



May 13, 2026

To Whom It May Concern:

Company Name: Keihanshin Building Co., Ltd.
Representative: Tsuneo Wakabayashi, President
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Notice Regarding the Company's Board of Directors' Opinion on a Shareholder Proposal

As announced in the Company's "Notice of Receipt of a Shareholder Proposal in Written Form" dated April 27, 2026, the Company received from one of its shareholders (the "Proposing Shareholder"), a document dated April 15, 2026 (the "Shareholder Proposal") for submitting a shareholder proposal regarding the agenda items for the Company's 103rd Annual General Meeting of Shareholders ("the General Meeting") scheduled to be held on June 19, 2026. The Company hereby announces the resolution adopted by the Company's Board of Directors at its meeting held on May 13, 2026 regarding its opinion on the Shareholder Proposal.

For details of the Shareholder Proposal, please see Exhibit "Details of the Shareholder Proposal." (The partial amendments to the Shareholder Proposal requested by the Proposing Shareholder on April 28, 2026 have been incorporated.)

Particulars

1. Proposing Shareholder
INTERTRUST TRUSTEES (CAYMAN) LIMITED
SOLELY IN ITS CAPACITY AS TRUSTEE OF JAPAN - UP
and
Strategic Capital, Inc.
2. Details of the Proposal
 - (1) Agenda
Acquisition of treasury shares from specific shareholders
 - (2) Details of the agenda
Details of the agenda are as stated in Exhibit "Details of the Shareholder Proposal."
The partial amendments to the Shareholder Proposal requested by the Proposing Shareholder on April 28, 2026 have been incorporated.
3. The Opinion of the Company's Board of Directors on the Shareholder Proposal
 - (1) The opinion of the Company's Board of Directors
The Company's Board of Directors **opposes this Agenda.**

(2) Reasons for opposition

(i) This Agenda is inconsistent with the intent of Article 160 of the Companies Act

This Agenda proposes that the Company acquire as treasury shares from a total of 33 shareholders (collectively, the “Target Shareholders”) 23,941,125 Company’s shares (the “Target Shares”) which corresponds to the percentage of voting rights held (excluding those for treasury shares) as of March 31, 2026 of 50.2%.

Article 160 of the Companies Act, which forms the basis for this Agenda, stipulates that if an issuing company intends to acquire treasury shares from specific shareholders and notifies only those shareholders of the acquisition, the issuing company must obtain approval of the general meeting of shareholders by a special resolution. Therefore, as in this Agenda, a method where the Proposing Shareholder compels the Company to issue notices of acquisition of its own shares in order to exclude certain shareholders whom the Proposing Shareholder unilaterally designates from the issuing company’s shareholder is inconsistent with the intent of Article 160 of the Companies Act.

(ii) It is not true that the Company is applying “pressure” on its shareholders “not to sell” their shares, and the handling of the Company’s shares by each shareholder is a matter for such shareholder to determine

This Agenda has the intention to reduce the number of policy-held shares concerning the Company by acquiring as treasury shares all of the Target Shares from the Target Shareholders, who are Policy-holding Shareholders, within the limits of the Distributable Amount.

Regarding the reason for proposing this Agenda, the Proposing Shareholder has asserted that the Company is applying “pressure” on each Target Shareholder “not to sell” the Company’s shares. However, in accordance with Supplementary Principle 1-4 (1) of the Corporate Governance Code, if the Policy-holding Shareholders express their intentions to conduct sales, the Company respects their wishes and does not engage in any actions that would hinder such sales. The Proposing Shareholder’s claims are nothing more than personal opinions based on speculation, without any concrete evidence.

Furthermore, the reasons, objectives, and economic rationale for the Target Shareholders to hold the Company’s shares vary from shareholder to shareholder. If this Agenda is approved, the Company will be compelled to issue a notice to each Target Shareholder (the “Notification”) to acquire the Company’s shares held by such Target Shareholder, based on a uniform procedure whereby the Company acquires such shares as treasury shares at the closing price of the Company’s shares on the Prime Market of the Tokyo Stock Exchange on the trading day immediately preceding the date of the General Meeting. In principle, matters such as whether each Target Shareholder needs to sell the Company’s shares, as well as the method, timing, and number of shares to be sold, are matters that should be determined by the Target Shareholders themselves. Nevertheless, if the Notification is made, each Target Shareholder will be compelled, in response to the Notification, to consider in a short period of time, whether or not to sell their Company’s shares. Given that the Target Shareholders are unable to exercise their voting rights regarding this Agenda pursuant to Article 160, Paragraph 4 of the Companies Act, if this Agenda is approved, they will effectively be compelled to consider their policy regarding the holding of the Company’s shares without being given the opportunity to exercise their voting rights regarding this Agenda at the General Meeting.

As stated above, since it is not true that the Company is applying “pressure” on the Policy-holding Shareholders “not to sell,” the Proposing Shareholder’s reason for proposing this Agenda lacks concrete grounds. Moreover, this Agenda effectively compels the Target Shareholders to consider selling the

Company's shares without taking into account their intentions even though they are one of the Company's key stakeholders, and thus the Company believes this Agenda to be inappropriate.

The Company formulated a Long-Term Business Plan (the "Company's Long-Term Business Plan") covering the 10-year period from the fiscal year ended March 2024 to the fiscal year ending March 2033 (the "Plan Period") on May 12, 2023. Then, on September 27, 2024, the Company revised certain parts of the Company's Long-Term Business Plan and has set a target to reduce the ratio of policy shareholdings to consolidated net assets to 10% or less by the fiscal year ending March 2028 and is continuing to proceed with the reduction of such policy shareholdings.

(iii) If the acquisition of treasury shares pursuant to this Agenda were to be carried out, it would hinder the enhancement of corporate value through the realization of the Company's Long-Term Business Plan and the increase in shareholder value through shareholder returns

This Agenda proposes the acquisition of treasury shares up to a maximum of approximately 48.6 billion yen (calculated based on the closing price of the Company's shares on the Prime Market of the Tokyo Stock Exchange on 12 May 2026; hereinafter the same) in total. If the Company were to acquire treasury shares in this amount, it would amount to approximately 299% of its non-consolidated cash and deposits as of the end of March 2026.

The Company, based on dialogue with investors aimed at realizing management that is conscious of capital costs and share prices, revised certain parts of the Company's Long-Term Business Plan on September 27, 2024. The Company is now advancing the Company's Long-Term Business Plan, which is guided by the fundamental policy of striving to enhance sustainable corporate value, expand its portfolio, and create new revenue models. Under the Company's Long-Term Business Plan, the Company will continue to build up its long-term assets throughout the Plan Period, while also preparing to monetize new businesses, and implementing various measures such as the strengthening of its growth foundation and its organizational resilience in the face of environmental changes.

The implementation of the measures set forth in the Company's Long-Term Business Plan is based on the Company's financial position at the time the plan was formulated. However, the acquisition of up to a maximum of approximately 48.6 billion yen worth of treasury shares under this Agenda represents approximately 139% of the growth investment budget for the remaining two years up to the fiscal year ending March 2028 allocated in Phase I of the Company's Long-Term Business Plan. The Company believes that, if all, or a significant portion of the treasury share acquisitions under this Agenda were to be carried out, it would have a significant adverse impact on the Company's financial foundation, make it difficult to implement the initiatives that form the core of the Company's Long-Term Business Plan, and consequently, significantly hinder the enhancement of the Company's corporate value. Furthermore, if this Agenda is approved and all or a significant portion of the treasury share acquisitions under this Agenda were to be carried out, the Company will need to raise several tens of billions of yen as the funds for the acquisitions as well as be prevented from raising funds that should be appropriated to growth investment. It is anticipated that such funding and acquisition of treasury shares will result in a significant decline in the Company's equity ratio. As a result, the Company's creditworthiness and external credit rating will be downgraded, which would increase the likelihood that the Company may be interfered with its refinancing of corporate bonds and receipt of funding from financial institutions. Therefore, the Company believes that the implementation of the acquisition of treasury shares pursuant to this Agenda would have a significant adverse impact on the Company's financial foundation.

Furthermore, against the backdrop of steady progress in the Company's Long-Term Business Plan, and with the aim of increasing shareholder value, based on the Company's current financial position, as

stated in “3. Change to the Dividend Policy and Dividend Forecast” in “Notice Concerning Stock Split, Partial Amendment to the Articles of Incorporation in Connection with the Stock Split, Change to the Dividend Policy and Dividend Forecast, and Establishment of a Shareholder Benefit Program” dated May 13, 2026 (the “May 13 Press Release on Dividend Policy”), the Company announced a capital policy, which includes a three-year plan for progressive dividend increases and a shareholder special benefit plan. If this Agenda is approved, the Company cannot rule out the possibility that it will become difficult to implement the capital policy planned under the May 13 Press Release on Dividend Policy which the Company established to meet the expectations of its shareholders. As such, if the acquisition of treasury shares based on this Agenda were to proceed, it would make it difficult to implement the various measures outlined in the Company’s Long-Term Business Plan and the May 13 Press Release on Dividend Policy, from the perspective of enhancing the Company’s corporate value and increasing shareholder value. Therefore, the acquisition of treasury shares based on this Agenda also contradicts the assertion that it contributes to the enhancement of the Company’s corporate value in the medium to long term as stated by the Proposing Shareholder in the reason for proposing this Agenda. It will, on the contrary, hinder the enhancement of the Company’s corporate value and the increase in shareholder value.

(iv) Factual errors and other errors in this Agenda

The initial proposal made by the Proposing Shareholder with respect to this Agenda (i) stated that the acquisition period for the treasury shares was “from the date of closing of the General Meeting to March 31, 2028.” Such proposal violates Article 156, Paragraph 1 of the Companies Act which limits the acquisition period of treasury shares to a maximum of one year, and (ii) included in the counterparties to the acquisition of treasury shares, third parties who were not shareholders of the Company as a result of having already sold their Company’s shares.

In addition, the number of Target Shares, 23,941,125 under this Agenda exceeds the total number of the Company’s shares held by the Target Shareholders, which is 23,863,225 shares.

For the reasons stated above, the Company’s Board of Directors **opposes this Agenda.**

End

[Exhibit (Details of the Shareholder Proposal)]

※The relevant sections of the written Shareholder Proposal submitted by the Proposing Shareholder are presented in their original form with only formatting adjustments. The Proposing Shareholder submitted a partial amendment to their Shareholder Proposal as of April 28, 2026, and the amendment has been reflected below.

Part 1 Agenda to be Submitted

1. Acquisition of Treasury Shares from Specific Shareholders

Part 2 Details of the Proposal

For detailed explanation concerning the below Shareholder Proposal, please see <https://stracap.jp/8818-KEIHANSHIN/> or the link to the dedicated site <https://stracap.jp/> at the upper right of Strategic Capital, Inc.'s home page. All financial figures stated in the Shareholder Proposal are based on consolidated financial statements unless otherwise indicated as non-consolidated.

1. Acquisition of Treasury Shares from Specific Shareholders

The purpose of this Agenda is to eliminate the shareholding in the Company's shares by its shareholders ("Policy-holding Shareholders") and thereby improve the Company's corporate governance.

(1) Type of shares to be acquired

Common shares

(2) Number of shares to be acquired

23,941,125 shares (Provided, however, that if the sum of the total amount to be delivered in exchange for the acquisition, as calculated in accordance with the main text of (4) below ("Pre-adjusted Total Acquisition Amount"), and the amount to be allotted as dividend property upon approval of the proposal for dividends of surplus proposed by the Company ("Company's Total Dividends") exceeds the distributable amount as defined in Article 461 of the Companies Act as of the date of the General Meeting or the date of execution of the agreement for the acquisition (the "Distributable Amount"; if the two amounts differ, the lower amounts shall apply), the number of shares to be acquired shall be the number obtained by dividing the Pre-adjusted Total Acquisition Amount minus the amount by which the sum of the Pre-adjusted Total Acquisition Amount and the Company's Total Dividends exceeds the Distributable Amount ("Adjusted Surplus") by the closing price of the Company's shares on the Prime Market of the Tokyo Stock Exchange on the trading day immediately preceding the date of the General Meeting (if there is no trading on the relevant day, or if the relevant day falls on a holiday for the relevant market, the execution price of the first trade conducted after the relevant day), with any fraction of a share rounded down to the nearest whole share).

(3) Details of the amount to be delivered in exchange for the acquisition

Cash

(4) Total amount to be delivered in exchange of acquisition

The amount obtained by multiplying the closing price of the Company's shares on the Prime Market of the Tokyo Stock Exchange on the day immediately preceding the date of the General Meeting (if there is no trade on the relevant day, or if the relevant day falls on a holiday for the relevant market, the transaction price of the first trade executed after the relevant day) by the number of shares to be acquired (i.e., the

“Pre-adjusted Total Acquisition Amount” defined in (2) above). Provided, however, if the sum of the Pre-adjusted Total Acquisition Amount and the Company’s Total Dividends exceeds the Distributable Amount, the total amount to be delivered in exchange for the acquisition shall be the Pre-adjusted Total Acquisition Amount less the Adjusted Surplus.

(5) Acquisition period

From the date of closing of the General Meeting to May 31, 2027

(6) Counterparties to the acquisition

Ginsen Co., Ltd., Sumitomo Mitsui Banking Corporation, Kinden Corporation, Kajima Corporation, San ju San Bank, Ltd., The Hyakujushi Bank, Ltd., Sansei Technologies, Inc., Sumitomo Mitsui Card Company, Limited, The Aichi Bank, Ltd., DAIBIRU Corporation, Daiwa House Industry Co., Ltd., Toda Corporation, Sumitomo Mitsui Trust Bank, Limited, Meidensha Corporation, Mizuno Corporation, Tozai Kenchiku Service Co., Ltd., The Ashikaga Bank, Ltd., Sumitomo Life Insurance Company, Maruichi Steel Tube Ltd., Joyo Bank, Ltd., Sanko Air Conditioning Co., Ltd., Suga Co., Ltd., Rengo Co., Ltd., Sanoyas Holdings Corporation, Nohmi Bosai Ltd., Nankai Electric Railway Co., Ltd., The Kansai Electric Power Company, Incorporated, Daikin Industries, Ltd., Torishima Pump Mfg. Co., Ltd., TOLI Corporation, Seino Holdings Co., Ltd., LOOK HOLDINGS INC., and Nankai Tatsumura Construction Co., Ltd.

As the amount of cash, etc. to be delivered in exchange for one share of the Company’s treasury share does not exceed the amount calculated pursuant to Article 161 of the Companies Act and Article 30, Item 1 of the Ordinance for Enforcement of the Companies Act, shareholders other than the counterparties to the acquisition shall not have the right to request that they be added as selling shareholders pursuant to Article 160, Paragraphs 2 and 3 of the Companies Act.

Part 3 Reason for Submitting this Shareholder Proposal

Acquisition of Treasury Shares from Specific Shareholders

(1) The existence of Policy-holding Shareholders may be undermining discipline over management.

With respect to the Company’s shareholder composition, it is clear from the Company’s Annual Securities Report for the fiscal year ended March 2025 alone that 40% or more of the total number of issued and outstanding shares (excluding treasury shares) are held by Policy-holding Shareholders. In such situation, the disciplining effect of general shareholders on management may be undermined, and management decisions that could harm shareholder value may be neglected without being corrected.

(2) The Policy-holding Shareholders are not selling the Company’s shares.

Despite the possibility that the existence of Policy-holding Shareholders may have undermined discipline over management as explained in (1) above, only one of the 21 companies that disclosed in their annual securities reports since the fiscal year ended March 2020 that they hold the Company’s shares as policy shareholdings has sold the Company’s shares during the past five years.

Furthermore, Kajima Corporation, one of the Policy-holding Shareholders that has not sold the Company’s shares in the past five years, has not sold the Company’s shares, although it has sold the shares of its clients such as Toyota Motor Corporation and West Japan Railway Company with which it is estimated to have much larger transaction volumes than with the Company..

(3) There are indications that a “pressure not to sell” is applied on Policy-holding shareholders.

According to the “Results of Review of Annual Securities Report for Fiscal 2024 and Matters to be

Noted based on the Results of Review” published by the Financial Services Agency (“FSA”) on April 1, 2025 (the “FSA Review”), the FSA indicated that there are multiple cases where pressure is being applied on Policy-holding shareholders to not sell their policy shareholdings by implying that such sale may result in reduction of current transactions with those shareholders in order for the issuer to maintain loyal shareholders (*antei-kabunushi*).

According to the FSA Review, while 99.8% of the companies comply with Supplementary Principle 1-4 (1) of the Corporate Governance Code, which states that “(If a Policy-holding shareholder indicates its intention to sell its shares, etc., the issuer) should not prevent such sale, etc. by, for example, implying a possible reduction of transactions,” the ratio of the companies that are subjected to “pressure not to sell” from the issuer far exceeds the ratio of companies that do not comply with Supplementary Principle 1-4 (1) (which, according to the FSA Review, “is approximately 5% to 40% on the basis of the number of issues”). The FSA also indicated that even if companies publicly announce that they comply with the Supplementary Principle which states that they should not prevent the sale of policy shareholdings, but actually apply pressure at the level of the person in charge or the company as a whole under the direction of the management, this may undermine the purpose of the Corporate Governance Code and pose serious problems from a governance perspective.

(4) There are concerns that the Company is applying “pressure not to sell.”

Kajima Corporation, mentioned in (2) above, discloses in its annual securities report that it verifies the rationality and appropriateness of all of its policy shareholdings by means of “comparing, among other factors, the economic benefits such as orders received, profits from construction work, and dividend yield with the market value of shares.” However, it is incomprehensible why Kajima Corporation, despite having adopted this verification policy, sold its shares in Toyota Motor Corporation and West Japan Railway Company, with which it is estimated to have much larger transaction volumes than with the Company, but did not sell any Company’s shares. Such incomprehensible behavior is also seen among the Company’s Policy-holding Shareholders other than Kajima Corporation.

Such incomprehensible behavior of the Policy-holding Shareholders raises concerns that the Company is pressuring them not to sell or that there are at least some factors pertaining to the Company that are making the Policy-holding Shareholders reluctant to sell.

(5) This Agenda is a call for the Policy-holding Shareholders who are freed from the “pressure not to sell” or the “factors that deter the sale” to sell their shares.

If this Agenda is adopted, the Company will acquire the Company’s shares as treasury shares if the Policy-holding Shareholders wish to sell their shares.

In other words, this Agenda removes the “pressure not to sell” or “factors that deter the sale” and gives the Policy-holding Shareholders an opportunity to sell their shares in the Company.

(6) There is no conflict with funding regulations and financial soundness is maintained.

If this Agenda is adopted, the Company would acquire treasury shares up to 54 billion yen. If, for instance, the price of the Company’s shares rises and the sum of the total amount required for the acquisition and the total amount of the proposal for dividends of surplus by the Company exceeds the Distributable Amount defined in Article 461 of the Companies Act as of the date of the General Meeting or the date of execution of the agreement for the acquisition, the Company will adjust the total acquisition price so that this does not exceed such Distributable Amount, therefore, there would be no conflict with the funding regulations.

In addition, as of the end of March 2025, the Company had 14 billion yen in cash and deposits, 11.1

billion yen in policy shareholdings (listed stocks), 230.5 billion yen in real estate leases (market value), and 76.2 billion yen in equity, which would enable the Company to easily raise funds and the Company would remain sufficiently financially sound even after the acquisition of treasury shares.

From a corporate governance perspective, it is desirable to reduce policy shareholdings, and the Company should also promptly sell all of its policy shareholdings.

(7) This Agenda contributes to the enhancement of shareholder value.

As explained above, the purpose of this Agenda is to encourage the Policy-holding Shareholders to sell their shares in the Company through the acquisition of treasury shares without impairing financial soundness, thereby contributing to the enhancement of corporate value over the medium to long term and the improvement of corporate governance.

End