

February 8, 2024

To whom it may concern:

Company Name: M3, Inc.  
(Securities code: 2413;  
Prime Market of the Tokyo Stock Exchange)  
(<https://corporate.m3.com>)  
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**Notice Regarding Change of Opinion of Benefit One Inc.  
for Tender Offer for Shares of Benefit One Inc. (Securities Code: 2412)**

M3, Inc. ("Company") announced to acquire the common shares ("Target Shares") of Benefit One Inc. (listed on the Prime Market of Tokyo Stock Exchange, Inc., Securities Code: 2412) ("Target Company") through a tender offer ("Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) by resolution of the board of directors dated November 14, 2023, and commenced the Tender Offer on November 15, 2023.

On February 8, 2024, the Company was informed by the Target Company of its decision to change its opinion regarding the Tender Offer. As such, the Company hereby announces the background below.

The Company will make a separate announcement as soon as it is ready, regarding changes in the "Notice Regarding Commencement of Tender Offer for Shares of Benefit One Inc. (Securities Code: 2412) and Conclusion of Capital and Business Tie-up Agreement" dated November 14, 2023 (including the subsequent announcements regarding the changes after the notice) due to the change in the Target Company's opinion.

1. Details of the Change in the Opinion of the Target Company and the Company's Plan

According to the press release announced by the Target Company on February 8, 2024, the Target Company, at its board of directors meeting held on the same day, resolved its opinion that it would support the tender offer ("Dai-ichi Life Tender Offer") proposed by Dai-ichi Life Holdings, Inc. ("Dai-ichi Life") and resolved to recommend that the shareholders of the Target Company tender their shares in the Dai-ichi Life Tender Offer. Accordingly, the Target Company, at its board of directors meeting held on the same day, resolved to change its opinion on the Tender Offer and to reserve its opinion on whether to support the Tender Offer and whether to recommend that the shareholders tender their shares in the Tender Offer.

According to Pasona Group, Inc. ("Pasona Group"), it plans to accept the proposal of the Dai-ichi Life Tender Offer as the term of the Dai-ichi Life Tender Offer is more economically rational than the Tender Offer and will contribute to enhance the corporate value of Pasona Group. For more details, please refer to the Target Company's and Pasona Group's press releases announced on February 8, 2024.

Based on the above, the Company determined not to make any changes to the maximum number of shares to be purchased and the tender offer price of the Tender Offer.

As a result, (a) the tender offer agreement executed by the Company with Pasona Group on November 14, 2023 will be terminated as Pasona Group determined to accept the proposal for the Dai-ichi Life Tender Offer from Dai-ichi Life, and (b) the Capital and Business Tie-up Agreement executed by the Company with the Target Company on November 14, 2023 is expected to be terminated as the settlement of the Tender Offer will not occur.

## 2. Response of the Company in relation to the Dai-ichi Life Tender Offer

Following the announcement of the commencement of the Dai-ichi Life Tender Offer on December 7, 2023, the Company has considered the measures to respond to the Dai-ichi Life Tender Offer and held discussions with the Target Company and Pasona Group.

Specifically, in considering the counter measures to the Dai-ichi Life Tender Offer, the Company considered that, the Company maintained its position that the Target Shares should continue to be listed on the stock exchange, taking into account that the Target Company has showed a strong desire for the listing of the Target Shares during the discussions before the commencement of the Tender Offer.

In addition, as the Dai-ichi Life Tender Offer was a tender offer combined with the buy-back of Target Shares by utilizing the exclusion of deemed dividends from gross revenue under the Corporation Tax Act, the Company considered to utilize the exclusion of deemed dividends from gross revenue under the Corporation Tax Act as well in preparing the countermeasure so that the after-tax proceeds from the sale of the Target Shares by Pasona Group should be competitive in relation to the proposal of the Dai-ichi Life Tender Offer.

On the other hand, as the Tender Offer does not involve the buy-back of Target Shares, the Tender Offer cannot utilize the exclusion of deemed dividends from gross revenue under the Corporation Tax Act, the Company thought that it cannot offer a competitive tender offer price in relation to the Dai-ichi Life Tender Offer. Therefore, the Company considered that the Tender Offer would not be feasible and needed to be changed.

Based on the above recognition, the Company considered a countermeasure that (1) the Target Company would commence a share buy-back tender offer which can utilize the exclusion of deemed dividends from gross revenue under the Corporation Tax Act and Pasona Group would tender its Target Shares in the tender offer, and (2) the Company would purchase the Target Shares by way of third party allotment, thereby making the Target Company a consolidated subsidiary and maintaining the listing of the Target Shares on

the stock exchange, and providing the Target Company with funds to settle the share buy-back tender offer described in (1) above, which is a method that combines a share buy-back tender offer and a third-party allotment of Target Shares ("Alternative Plan").

The Company presented the Alternative Plan to the Target Company and Pasona Group in late December 2023 and requested to discuss the Alternative Plan. In the Alternative Plan, the Company assumed that (a) in relation to Pasona Group, the after-tax proceeds from the sale of the Target Shares would be set at a competitive amount in relation to the Dai-ichi Life Tender Offer by utilizing the exclusion of deemed dividends from gross revenue under the Corporation Tax Act, and (b) in relation to the shareholders of the Target Company other than Pasona Group, the shareholders will enjoy the growth, in other words, enhancement of shareholders profits by increasing the share price of the Target Shares, resulting from the enhancement of the corporate value of the Target Company through the business alliance between the Company and the Target Company.

In late December 2023, the Company received notices from the Target Company and Pasona Group, respectively, that they would consider the Alternative Plan. However, Pasona Group has responded negatively to the Alternative Plan in early January 2024 due to concerns regarding the tax treatment of, and period required for, the Alternative Plan. The Company, however, does not consider the Alternative Plan to be inferior to the Dai-ichi Life Tender Offer in terms of tax treatment and the required period of time, and has continuously discussed with Pasona Group regarding these points. However, the situation remains unchanged.

Subsequently, on February 6, 2024, the Company was informed by Pasona Group that it will accept the proposal of the Dai-ichi Life Tender Offer, and was also informed by the Target Company that it would support the Dai-ichi Life Tender Offer and recommend its shareholders to tender their shares in the Dai-ichi Life Tender Offer.

Although the Company believes that the improvement of the corporate value of the Target Company through the Tender Offer or the Alternative Plan will exceed that of the Dai-ichi Life Tender Offer in the short and long term, and that the improvement of the shareholder profits of the Target Company through the Alternative Plan is competitive with the proposal of the Dai-ichi Life Tender Offer, the Company determined that it would not make any changes to the maximum number of shares to be purchased and the tender offer price of the Tender Offer in light that the Company and Pasona Group could not reach the agreement of the Alternative Plan and thus determined to withdraw the Alternative Plan.

However, as the Company received from the Target Company on February 8, 2024 its intention to create a business alliance between the Target Company and the Company, and is also aware that Dai-ichi Life is planning to discuss with the Company the possibility of collaboration among the Company, the Target Company and Dai-ichi Life after the Dai-ichi Life Tender Offer and its relevant transactions, the Company will consider such collaboration from the viewpoint of improving the corporate value of the Company.

End

"The Tender Offer will not be conducted, directly or indirectly, in or targeted at the United States, nor through the U.S. postal mail services or other interstate or international commercial methods or means (including, but not limited to, telephone, telex, facsimile, e-mail, and Internet communication), nor through any stock exchange facilities in the United States. No tender of shares in the Tender Offer may be made through any of the aforementioned methods or means, through such stock exchange facilities, or from the United States. In addition, neither the press releases related to the Tender Offer nor other relevant documents will, or may, be sent or distributed in, to, or from the United States by the postal mail services or other means. No tender of shares in the Tender Offer that violates, directly or indirectly, any of the aforementioned restrictions will be accepted.

No solicitation to purchase securities or other equivalent instruments is being made to residents in the United States or within the United States. Even if such securities or other equivalent instruments are sent to the Company by residents in the United States or from the United States, they will not be accepted."