

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



[Translation]

May 11, 2026

To whom it may concern:

Company Name: JX Advanced Metals Corporation
Representative: Hayashi Yoichi
President & Representative Director
(Code number: 5016, TSE Prime Market)
Contact Person: Yoneyama Manabu
Manager (Disclosure)
Corporate Communication Department
(Telephone: +81-3-6433-6088)

Notice Regarding Share Repurchase and Tender Offer for Own Shares

JX Advanced Metals Corporation (the “Company”) hereby announces that at its Board of Directors’ meeting held on May 11, 2026, it resolved to conduct a share repurchase pursuant to Article 156, paragraph (1) of the Companies Act (Act No. 86 of 2005, as amended; the “Companies Act”), as applied by replacing terms pursuant to Article 165, paragraph (3) of the same Act, and the Articles of Incorporation of the Company, and a tender offer for its own shares (the “Tender Offer”) as a specific method of the share repurchase, as detailed below.

1. Purpose of Purchase, etc.

As stated in “JX Nippon Mining & Metals Group Long-Term Vision 2040” established in June 2019 (partially revised in May 2023) and “Medium- to Long-term Business Strategies and Business Targets” announced in May 2024, the Company aims to achieve profit growth that exceeds market growth by positioning its Focus Businesses consisting of the Semiconductor Materials segment and the ICT Materials segment as the core of its growth strategy, developing differentiated technologies in the advanced materials field, and creating markets. In order for the Company to continue growing amid an intense competitive environment in the advanced materials field, steady execution of necessary growth investments is of paramount importance. Accordingly, in “Medium- to Long-term Business Strategies and Business Targets,” the Company has clearly stated that growth investments in the advanced materials field will be given the highest priority. In particular, regarding the Focus Businesses, it is important to have a stable financial base that can be used to swiftly execute timely investments, even in a business environment prone to cyclical demand fluctuations. The Company believes that maintaining its high growth through timely execution of appropriate investments will lead to the expansion of profits, which will serve as a source of shareholder returns, ultimately contributing to enhancement of the Company’s shareholder value. From the aforementioned viewpoint, the Company’s capital allocation policy is to place the highest priority on growth investments, particularly in the Focus Businesses, and to appropriately return profits to shareholders while maintaining a balance with improvements in its financial position.

With regard to distribution of dividends of surplus and share repurchase, etc., the Company stipulates in its Articles of Incorporation that it may decide to implement matters set forth in the items of Article 459, paragraph (1) of the Companies Act by resolution of the Board of Directors, without resolution of a Shareholders’ Meeting, unless otherwise provided by the laws and regulations, and also stipulates in its Articles of Incorporation that the Company may repurchase its own shares through market transactions, etc. by resolution of the Board of Directors pursuant to Article 165, paragraph (2) of the same Act. This

is intended to enable an agile return of profits to shareholders and an agile implementation of capital policies in response to changes in the business environment by granting the authority to distribute dividends of surplus, repurchase its own shares, etc. to the Board of Directors. With respect to distribution of dividends of surplus, the Company, taking into account the aforementioned capital allocation policy, has adopted a basic policy of distributing dividends twice a year, comprising interim dividends and year-end dividends. While maintaining a dividend payout ratio to basic earnings per share attributable to owners of the parent (a “Consolidated Dividend Payout Ratio”) of approximately 20%, the Company also has a policy to return to shareholders a portion of any upside in profits resulting from copper prices rising compared to the Company’s assumptions. Under this policy, for the fiscal year ended March 2026, the Company distributed interim dividends of six yen per share, and plans to distribute year-end dividends of 25 yen per share, resulting in annual dividends of 31 yen per share (representing a Consolidated Dividend Payout Ratio of 27.4% (rounded to the first decimal place)). As announced in “Notice Regarding Change to Shareholder Return Policy” dated May 11, 2026, at its Board of Directors’ meeting held on May 11, 2026, the Company resolved to revise its shareholder return policy in order to enhance the predictability of shareholder returns by making the shareholder return policy clearer and more concise for shareholders, and to eliminate linkage to copper prices in light of the plan to make Toho Titanium Co., Ltd. (“Toho Titanium”), which operates a titanium business, a wholly owned subsidiary through the Share Exchange (Note 4), thereby realizing stable dividends. In the announcement, from the fiscal year ending March 2027 onward, the Company will, as a basic principle, maintain a Consolidated Dividend Payout Ratio of approximately 25% and set the minimum dividends per share at 20 yen. However, in the event of large-scale asset sales or share repurchase, it will be separately considered by taking into account the total shareholder return ratio (calculated by dividing the sum of the dividend payment amount and the total repurchase amount by profits attributable to owners of the parent). In addition, for the fiscal year ending March 2027, as the Company plans to conduct a substantial amount of share repurchasing, the dividends per share will be set at the minimum amount of 20 yen.

The corporate group consisting of the Company and its subsidiaries (the “Company Group”), as also stated in “JX Nippon Mining & Metals Group Long-Term Vision 2040,” aims to realize a highly profitable structure even in the face of intensifying international competition by transitioning to a “technology-based firm.” To this end, the Company is promoting various initiatives toward the realization of “JX Nippon Mining & Metals Group Long-Term Vision 2040,” including efforts to further accelerate growth of its Focus Businesses, which form the core of its growth strategy, as well as initiatives to enhance the resilience of its businesses with an emphasis on efficient asset utilization in its Base Businesses (Metals & Recycling Segment). In addition, since the Company was listed on the Prime Market of Tokyo Stock Exchange, Inc. (the “TSE”) on March 19, 2025, the Company has comprehensively considered the optimal shareholder structure from the perspective of achieving the Company Group’s sustainable growth and enhancing its medium- to long-term corporate value. In the course of such consideration, although ENEOS Holdings, Inc. (“ENEOS Holdings”), the Company’s largest shareholder (the number of shares of the Company’s common stock held by it: 393,529,002 shares (Note 1), Ownership Percentage (Note 2): 42.38%, Ownership Percentage After Share Exchange Effective Date (Note 3): 41.28%), has held more than 40% of the Company’s common stock since the Company’s listing, from the perspective of securing flexibility in its capital policy and enhancing market evaluation through a review of the capital relationship, the Company has internally discussed, as one of its key management issues, a reduction in ENEOS Holdings’ Ownership Percentage of the Company’s common stock. In addition, as stated in “FY2025 2Q (Fiscal Year Ending March 31, 2026) Financial Results Presentation Materials” announced by the Company on November 11, 2025, the Company had adopted a policy that if the Company’s shareholders were to sell their shares of the Company’s common stock, the Company would consider repurchasing those shares as treasury shares as one of the potential options.

(Note 1) The number of shares of the Company’s common stock held by ENEOS Holdings is based on information recorded in the Company’s shareholder register as of March 31, 2026. The same applies hereinafter, including the number of shares of the Company’s

common stock held by ENEOS Holdings after the Share Exchange Effective Date (as defined in (Note 4)).

- (Note 2) “Ownership Percentage” means the percentage (rounded down to the second decimal place) based on the number of shares (928,462,920 shares) obtained by deducting the number of treasury shares held by the Company as of March 31, 2026 (182 shares, not including 876,799 shares of the Company’s common stock held by Custody Bank of Japan, Ltd. (trust account) as trust assets of the share grant trust (J-ESOP-RS) for employees in managerial positions, and 1,460,200 shares of the Company’s common stock held by Custody Bank of Japan, Ltd. (trust account) as trust assets of the share delivery trust for officers (RS Trust)), from the total number of issued shares of the Company as of March 31, 2026, as stated in “Consolidated Financial Results for the Fiscal Year Ended March 31, 2026 (Under IFRS)” announced by the Company on May 11, 2026 (928,463,102 shares) (the “Base Number of Shares Before Share Exchange Effective Date”). The same applies hereinafter.
- (Note 3) “Ownership Percentage After Share Exchange Effective Date” means the percentage (rounded down to the second decimal place) based on the number of shares (953,191,607 shares) obtained by adding the number of shares of the Company’s common stock to be allotted and delivered in connection with the Share Exchange (as defined in (Note 4)) (24,728,687 shares) to the Base Number of Shares Before Share Exchange Effective Date. The same applies hereinafter.
- (Note 4) As announced in “Notice Regarding Execution of Share Exchange Agreement (Simplified Share Exchange) and Business Integration Agreement for JX Advanced Metals Corporation to Make Toho Titanium Co., Ltd. its Wholly-Owned Subsidiary Company” dated February 25, 2026, the Company, at its Board of Directors’ meeting held on the same day, resolved to implement a share exchange under which the Company will be the wholly owning parent company and Toho Titanium will be a wholly owned subsidiary (the “Share Exchange”). The Company plans to use newly issued shares as shares of the Company’s common stock (expected to be 24,728,687 shares) to be allocated and delivered to shareholders of Toho Titanium (excluding the Company) immediately prior to the time at which the Company will acquire all of the issued shares of Toho Titanium (excluding shares of Toho Titanium’s common stock held by the Company) through the Share Exchange. As the effective date of the Share Exchange (the “Share Exchange Effective Date”) is scheduled to be June 1, 2026, which falls during the period of purchase, etc. of the Tender Offer (from May 21, 2026 to June 17, 2026; the “Tender Offer Period”), shares of the Company’s common stock to be increased as a result of the Share Exchange (expected to be 24,728,687 shares) are also subject to purchase, etc.

Under these circumstances, on February 26, 2026, the Company was approached by ENEOS Holdings, which indicated its intention to sell a portion of the shares of the Company’s common stock held by it to the extent that the shares of the Company’s common stock held by it would not fall below one-third of the total number of issued shares of the Company, and requested that the Company consider repurchasing such portion of shares to be sold.

As ENEOS Holdings’ intention was consistent with the content of the Company’s internal discussions regarding the shareholder structure described above, the Company, upon receiving such indication, commenced consideration of the pros and cons of repurchasing, as treasury shares, the shares of the Company’s common stock with respect to which ENEOS Holdings had indicated its intention to sell, taking into account the impact on the liquidity and market price of the Company’s common stock (including a possible decline in the share price) that could result from a temporary release of a substantial number of shares into the market, the Company’s financial condition, and other factors. Based on the Company’s capital allocation policy, and comprehensively considering the balance between the need to

secure funds for growth investments—particularly for its highest priority Focus Businesses—and maintenance of a sound financial position, the Company considered the following series of structures (the “Structure”) as a means to avoid a temporary release of a substantial number of shares into the market while also minimizing the burden on the Company’s financial condition:

- (I) The Company will, at the same time, resolve upon and announce the issuance of euro-yen denominated convertible bonds with stock acquisition rights (the “Convertible Bonds with Stock Acquisition Rights”) in overseas markets and the share repurchase by means of a tender offer, and will then determine and announce the issuance terms of the Convertible Bonds with Stock Acquisition Rights approximately five business days thereafter.
- (II) For the purpose of repurchasing a portion of the shares of the Company’s common stock held by ENEOS Holdings, the Company will commence a tender offer for the Company’s common stock approximately three business days after the day on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights are determined as mentioned in (I). The price of purchase, etc. for the tender offer will be set at a price obtained by applying a certain discount to the market price of the Company’s common stock, taking as a base the market price that reflects the impact of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of their issuance terms. ENEOS Holdings will tender its shares in the tender offer.
- (III) The Company intends to use the funds to be raised through issuance of the Convertible Bonds with Stock Acquisition Rights to finance the repurchase of shares in the tender offer. Any remaining balance will be used for the expansion of its major manufacturing facilities for semiconductor sputtering targets, which are the core products of its Focus Businesses that form the core of its growth strategy, the enhancement of production capacity through capital investment aimed at increasing output of crystal materials, and the acquisition of rare metal resources to be used in its Focus Businesses.
- (IV) If investors holding the Convertible Bonds with Stock Acquisition Rights exercise their conversion rights attached thereto, the Company will deliver to those investors shares of the Company’s common stock that the Company repurchased through the tender offer.

Under the Structure, if investors holding the Convertible Bonds with Stock Acquisition Rights exercise their conversion rights, the Company will deliver shares of the Company’s common stock to those investors. However, as the likelihood that all investors holding the Convertible Bonds with Stock Acquisition Rights will exercise their conversion rights simultaneously is considered to be low, the Company believes that it will be possible to avoid a temporary release of a substantial number of shares into the market. In addition, the Company’s repurchase of shares of its common stock as treasury shares will contribute to improvement of capital efficiency, including earnings per share (EPS) and return on equity (ROE), thereby enhancing shareholder returns. At the same time, even if such share repurchase is conducted, the funds required therefor will be procured through issuance of the Convertible Bonds with Stock Acquisition Rights. Therefore, the Company believes that it will not have a significant impact on its liquidity on hand (cash and cash equivalents).

Thereafter, with regard to the scale of its own shares to be repurchased from ENEOS Holdings, taking into account factors, such as the range of the distributable amount, and the Company’s financial condition after implementation of the share repurchase and dividend policy, the Company concluded that it would be appropriate for the total repurchase amount to be approximately 250 billion yen. In addition, after fully considering the specific method of repurchase from the perspectives of equality among shareholders and transaction transparency, the Company determined that it would be appropriate to conduct the repurchase by means of a tender offer, and accordingly, on March 12, 2026, it proposed to ENEOS Holdings that the Company repurchase shares of its common stock as treasury shares in an amount of approximately 250 billion yen through the Structure. In response, ENEOS Holdings stated that it would like the Company to make a proposal again once the specific terms had been determined.

Thereafter, the Company commenced consideration of the specific terms of the Tender Offer. In determining the price of purchase, etc. for the Tender Offer (the “Tender Offer Price”), the Company took into account the fact that its common stock is listed on a financial instruments exchange and that, as a method for a listed company to repurchase shares, purchases through a financial instruments exchange are also used, as such method allows transactions to be conducted at prices reflecting market valuations at the relevant time. Based on this consideration, and with an emphasis on clarity and objectivity of the criteria, the Company concluded that the market price of its common stock should serve as the basis. However, under the Structure, as described in (II) above, the Company decided that determination and announcement of the issuance terms of the Convertible Bonds with Stock Acquisition Rights should be made prior to commencement of the Tender Offer. If the share price to be used as the basis for valuation when determining the Tender Offer Price were to be the market price of the Company’s common stock prior to the date of the Board of Directors’ resolution for issuance of the Convertible Bonds with Stock Acquisition Rights and announcement thereof, the Company would be unable to determine the Tender Offer Price taking into account the impact that the issuance of the Convertible Bonds with Stock Acquisition Rights may have on the market price of the Company’s common stock. In addition, there was concern that, if the market price of the Company’s common stock were to decline after announcement of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of its terms due to concerns over dilution of the Company’s common stock, and if, during the Tender Offer Period, the market price were to remain below the Tender Offer Price, a large number of general shareholders other than ENEOS Holdings would tender their shares in the Tender Offer. As a result, the total number of shares tendered in the Tender Offer (the “Tendered Shares”) could exceed the number of shares to be purchased, leading to purchases being made using the pro rata method prescribed in Article 27-13, paragraph (5) of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”), as applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act, and Article 21 of the Cabinet Office Order on Disclosure Required for Tender Offer for Listed Share Certificates by Issuers (Ministry of Finance Order No. 95 of 1994, as amended; the “Cabinet Office Order”), with the consequence that the Company would be unable to repurchase all of the shares of its common stock that ENEOS Holdings plans to sell—an outcome that the Company did not intend. Accordingly, the Company considered that, in determining the Tender Offer Price, it should take into account the market price of the Company’s common stock that reflects the impact of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of its terms. Specifically, in light of the share price fluctuations of 21 listed companies that issued euro-yen denominated convertible bonds with stock acquisition rights with a dilutive share ratio of less than 10% during the period from January 1, 2022 to the end of February 2026 (excluding cases in which new share issuances were concurrently implemented), which were reviewed from the perspective of securing a sufficient number of comparable cases, it was observed that share prices tended to decline in the short term immediately after issuance of such euro-yen denominated convertible bonds with stock acquisition rights and determination of their terms, and that such short-term share price fluctuations generally subsided after approximately two business days. Based on these observations, with respect to the impact of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of its terms, the Company assumed that it would generally take approximately one to two business days for such impact to be reflected in the share price, and therefore considered taking into account the closing price of the Company’s common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined. Furthermore, from the perspective of protecting the interests of shareholders that continue to hold the Company’s common stock without tendering their shares in the Tender Offer, and in order to keep the outflow of assets from the Company within a reasonable range, the Company also referred to the methods for determining the price of purchase, etc. in past cases that adopted structures similar to the Structure. Based on such consideration, the Company determined in late March 2026 that it would be desirable to repurchase shares at a price obtained by applying a certain discount to the lower of (a) the closing price of the Company’s common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company’s common stock on the Prime Market of the TSE on May 20, 2026, being

two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined.

In addition, with respect to the discount rate, in order to understand the manner in which discount rates were set in a certain number of recent similar transactions, the Company reviewed 107 tender offer for own shares cases that were resolved on or after January 1, 2022 and for which the period of purchase, etc. ended by the end of February 2026. Among the 94 cases in which a tender offer was implemented using a discount rate (the “Reference Cases”), the most common discount rate applied was approximately 10% (i.e., more than 9% and up to 10%), which was adopted in 76 cases. Taking this into account, the Company determined that a discount rate of 10% would be appropriate.

Following the aforementioned consideration, on March 31, 2026, the Company made proposals to ENEOS Holdings regarding implementation of the Structure and ENEOS Holdings’ tendering of its shares in the Tender Offer where the Tender Offer Price would be set at a price obtained by applying a 10% discount to the lower of (a) the closing price of the Company’s common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company’s common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined (rounded to the nearest whole number; the same applies hereinafter in the calculation of the Tender Offer Price), and the maximum number of shares to be purchased would be set at the number of shares equivalent to the figure obtained by dividing the total repurchase amount of approximately 250 billion yen by the price obtained by applying a 10% discount to the closing price of the Company’s common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number), with fractional shares rounded down (the same applies hereinafter in the calculation of the number of shares to be purchased in the Tender Offer), so as to ensure that the purchase consideration payable in the Tender Offer will not exceed that total repurchase amount. In response, ENEOS Holdings stated that, in determining the Tender Offer Price, it would like the Company to consider, from the perspective of leveling share price fluctuations, taking into account the average of the closing prices of the Company’s common stock on the Prime Market of the TSE over a certain period, instead of the market price of the Company’s common stock at a specific point in time.

In response, with regard to how to determine the Tender Offer Price, the Company, based on its decision that the Tender Offer Price would be set at a price obtained by applying a 10% discount to a base price, proposed to ENEOS Holdings on April 7, 2026 the following two methods for determining such base price: (i) a method whereby, taking into account, among other matters, the methods used to determine the price of purchase, etc. in past cases that adopted structures similar to the Structure, the base price would be the lower of (a) the closing price of the Company’s common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company’s common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined; and (ii) a method whereby, while excluding special factors, such as the impact of temporary share price fluctuations, and ensuring a discount from the market price immediately prior to the commencement date of the Tender Offer, the base price would be the lower of (a) the simple average of the closing prices of the Company’s common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number; the same applies hereinafter in the calculation of the simple average of closing prices), or (b) the closing price of the Company’s common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined. If the base price were to be determined using either of the methods set forth in (i) or (ii) above, the

Tender Offer Price would secure a discount of approximately 10% or more relative to the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, namely, the market price immediately prior to the commencement date of the Tender Offer.

Thereafter, on April 17, 2026, in determining the Tender Offer Price, the Company obtained ENEOS Holdings' consent to setting the Tender Offer Price at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined.

Following the aforementioned discussions, on April 21, 2026, the Company proposed to ENEOS Holdings that (i) the Tender Offer Price be set at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined, and that (ii) the number of shares to be purchased in the Tender Offer be capped at the number of shares equivalent to the figure obtained by dividing the total repurchase amount of 250 billion yen by the price obtained by applying a 10% discount to the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number). On the same day, the Company obtained ENEOS Holdings' consent thereto.

As a result, on May 11, 2026, the Company and ENEOS Holdings entered into a tender agreement (the "Tender Agreement") under which, if the Company commences the Tender Offer, ENEOS Holdings will tender in the Tender Offer 57,300,022 shares (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%) (the "Shares Agreed to Be Tendered") out of the 393,529,002 shares of the Company's common stock held by it (Ownership Percentage: 42.38%, Ownership Percentage After Share Exchange Effective Date: 41.28%) under the terms described above (the "Tendering"), will not withdraw the Tendering, and will perform its obligation not to cancel any agreement regarding the purchase of Shares Agreed to Be Tendered that will be established as a result of the Tendering. The Tender Agreement provides that as conditions precedent to the Tendering by ENEOS Holdings, (i) the representations and warranties of the Company set forth in the Tender Agreement are reasonably expected to be true and accurate, and (ii) the Company has not breached its obligations under the Tender Agreement in any material respect (ENEOS Holdings may, at its discretion, waive all or part of such conditions precedent and tender its shares in the Tender Offer). In addition, the Tender Agreement provides for the conditions precedent to commencement of the Tender Offer, the Company's obligation to implement the Tender Offer subject to satisfaction of the conditions precedent to the Tender Offer, representations and warranties (Note 5), the indemnification obligations in the event of a breach of the representations and warranties or a breach of the obligations under the Tender Agreement (Note 6), termination events (Note 7), cancellation events (Note 8), and confidentiality obligations for the Tender Agreement, prohibitions on assignment or transfer of status under, or rights and obligations arising from, the Tender Agreement, obligations to negotiate in good faith, and other general provisions. Furthermore, under the Tender Agreement, except for payment of consideration for the Shares Agreed to Be Tendered that will be purchased in the Tender Offer, there is no provision under which any benefit is conferred by the Company on ENEOS Holdings. Other than consideration for the Shares Agreed to Be Tendered that will be purchased in the Tender Offer, no benefits are to be provided by the Company to ENEOS Holdings.

- (Note 5) The representations and warranties of the Company and ENEOS Holdings include provisions regarding: (i) the authority and power, and due performance of procedures, relating to execution and performance of the Tender Agreement; (ii) the absence of any violation of laws or regulations, etc.; and (iii) the absence of legal insolvency proceedings, etc. In addition, the representations and warranties of ENEOS Holdings include provisions regarding the lawful and valid ownership of the Shares Agreed to Be Tendered.
- (Note 6) It is provided that the Company and ENEOS Holdings are required to compensate or indemnify the other party for any damage and expense incurred by such other party arising from: (i) the discovery that any of its own representations or warranties set forth in the Tender Agreement is untrue or inaccurate; or (ii) a breach of any of its own obligations under the Tender Agreement.
- (Note 7) The termination events for the Tender Agreement include: (i) where the Company and ENEOS Holdings mutually agree in writing to terminate the Tender Agreement; (ii) where the Tender Agreement is cancelled by either the Company or ENEOS Holdings in accordance with the Tender Agreement; (iii) where the Tender Offer is commenced but fails; and (iv) where the Tender Offer is commenced but is withdrawn.
- (Note 8) The Company and ENEOS Holdings may, by giving notice to the other party, cancel the Tender Agreement only prior to commencement of the Tender Offer if: (i) any of the other party's representations or warranties set forth in the Tender Agreement is found to be untrue or inaccurate in any material respect, or the other party breaches any of its obligations under the Tender Agreement in any material respect; (ii) insolvency proceedings, etc. are commenced with respect to the other party, or the other party becomes insolvent, unable to pay its debts, or suspends payments; or (iii) the Tender Offer has not been commenced by May 21, 2026, for reasons not attributable to the party seeking cancellation.

Following the aforementioned consideration and decisions, at its Board of Directors' meeting held on May 11, 2026, the Company resolved to (i) issue the Convertible Bonds with Stock Acquisition Rights, (ii) conduct a share repurchase pursuant to Article 156, paragraph (1) of the Companies Act, as applied by replacing terms pursuant to Article 165, paragraph (3) of the same Act, and the Articles of Incorporation of the Company, and the Tender Offer as a specific method of the share repurchase, (iii) set the commencement date of the Tender Offer as May 21, 2026, being eight business days thereafter, (iv) set the Tender Offer Price at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined, and (v) set the number of shares to be purchased in the Tender Offer at 57,300,022 shares (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%), being the number of shares equivalent to the figure obtained by dividing the total repurchase amount of 250 billion by the price obtained by applying a 10% discount to the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number).

The number of shares to be purchased in the Tender Offer is capped at 57,300,022 shares (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%), which is equivalent to the figure obtained by dividing the total repurchase amount of approximately 250 billion yen by the price (4,363 yen) obtained by applying a 10% discount to the simple average of the closing

prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, which was 4,848 yen.

If the total number of Tendered Shares exceeds the number of shares to be purchased, purchases will be made using the pro rata method prescribed in Article 27-13, paragraph (5) of the Act, as applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act, and Article 21 of the Cabinet Office Order, and as a result, the Company will repurchase only a portion of the shares of the Company's common stock that ENEOS Holdings plans to tender in the Tender Offer. On April 17, 2026, the Company received a response from ENEOS Holdings to the effect that if the total number of Tendered Shares exceeds the number of shares to be purchased and purchases are made using the pro rata method such that not all of the Shares Agreed to Be Tendered are purchased, its policy regarding disposition or other handling of the shares of the Company's common stock that the Company failed to repurchase has not yet been determined. In addition, the Company also confirmed with ENEOS Holdings that, with respect to shares of the Company's common stock held by ENEOS Holdings other than the Shares Agreed to Be Tendered (336,228,980 shares (Ownership Percentage: 36.21%, Ownership Percentage After Share Exchange Effective Date: 35.27%)), its policy regarding disposition or other handling thereof has likewise not been determined at present.

Furthermore, Mr. Shiota Tomoo, a director of the Company (an Outside Director who is an Audit and Supervisory Committee Member), concurrently serves as a director of ENEOS Holdings and did not participate in any deliberations or resolutions of the Board of Directors regarding issuance of the Convertible Bonds with Stock Acquisition Rights or share repurchase through the Tender Offer, nor did he participate in any discussions or negotiations between the Company and ENEOS Holdings, in light of the possibility that he could have a special interest in the Structure and from the perspective of avoiding conflicts of interest and enhancing fairness of the transactions.

It is planned that funds required for the Tender Offer will be financed by funds to be raised through the Convertible Bonds with Stock Acquisition Rights, the issuance of which was resolved by the Company at the Board of Directors' meeting held on May 11, 2026. Funds to be raised through the Convertible Bonds with Stock Acquisition Rights are scheduled to be paid in on June 3, 2026. Therefore, the Company's consolidated liquidity on hand (cash and cash equivalents) as of the end of March 2026, as stated in "Consolidated Financial Results for the Fiscal Year Ended March 31, 2026 (Under IFRS)" announced by the Company on May 11, 2026, was approximately 663 million yen (ratio of liquidity on hand (Note 9): approximately 0.9 months), and even after the Tender Offer, the Company expects to be able to maintain its liquidity on hand at a comparable level, and further expects that cash flows generated from operating activities (cash flows from operating activities for the consolidated period ended March 31, 2026 was approximately 107.5 billion yen) will be accumulated to a certain extent. Accordingly, as the Company will be able to redeem the Convertible Bonds with Stock Acquisition Rights without affecting its financial condition or dividend policy even after allocating the funds to the purchase consideration, the Company believes that its financial soundness and stability will be maintained going forward.

(Note 9) This figure represents the Company's consolidated liquidity on hand as of March 31, 2026, as stated in "Consolidated Financial Results for the Fiscal Year Ended March 31, 2026 (Under IFRS)," divided by monthly average sales (calculated by dividing consolidated net sales for the fiscal year ended March 2026 by 12) (rounded to the first decimal place).

2. Details of Resolution of Board of Directors on Share Repurchase

(1) Details of Resolution

Class of Shares	Total Number of Shares	Total Repurchase Amount
-----------------	------------------------	-------------------------

Common stock	57,300,122 shares (maximum)	250,000,432,286 yen (maximum)
--------------	-----------------------------	-------------------------------

(Note 1) Total number of issued shares: 928,463,102 shares (as of May 11, 2026). The total number of issued shares of the Company will become 953,191,789 shares on the Share Exchange Effective Date.

(Note 2) The total number of shares to be repurchased represents 6.17% (rounded down to the second decimal place) of the total number of issued shares as of May 11, 2026. The ownership percentage represented by the total number of shares to be repurchased is 6.17%. In addition, the total number of shares to be repurchased represents 6.01% (rounded down to the second decimal place) of the total number of issued shares after the Share Exchange Effective Date, and the Ownership Percentage After Share Exchange Effective Date is 6.01%.

(Note 3) If the number of tenders exceeds the number of shares to be purchased and unit adjustments are made on a pro rata basis, this may result in the total number of Tendered Shares exceeding the number of shares to be purchased. Therefore, the total number of shares resolved by the Board of Directors is the number of shares to be purchased plus one additional unit (100 shares).

(Note 4) The period during which shares may be repurchased is from May 21, 2026 to July 31, 2026.

(2) Listed Shares Relating to Own Shares Already Repurchased Based on Aforementioned Resolution

Not applicable.

3. Outline of Purchase, etc.

(1) Schedule, etc.

(I) Date of resolution by Board of Directors	Monday, May 11, 2026
(II) Date of public notice of commencement of tender offer	Thursday, May 21, 2026 A public notice will be made electronically, and a statement to that effect will be published in the Nikkei. URL for the electronic notice: (https://disclosure2.edinet-fsa.go.jp/)
(III) Filing date of tender offer registration statement	Thursday, May 21, 2026
(IV) Period of purchase, etc.	From Thursday, May 21, 2026 to Wednesday, June 17, 2026 (20 business days)

(2) Price of Purchase, etc.

A price per share of common stock obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026 (rounded to the nearest whole number).

(3) Basis for Valuation of Price of Purchase, etc.

(I) Basis for Valuation

In determining the Tender Offer Price, the Company took into account the fact that its common stock is listed on a financial instruments exchange and that, as a method for a listed company to repurchase shares, purchases through a financial instruments exchange are also used, as such method allows transactions to be conducted at prices reflecting market valuations at the relevant time. Based on this consideration, and with an emphasis on clarity and objectivity of the criteria, the Company concluded that the market price of its common stock should serve as the basis. However, under the Structure, the Company decided that determination and announcement of the issuance terms of the Convertible Bonds with Stock Acquisition Rights should be made prior to commencement of the Tender Offer in order to set the Tender Offer Price at a price obtained by applying a certain discount to the market price of the Company's common stock, taking as a base the market price that reflects the impact of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of their issuance terms. If the share price to be used as the basis for valuation when determining the Tender Offer Price were to be the market price of the Company's common stock prior to the date of the Board of Directors' resolution for issuance of the Convertible Bonds with Stock Acquisition Rights and announcement thereof, the Company would be unable to determine the Tender Offer Price taking into account the impact that the issuance of the Convertible Bonds with Stock Acquisition Rights may have on the market price of the Company's common stock. In addition, there was concern that, if the market price of the Company's common stock were to decline after announcement of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of its terms due to concerns over dilution of the Company's common stock, and if, during the Tender Offer Period, the market price were to remain below the Tender Offer Price, a large number of general shareholders other than ENEOS Holdings would tender their shares in the Tender Offer. As a result, the total number of Tendered Shares could exceed the number of shares to be purchased, leading to purchases being made using the pro rata method prescribed in Article 27-13, paragraph (5) of the Act, as applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act, and Article 21 of the Cabinet Office Order, with the consequence that the Company would be unable to repurchase all of the shares of its common stock that ENEOS Holdings plans to sell—an outcome that the Company did not intend. Accordingly, the Company considered that, in determining the Tender Offer Price, it should take into account the market price of the Company's common stock that reflects the impact of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of its terms. Specifically, in light of the share price fluctuations of 21 listed companies that issued euro-yen denominated convertible bonds with stock acquisition rights with a dilutive share ratio of less than 10% during the period from January 1, 2022 to the end of February 2026 (excluding cases in which new share issuances were concurrently implemented), which were reviewed from the perspective of securing a sufficient number of comparable cases, it was observed that share prices tended to decline in the short term immediately after issuance of such euro-yen denominated convertible bonds with stock acquisition rights and determination of their terms, and that such short-term share price fluctuations generally subsided after approximately two business days. Based on these observations, with respect to the impact of issuance of the Convertible Bonds with Stock Acquisition Rights and determination of its terms, the Company assumed that it would generally take approximately one to two business days for such impact to be reflected in the share price, and therefore considered taking into account the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined. Furthermore, from the perspective of protecting the interests of shareholders that continue to hold the Company's common stock without tendering their shares in the Tender Offer, and in order to keep the outflow of assets from the Company within a reasonable range, the Company also referred to the methods for determining the price of purchase, etc. in past cases that adopted structures similar to the Structure. Based on such consideration, the Company determined in late March 2026 that it would be desirable to repurchase shares at a price obtained by applying a certain discount to the lower of (a) the closing price of the Company's common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the

closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined.

In addition, with respect to the discount rate, in order to understand the manner in which discount rates were set in a certain number of recent similar transactions, the Company reviewed 107 tender offer for own shares cases that were resolved on or after January 1, 2022 and for which the period of purchase, etc. ended by the end of February 2026. Among the Reference Cases, the most common discount rate applied was approximately 10% (i.e., more than 9% and up to 10%), which was adopted in 76 cases. Taking this into account, the Company determined that a discount rate of 10% would be appropriate.

Following the aforementioned consideration, on March 31, 2026, the Company made proposals to ENEOS Holdings regarding implementation of the Structure and ENEOS Holdings' tendering of its shares in the Tender Offer where the Tender Offer Price would be set at a price obtained by applying a 10% discount to the lower of (a) the closing price of the Company's common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined, and the maximum number of shares to be purchased would be set at the number of shares equivalent to the figure obtained by dividing the total repurchase amount of approximately 250 billion yen by the price obtained by applying a 10% discount to the closing price of the Company's common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number), with fractional shares rounded down, so as to ensure that the purchase consideration payable in the Tender Offer will not exceed that total repurchase amount. In response, ENEOS Holdings stated that, in determining the Tender Offer Price, it would like the Company to consider, from the perspective of leveling share price fluctuations, taking into account the average of the closing prices of the Company's common stock on the Prime Market of the TSE over a certain period, instead of the market price of the Company's common stock at a specific point in time.

In response, with regard to how to determine the Tender Offer Price, the Company, based on its decision that the Tender Offer Price would be set at a price obtained by applying a 10% discount to a base price, proposed to ENEOS Holdings on April 7, 2026 the following two methods for determining such base price: (i) a method whereby, taking into account, among other matters, the methods used to determine the price of purchase, etc. in past cases that adopted structures similar to the Structure, the base price would be the lower of (a) the closing price of the Company's common stock on the Prime Market of the TSE on May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined; and (ii) a method whereby, while excluding special factors, such as the impact of temporary share price fluctuations, and ensuring a discount from the market price immediately prior to the commencement date of the Tender Offer, the base price would be the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined. If the base price were to be determined using either of the methods set forth in (i) or (ii) above, the Tender Offer Price would secure a discount of approximately 10% or more relative to the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, namely, the market price immediately prior to the commencement date of the Tender Offer.

Thereafter, on April 17, 2026, in determining the Tender Offer Price, the Company obtained ENEOS Holdings' consent to setting the Tender Offer Price at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined.

Following the aforementioned discussions, on April 21, 2026, the Company proposed to ENEOS Holdings that (i) the Tender Offer Price be set at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined, and that (ii) the number of shares to be purchased in the Tender Offer be capped at the number of shares equivalent to the figure obtained by dividing the total repurchase amount of 250 billion yen by the price obtained by applying a 10% discount to the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number). On the same day, the Company obtained ENEOS Holdings' consent thereto.

As a result, on May 11, 2026, the Company and ENEOS Holdings entered into the Tender Agreement.

Following the aforementioned consideration and decisions, at its Board of Directors' meeting held on May 11, 2026, the Company resolved to (i) issue the Convertible Bonds with Stock Acquisition Rights, (ii) conduct a share repurchase pursuant to Article 156, paragraph (1) of the Companies Act, as applied by replacing terms pursuant to Article 165, paragraph (3) of the same Act, and the Articles of Incorporation of the Company, and the Tender Offer as a specific method of the share repurchase, (iii) set the commencement date of the Tender Offer as May 21, 2026, being eight business days thereafter, (iv) set the Tender Offer Price at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined, and (v) set the number of shares to be purchased in the Tender Offer at 57,300,022 shares (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%), being the number of shares equivalent to the figure obtained by dividing the total repurchase amount of 250 billion by the price obtained by applying a 10% discount to the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number), and announced those matters.

The number of shares to be purchased in the Tender Offer is capped at 57,300,022 shares (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%), which is equivalent to the figure obtained by dividing the total repurchase amount of approximately 250 billion yen by the price (4,363 yen) obtained by applying a 10% discount to the simple average of the closing

prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, which was 4,848 yen.

(II) Background to Valuation

Based on the consideration as stated in "(I) Basis for Valuation" above, on April 21, 2026, the Company proposed to ENEOS Holdings that (i) the Tender Offer Price be set at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined, and that (ii) the number of shares to be purchased in the Tender Offer be capped at the number of shares equivalent to the figure obtained by dividing the total repurchase amount of 250 billion yen by the price obtained by applying a 10% discount to the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number). On the same day, the Company obtained ENEOS Holdings' consent thereto.

As a result, on May 11, 2026, the Company and ENEOS Holdings entered into the Tender Agreement.

Following the aforementioned consideration and decisions, at its Board of Directors' meeting held on May 11, 2026, the Company resolved to (i) issue the Convertible Bonds with Stock Acquisition Rights, (ii) conduct a share repurchase pursuant to Article 156, paragraph (1) of the Companies Act, as applied by replacing terms pursuant to Article 165, paragraph (3) of the same Act, and the Articles of Incorporation of the Company, and the Tender Offer as a specific method of the share repurchase, (iii) set the commencement date of the Tender Offer as May 21, 2026, being eight business days thereafter, (iv) set the Tender Offer Price at a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined, and (v) set the number of shares to be purchased in the Tender Offer at 57,300,022 shares (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%), being the number of shares equivalent to the figure obtained by dividing the total repurchase amount of 250 billion by the price obtained by applying a 10% discount to the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights (rounded to the nearest whole number), and announced those matters.

Furthermore, Mr. Shiota Tomoo, a director of the Company (an Outside Director who is an Audit and Supervisory Committee Member), concurrently serves as a director of ENEOS Holdings and did not participate in any deliberations or resolutions of the Board of Directors regarding issuance of the Convertible Bonds with Stock Acquisition Rights or share repurchase through the Tender Offer, nor did he participate in any discussions or negotiations between the Company and ENEOS Holdings, in light of the possibility that he could have a special interest in the Structure and from the perspective of avoiding conflicts of interest and enhancing fairness of the transactions.

(4) Number of Shares to Be Purchased

Class of Shares	Number of Shares to Be Purchased	Expected Number of Excess Shares	Total
Common stock	57,300,022 shares	—shares	57,300,022 shares

(Note 1) If the total number of Tendered Shares does not exceed the number of shares to be purchased (57,300,022 shares), the Company will purchase all of the Tendered Shares. However, if the total number of Tendered Shares exceeds the number of shares to be purchased (57,300,022 shares), the Company will not purchase all or part of such excess and will acquire shares and effect other settlement procedures for their purchase, etc. using the pro rata method prescribed in Article 27-13, paragraph (5) of the Act, as applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act, and Article 21 of the Cabinet Office Order.

(Note 2) Shares less than one unit are also subject to the Tender Offer. If a shareholder exercises its right to request that shares less than one unit be purchased pursuant to the Companies Act, the Company may repurchase its own shares during the Tender Offer Period pursuant to the procedures prescribed by the laws and regulations.

(5) Funds Necessary for Purchase, etc.

Undetermined

(Note) It is scheduled to be the sum of (i) the purchase consideration in the case of purchasing all the number of shares to be purchased (57,300,022 shares) (the amount is calculated by multiplying the number of shares to be purchased (57,300,022 shares) by a price obtained by applying a 10% discount to the lower of (a) the simple average of the closing prices of the Company's common stock on the Prime Market of the TSE over the one-month period up to and including May 8, 2026, being the business day immediately preceding the announcement date of issuance of the Convertible Bonds with Stock Acquisition Rights, or (b) the closing price of the Company's common stock on the Prime Market of the TSE on May 20, 2026, being two business days after May 18, 2026 (London time), the date on which the issuance terms of the Convertible Bonds with Stock Acquisition Rights will be determined), and (ii) the estimated purchase commissions and other miscellaneous expenses (including printing costs for the public notice of the Tender Offer, the tender offer explanation statements, and other necessary documents, and various other expenses).

(6) Settlement Method

(I) Name and Address of Head Office of Financial Instruments Business Operator, Bank, etc. in Charge of Settlement of Purchase, etc.

(Tender Offer Agent)

Daiwa Securities Co. Ltd. 1-9-1, Marunouchi, Chiyoda-ku, Tokyo

(II) Settlement Commencement Date

Thursday, July 9, 2026

(III) Settlement Method

A written notice of purchase, etc. will be sent by post to the address or location of persons who accepted an offer for purchase, etc., or made an offer for sale, etc., of shares in the Tender Offer (“Tendering Shareholders”) (in the case of shareholders who are residents of foreign countries (including corporate shareholders; “Foreign Shareholders”), their standing proxies), without delay after expiration of the Tender Offer Period.

Purchases will be made in cash. The amount after deducting any applicable withholding taxes (Note) from the purchase consideration will be remitted by the tender offer agent to the location designated by the Tendering Shareholders (or, in the case of Foreign Shareholders, their standing proxies), or will be paid at the head office or any domestic branch of the tender offer agent where their tender was accepted, without delay after the settlement commencement date.

(Note) Taxation on shares purchased through the Tender Offer
Please consult your certified public tax accountant or other experts concerning specific tax-related questions, etc. and make any related decisions at your own discretion.

(A) Individual shareholders

- (i) If a Tendering Shareholder is a resident of Japan or a non-resident with a permanent establishment in Japan

If the amount of money to be delivered in return for tendering its shares in the Tender Offer exceeds the amount of the portion of the Company’s stated capital, etc. corresponding to shares that give rise to such delivery, the amount of such excess will be deemed to be dividend income and subject to taxation. In principle, with regard to the amount deemed to be dividend income, an amount equivalent to 20.315% (15.315% for income tax and the special income tax for reconstruction (“Special Reconstruction Income Tax”) pursuant to the “Act on Special Measures Concerning Securing Financial Resources Necessary to Implement Measures for Reconstruction from the Great East Japan Earthquake” (Act No. 117 of 2011, as amended), and 5% for inhabitants tax) will be withheld (non-residents with a permanent establishment in Japan will be exempt from the special collection of the 5% inhabitants tax). However, if a Tendering Shareholder is a large shareholder (“Large Shareholder”) as defined in Article 4-6-2, paragraph (38) of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No. 43 of 1957, as amended), an amount equivalent to 20.42% (income tax and Special Reconstruction Income Tax only) will be withheld. In addition, the amount after deducting the amount deemed to be dividend income from the amount of money to be delivered in return for tendering its shares in the Tender Offer will constitute proceeds from the transfer of shares. In principle, the amount after deducting the acquisition cost of the relevant shares from the transfer proceeds will be subject to separate self-assessment taxation.

If shares in a tax-exempt account (“Tax-exempt Account”) as defined in Article 37-14 (tax exemption on income from transfers of small amounts of listed shares in tax-exempt accounts) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, as amended) are tendered in the Tender Offer, and the financial instruments business operator at which the Tax-exempt Account is opened is Daiwa Securities Co., Ltd., transfer income obtained through the Tender Offer will be tax exempt, in principle. If the Tax-exempt Account is opened at a financial instruments business operator other than Daiwa Securities Co., Ltd., the treatment described above may differ.

- (ii) If a Tendering Shareholder is a non-resident without a permanent establishment in Japan

With regard to the amount deemed to be dividend income, an amount equivalent to 15.315% (income tax and Special Reconstruction Income Tax only) will be withheld. If a Tendering Shareholder is a Large Shareholder, an amount equivalent to 20.42% (income tax and Special Reconstruction Income Tax only)

will be withheld. Furthermore, income arising from the transfer of shares will not be subject to taxation, in principle.

(b) Corporate shareholders

Regarding deemed dividend taxation, for the portion of the Tender Offer Price that exceeds the amount of stated capital, etc. per share, an amount equivalent to 15.315% (income tax and Special Reconstruction Income Tax only) will be withheld from such excess amount, in principle.

Any amount deemed to be a dividend that is to be paid by the Company to the Tendering Shareholders (limited to corporations having their head offices or principal offices in Japan (domestic corporations)) that directly hold more than one-third of the total number of issued shares, etc. of the Company as of the base date for the payment of such dividend, etc. will be exempt from income tax and Special Reconstruction Income Tax and will not be subject to withholding taxes.

Any Foreign Shareholder that, pursuant to an applicable tax treaty, wishes to enjoy any reduction or exemption from income tax or Special Reconstruction Income Tax on the deemed dividend amount is requested to submit a notification, etc. regarding such tax treaty to the tender offer agent by June 17, 2026.

(7) Other

- (I) The Tender Offer is not to be conducted either directly or indirectly in or to the U.S. and is not to be conducted by way of U.S. post or other interstate or international commerce methods or means (including, but not limited to, telephone, telex, facsimile, e-mail, and internet communications), and moreover, the Tender Offer is not to be conducted through any facilities of a securities exchange in the U.S. No tender of shares in the Tender Offer may be accepted through any of the aforementioned methods or means, through the aforementioned facilities, or from the U.S.

The tender offer registration statement or related tender documents are not to be and may not be sent or distributed in, to, or from the U.S. by post or any other methods. Any tender of shares in the Tender Offer that is either directly or indirectly in violation of any of the abovementioned restrictions will not be accepted.

Tendering Shareholders (in the case of Foreign Shareholders, their standing proxies) may be requested to make the following representations and warranties to the tender offer agent when tendering their shares in the Tender Offer.

The Tendering Shareholder is not located in the U.S. either at the time of tendering its shares or sending the tender offer application form; the Tendering Shareholder did not either directly or indirectly receive or send any information or documents (including copies thereof) regarding the Tender Offer in, to, or from the U.S.; the Tender Shareholder did not either directly or indirectly use U.S. post or other interstate or international commerce methods or means (including, but not limited to, telephone, telex, facsimile, e-mail, and internet communications) or any facilities of a securities exchange in the U.S. with respect to the purchase or signing and delivering of the tender offer application form; and the Tendering Shareholder is not acting as an agent or trustee/delegate without any degree of discretion on behalf of a person located in the U.S. (except in the case where such person is giving all of the instructions regarding the Tender Offer from outside the U.S.).

- (II) The Company entered into the Tender Agreement with ENEOS Holdings dated May 11, 2026, to the effect that, if the Company commences the Tender Offer, ENEOS Holdings will tender in the Tender Offer 57,300,022 Shares Agreed to Be Tendered (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%) out of the 393,529,002

shares of the Company's common stock held by it (Ownership Percentage: 42.38%, Ownership Percentage After Share Exchange Effective Date: 41.28%). For further details, please refer to "1. Purpose of the Purchase, etc." above. In addition, on April 17, 2026, the Company received a response from ENEOS Holdings to the effect that if the total number of Tendered Shares exceeds the number of shares to be purchased and purchases are made using the pro rata method such that not all of the Shares Agreed to Be Tendered consisting of 57,300,022 shares of the Company's common stock (Ownership Percentage: 6.17%, Ownership Percentage After Share Exchange Effective Date: 6.01%) are purchased, its policy regarding disposition or other handling of the shares of the Company's common stock that the Company failed to repurchase has not yet been determined.

- (III) On May 11, 2026, the Company announced "Consolidated Financial Results for the Fiscal Year Ended March 31, 2026 (Under IFRS)." An outline of the Company's financial results based on that announcement is as set forth below. The contents of that announcement have not been audited by an audit firm pursuant to Article 193-2, paragraph (1) of the Act. For details, please see the contents of that announcement.

(A) Profit and Loss (Consolidated)

Fiscal Term	Fiscal Year Ended March 2026 (From April 1, 2025 to March 31, 2026)
Net sales	884,638 million yen
Operating profit	174,967 million yen
Profit before tax	169,082 million yen
Profit attributable to owners of parent	104,645 million yen

(B) Per Share Information (Consolidated)

Fiscal Term	Fiscal Year Ended March 2026 (From April 1, 2025 to March 31, 2026)
Basic earnings per share	112.94 yen

- (IV) At its Board of Directors' meeting held on May 11, 2026, the Company resolved to issue euro-yen denominated convertible bonds with stock acquisition rights due 2029 and euro-yen denominated convertible bonds with stock acquisition rights due 2031, to be offered in overseas markets primarily in Europe and Asia (excluding the United States) (the Convertible Bonds with Stock Acquisition Rights).
- (V) On May 11, 2026, the Company announced "Notice Regarding Change to Shareholder Return Policy." For details thereof, please see the contents of that announcement.
- (VI) As stated in "Notice Regarding Execution of Share Exchange Agreement (Simplified Share Exchange) and Business Integration Agreement for JX Advanced Metals Corporation to Make Toho Titanium Co., Ltd. its Wholly-Owned Subsidiary Company" announced on February 25, 2026, the Company, at its Board of Directors' meeting held on the same day, resolved to implement the Share Exchange to make Toho Titanium its wholly owned subsidiary with the effective date of June 1, 2026.

(Reference) Status of Treasury Share Holdings as of March 31, 2026

Total number of issued shares (excluding treasury shares): 928,462,920 shares

Number of treasury shares:

182 shares

Note: This press release has been prepared for the sole purpose of publicly announcing the Tender Offer and the issuance of Convertible Bonds with Stock Acquisition Rights, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release is not an offer of the Convertible Bonds with Stock Acquisition Rights or any shares of the Company for sale in any jurisdiction, including the United States, and nothing in this press release shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. The Convertible Bonds with Stock Acquisition Rights and any shares of the Company may not be offered or sold in the United States absent registration or an exemption from registration under United States Securities Act of 1933 (the “Securities Act”). Any public offering of the Convertible Bonds with Stock Acquisition Rights and any shares of the Company to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and its management, as well as financial statements.

End