



December 11, 2025

Press Release

Head office address	8-4-14 Akasaka, Minato-ku, Tokyo
Company name	Broadmedia Corporation (Code: 4347)
Representative	Representative CEO Taro Hashimoto
Contact for inquiries	Executive Director CFO Hideaki Oshio

Notice Regarding Statement of Opinion (Neutral) on Tender Offer for Shares of the Company by AVI Japan Opportunity Trust PLC

Broadmedia Corporation (the “Company”) announces that, at the meeting of the Board of Directors held on December 11, 2025, it resolved, for the reasons set forth in “3. Details, Basis, and Reasoning for the Opinion regarding the Tender Offer” under “(2) Basis and Reasoning for the Opinion” below, to express a neutral opinion with respect to the tender offer (the “Tender Offer”) for the Company’s common shares (the “Company Shares”) commenced by AVI Japan Opportunity Trust PLC (the “Tender Offeror”) on December 10, 2025, and to entrust the decision as to whether or not to tender shares in the Tender Offer to the judgement of the Company’s shareholders.

Please also note that the Tender Offer is not intended for the delisting of the Company Shares, and it is expected that the Company Shares will remain listed on the Standard Market of the Tokyo Stock Exchange after the completion of the Tender Offer.

1. Overview of the Tender Offeror

(1) Name	AVI Japan Opportunity Trust PLC		
(2) Address	19th Floor, 51 Lime Street, London, United Kingdom		
(3) Title and Name of Representative	Non-executive Director: Norman Crighton		
(4) Description of Business	Operates as a closed-end investment company and investment trust pursuant to Section 1158 of the UK Corporation Tax Act 2010.		
(5) Capital	GBP 246,513,107 (as of November 30, 2025)		
(6) Date of Establishment	July 2018		
(7) Major Shareholders and Shareholding Ratio (as of September 30, 2025)	1.	Finda Telecoms Oy	22.1%
	2.	City of London Investment Management	9.0%
	3.	Hargreaves Lansdown, stockbrokers (EO)	6.9%
	4.	Rathbones	4.8%

	5.	Interactive Investor (EO)	4.7%
	6.	Charles Stanley	4.4%
	7.	1607 Capital Partners	3.0%
	8.	AJ Bell, stockbrokers (EO)	2.9%
	9.	UBS Wealth Management	2.6%
	10.	Jupiter Asset Management	1.8%
(8) Relationship between the Listed Company and the Tender Offeror			
	Capital Relationship	The Tender Offeror holds 1,793,100 shares of the Company (ownership ratio (Note 2): 25.16%).	
	Personnel Relationship	None	
	Business Relationship	None	
	Status as Related Party	None	

Note 1) The information regarding the Tender Offeror is based on the Tender Offer Registration Statement (the “Tender Offer Registration Statement”) submitted by the Tender Offeror on December 10, 2025.

Note 2) “Ownership ratio” refers to the ratio calculated by dividing the number of shares owned by the Tender Offeror by the total number of issued shares as of September 30, 2025 (7,500,000 shares), as stated in the Company’s 30th Fiscal Year (fiscal year ending March 2026) Semi-Annual Report submitted on November 13, 2025, less the number of treasury shares held by the Company as of the same date (372,451 shares), resulting in 7,127,549 shares. The percentage is rounded to the nearest second decimal place. The same method of calculation applies to all ownership percentages stated hereinafter.

2. Purchase Price, etc.

The purchase price will be 2,200 yen per share of common stock.

3. Content, Basis, and Reasoning for the Opinion regarding the Tender Offer

(1) Content of the Opinion

At the meeting of the Board of Directors held on December 11, 2025, the Company resolved, as described in “(2) Basis and Reasoning for the Opinion” below, to take a neutral stance regarding the Tender Offer, and to entrust the decision as to whether or not to tender shares in the Tender Offer to the judgement of the Company’s shareholders.

(2) Basis and Reasoning for the Opinion

(i) Basis for the Opinion

On July 31, 2025, the Company received a proposal from Asset Value Investors Limited (“AVI”), which has been providing discretionary investment management services to the Tender Offeror since September 2018, stating its intention to commence the Tender Offer around December 2025. According to this proposal, the Tender Offeror and its affiliates (as defined below) intend to acquire additional shares of the Company, setting the upper limit of the number of shares to be acquired so that the total percentage of voting rights held after the Tender Offer will be 40%, with no lower limit, and offering a purchase price of 2,200 yen per share.

Following receipt of this proposal, and with the advice and assistance of the Company’s legal advisor, Nishimura & Asahi, the Company engaged in sincere discussions both internally and with AVI from the perspective of ensuring the corporate value and the interests of shareholders. As a result, at the Board of Directors meeting held on December 11, 2025, as described in “(ii)

Reasoning for the Opinion” below, the Company determined that it is unable to conclude that the Tender Offer will contribute to further enhancing the corporate value of the Company or the common interests of shareholders. Accordingly, while the Company cannot express support for the Tender Offer, it also finds no compelling reason to actively express opposition to the Tender Offer. Therefore, the resolution was made to take the position described in “(1) Content of the Opinion” above.

(ii) Reason for the Opinion

First, according to the Tender Offer Registration Statement, the Tender Offeror is a public company established in July 2018 under the laws of England and Wales, and Asset Value Investors Limited (“AVI”) has been providing discretionary investment management services to the Tender Offeror since September 2018. The Tender Offeror is also listed on the Main Market, the principal market of the London Stock Exchange, as of July 2018, and, as of the date of submission of the Tender Offer Registration Statement, owns 1,793,100 shares of the Company listed on the Tokyo Stock Exchange Standard Market (ownership ratio: 25.16%).

In addition, AVI Japanese Special Situations (“AJSS”), for which AVI also provides discretionary investment management services, owns 179,853 shares of the Company (ownership ratio: 2.52%), and NORDEA BANK ABP/FINNISH CLIENTS, likewise managed by AVI, holds 102,800 shares (ownership ratio: 1.44%). In total, AVI, the Tender Offeror, AJSS, and NORDEA BANK ABP/FINNISH CLIENTS (collectively, the “Tender Offeror Group”) own 2,075,753 shares of the Company (ownership ratio: 29.12%). AVI reportedly owns less than 0.02% of AJSS’s issued shares, and there are no capital relationships between NORDEA BANK ABP/FINNISH CLIENTS.

According to the Tender Offer Registration Statement, the Tender Offeror Group supports the current management structure and initiatives being carried out by the Company’s Board of Directors to enhance corporate value. Moreover, the Tender Offeror Group seeks to maximize the Company’s medium- and long-term potential corporate value and share value through constructive dialogue with management and the Board. The Tender Offeror Group aims to engage with the Company as a shareholder, and, after the consummation of the tender offer, plans to exercise its voting rights in accordance with the voting policy it has developed and disclosed based on the Stewardship Code, and intends to vote in favor of resolutions that it believes will contribute to enhancing the Company’s corporate and shareholder value. Further, as of the Tender Offer Registration Statement’s date, the Tender Offeror Group has stated that (i) it does not intend to take control of management of the Company after the tender offer, (ii) it does not intend to submit shareholder proposals concerning the appointment of officers from the Tender Offeror Group, nor (iii) request the convening of an extraordinary general meeting of shareholders.

Taking these factors into account, while the fact that the Tender Offeror Group, after the tender offer, could hold as many as 2,851,053 shares of the Company (ownership ratio: 40.00%) does objectively represent a level that could influence the Company’s control, the Company believes the likelihood that this will significantly impede the Company’s ongoing medium-term initiatives to enhance corporate and share value is not high. Furthermore, the Tender Offer Registration Statement indicates that the Tender Offeror Group has no intention of causing the Company to be delisted by means of the tender offer, and that, following the tender offer, the

listing of the Company's shares on the Standard Market of the Tokyo Stock Exchange is expected to be maintained. Accordingly, as described in "(4) Possibility and Reason of Delisting" below, at present, the Company does not consider it highly probable that the tender offer will cause the Company to become non-compliant with the continued listing criteria of the TSE Standard Market.

On the other hand, the Company has, to date, held discussions with the Tender Offeror Group regarding the medium- to long-term management system, succession planning, the review of the business portfolio, and topics such as diversity, equity & inclusion (DE&I) and diversity on the Board of Directors. On many points, the Company's approaches and policies are aligned with the opinions of the Tender Offeror Group; however, there remain some areas where differences in perception and opinion exist.

Based on the above, the Company cannot conclude that this tender offer contributes to a further enhancement of its corporate value or the common interests of its shareholders, and thus is unable to express support for it. However, the Company does not find compelling reason to actively oppose the tender offer, either. Consequently, the Company has decided to take a neutral position toward the tender offer.

Moreover, considering that (i) the closing price of the Company's shares on the date the tender offer commenced (December 10, 2025) did not exceed the tender offer price (2,200 yen per share) but had risen significantly to 2,005 yen from the closing price of 1,699 yen on the previous business day (December 9, 2025) on the TSE Standard Market, and (ii) the listing of the Company's shares is expected to be maintained even after the consummation of the tender offer, the Company considers it reasonable for shareholders to retain their shares after the tender offer is completed. Therefore, the Company will entrust to the judgment of its shareholders the decision as to whether to tender their shares in the offer.

(3) Matters Concerning Calculation

There are no applicable matters.

(4) Prospect of Delisting and Related Reasons

As of today, the shares of the Company are listed on the Standard Market of the Tokyo Stock Exchange. According to the Tender Offer Registration Statement, however, this tender offer is not intended to result in the delisting of the Company's shares. The Tender Offeror plans to set the maximum number of shares to be acquired through this tender offer at 775,300 shares. As such, the maximum ownership ratio of the Company's shares held by the Tender Offeror and its related parties after the tender offer will be limited to 40.00%, and the listing of the Company's shares on the Standard Market of the Tokyo Stock Exchange is expected to be maintained even after the completion of this tender offer.

Furthermore, according to the Tender Offer Registration Statement, the Tender Offeror has no intention of causing the Company to be delisted as a result of this tender offer, and has determined the maximum number of shares to be acquired in careful consideration of the tradable share ratio of the Company, which is 64.22%, so as not to violate the delisting criteria of the Standard Market of the Tokyo Stock Exchange.

Assuming that the Tender Offeror acquires the entire planned maximum of 775,300 tradable shares, the Company's tradable share ratio will be 55.32% (*1), and the tradable share market capitalization will be 8,318,524,450 yen (*2), both of which exceed the continued listing standards of the Standard Market of the Tokyo Stock Exchange (tradable share ratio: 25%; tradable share market capitalization: 1 billion yen). Therefore, at this time, the Company does not consider it likely that circumstances will arise as a result of this tender offer that would make it reasonably foreseeable for the Company to become non-compliant with the continued listing standards of the Standard Market of the Tokyo Stock Exchange.

*1: Calculated based on the status of the Company's shares as of September 30, 2025.

*2: Calculated based on the closing price of the Company's shares on December 10, 2025 (2,005 yen) and the expected tradable share ratio after completion of this tender offer.

(5) Matters concerning so-called Two-Step Acquisition

According to the Tender Offer Registration Statement, the Tender Offeror Group does not intend for this tender offer to result in the delisting of the Company's shares, nor, as of the date of submission of the Tender Offer Registration Statement, does the Tender Offeror Group plan to acquire any additional shares of the Company after the completion of the tender offer.

(6) Measures to Ensure Fairness and to Avoid Conflicts of Interest

There are no applicable matters.

4. Matters Regarding Material Agreements Concerning Tendering to the Tender Offer between the Tender Offeror and the Company's Shareholders

According to the Tender Offer Registration Statement, there are no such applicable matters.

5. Details of Benefits Provided by the Tender Offeror or its Special Related Parties

There are no applicable matters.

6. Basic Policy Measures Regarding the Company's Control

There are no applicable matters.

7. Questions to the Tender Offeror

There are no applicable matters.

8. Request for Extension of the Tender Offer Period

There are no applicable matters.

9. Future Outlook

With respect to the impact of this tender offer on the Company's performance, should there arise any matters requiring disclosure, we will disclose such information promptly.

End

For inquiries regarding this press release:

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