Notice Concerning Opposing Opinion of the Company's Board of Directors to the Shareholder Proposal at the Company's Ordinary General Meeting of Shareholders." In addition, in light of the fact that she is serving as a representative lawyer of City Index Eleventh in the case of petition for provisional injunction order against share option gratis allocation by City Index Eleventh against Japan Asia Group Limited in April 2021, we understand that it is quite possible that she falls under a "related party" as a "person who receives a large amount of money and other assets" from the Large-scale Purchaser Group (Article 2, paragraph (1), item (ii), (e) of the Order on Inward Direct Investment)**. The purpose of this question is to confirm compliance in the Large-scale Purchaser Group, not with respect to Ms. Atsumi personally. Please provide an answer to the inquiry again considering these circumstances."*

9. In relation to the inquiries above, and as we addressed therein, considering the actual situation where the Large-scale Purchaser Group including you has transferred shares of the Company freely within the group, your decision to reject providing basic information about the Large-scale Purchaser Group without reasonable cause means that the Large-scale Purchaser Group for which even basic information is unclear will increase its influence over the Company's management through the Large-scale Purchase Actions, etc. Accordingly, we believe that this will raise concerns about damage to the Company's corporate value and shareholders' common interests, and as a result, this will actively induce the Company's shareholders to respond to the Large-scale Purchase Actions, etc., and the Company's shareholders will be pressured in this sense. If you have any rebuttal to this point, please let us know.

Part 2 Purposes, Method, and Details of the Large-scale Purchase Actions, etc.

1. In the response to 1 of **Part 3** in **I** of the Information List (2), you stated, "Firstly, it is incorrect that Minami Aoyama Fudosan has not been involved in any consultation with you. Minami

Aoyama Fudosan just did not participate in in-person consultations with you directly, and with regard to the details of consultations between City Index Eleventh and Ms. Nomura and you, three parties had consultations, and that consultation among the three parties was for purposes of encouraging you to improve corporate value and shareholder value. Even the process leading up to the decision that the purchasers would be the entities involved in the Purchase, which occurred via consultations among the three parties, obviously proceeded on the basis that the three parties acted together to encourage you to improve corporate value and shareholder value." **However, since April 7, 2023, when Minami Aoyama Fudosan became a shareholder of the Company, several opportunities were provided for meetings between our former company and the Large-scale Purchasers; however, please provide the specific reasons why Mr. Tatsuya Ikeda, a representative director of Minami Aoyama Fudosan, did not participate directly in the meeting with the Company (even though opportunities were provided at the meeting on May 23, 2023, (attended by Ms. Nomura and City Index Eleventh), the meeting on June 29, 2023 (attended by Mr. Murakami and City Index Eleventh), and the meeting on August 17, 2023 (attended by Ms. Nomura and City Index Eleventh) and the opportunity for Minami Aoyama Fudosan (which had already become the shareholder of the Company) to participate directly in these meetings was secured)**. In addition, **you stated, "The consultations among the three parties were to encourage you to improve corporate value and shareholder value. Even the process leading up to the decision that the purchasers would be the entities involved in the Purchase, which occurred via consultations among the three parties, obviously proceeded on the basis that the three parties acted together to encourage you to improve corporate value and shareholder value." However, we did not hear this from you and Mr. Murakami, and there is no statement regarding such agreement in the "significant contracts related to said stock, etc. such as collateral agreements" section of the change report which you submitted regarding share certificates, etc. of the Company**. Even putting that aside, **the reason why it was deemed "desirable for Minami Aoyama Fudosan and Ms. Nomura" in order to encourage improvements to corporate value and shareholder value "to be the entity to make the Purchase" as a result those consultations is very important** (we believe that the reason for this is important information for general shareholders of the Company, to make an appropriate evaluation about the effects the Large-scale Purchase Actions, etc. will have on improvement of the medium- to long-term corporate value of the Company and on shareholders' common interests). Therefore, please inform us of this point again, specifically. Furthermore, please inform us again, specifically, of the manner in which you think the details of these consultations will contribute to the "purpose of encouraging improvement of (the Company's) corporate value and shareholder value," as explained in the Statement of Intent?

2. In connection with 1. above, around April 7, 2023, when Minami Aoyama Fudosan, whose 20th fiscal year started on March 1, 2023, became a shareholder of the Company, (i) with respect to share certificates, etc. of Sumitomo Mitsui Construction Co., Ltd., according to Change Report No. 5, dated April 4, 2023, for the large-volume holdings statement submitted by City Index Eleventh, since March 23, 2023, Minami Aoyama Fudosan holding shares of Sumitomo Mitsui Construction as a joint holder, (ii) also with respect to share certificates, etc. of Arcland Service Holdings Co., Ltd., according to Change Report No. 2, dated May 12, 2023, for the large-volume holdings statement submitted by City Index Eleventh, since May 1, 2023, Minami Aoyama Fudosan holding shares of Arcland Service Holdings as a joint holder, and (iii) with respect to share certificates, etc. of Yaizu Suisankagaku Industry Co., Ltd., according to the large-volume holdings statement dated September 5, 2023, submitted by Minami Aoyama Fudosan, since August 8, 2023, Minami Aoyama Fudosan holding shares of the Company. As such, based on the fact that Minami Aoyama Fudosan was a party to the acquisition of shares of a number of investee companies of the Large-scale Purchaser Group in the same period, the reason for selecting Minami Aoyama Fudosan as the main entity of the Large-scale Purchase Actions, etc. in the Statement of Intent, submitted on July 27, 2023, is considered solely to obtain benefits with respect to investment by the Large-scale Purchaser Group, such as maximizing tax benefits for the whole Large-scale Purchaser Group, and the Company supposes that it has nothing to do with

the Company's medium- to long-term corporate value or shareholders' common interests. In this regard, please inform us if you have any counterarguments.

3. In connection with 2. above, as you know, **individual or foreign investors shall not receive benefits from the system of exclusion of deemed dividends from gross profits under tax laws and regulations of Japan (as for domestic corporation, the percentage not including deemed dividends of shareholders which own 5% or more of the Company shares, such as Minami Aoyama Fudosan and City Index Eleventh, is 50%, and on the other hand, that of shareholders which own less than 5% is only 20%).** In this regard, on September 10, 2021, immediately before the TOB by an issuer announced and implemented on September 21, 2021, by Nishimatsu Construction, Ms. Nomura, who held shares of Nishimatsu Construction, transferred all of such shares held to S-Grant (with respect to such TOB by an issuer, S-Grant entered into a subscription agreement with Nishimatsu Construction regarding all the shares S-Grant held). Further, on November 1, 2022, immediately before the TOB by an issuer announced and implemented on December 21, 2022, by JAFCO, Ms. Nomura, who held shares of JAFCO, transferred all of such shares held to Minami Aoyama Fudosan (with respect to such TOB by an issuer, Minami Aoyama Fudosan entered into a subscription agreement with JAFCO regarding all the shares Minami Aoyama Fudosan held). In addition, before the TOB by an issuer announced and implemented on September 20, 2022, by Central Glass, on October 30, 2020, Ms. Nomura, who held shares of Central Glass, transferred all of such shares held to City Index Eleventh and S-Grant as we expected. Around the time of the large-scale TOBs by an issuer of those companies and the announcement and implementation thereof, Ms. Nomura, who was a foreign investor, transferred shares to entities that were domestic corporations, and such entities subscribed for the TOBs by an issuer and sold shares. In light of this series of events, we cannot help but believe that they were intended to maximize tax benefits for the whole Large-scale Purchaser Group by share transfers from Ms. Nomura to domestic corporations, and that it has become normal for the Large-scale Purchaser Group to receive tax benefits by share transfer and selection of purchasing bodies in the group. Therefore, we believe that the selection and change of entities in this matter is ultimately to maximize tax benefits for the whole Large-scale Purchaser Group. Also in this regard, please inform us if you have any counterarguments. In addition, please answer 'yes' or 'no' if you plan to transfer the Company shares which Ms. Nomura holds to domestic corporations of Large-scale Purchaser Group.

4. In response to your statement "the percentage of voting rights exercised at the Company's Seventh Ordinary General Meeting of Shareholders, held on June 24, 2022, which was held in the ordinary course of business, was approximately 75.0%, and considering that this percentage of voting rights was exercised, the percentage of voting rights deemed to be held by the Large-scale Purchasers and Others as a result of the Large-scale Purchase Actions, etc. (24.56%) is sufficient for a small number of shareholders, acting jointly in cooperation with one another, to have a substantial veto over matters requiring a special resolution at the Company's ordinary general meetings of shareholders." in 2 of **Part 3** in **I** of the Information List (2), you stated "The percentage of voting rights exercised at the Seventh Ordinary General Meeting of Shareholders to which you referred took place in a non-contentious situation, where there were no shareholder proposals or other similar matters. The percentage of purchasers' voting rights becomes significant when there is a conflict between the policies of your management and the purchasers. We believe that the exercise of a percentage of voting rights to which you should refer is not approximately 75% of the Seventh Ordinary General Meeting of Shareholders, which occurred at a non-contentious meeting, but is approximately 87.5% of the Eighth Ordinary General Meeting of Shareholders."
However, **with regard to matters that require a special resolution be passed at the Company's ordinary general meeting of shareholders, considering that you are always able to exercise opposing voting rights regardless of your publicly expressed intention to oppose the vote in advance (with respect to the matters proposed by the Company, which are different from the situation where you submitted a shareholder proposal by yourself) (i.e., it is always possible to exercise opposing voting rights in the "non-contentious situation" you**

reference), we believe that the response above substantially acknowledges that the percentage of voting rights (24.56%) that will be held by the Large-scale Purchasers as a result of the Large-scale Purchase Actions, etc. is sufficient to enable a small number of shareholders, acting jointly and in cooperation with one another, to have a substantial veto over matters requiring a special resolution at the Company's ordinary general meeting of shareholders, but if you have any rebuttal, please let us know.

5. In the response to 3. in **Part 2** of the Information List, there are statements that "we do not expect a specific yield" and "there is no period for having a return on investment," but if the Large-scale Purchasers perform the Large-scale Purchase Actions, etc., in a situation where the liquidity of the Company shares declines, please explain specifically, along with the reason for this belief, whether you believe it actually is possible to dispose of all of the Company shares acquired by the Large-scale Purchaser Group in the market, and if the shares are disposed of in the market, whether you think that the price of Company shares may decline, and even though there is such a possibility of a decline in share prices, whether you think it is possible to obtain a return on investment. In addition, please also inform us specifically of other methods of obtaining a return on investment and the economic rationality and feasibility thereof.

6. The responses to 10. of **Part 3** of the Information List and to 4. of **Part 3** in **I** of the Information List (2) stated respectively with respect to additional acquisition of shares that "the purchase period of the Purchase will end as much as one year after submission of the Statement of Intent for Large-scale Purchase Actions, etc.; thus, nothing has yet been decided," and "in our response to the first information list, we already responded that nothing has yet been decided regarding purchases after expiration of the purchase period of the Purchase, and your request to explain in detail the "possibility" of matters about which nothing has yet been decided and which are nearly a year hence is impractical. Our response is 'yes' to the question that it will be at least a year hence or more (from submission of the Statement of Intent for Large-scale Purchase Actions, etc.) if we are to acquire Company shares in excess of 24.56%." Regarding the possibility of additional acquisition by the Large-scale Purchaser Group, it is stated that "nothing has yet been decided. If anyone belonging to the purchasers' group other than the purchasers is to acquire Company shares in excess of 24.56%, it will be at least a year hence or more (from submission of the Statement of Intent for Large-scale Purchase Actions, etc.)." However, as in the response above, you do not expressly deny the possibility of making additional purchases when one year has passed since submission of the Statement of Intent for Large-scale Purchase Actions, etc. Please provide us with a response again by answering 'yes' or 'no' as to whether we can conclude that after a year has passed since submission of the Statement of Intent for Large-scale Purchase Actions, etc., there is the possibility of acquiring Company shares in excess of 24.56%.

Part 3 Specifics and feasibilities etc. of the proposals by the Large-scale Purchaser Group

1. In the response to 17. of **Part 7.** of the Information List, you stated "(ii) regarding the refineries held by Cosmo, after thoroughly surveying as to which refineries have competitiveness, a proposal of course of actions, including closure of refineries or consolidation with refineries held by competitors in the industry, and its milestone should be publicly announced," and "(iii) if it can be determined that proceeding with the consolidation and abolition of refineries by becoming a part of ENEOS Corporation or Idemitsu Kosan Co., Ltd. or transferring all or part of its refineries would not only be beneficial to Cosmo but also contribute to the stabilization and optimization of energy supply in Japan, then such a proposal." In addition, according to your response to 1. of **Part 1. in I** of the Information List (2), when you made an advance notification under the Foreign Exchange and Foreign Trade Act, you pledged that **"if you intend to make a proposal to abolish, downsize, or transfer all or part of the oil refining and sales business relating to JP-5 aircraft fuel operated by Cosmo Oil Co., Ltd."** [underline and emphasis added by the Company], you will notify in advance and discuss with the International Investment Control Office, Security Trade Control Policy Division, Trade and Economic Cooperation

Bureau, Ministry of Economy, Trade and Industry (the "Investment Office"). In this regard, **we believe that the Investment Office considers the oil refining and sales business of Cosmo Oil Co., Ltd., which involves JP-5 aircraft fuel, to be highly important from the perspective of Japan's national interest, as well as energy supply to the people of Japan, and that the Investment Office does not easily allow for proposals to abolish, downsize, or transfer all or part of the business.** Accordingly, please inform us **whether the Large-Scale Purchaser Group has specifically discussed the proposal with the Investment Office regarding , and if so, what types of discussions have been held regarding the feasibility of the proposal and other similar matters?**

2. In the response to 17. of **Part 7.** of the Information List, it is stated that "(vi) a proposal for business transfer, etc. is to be made where it can be determined that it would contribute more to Cosmo's corporate value and the efficiency of the industry as a whole, and eventually to Japan's national interests and stabilization and optimization of the supply of energy to Japanese people, if a company other than Cosmo (a domestic corporation is assumed) owns and manages a project related to oil exploration and production conducted by Cosmo through its business companies." However, according to the response in 1. of **Part 1. in I** of the Information List (2), when you made an advance notification under the Foreign Exchange and Foreign Trade Act, you pledged to the Investment Office that you will notify and discuss with the Investment Office **"if the Issuing Company, etc., … proposes to abolish, downsize, or transfer all or part of … the business related to crude oil mining conducted outside Japan, or intends to approve or agree to any agenda items relating to such proposals"** [underline and emphasis added by the Company]. In this regard, **we believe that the Investment Office considers that the Company's crude oil mining business is highly important from the perspective of Japan's national interest, as well as energy supply to the people of Japan, and that the Investment Office prohibits suggesting abolishing, downsizing, or transferring all or part of the business easily.** Accordingly, please inform us **whether the Large-Scale Purchaser Group has specifically discussed the proposal with the Investment Office, and if so, what kind of discussions have been held regarding the feasibility of the proposal and other similar matters?**

Part 4 Status of other companies' shares held by the Large-scale Purchaser Group, etc. (status regarding conflict of interest with the Company and the Company's shareholders)

1. In the response to 1. of **Part 2. in II** of the Information List (2) (the inquiry reposted below in italics), **you stated that "It is true that we hold shares in Cosmo's competitors, but unlike shares in Cosmo, we do not hold the large amount of shares that is required to submit a large-volume holdings statement." As in the past Mr. Murakami and relevant parties have vigorously emphasized the need for industry restructuring to the Company, information such as whether the Large-scale Purchaser Group holds shares in the Company's competitors, and the quantity thereof, is also extremely important for the Company's general shareholders in considering whether and to what extent there is a conflict of interest with the Company's general shareholders (even if the shareholding does not meet the requirements for submitting a large-volume holdings statement). Therefore, we ask you again to provide us with a specific response to this inquiry**.
In addition, please inform us specifically whether you plan to hold shares in other companies operating businesses that compete with the Company in the future to an extent that requires you to submit a large-volume holdings statement, as well as whether you plan to hold shares in companies other than existing competitors that will compete with the Company in the future. For clarity, please confirm whether it is correct to understand that you have no personal relations with other companies operating businesses that compete with the Company.

    1. Please inform us specifically about any relationship, such as stock ownership, personal relations, or other relationships, between the Large-scale Purchaser Group and companies operating business which competes with the Company (including ENEOS Holdings, Inc.,

ENEOS Corporation, Idemitsu Kosan Co., Ltd., Fuji Oil Company, Ltd., INPEX Corporation, and Japan Petroleum Exploration Co., Ltd.) and San-ai Obbli Co., Ltd. (if any entity belonging to the Large-scale Purchaser Group holds any share certificates, etc. of those companies, including which entities hold which amount of the share certificates, etc. in detail).

2. In the response to 2. of **Part 2.** in **II** of the Information List (2), it is stated that "we told that we are ready to transfer the shares of Fuji Oil Company, Ltd., ("Fuji Oil") if Cosmo determines that it would contribute to improvement of Cosmo's corporate value and shareholder value," but it is not true. In the meeting on May 25, 2022, Mr. Murakami asked us, "Don't you have the intention to hold the shares of Fuji Oil?", and after that, Mr. Murakami stated that "There are no synergies between Cosmo and Fuji Oil." However, in the meeting on August 31, 2022, he made a similar proposal and mentioned that he approached the Company because he had been turned down by other company, stating that "We were turned down by a certain company [the Company's note: this refers to the Company's competitor]." Thus, it is difficult to believe that the Large-Scale Purchaser Group approached the Company for the purpose of improving the Company's corporate value. In relation to 1. above, please answer 'yes' or 'no' if there is possibility that the Large-Scale Purchaser Group will propose the transfer of the Company's shares held to the Company's competitors or the transfer of the Company's competitors' shares held to the Company. In addition, please answer the specific reason therefor.

3. In the response to the inquiry of 3. of **Part 2.** in **II** of the Information List (2), it is stated that "there is no fact indicating that we insisted on directly involving Mr. Murakami in the negotiations with the company." However, it is significantly different from the Company's recognition of the fact and only a part of the series of communication between the Company and your company has been cut out in your favor; in addition, details of the response may mislead shareholders. Thus, we have restated the fact again, as below. Given the circumstances below, please provide us with a specific response to the inquiry below.

[Specific circumstances leading to this case]:
In the first place, **on June 29, 2023**, which is immediately after the 2023 Ordinary General Meeting of Shareholders, **Mr. Murakami visited the Company on his own strong wishes, and made a "certain proposal" to the Company by providing a specific company name and suggested that Mr. Murakami himself should be allowed to be directly involved in the negotiations between the Company and the company.** In response, on July 7, 2023, the Company informed Mr. Fukushima, the Representative Director and President of City Index Eleventh that belongs to the Large-scale Purchaser Group, that the Company would like him to leave how to proceed with future negotiations up to the Company because the Company knows the company. In response, Mr. Fukushima continued to strongly insist on Mr. Murakami's intervention by stating that "**it is unreasonable that Cosmo will negotiate with the company arbitrarily**" because the negotiations were Mr. Murakami's proposal. In addition, on July 10, 2023, in an email from Mr. Fukushima to the Company, it is stated again that "**it is natural**" that the Company will proceed with negotiations with the company after Mr. Murakami runs the negotiations past the company. Moreover, Mr. Fukushima unilaterally set a deadline that was less than even one month and strongly requested that the Company indicate its course of actions by the deadline (also, Mr. Fukushima contacted us by stating that "because currently, Mr. Murakami is in Japan, we would like to hold a meeting with CEO Yamada with respect to this matter at a date and time convenient for you from among August 1 (Tues.), August 2 (Wed.), and August 3 (Thurs.)" unilaterally). Thereafter, in a phone call with the Company's person in charge on July 11, 2023, Mr. Fukushima stated that although he understood the Company's request ("the Company would like Mr. Fukushima to leave dialogue up to the two companies" and "the Company would like Mr. Fukushima not to make a press release in the middle of the dialogue"), he would like the Company to report progress on consultations between the two companies, and the Company's person in charge expressed concerns that such a report of the progress would cause a problem regarding insider trading. In response, Mr. Fukushima

requested that the Company make a report, not on specific details of the dialogue, but at least on the circumstances in broad terms while stating that "**we recognize that we already have certain insider information when we made this proposal**." Further, on July 13, 2023, the Company's person in charge conveyed to Mr. Fukushima the Company's concern that intervention in the consultations between the two companies may be continued effectively by stating that, even if a report is made, "intervention will not be ended by the Company's unilateral report, and some opinions regarding the course of actions will be provided by you. Further, the report will not be concluded by only making a report once, and deadlines would be set each time, such as by requesting that the next report be made by a certain date." In response, no excuse or rebuttal was made by Mr. Fukushima.

As above, **on the surface,** Mr. Murakami, Mr. Fukushima of City Index Eleventh, and other parties **made a statement as if they respected direct communication between the two companies, i.e., the Company and the company. On the other hand, they continued to insist on Mr. Murakami's direct intervention in the negotiations, and interrupted the Company's action by stating that "it is unreasonable that Cosmo will negotiate with the company arbitrarily." Further, while they appeared to care about insider information, they showed willingness to intervene and become actively involved in negotiations between the two companies, which may include unannounced material facts, such as by stating that "we recognize that we already have certain insider information" and "we would like you to report on the course of actions and progress in broad terms," even though they are outside shareholders. The Company were suspicious of potential conflicts of interest and had strong concerns about violation of the principles of equal rights for shareholders and the fair disclosure rules**.
However, regarding the circumstances above, the Large-scale Purchasers and Others published a press release titled "Submission of the Statement of Intent for Large-scale Purchase Actions, etc. to Cosmo Energy Holdings Co., Ltd." dated July 28, 2023, on the Internet and mentioned the circumstances as follows:

- ✓ On June 29, 2023, City Index Eleventh made a "certain proposal" to Cosmo [the Company's note: this refers to the Company and the same applies hereinafter] to contribute to improvement of the shareholder value of all shareholders of Cosmo.
- ✓ In response, on July 7, 2023, City Index Eleventh received a response from Cosmo that as a result of the discussion between the directors, Cosmo would like to talk with the parties related to the proposal.
- ✓ However, there was no specific progress thereafter; furthermore, through the letter dated July 14, 2023, City Index Eleventh informed Cosmo that if Cosmo has no specific measure to improve the shareholder value, since the price of shares of Cosmo is undervalued, City Index Eleventh would like to submit the Statement of Intent for Large-scale Purchase Actions, etc.

To summarize the circumstances above, we understand that as the Company's shareholders, the Large-scale Purchasers and Others and Mr. Murakami who leads them persisted in trying to intervene in the negotiations between the parties, the Company and the relevant company, involving insider information (on the surface, they made it appear as if they respected direct communication between the two companies); however, once they determined that there was no specific progress, they unilaterally submitted the Statement of Intent for Large-scale Purchase Actions, etc.

Based on the circumstances above, we would like to ask the Large-scale Purchasers and Others three questions:

(i) Please indicate your perception, 'yes' or 'no,' as to whether the acts by the Large-scale Purchasers and Others to persist in intervening in the negotiations between the Company and the relevant company involving insider information can be considered appropriate by general shareholders, particularly from the viewpoints of concern that the acts violate the

principles of shareholders' common interests and equal rights for shareholders and fair disclosure rules.

(ii) Please provide the reason why the Large-scale Purchasers indicated their intention to acquire additional shares of the Company and finally submitted the Statement of Intent for Large-scale Purchase Actions, etc. after they realized the Company's desire not to allow Mr. Murakami to be involved in the negotiations (in other words, the reason why you finally submitted the Statement of Intent for Large-scale Purchase Actions, etc. as a result of your being refused to directly intervene in the business negotiations between the Company and the "company" involving insider information) specifically so that it is easy for the Company's general shareholders to understand.

(iii) Furthermore, regarding the details stated by the Large-scale Purchasers and Others in the Response (2) that "your explanation that 'the Large-scale Purchasers and Others actually satisfy conditions for [major shareholders] under the Financial Instruments and Exchange Act' lacks evidence and is wrong," please inform us specifically based on what evidence the Large-scale Purchasers and Others believe that "they do not actually satisfy conditions for major shareholders." In the meeting on May 23, 2023, Ms. Nomura said, "**Since we own as many as 20% of the Company's shares**, we would like to receive a proper explanation (of the consolidated medium-term management plan announced in March 2023)" [underline and emphasis added by the Company] and "It would be good to have an opportunity to show your vision of improving the Company to **shareholders who own as many as 20% of the Company's shares** and have them vote for the proposal to elect directors" [underline and emphasis added by the Company]. In this statement, Ms. Nomura herself, the Large-Scale Purchaser, treated the Large-Scale Purchasers as a single entity, and stated and admitted that they were major shareholders holding 20% of the Company's shares, which is inconsistent with the above response. With respect to this, please provide us with consistent explanation. Considering the fact that the "major shareholder holding as many as 20% of the Company's shares" is actively trying to intervene in business negotiations between the Company and "the company" involving insider information as described above, it is extremely important to explain in a manner that is easy for general shareholders to understand easily.

Part 5 Management policies, business plans, capital policies, and dividend policies of the Company and the Company Group

1. In the response to 3. of **Part 4. in II** of the Information List (2), you stated that "We believe that there are several factors, and we do not necessarily believe that 'we can reasonably conclude that the Company's general shareholders' will with respect to the listing of the renewable energy business subsidiary has been confirmed substantially.'" On the other hand, in the meeting held on June 29, 2023, regarding the split and listing of our renewable energy business subsidiary, Mr. Murakami stated that "We proposed that Ms. Atsumi be appointed as an Outside Director in order to participate in discussion regarding this matter at the Board of Directors meeting, but it is fact that our proposal was not accepted" and that "Shareholders do not approve of the proposal for the split and listing." He admitted that their proposal was rejected by the general shareholders at the 2023 Ordinary General Meeting of Shareholders of the Company, and clearly stated that they would withdraw the proposal. In that case, the response as stated above is inconsistent with Mr. Murakami's statement at the time of the meeting, so please provide a logically consistent response to this point.

Part 6 Tax treatment, etc. by the Large-scale Purchaser Group

1. In the response to 2. of **Part 6. in II** of the Information List (2) (a part of the inquiry reposted below in italics), you stated that "It is not true that City Index Eleventh has not paid any corporate tax, inhabitants tax, or enterprise tax ("Corporate Tax and Others")" Despite the fact

that in the public notice of account closing the Corporate Tax and Others was reported to be 0 yen from the 13th term through the 17th term, it is obvious that your response stating that "not paid any corporate tax, inhabitants tax, or enterprise tax" is contradictory. If you persist in this response, either the public notice of account closing of City Index Eleventh for the13th term through the 17th term or the response itself, as stated above, is considered to be incorrect. Please inform us of which is correct. If City Index Eleventh paid Corporate Tax and Others during this time, please provide us with the amount paid for each fiscal year.
In addition, in relation to the above, you stated that "City Index Eleventh pays taxes in accordance with the corporate, local, and other relevant tax laws in an appropriate manner," but you did not respond to the following inquiry at all. We would like to ask you again to respond to this inquiry. Further, if there was no or a significantly small payment of Corporate Tax and Others compared to the net profit before tax, please provide a specific reason therefor.

2. *"**If it has not actually made payment, please explain according to what tax treatment it has not made payment, together with the specific reason**. In particular, if tax benefits (that cannot be enjoyed by individuals and foreign corporations) obtained through exclusion of dividends from taxable gross revenue regarding deemed dividends for the tender and sale in the TOB by an issuer regarding 11. through 20. of **Part 10.** of the Information List is involved, in relation thereto, please explain according to what treatment it has not paid the Corporate Tax and Others, together with the specific reason."*

2. In the response to 3. of **Part 6. in II** of the Information List (2), you stated that for City Index Eleventh's fiscal years, each period of the15th term (June 1, 2021 to January 31, 2022), the 16th term (February 1, 2022 to July 31, 2022), and the 17th term (August 1, 2022 to February 28, 2023) was less than one year. You simply stated that the reason for these fiscal years being consistently less than one year was for "efficient fund management." Please explain the reason these fiscal years are less than one year, and provide specific details of the "efficient fund management," including when it took place and the facts on which it was based, for each fiscal year.

3. In the response to 4. of **Part 6. in II** of the Information List (2) (the inquiry reposted below in italics), regarding the status of payment of the Corporate Tax and Others for the Large-scale Purchaser Group other than City Index Eleventh, you stated that they "pay taxes in accordance with the corporate, local, and other relevant tax laws in an appropriate manner." If the Large-scale Purchaser Group other than City Index Eleventh did not pay Corporate Tax and Others at all, or paid a significantly small amount of tax compared to the net profit before tax, even if the tax was paid in an appropriate manner, please provide the reason therefor.
In addition, regarding the fact that the amounts of Corporate Tax and Others for each term are extremely small compared to the net profits before tax of Minami Aoyama Fudosan, you responded that "we believe that there are differences between taxable income and accounting profit." Please provide more specific details about these differences. **The Company presumes that the situation regarding which you stated "there are differences between taxable income and accounting profit" specifically means that "if the shares are sold at a high price through TOB by an issuer, capital gains are realized in accounting, while the capital gains are deemed dividends and not included in taxable gross revenue, and on the contrary, if the balance obtained by subtracting the deemed dividends from the value of the shares sold is less than the book value for tax purposes, losses on a sale of shares are generated for tax purposes.**" Please confirm that our presumption is correct.
In particular, if the reason for this situation is due to the tax benefits (which cannot be enjoyed by shareholders that are individuals or foreign corporations, and the percentage of the exclusion of dividends from taxable gross revenue which domestic corporate shareholders holding only less than 5% can enjoy is significantly small) obtained through the exclusion of dividends from taxable gross revenue regarding deemed dividends for the tender and sale in the TOB by an issuer regarding 11. through 20. of **Part 10** of the Information List, please answer 'yes' or 'no'.

4. *"In relation to 1. Above, please explain the status of payment of the Corporate Tax and Others of the Large-scale Purchaser Group other than City Index Eleventh. Also, if such payment has not been made at all or is a significantly low amount, please explain the reason why such payment has not been made at all or is a significantly low amount. In particular, regarding Minami Aoyama Fudosan, which is the Large-scale Purchaser, according to the profit and loss statements provided (from the 17th term to the 19th term),* ***the amounts of Corporate Tax and Others for each term are extremely small compared to the net profits before tax*** *as follows:*

   the 17th term *(from October 1, 2021 to November 30, 2021):*
   net profits before tax: 1,570,808,814 yen; Corporate Tax and Others: 11,600 yen;
   the 18th term *(from December 1, 2021 to November 30, 2022):*
   net profits before tax: 5,126,639,871 yen; Corporate Tax and Others: 70,000 yen; and
   the 19th term *(from December 1, 2022 to February 28, 2023):*
   net profits before tax: 2,177,561,717 yen; Corporate Tax and Others: 17,500 yen.

4. In the response to 5. Of **Part 6. In II** of the Information List (2), regarding the fiscal year of Minami Aoyama Fudosan being variously several months or more than one year long (for example, only two months for the 17th term and more than one year for the 19th term), you stated that the reason for inconsistent periods for each fiscal year is "for efficient fund management." As it is objectively irregular for the period of a fiscal year to fluctuate from year to year for "efficient fund management," please break down the specific details of "efficient fund management," including when it took place and the facts on which it was based, into terms the Company's general shareholders can understand easily.

II. New questions or information that we ask you to respond or provide (in relation to the Response)

Part 1 Examples of investment by the Large-scale Purchaser Group

1. According to publicly available information, Reno Co., Ltd. ("Reno"), one member of the Large-scale Purchaser Group, started to purchase a large number of shares in MCJ Co., Ltd. ("MCJ") in the second half of 2012 and held 4,994,100 shares (shareholding ratio of 9.82%) as of March 22, 2013. Combined with the shareholdings of the representative director of Reno at that time and Attorney Fuminori Nakashima ("Atty. Nakashima"), who were the joint holders with Reno, the number of shares held by Reno in total was 9,928,600 shares (shareholding ratio of 19.52%). After cancelling the agreement regarding joint shareholding with the representative director of Reno at that time and Atty. Nakashima, Reno submitted to MCJ a letter of intent on a large-scale purchase action of MCJ shares (the "Large-scale Purchase Action by Reno") dated October 8, 2013. According to the press release of MCJ titled "Notice of the Receipt of a Letter of Intent on a Large-scale Purchase Action of Company' Shares" dated the same day, Reno stated in the letter of intent that "The purpose of the purchase of the Company[the Company's note: refers to MCJ]'s shares was a pure investment, which was to be made for the purpose of realizing the potential value of the Company's shares and seeking capital gains from the medium to long-term enhancement of its corporate value." MCJ's share price on the same day was 191 yen (based on closing price; the same applies hereinafter), and following the release, the price reached the daily price limit on the following day (October 9) and rose to 241 yen at the close of on-floor trading on the same day.
   After that, according to publicly available information, the board of directors of MCJ evaluated and analyzed the Large-scale Purchase Action by Reno on and after November 28, 2013, and then MCJ issued a press release titled "Notice of Receipt of Recommendation of the Independent Committee and the Finalization of the Evaluation and Analysis Results of the Board of Directors of the Company Concerning the Large-scale Purchase Action of the Company's Shares" on

December 12, 2013. In this press release, MCJ announced to the effect that "the board of directors of the Company[the Company's note: refers to MCJ] does not intend to trigger any countermeasures against the Large-scale Purchase Action proposed by Reno, and will continue to monitor the investment trend of Reno and changes in the situation for the time being." According to publicly available information, the closing price of MCJ shares immediately before the announcement mentioned above (on December 12, 2013) was 268 yen, and the closing price rose sharply to 348 yen on the next day (December 13) following the announcement. On the next trading day (December 16), MCJ shares traded at 395 yen at the opening and subsequently dropped to 296 yen, but continued to close at a high price of 303 yen.

As stated above, MCJ announced that it would approve the performance of the Large-scale Purchase Action by Reno, and would not take any countermeasures. Immediately before the announcement was made, on December 12, 2013, the MCJ's share price was 268 yen(based on closing price), and in response to the announcement, on the following day (December 13), it surged to 348 yen. On December 16, the following business day, trading started at 395 yen. Although the price dropped to 296 yen at one point, it continued to keep a high level, with a closing price of 303 yen. **According to publicly available information, although MCJ approved the performance of the Large-scale Purchase Action by Reno, only two business days after the announcement, on December 16, 2013, Reno sold 3,244,200 MCJ shares from its shareholding (equivalent to a shareholding ratio of 6.38%) in the market . This was contrary to its own letter of intent stating that Reno had the intention to purchase MCJ shares until its shareholding ratio or the percentage of voting rights reached 20% or above, taking into consideration, among other factors, the future trend of the stock market to realize the potential value of MCJ shares and to enhance the its medium- to long-term corporate value. As such, although Reno expressed its intention regarding the Large-scale Purchase Action by Reno, once the target company expressed its intention to accept it, Reno changed its stance completely and sold a significant amount of the shares it held in the market, seizing the opportunity of a price surge due to the expressed acceptance. This action could be considered a type of market manipulation, and was regarded as highly problematic from the perspective of securing market fairness. Please provide a response with your view on this matter as the Large-scale Purchasers, with respect to the fact that Reno (in relation to the Company, it was a joint holder of you and may be added again as a joint holder in the future).**

Also, in connection with the procedures under the Response Policies for this matter, which commenced with the submission of the Statement of Intent, there is a concern that as Large-scale Purchasers, you will take a similar action to Reno in the circumstances described above. Please inform us if the share price of the Company surges following the Company's announcement of its response to the Large-scale Purchase Actions, etc., whether the Large-scale Purchaser Group may seize this opportunity by selling in the market a large amount of the shares it holds in the Company.

2. (i) In 12. of **Part 10.** of the Information List, regarding the Sanshin Electronics investment case, the Company pointed out that "**at the time of the own-share TOB, for the purpose of securing a distributable amount to be used to purchase its own shares, Sanshin Electronics reduced its general reserve, capital reserve, and retained surplus, transferred the amount reduced from the capital reserve to other capital surplus, and transferred the amounts reduced from the general reserve and retained surplus to retained earnings brought forward. As a result, the upper limit of the number of shares to be purchased in the own-share TOB was determined to be 7,000,000 shares (equivalent to approximately 28.83% of the then-current total number of issued shares of Sanshin Electronics), which was slightly more than the total number of Sanshin Electronics shares held by the Large-scale Purchaser Group immediately before the announcement of the own-share TOB (i.e., 6,709,100 shares)**"; (ii) in 16. of **Part 10.** of the Information List, regarding the Daiho investment case, the Company pointed out that "**Daiho eventually (i) transferred 7.5 billion yen in capital reserves to other capital surplus for the purpose of securing a distributable amount to be used for an own-share TOB, (ii) as a result, implemented the own-share TOB in which the upper limit on the**

number of shares to be purchased was 8,850,000 shares, which was slightly more than the total number of shares in Daiho held by the Large-scale Purchaser Group immediately before the announcement of the own-share TOB (i.e., 7,614,831 shares), using a price with a premium of 29.06% on the closing market price of shares in Daiho on the business day before the announcement date, and then (iii) announced on March 24, 2022, that Daiho would issue to Aso new shares representing 8,500,000 shares by third-party allotment." In the response to 1. of **Part 6 in I** of the Information List (2), it is stated that "regarding Sanshin Electronics at that time, we recognize that the amounts of general reserve, capital reserve, and retained surplus were obviously large compared to the amount of capital surplus due to any past circumstance," "regarding Daiho, we recognize that although 7.5 billion yen in capital reserves was transferred to other capital surplus, the amount of capital reserves was increased shortly thereafter by 20.0 billion yen through the third-party share issuance capital increase to Aso," and "we believe each company determined that there were no financial obstacles with respect to Sanshin Electronics and Daiho… and that they had no problem from the viewpoints of liquidity on hand and total financial stability." However, since we have not received responses to whether there were any requests or discussions with Sanshin Electronics and Daiho, or the details thereof, please inform us again of the details of this point.
In addition to the investment cases above, considering the fact that **in a meeting between the Company, City Index Eleventh, and Mr. Murakami on May 25, 2022, Mr. Murakami made a proposal to change the amount of the Company's stated capital to 100 million yen or less**, there is a concern that after implementing the Large-scale Purchase Actions, etc., the Large-scale Purchasers and Others will request that the Company reduce the amounts of capital reserves and stated capital, and secure a large distributable amount and implement a large-scale TOB by an issuer at a premium price. Please inform us of whether there is a possibility that the Large-scale Purchasers will make such request to the Company after implementing the Large-scale Purchase Actions, etc.

3. In 3. of **Part 6. in I** of the Information List (2), regarding the Daiho investment case, we asked you a question as to why the Large-scale Purchaser Group rejected the share transfer scheme by Aso purchasing shares from Daiho's existing shareholders (including the Large-scale Purchaser Group) through the TOB and making Daiho a consolidated subsidiary, as follows: "**since we believe that even through the scheme that was revealed to have been proposed in the letter dated January 13, 2022 by the Large-scale Purchaser Group itself to implement a TOB by an issuer by Daiho and a capital increase through third-party allotment to Aso, a company would still "become a consolidated subsidiary of other companies while remaining listed" and the proposal for the scheme "means that the purchasers themselves act against this basic idea," please explain your specific opinion on the inconsistency such explanation with approval**." In your response to the inquiry above, you reiterated the formal conclusion that the Large-scale Purchaser Group did not "propose" the scheme above, and did not clarify at all why the Large-scale Purchaser Group rejected the share transfer scheme and accepted "the scheme of implementing a TOB by an issuer via Daiho and a capital increase through third-party allotment to Aso." Regarding your response to 15. of **Part 10.** of the Information List that "since we believe the purchasers should tender shares in other company's TOB only if it is confirmed that it will create the largest value for the existing shareholders in an auction format," you supplemented an explanation in the response to 3. of **Part 6. in I** of the Information List (2), but even though the effect would be substantially the same, in that Aso will acquire a number of shares equivalent to the number of shares held by the Large-scale Purchaser Group, the substantial reason why the Large-scale Purchaser Group rejected the share transfer scheme which they can enjoy such effect and accepted "the scheme of implementing a TOB by an issuer via Daiho and a capital increase through a third-party allotment to Aso" has not been indicated.
If it is through the share transfer scheme, the amount paid by Aso will be relatively small compared to the capital increase through a third-party allotment (considering that the allotment price of the actually implemented capital increase through a third-party allotment is higher than the price of TOB by an issuer), and Daiho will not bear a significant financial burden by itself, and there will be no burden related to the procedures

of decreasing capital reserves, submission of a tender offer statement due to a TOB by an issuer, or a securities report due to a capital increase through a third-party allotment. Therefore, since we believe that there is no reason why Aso and Daiho chose "a scheme with a capital increase through a third-party allotment and a large-scale TOB by an issuer" above intentionally, and the reason for adopting such scheme can reasonably be assumed to be due to a (written or unwritten) approach by the Large-scale Purchaser Group, please inform us why the Large-scale Purchaser Group took such approach and whether the actual purpose is for the Large-scale Purchaser Group to enjoy tax benefits arising from deducting dividend income in regard to the deemed dividends.

End