

<English Translation of Informational Ad placed in the Nikkei on July 23, 2025>

Disclaimer: This document is a reference translation of the original announcement in Japanese. In the event of any differences between the original and the English translation, the original Japanese version shall prevail.

To unlock shareholder value of Nippon Steel, Osaka Steel, Nissan Motors, Nissan Shatai, Goldcrest, Yodogawa Steel, GungHo Online Entertainment and Keihanshin Building

Thank you for taking the time to consider Strategic Capital's shareholder proposals.

Please take a moment to read about the issues facing each company, including those to which we have made shareholder proposals to.

Nippon Steel (5401), Osaka Steel (5449)

Strategic Capital, Inc. ("SC") are shareholders of both Nippon Steel ("NS"), and its listed subsidiary Osaka Steel ("Osaka") and as of May 31, 2025, SC held approx. 14% of Osaka.

Nippon Steel ignores its subsidiaries' negligent management and uses them as an *amakudari* destination

NS had five listed subsidiaries as of March 31, 2025, four of which had a PBR below 1x and they continue to ignore their negligent management. (Sanyo Special Steel Co., which was a listed subsidiary until April, was taken private by NS at a PBR of only 0.66x)

In addition, most of the directors, and all of the presidents are from NS, which effectively makes the subsidiaries an *amakudari* destination as well as giving NS complete control over the entities.

Nippon Steel completely controls its listed subsidiaries, and stock prices are stagnant (as of March 2025)

Company	NS ownership ratio (ex treasury shares)	PBR	Full time Director from NS/Total Directors
Osaka Steel	65.8 %	<u>0.72</u>	5/5
NS Solutions	63.4 %	2.76	8/8
Sanyo Special Steel	52.9 %	<u>0.66</u>	5/8
Krosaki Harima	46.4 %	<u>0.94</u>	3/6
Geoster	40.7 %	<u>0.40</u>	3/5

All of the presidents are from NS

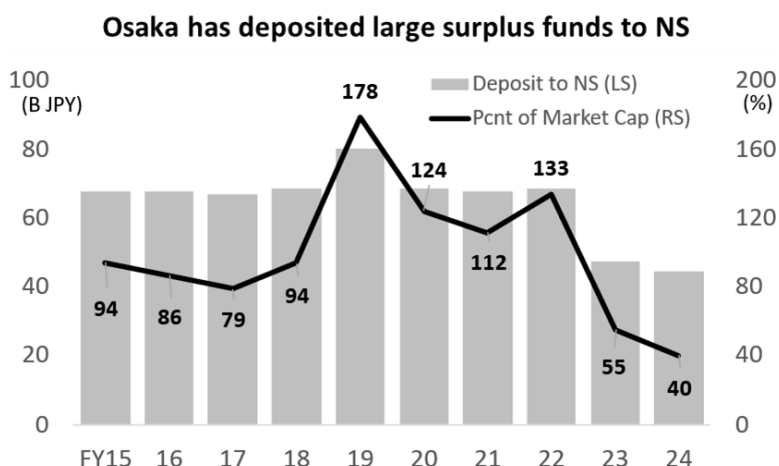
4 out of 5 companies have a PBR of less than 1x

Nippon Steel is siphoning off large surplus funds at low interest rates

The subsidiaries have deposited large amounts of surplus with NS including Osaka which at times deposited more than its market cap. The interest rate earned has for years been a mere 0.2%, which goes without saying

is far below the cost of capital. As a result, Osaka has poor capital efficiency with the ROE averaging only 3% over the past 10 years and the PBR has never reached the dissolution value of 1x PBR since 2008.

In the case of parent-subsidary listings, the risk of a conflict of interest between the parent company and the minority shareholders of the subsidiary has been raised, and the NS Group has been experiencing just that, and the interests of minority shareholders continue to be abused.



Nippon Steel's stock price has also been sluggish. However, executive remuneration has doubled

Not just the listed subsidiaries but NS' stock price has also been weak. Since 2016, when current Chairman and CEO Eiji Hashimoto was first appointed as Representative Director, the stock price has never exceeded 1x PBR. In contrast, Director compensation has doubled over the past few years, with five of the directors being paid more than JPY 100 million, and three, including Hashimoto receiving more than JPY 200 million.

Shareholder Proposal to Nippon Steel

In order to enhance the discipline of the management of NS group and its listed subsidiaries, SC made a shareholder proposal at AGM for NS held this June to protect the minority shareholder of listed subsidiaries (Proposal 4), to grant stock-based remuneration to Representative Directors and change the ratio of fixed, performance-linked and stock-based remuneration (Proposal 5), and to add a clawback provision to the remuneration of Representative Directors (Proposal 6).

In response, not only did NS oppose the proposals, but with respect to the stock-based remuneration proposed by SC that was "within the current remuneration amount", proposed a new stock-based remuneration plan that was "separate from the current remuneration amount". (Proposal 3)

In the end, all of SC's proposals were rejected and the NS proposal passed highlighting the large gap between shareholder interests and management incentives as director remuneration continues to rise despite a

backdrop of a stagnant share price. SC is concerned that the passage of the proposal by NS will only widen the gap further.

Osaka Steel insists on maintaining its listing neglecting the interest of minority shareholders

SC believes that it is in the best interest of the Osaka’s minority shareholders for it to be privatized by making it a wholly owned subsidiary or absorbed by NS. However, NS and Osaka are adamant about maintaining the listing and on January 31, 2025 announced that Osaka would acquire some NS shares through a stock buyback in order to avoid violating the criteria for maintaining listing in relation to the ratio of tradable shares. (As a result of the announcement, the stock price closed down 13.7% from the previous day marking the largest crash since 2001 on a closing basis.)

Shareholder Proposal to Osaka Steel

If Osaka is to maintain its listing it needs to eliminate the state where the PBR is less the 1x as soon as possible and establish a governance structure that protects the interest of minority shareholders. Therefore, SC made a shareholder proposal at the AGM for Osaka held in June to adopt a 8% DOE as a shareholder return policy (Proposal 5), to establish a Shareholder Value Enhancement and Privatization Review Committee (Proposal 6) and to make the majority of directors outside directors. (Proposal 7)

**Minority shareholders are in favor of shareholder proposals
(Conflict of interest with NS)**



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Since NS holds 65.8% of the voting rights all of SC’s proposals were rejected but all of them received favor for from majority of the minority shareholders. It is clear that there is a risk of conflict of interest between NS and the minority shareholders of Osaka, and we believe that NS and Osaka should take this seriously and take appropriate measures.

¹ Estimated based on the extraordinary report. Minority shareholders' ratios exclude the voting rights held by NS.

Nissan Motor (7201), Nissan Shatai (7222)

Strategic Capital, Inc. (“SC”) are shareholders of both Nissan Motor (“Nissan”), and it’s listed subsidiary Nissan Shatai (“Shatai”) and as of May 31, 2025, SC held approx. 3.5% of Shatai.

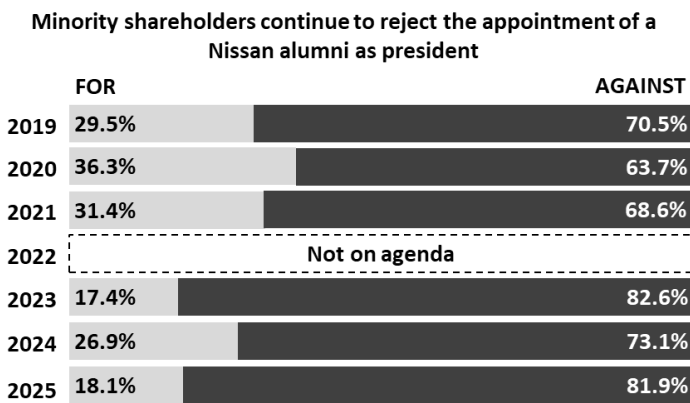
Nissan Shatai is merely a listed Nissan plant

On the surface, Shatai has the appearance of a listed company but in reality it is in effect only a part of Nissan’s Shonan and Kyushu plants. As more than 97% of its consolidated sales are to Nissan and the president is always a former Nissan Officer with prior experience as a plant manager, Shatai is in truth only a factory.

It is difficult to comprehend how some sections of Nissan’s Shonan and Kyushu plants were incorporated and even listed on the stock exchange.

Nissan Shatai’s minority shareholders are being neglected

While it is a mystery as to why Shatai is listed on a stock exchange, as a listed company it is managed in a way that neglects its minority shareholders. For the past 10 years, gross profit margins have been the lowest or second lowest among the approximately 130 automobile-related companies². The stock price is below 1x PBR



and it has continued to provide large amounts of funding to Nissan among a mountain of problems that are completely unacceptable to minority shareholders.

It goes without saying that Shatai’s minority shareholders oppose the appointment³ of the president but are being completely ignored.

Nissan’s restructuring plan is half-hearted

In May of this year, Nissan announced the management restructuring plan Re:Nissan and has shown a willingness to make thorough cost-cutting measures including plant closures and restructuring. However, they

² Compiled for listed companies classified as “Automobile” or “Automobile parts” under the Nikkei NEEDS industry classification. Number of companies included range from 127 to 130 during the period.

³ Estimated based on the extraordinary report. Minority shareholders’ ratios exclude 677,268 voting rights of Nissan Shatai held by Nissan (based of their 67,726,898 share held per the Corporate Governance report file June 26, 2025).

are not willing to even try to reduce the cost of maintaining Shatai as a listed company which is merely a plant.

If Shatai remains listed and its minority shareholders remain, the Nissan Group will not be able to undertake a fundamental structural reform for the entire group that also involves Shatai.

Maintaining the listing is not only against the interests of Shatai but also the interests of Nissan shareholders. Just as Toyota Motor made Toyota Auto Body a wholly owned subsidiary despite a difficult environment where the yen was at 70 to the dollar, Nissan should also make Shatai a wholly owned subsidiary and carry out the reform of the entire Nissan Group.

Goldcrest (8871)

As of May 31, 2025, SC held approx. 14% of the total outstanding shares of Goldcrest ("GC") a mid-sized condominium developer that has built around 30,000 units mainly in the Tokyo metropolitan area.

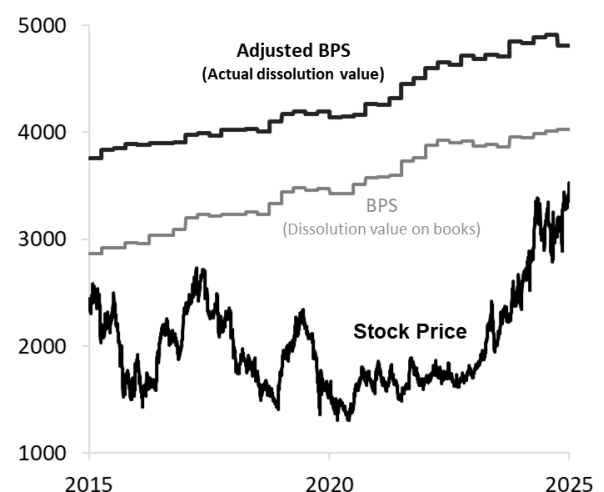
Management that has a "discerning eye for land"

GC was founded in 1992 by current President and CEO, and in 2000 set a record (at that time) for the shortest time to listing on the First Section of the Tokyo Stock Exchange. His management skill was once called "the 'genius' who knows how to fail"⁴. However, that is in regards to his achievement in real estate development and sales and completely different from his reputation as the management of a publicly listed company.

Failure in the management of a listed company

Managements of listed companies are evaluated based on how they can increase shareholder value. In this regard, GC has been below BPS let alone adjusted BPS. In other words the PBR has been below 1x for more than 10 years⁵. The market is essentially saying that "if Yasukawa continues to run GC, it would be better to dissolve it".

The stock price is always below dissolution value**

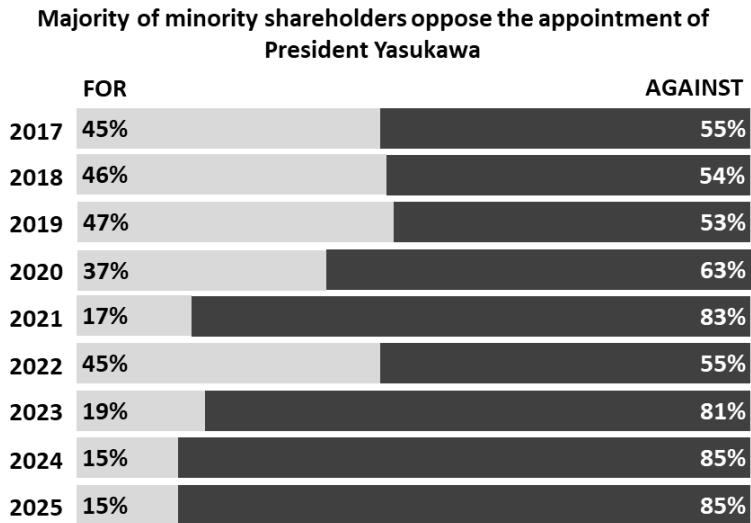


⁴ Nikkei Business, January 20, 2003, edition

⁵ Adjusted BPS calculated by adding the est. after-tax unrealized gains on real estate for lease, sale and sale in process.

Shareholders other than Yasukawa are opposed to his management

A majority of the shareholders (other than Yasukawa) have voted against the appointment of Yasukawa for 9 consecutive years⁶. Based on the voting results as well as the stock price, Yasukawa is a failure as the leader of a publicly traded company.



Yasukawa lacks awareness as the President of a “listed” company

However, as Yasukawa holds 58% of the voting rights, he is able to continue as President by voting for himself. As he is confident his position is secure, despite being a publicly listed company, Yasukawa continues to operate the business in a way the neglects minority shareholders.

In addition, SC has requested GC’s auditors to file a lawsuit against Yasukawa for violations of the Companies Act to compensate GC for an estimated JPY 2,070.84 million in unjustly obtained profit.

⁶ Estimated based on the extraordinary report. Minority shareholders' ratios exclude 194,968 voting rights held by President Yasukawa (based on the 19,496,820 shares held by President Yasuakawa and corporations controlled by him in the change report submitted on 10/28/2024) until 2024. For 2025, 198,368 are excluded based on the 19,836,820 by President Yasukawa and corporations controlled by him in the shareholder registry for March 31, 2025. Votes in abstention are added to the number of votes against.

Yodogawa Steel (5451)

As of May 31, 2025, SC held approx. 7.5% of the total outstanding shares of Yodogawa Steel (“Yodogawa”) which mainly manufactures and sells steel sheets.

Yodogawa can’t get out of its long-term stock price slump

With a PBR below 1x for more than 25 years, it is safe to say that Yodogawa’s stock price has been in a slump for a very long time. With a shareholders’ equity ratio of approx. 73%, it is this excessive accumulation of equity capital that has led to a slump in the ROE and the stock price.

In addition, the company has neglected many unprofitable businesses, still holds unrelated assets like rental real estate, cultural properties, and golf-related facilities, and faces various governance issues.

A management policy full of issues that is shielded by allegiant shareholders

Against this backdrop, SC made eight shareholder proposals at the June AGM, including two related to shareholder returns, one to the business portfolio and five on governance. While SC is known to actively make shareholder proposals to investee companies, it is rare to have to make this number to a single company.

The shareholder proposals received an approval rate ranging from 11.1% to 29.2%. Given the approx. 40% of “allegiant” shareholders⁷ it is difficult to improve on the approval rate of shareholder proposals, but management seems to be resting on its hands.

In the next MTBP, eliminate a PBR less than 1x as soon as possible.

Given this is the last year of the current mid-term business plan, it is believed that they are working on the next MTBP. Yodogawa has already declared that it achieves an 8% ROE during the next MTBP, and newly appointed President Tanaka has stated they will achieve this goal “in the core business, excluding gains on the sale of cross-shareholdings”. In order to achieve this goal, in addition to improving the profitability of the core business, it is essential that a fundamental review of the capital policy be undertaken.

For the next MTBP, Yodogawa must incorporate “feasible and concrete new measures”, as an extension of past measures will not be enough. SC hopes that under President Tanaka’s new leadership, the PBR which has been mired below 1x for 25 years will finally be resolved.

⁷ Estimated from Yodogawa’s shareholder registry as of March 2025. Allegiant shareholders include business corporations, city and regional banks, life and non-life insurance companies, and shareholding associations.

GungHo Online Entertainment (3765)

As of May 31, 2025, SC held approx. 7.5% of the total outstanding shares of GungHo Online Entertainment (“GungHo”) which develops and operates games such as “Puzzle & Dragons” (“P&D”).

GungHo’s problems

GungHo has not been able to produce a hit game in 13 years since the release of P&D and profits and stock price have fallen by 80% over the last 10. Despite that, President Morishita who has served in that roles since 2004, has seen his remuneration increase significantly from JPY 120m to JPY 330m in the past 10 years.

Morishita's remuneration misaligned with actual performance

(JPY)	Dec 2014		Dec 2024
Market Cap	872B	-78 %	186.1B
Operating Profit	94.2B	-81 %	17.4B
Remuneration	120m	+171 %	330m

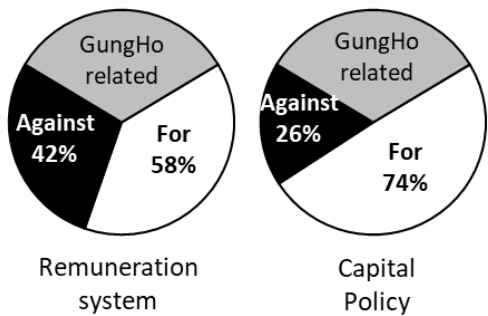
In addition, the company has accumulated more than JPY 140B in cash equivalents, allowing it to survive for the next 10 years even if it does not produce a hit game. They have created an environment that is comfortable for management but extremely disappointing for shareholders.

General shareholders want it fixed

As a result, SC made shareholder proposals at the March AGM, three calling for the revision of the executive remuneration system⁸ and four for the revision of capital policy⁹.

The proposal calling for greater disclosure of information on remuneration, which is positioned as the first step in correcting the remuneration system, and the proposal calling for dividend payments to be determined at the AGM to strengthen shareholder involvement in capital policy received 58% and 74% support ¹⁰from the general shareholders respectively.

General shareholders support the shareholder proposals



⁸ Proposals 3 to 5. Voting breakdown is based on proposal 3.

⁹ Proposals 6 to 9. Voting breakdown is based on proposal 7.

¹⁰ Estimated based on the extraordinary report. Minority shareholders' ratios exclude 152,693 voting rights held by Company Directors (based on 1,172,820 shares as per securities report) and SON Financial LLC (based on 14,096,500 shares from amendment report filed 11/1/2024)

Radical overhaul required of GungHo

After receiving SC's shareholder proposals, GungHo made changes to its policy for determining remuneration and its shareholder return policy when calling for opposition to SC's proposals. Despite the changes, many general shareholders voted in favor of SC's proposals.

GungHo should heed the voice of general shareholders and initiate a fundamental review, not just cosmetic changes that maintain the status quo.

Keihanshin Building (8818)

As of May 31, 2025, SC held approx. 6.5% of the total outstanding shares of Keihanshin Building Corp ("Keihanshin") which leases out real estate such as data centers and office buildings.

Abandoned shareholder value

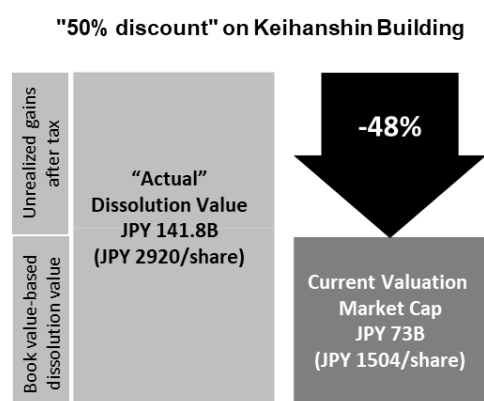
Keihanshin stock is trading at a 48% discount to its intrinsic value.

This means that although shareholders have entrusted Keihanshin with JPY141.8B ¹¹(= "actual" dissolution value) of assets mainly in real estate, the market is effectively saying "it can only be valued at half, if the current management team manages it."

Convenient interpretation of 1x PBR

However, President Wakabayashi has publicly stated that "even if the stock price is less than 1x adjusted PBR (= "actual" dissolution value) it does not mean that shareholder value is impaired and that 1x PBR (= book value-based dissolution value) is the first target.

The reason a 1x PBR is set as a guideline is because any value below that means that it would be better to "dissolve" the company rather than have current management continue to run it. Therefore, it makes no sense to set a target lower than the "actual" dissolution value, because "PBR is 1x" as Wakabayashi has done.



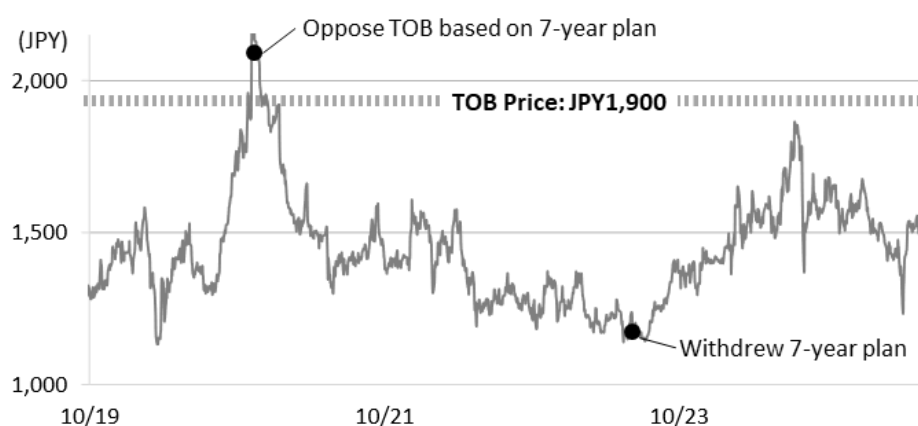
¹¹ "Actual" dissolution value calculated by adding JPY 65.6B in unrealized gains after tax (calculated using an effective tax rate of 30%) to JPY 76.2B of shareholder equity

Stock price continued to trade below the TOB price they opposed

In November 2020, SC announced a TOB for Keihanshin at JPY 1900/share. In response, the Board at the time, expressed opposition on the grounds that “the current seven-year plan would be more successful in increasing value”, and the TOB failed.

However, since the failure of the TOB in January 2021, not only has the share plan never reached JPY 1900 but the seven-year plan was withdrawn without achieving much.

Opposed TOB, but price has never exceeded TOB price

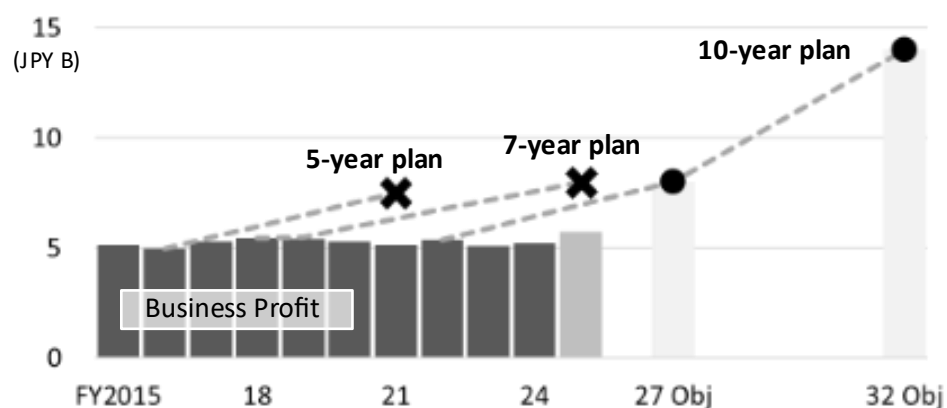


The MTBP but a “Pie in the Sky”?

In order to improve shareholder value, Keihanshin has put out several MTBPs. However, in 2019 they withdrew their five-year plan in two years after significantly underachieving. Similarly, in 2023, they withdrew the seven-year plan after four years and announced a ten-year plan.

It is extremely irresponsible for a management team that has failed to achieve a five- or seven-year plan to set up a ten-year plan which will be for after his retirement. Why doesn't Keihanshin immediately undertake drastic structural reforms?

MTBPs continue to be postponed with substantial unfulfilled achievements



Management that does not want to reduce its allegiant shareholders

SC believes that this is due to the allegiant shareholders. For example Kinden and Kajima Corp have set a management goal of reducing their cross-shareholdings and have actually accelerated the reduction but they have not sold their shares in Keihanshin.

Based on this, SC had the following exchange with Wakabayashi.¹²

SC: “In order to make it easier for Kinden and Kajima Corp to sell their shares, we want you to make it clear that the sale will not affect the business relationship.”

Wakabayashi: “I don’t know. It depends on the circumstances of the other party.”

SC: “Please answer whether you intend to affect the business relationship if they sell the shares.”

Wakabayashi: “I don’t know the situation so I can’t answer such a 0 or 100 type question.”

The Corporate Governance Code stipulates that “sales should not be prevented by suggesting a reduction in business” and Keihanshin is in compliance with this. However, such a statement by Wakabayashi undermines the purpose of the CG Code.

“Main” cross-shareholders are reducing except shares in Keihanshin

Reduction of cross-share held by major shareholders^(FY2019~2024)

	Total companies reduced	Cumulative amount reduced (JPY B)	Keihanshin Bldg
SMBC (4 th largest shareholder)	933	1936.3	Zero sold
Kinden (5 th)	110	80.9	Zero sold
Kajima Construction (6 th)	79	19.8	Zero sold
San ju san Bank (7 th)	40	12.0	Zero sold
Hyakujushi Bank (8 th)	6	0.7	Zero sold

¹² For details of President Wakabayashi’s remarks, refer to the Q&A portion of the minutes of the financial results meeting for FY2023 held June 4, 2024.

