

Enhancing Corporate Value for Senko Group Holdings

Proposal for Enhancing Expertise in Capital Allocation
Policies and Improving Corporate Governance Structure

April 2026

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Our Views and Awareness of Issues Regarding Senko Group Holdings ("Senko")



High Competitiveness of the Logistics Business

The core logistics business has a strong competitive advantage and has experienced consistent growth in sales and profits over the years. The company's corporate (shareholders') value has been enhanced through ongoing improvements and continuous reinvestment in its logistics operations. There is a high likelihood of sustained growth in the logistics business, both domestically and globally.



Value Destruction by Non-Logistics Businesses

The continuous expansion into **non-logistics business** areas has not generated profits that align with the current cost of capital. This has led to a track record of **value destruction** from a corporate value standpoint. Additionally, the financial burden of expanding non-logistics ventures is rising and could hinder the company's sustainable growth. The stock market has also recognized this issue, which has negatively impacted the stock's valuation multiple.



Structural Vulnerabilities in Governance

The fraudulent billing and kickback incident at its subsidiary, Minami Osaka Senko Transportation And Maintenance, is not just a scandal involving a single subsidiary; it highlights structural vulnerabilities in the organization's governance and internal controls. In addition to effectively addressing requests from the Tokyo Stock Exchange, strengthening the Board of Directors' governance is an urgent priority.

We Propose Mr. Okamura as an Outside Director Candidate to Enhance Senko's Corporate Value



Mr. Kotaro Okamura
Outside Director Candidate

Reasons for Appointment and Expected Roles

Mr. Okamura has extensive experience in financial institutions, including investment banking, with specialized knowledge in corporate valuation, M&A advisory, and capital policies. His expertise will enhance the sophistication of finance and capital allocation policies, which we see as key challenges for Senko. Additionally, his involvement will help strengthen the supervisory function to protect the interests of minority shareholders.

Biography

April 1979	The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)
September 1990	J.P. Morgan Trust Bank Ltd. (currently JPMorgan Asset Management (Japan) Limited.)
August 1995	Investment Banking Headquarters, JPMorgan Securities Japan Co., Ltd.
April 2004	Tokyo Branch Manager and Representative in Japan, JPMorgan Chase Bank, N.A.
September 2009	Representative Director and President, Thomson Reuters Markets LLC
September 2012	Advisor, Societe Generale Securities Japan Limited
July 2019	Senior Advisor, IFM Investors
March 2024	Outside Director, Sapporo Holdings Limited

About Dalton Investments

We have been investing in the Japanese stock market for close to 30 years, since the 1990s. Currently, we hold approximately 10.8% of Senko's shares.

Long-term Investor

We maintain an average investment horizon of over **7 years**, and for some portfolio companies, we have held our investments for close to **30 years**. As long-term investors, we are distinctly different from institutional investors and hedge funds that prefer short-term trading.

Track Record of Investment in Japanese Equities

We have been investing in the Japanese stock market for **close to 30 years**, since the 1990s. Believing in the enhancement of Japanese corporate value, we have approached the market with a long-term perspective.

Investment in Senko

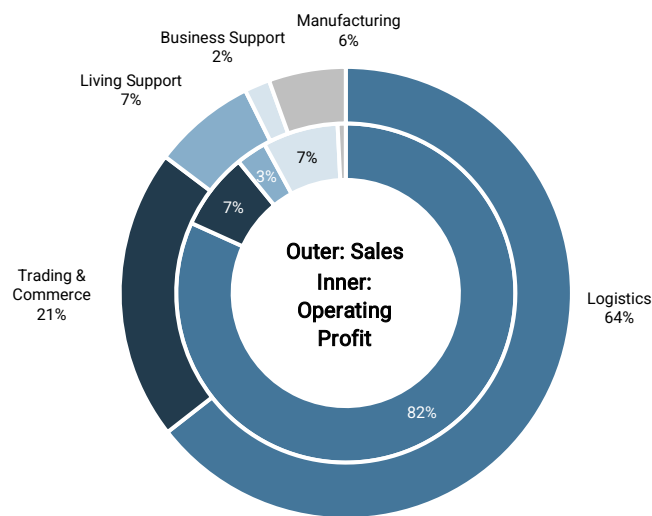
We began our investment in Senko in October 2024. As of February 2026, we are **Senko's largest shareholder**, owning approximately **10.8%** of the outstanding shares.

Senko Company Overview / Competitiveness of the Logistics Business

Overview of Senko Group Holdings

Senko is a major logistics company that has been actively pursuing mergers and acquisitions (M&A) to diversify its business. However, the profitability of the acquired non-logistics business, which contributed to this diversification, remains low.

Segment Sales & Operating Profit Breakdown



*1 FY3/2025
*2 Excludes Adjustments

Business Segment Overview

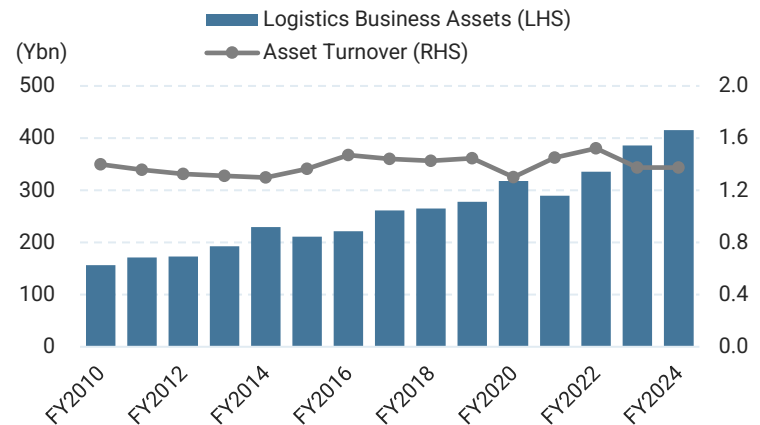
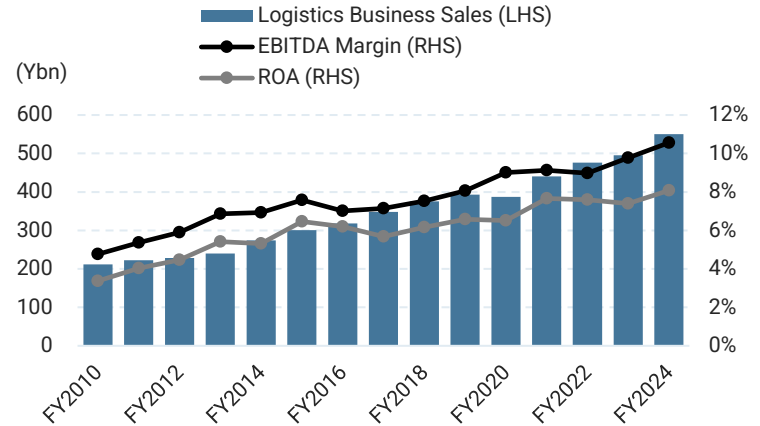
Logistics	Transportation business, international freight forwarding, warehousing, packaging, and movement operations within shippers' premises, operation of logistics centers, etc.
Trading & Commerce	Oil sales, paper products, sundry goods, trading, etc.
Living Support	General wholesale and retail store business, nursing care, and management of sports facilities, etc.
Business Support	Information processing outsourcing, administrative processing outsourcing, call center business, etc.
Manufacturing	Manufacturing and sales of containers, packaging films, and sheets, etc.

(Source) Company filings

The Logistics Business Is Highly Profitable And Has Significant Barriers to Entry

The logistics business has achieved sustainable profit growth over many years.

- Long-term, cumulative customer base.
- High switching costs due to an integrated service provision structure of warehousing, transportation, and 3PL.
- Has achieved stable profit growth over the past 10+ years.



*1 ROA = Segment profit / Segment assets

*2 Asset turnover = Segment sales / Segment assets

(Source) Company filings

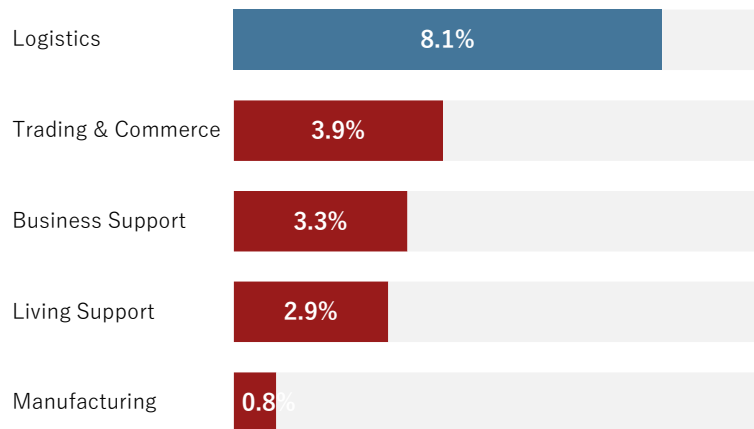
Value Destruction by Non-logistics Businesses

Capital Allocation Skewed towards Non-logistics Businesses

⚠ The expansion of non-logistics businesses through M&As has not contributed to corporate value.

- Examining the Return on Assets (ROA) of the non-logistics segments raises concerns about whether the investments in these business groups are covering their cost of capital.
- Since FY2021, the diversification strategy has intensified. While exploring new business ventures is not inherently dismissed, it is hard to believe a thorough analysis based on the cost of capital has been conducted, given the company's past performance.

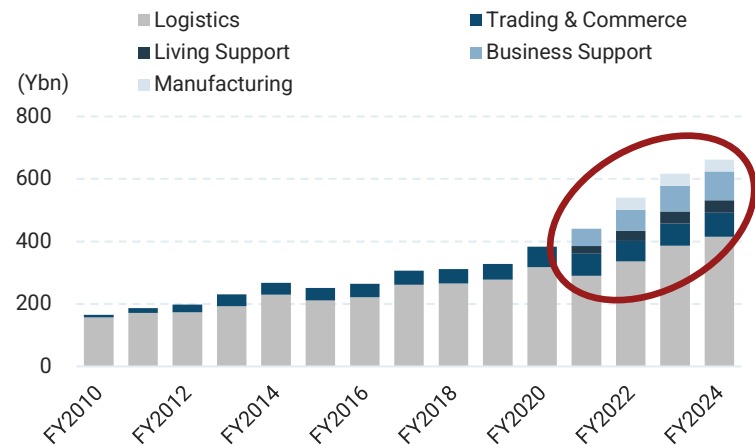
Segment ROA



*1 FY3/2025

*2 Segment ROA = Segment profit / Segment assets

Segment Assets



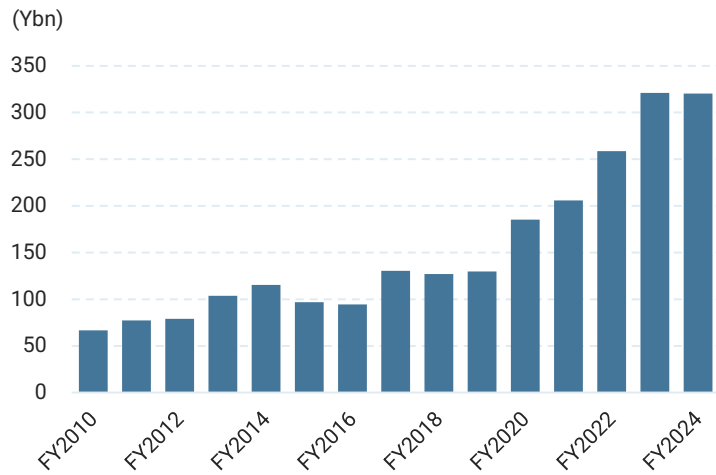
* Excludes Others and Adjustments

(Source) Company filings

The Financial Burden Is Increasing as the Non-logistics Business Continues to Expand

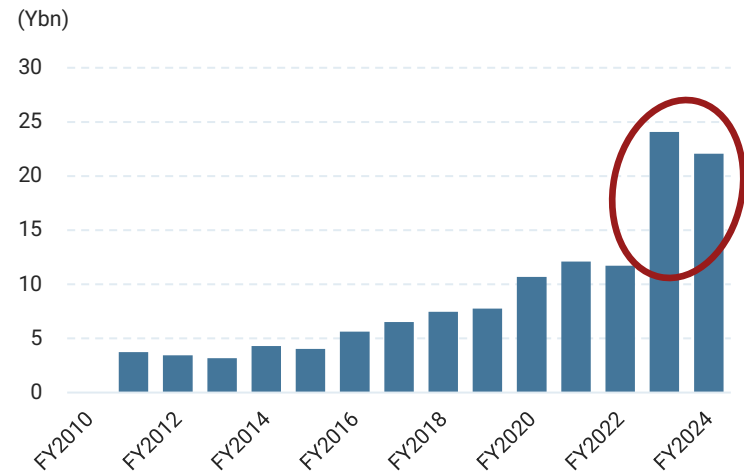
Interest-bearing debt has increased, primarily funding corporate acquisitions in non-logistics sectors. Consequently, the recorded amount of goodwill has also risen.

Interest-bearing Debt



* Includes lease liabilities

Goodwill Amount Recorded



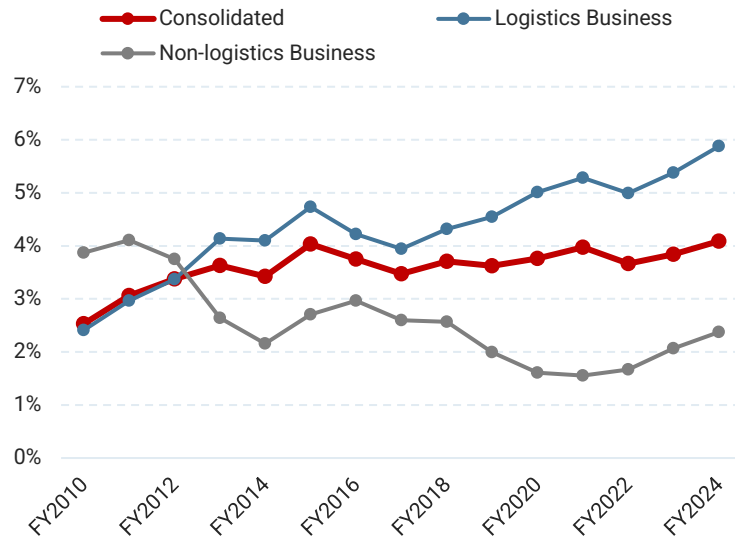
⚠ The growing financial burden from expanding non-logistics sectors may hinder the sustainable growth achieved in the logistics business.

(Source) Company filings

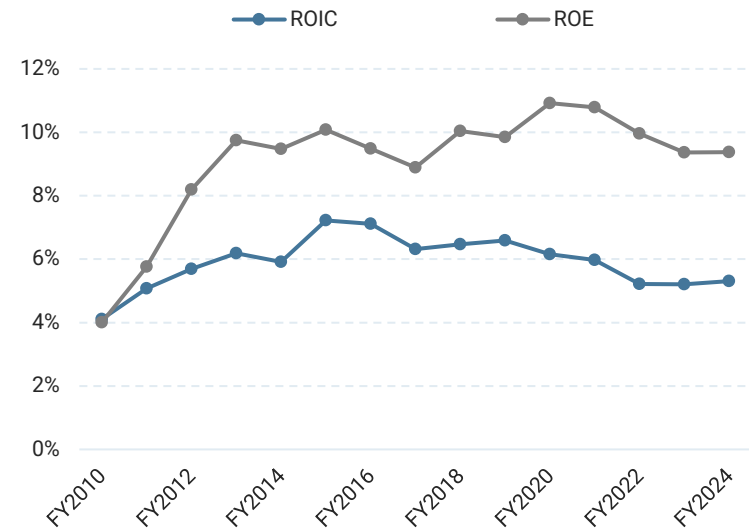
Non-logistics Businesses Depressing Company-wide Profitability

⚠️ Operating profit from non-logistics businesses barely manages to turn a profit. As a result, this situation negatively impacts overall company profitability. Consequently, key measures of capital profitability, such as Return on Invested Capital (ROIC) and Return on Equity (ROE), which are essential for corporate value creation, also remain low.

Operating Profit Margin



ROIC & ROE



(Source) Company filings

The Stock Market Also Views "Senko" as a Risk Associated With Undisciplined Diversification

“The announcement of new M&A in non-logistics fields leaves a negative impression. (...) It seems the stock market has traditionally recognized aggressive M&A in non-logistics businesses as a weight on multiple expansion.”

“While M&A in non-logistics businesses is highly likely to continue, accountability for investment returns and corporate value enhancement will become unavoidable.”

“The Living Support business is trending below the medium-term plan, and there is no change in the situation that issues remain in non-logistics businesses. More careful explanations regarding the investment efficiency and growth strategy of non-logistics businesses will be necessary.”

“The operating profit margin of the Living Support business continues to fall below that of the logistics business, and it is currently unclear whether further expansion will contribute to the enhancement of the corporate value.”

(Source) Extract from borkers' reports

Shareholders Struggle to Agree with Certain Aspects of the Company's M&A Policy

(2) Approach to M&A target companies (businesses)

- ① Increase market share of logistics business within industry and expand overseas
- ② Logistics-related business (sales of logistics equipment, business support (personnel recruitment and logistics systems), etc.)
- ③ Companies with logistics issues (improve profitability by improving logistics)
- ④ Businesses that contribute to diversity and support people's lives

While policies 1 to 3 are acceptable, **policy 4 is vague and does not provide a foundation for Senko to conduct its business.**

- In actual past M&A cases, many acquisition projects seem to fall under policy 4.
- It is assumed that the group of businesses in the Living Support business, which is concentrated in policy 4 businesses, is falling below the cost of capital.
- Undisciplined acquisitions increase the cost of capital and run counter to the company's strategy.

(Source) Extract from company filings

There are no companies in the Living Support Business Group that the Company Needs to Own

Health-related



Management of in-home visiting nurse services, fitness clubs, residential nursing homes, etc.

Life-related



Management of membership wholesale retail stores, daycare centers, dry cleaning stores, etc.

Food-related



Operation of the conveyor-belt sushi chain "Sushimaru," etc.

Businesses that cannot be justified from both best ownership and capital cost perspectives should be considered for withdrawal or sale.

Developing the company under the best ownership is desirable for all stakeholders, including employees.

(Source) Extract from company filings

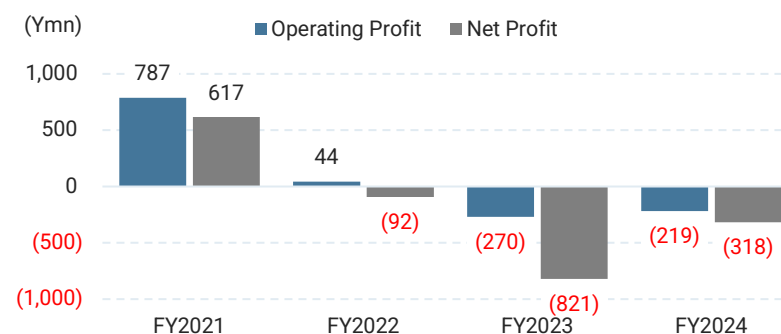
Example of a Failed Acquisition in a Non-logistics Business: Chuo Kagaku

Chuo Kagaku is one of the leading domestic manufacturers in the food tray industry, currently ranked third. Senko acquired the company for c.Y7 billion in 2022.

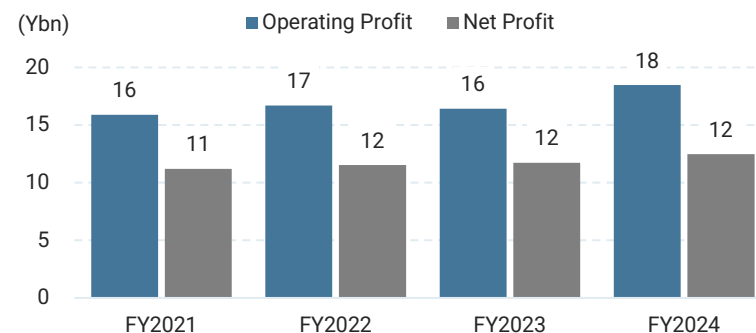
A typical example of a failed acquisition of a non-logistics business.

- Competitive Environment Recognition:** In the food tray industry, the sales and profits of the industry leader, FP Corporation, exceed the combined totals of its four major competitors. FP Corporation has established a significant competitive advantage by developing a robust recycling infrastructure, among other initiatives.
- Challenges in Post-Merger Integration (PMI):** Senko, lacking industry experience, acquired the third-ranked company. As a result, it is struggling to achieve successful outcomes from its PMI efforts.

Chuo Kagaku Earnings Trends



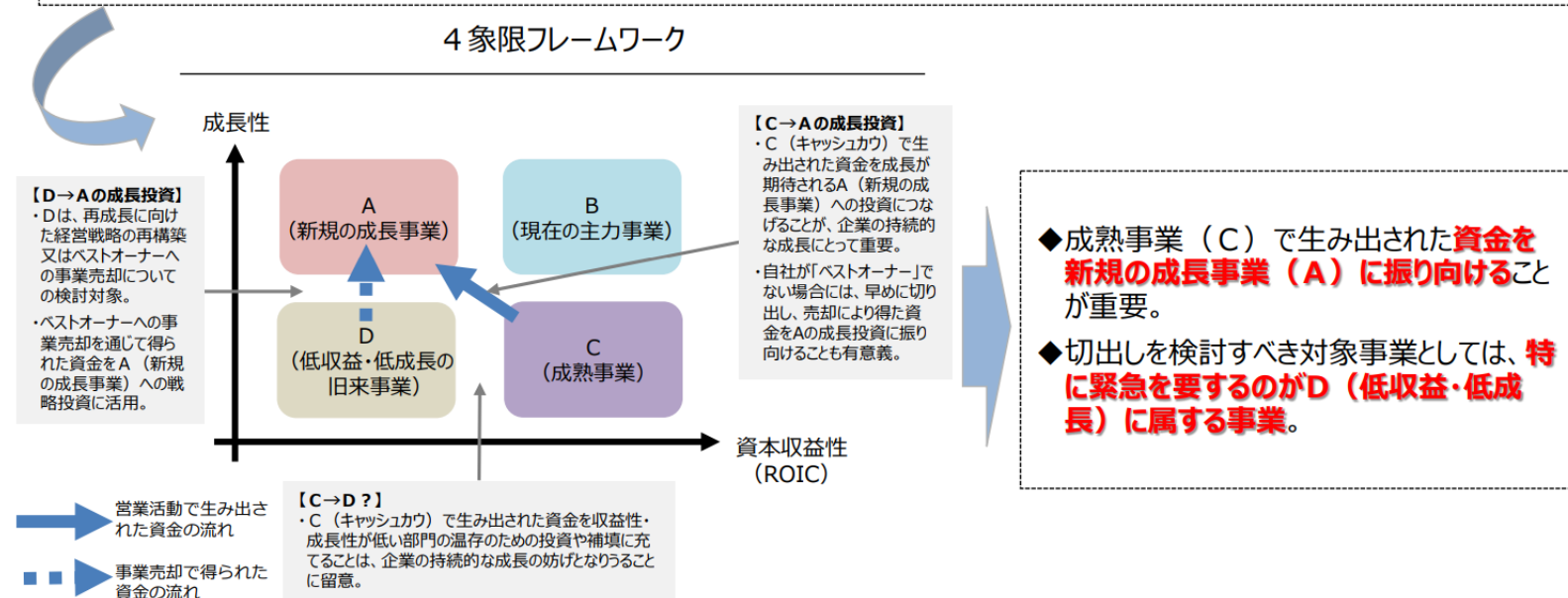
FP Corporation Earnings Trends



(Source) Company filings

The Board Should Thoroughly Review and Aim to Implement the METI "Practical Guidelines for Business Restructuring"

- ◆事業ごとの資本収益性を測る指標として**ROIC（投下資本収益性）**を導入し、資本コストや競合他社との比較を行うことが重要。
- ◆事業ごとにROICと資本コストを比較するため、連結ベースで**事業セグメントごとの「ざっくり」したB/Sを整備**することが必要。
- ◆成長性については、その市場において**自社が当該事業の「ベストオーナー」であるか**という観点から評価すべき。



(Source) Extract from the Ministry of Economy, Trade and Industry materials

Structural Vulnerabilities in Governance

We Have Confirmed Some Progress Through Our Discussions with Senko

Our Proposals

- Disciplined M&As to be conducted with a cost of capital recognition around 8%, particularly in areas outside of the logistics business.
- Further enhancement in the disclosure of capital allocation policies and track records.
- Improving capital efficiency and financial structure through asset liquidation, allowing for growth without relying on equity financing
- Adopting a "stock price-conscious" approach, not only targeting a price-to-book ratio (P/B) of over 1.0x.

Progress

- Senko disclosed a cost of capital of 8% and an ROE target of 10%, as well as improvements in stock price consciousness.
- There has been enhanced disclosure regarding the business portfolio and M&A strategy; however, challenges remain in quantitative disclosure, particularly in linking these to the cost of capital.
- Improved discipline and transparency on non-logistic businesses; nevertheless, there are still issues with both qualitative and quantitative disclosure.
- There has been improved disclosure on capital allocation, including the liquidation of real estate assets.

Nonetheless, Ongoing Events Continue to Reveal Problems with Capital Discipline and Governance



M&A / Capital Discipline

- **August 2025:** Announced acquisition of Verite, a jewelry retailer



Compliance Issues

- **November:** Fraud incident at Minami Osaka Senko Transportation And Maintenance.
- **December:** Violation of the Subcontract Act; Recommendation for preventative measures.



Governance

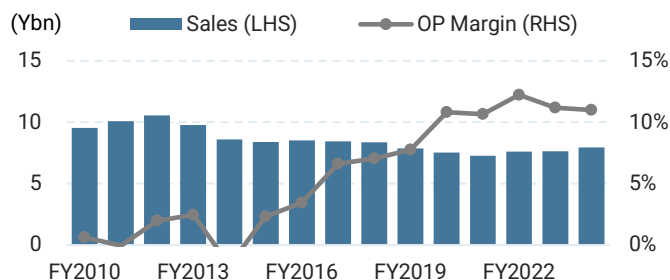
- Same Representative Director for over 20years.
- The Board of Directors lacks sufficient independence regarding personnel and compensation matters.
- Related-party transactions occurred between the Representative Director and the company.

M&A / Capital Discipline: The Acquisition of Verite in August 2025

⚠️ Senko has a highly profitable and growing logistics business, so it is unclear why it needs to reallocate capital to a low-growth retail sector—a field in which Senko lacks management expertise—by paying an acquisition premium.

- By only acquiring about 50% of Verite’s shares and maintaining Verite’s listing, increasing the number of publicly listed subsidiaries at a time when corporate governance reform is strongly advocated.

Target Company	Verite Co., Ltd.
Industry	Jewelry specialty retailer
Acquired Price	c.Y4.6 billion (Y340 per share)
Acquisition P/B	2.1x
Acquisition EV/EBITDA	8.8x



↗ Growth? No

Verite operates within a mature domestic retail market, making significant business growth unlikely.

🔗 Synergies? No

Envisioning strategic synergies between the logistics business (B2B) and Verite's retail business (B2C) is challenging. Additionally, negative implications, such as an increased governance burden from the rise in group companies, are also possible.

💎 Value-up Capabilities? No

It is hard to believe that Senko, primarily a logistics company, has the expertise to enhance brand recognition in retail and significantly increase corporate value.

(Source) Company filings

Compliance Issues: Repeated Incidents of Compliance Violations and Weaknesses in Governance

⚠️ There are incidents indicating shortcomings in legal compliance, internal controls, and audit systems within the Senko Group. The number of group companies has grown due to ongoing M&A activity, raising concerns that this has exceeded the head office's management capacity.

Recent Compliance and Legal Violation Cases

Nov. 2025

Fraud incident at Minami Osaka Senko Transportation And Maintenance

Fraudulent acts by employees and cooperating companies were discovered at the consolidated subsidiary, Minami-Osaka Senko Transport & Maintenance. The group's parent company announced the establishment of an internal investigation committee and the receipt of an investigation report. This investigation aims not only to uncover the full extent of the fraudulent and inappropriate business acts but also to make recommendations to prevent recurrence, indicating that strengthening the group's compliance system is required.

Dec. 2025

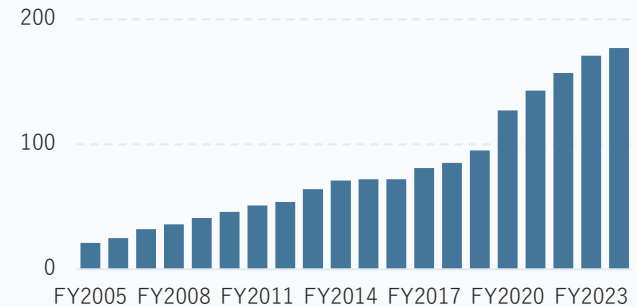
Violation of the Subcontract Act / Recommendation to prevent recurrence

The Japan Fair Trade Commission issued a recommendation, recognizing that facts violate Article 4, Paragraph 2, Item 3 of the Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors (Prohibition against requests to provide unfair economic benefits). It was certified that Senko forced small and medium-sized transport operators to perform cargo handling and incidental work without compensation and subjected them to long waiting times, thereby unfairly harming their interests. The recommendation calls for specific improvement measures to ensure compliance with the Subcontract Act, including payment of equivalent expenses, confirmation of the Board of Directors' awareness of violations, and the establishment of legal audit and training systems.

Failure of Internal Controls

Over the past 20 years, the number of Senko's consolidated subsidiaries has grown more than sevenfold, reaching 177. This expansion may exceed the headquarters's ability to govern and oversee these subsidiaries effectively. As a result, there have been ongoing issues of misconduct and legal violations within the subsidiaries.

Number of Consolidated Subsidiaries



(Source) Company filings

Factors in Structure Leading to Governance Failures



(1) Concentration and fixation of authority

- Long tenure of top management (over 20 years).
- A top-down approach dominates, with inadequate self-verification.



(2) Dysfunction of the Board of Directors

- Centralization of authority in personnel and compensation matters
- A board of directors that lacks adequate oversight authority.
- Monitoring, including PMI of acquired companies, is inadequate or has become a mere formality.



(3) Lack of skills among directors

- Limited knowledge of capital markets and finance indicates a lack of expertise.
- Lack of awareness regarding governance risks and reluctance to improve
- Failure to address concerns raised by the market and shareholders.

Causes of Governance Failure: (1) Concentration and Fixation of Authority

Long-term Entrenchment of Corporate Leadership

Mr. Fukuda has served as Representative Director and top executive for over 20 years (despite holding only 0.1%+ of the shares), and management entrenchment has significantly progressed.

Loss of Self-Cleaning and Checks-and-Balances

The long tenure of a single leader has fostered a corporate culture that discourages internal dissent and objective criticism. The ongoing presence of related-party transactions may be indicative of this issue.

Lack of Fresh Perspectives

The company may be struggling to transition away from outdated capital and financial strategies amid changing market conditions, business environments, and capital market demands.

Related-party Transactions with Relatives of the Representative Director

Although the financial impact of this transaction is small compared to the group's overall scale, it resembles a typical **conflict-of-interest transaction** as the ongoing transactions involve a company controlled by a close relative of the Representative Director. Given the evident control failures at the operational level, the existence of these related-party transactions suggests a **lack of urgency** regarding governance among the management team. Additionally, this situation indicates **a corporate culture in which directors cannot voice their concerns to the representative director.**

Counterpart	OZOO Inc
Relationship	A relative of Yasuhisa Fukuda, the Senko Representative Director, holds a majority of the company's voting rights.
Transaction Detail	Payment of website management fees
Transaction amount	10 million yen (Period: April 2024 - March 2025)

(Source) Company filings

Causes of Governance Failure: (2) Dysfunction of the Board of Directors and Committees

Nomination and Compensation Advisory Committee

Number of Committee Meetings Held in 2024

Twice

Chair of the Committee

Representative Director

Board of Directors

Determination of Directors' Compensation

**Delegated to the
Representative Director**

Monitoring functions that have become just a formality

Senko's committee functions as a "Nomination and Compensation Advisory Committee," combining nominations and compensation roles but lacking substantial authority. With meetings held only twice a year, the committee's activities are thought to be limited to formal reporting and approvals. As a result, meaningful discussions regarding nominations and compensation—essential aspects of board governance—are not possible. Consequently, its ability to serve as a check on management has effectively diminished.

A significant lack of transparency

The fact that the Representative Director serves as the chair of the committee and has sole authority over the allocation of compensation to directors constitutes a deviation from the governance standards generally expected of companies listed on the Prime Market. Additionally, this arrangement suggests a lack of deterrent on the Representative Director.

(Source) Company filings

Causes of Governance Failure: (3) Lack of Skills Among Directors

⚠ According to the company's disclosed skill matrix, seven individuals are listed as possessing "Finance/Accounting" talent. However, the basis for their designation is unclear, and their understanding and practical experience in finance and capital markets cannot be confirmed for any of them. Additionally, outside directors who permit the governance structure outlined on the previous page to remain unchanged are unlikely to understand their fiduciary responsibilities fully.

Name (Role)	Basis for "Finance/Accounting"	Capital Market / Finance Experience
Yasuhisa Fukuda (Rep. Director)	Long-term management of the company	Unconfirmed
Shigeru Ono (Director)	Management experience in international business	Unconfirmed
Yasuhiro Masuda (Director)	From a financial institution	The capital profitability of the Living Support business he manages consistently falls below the cost of capital.
Noboru Ohgoshi (Director)	Head of the logistics business	Unconfirmed
Yasuyuki Sugiura (Outside Director)	From Mitsubishi Corp, with experience in finance	Understanding of finance and capital markets is unknown.
Masanobu Uenaka (Auditor)	Experience in the company's accounting department	Given the nature of the auditor's role, it is unlikely that they will actively participate in management that considers stock price and the cost of capital.
Yoshiro Okano (Outside Auditor)	CPA	Same as above

Position	Name	Independent outside	Corporate management /strategic planning	Human resource/ personnel development	Finance/ accounting	Legal/ risk management	Global	IF/DX	Sustainability (ESG/H)
Director	Yasuhisa Fukuda		○	○	○		○	○	
	Noburoh Sasaki		○	○		○			○
	Shigeru Ono		○		○		○		
	Yasuhiro Masuda		○		○			○	
	Hideki Tsutsumi		○			○			
	Noboru Ohgoshi		○		○			○	
	Yasuyuki Sugiura	★	○	○	○		○		○
	Yoko Araki	★		○					○
	Fumiko Okuno	★		○					○
	Masumi Shiraiishi	★	○	○					○
Corporate Auditor	Yasuko Teraura	★				○	○		○
	Masanobu Uenaka		○		○		○		
	Satoshi Taketani		○	○		○			○
	Shinichiro Kohara	★	○						○
	Yoshiro Okano	★			○	○			

(Source) Company filings

The History and Progress of Dalton's Engagement Activities

⚠ It took over a year to schedule a meeting with top management, yet Senko has still not responded to our requests to meet with Outside Directors.



Our Proposals

Our Proposals

Improvement of disclosure

Enhancement of the disclosure related to ROIC and the balance sheets for each business segment.

Review of Low-Profitability Businesses

Development and communication of initiatives for underperforming business groups relative to the cost of capital, and fast-tracking the review of the business portfolio.

Redefinition of M&A Criteria

Reevaluate the approach to investing in M&A target companies and avoid imprudent investments in non-logistics sectors.

Enhancement of Board of Directors Governance

Inviting talent with expertise in capital markets—significantly enhancing the supervisory role of Outside Directors, while clearly separating management from execution.

We Propose Mr. Okamura as an Outside Director Candidate to Enhance Senko's Corporate Value



Mr. Kotaro Okamura
Outside Director Candidate

Reasons for Appointment and Expected Roles

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August 1995	Investment Banking Headquarters, JPMorgan Securities Japan Co., Ltd.
April 2004	Tokyo Branch Manager and Representative in Japan, JPMorgan Chase Bank, N.A.
September 2009	Representative Director and President, Thomson Reuters Markets LLC
September 2012	Advisor, Societe Generale Securities Japan Limited
July 2019	Senior Advisor, IFM Investors
March 2024	Outside Director, Sapporo Holdings Limited

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