

September 13, 2024

To whom it may concern:

Company FUJI SOFT INCORPORATED
Name:
Representative: Satoyasu Sakashita, President &
Representative Director
(Code Number: 9749; TSE Prime Market)
Contact: Shinsuke Konishi, General Manager,
Corporate Finance Department
(TEL: 045-650-8811)

Company FK Co., Ltd.
Name:
Representative: Michael Longo, Representative Director

(Amendment) Notice Regarding Amendment to “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) by FK Co., Ltd.” and “Public Notice for Commencement of Tender Offer” Following Submission of Amendment Statement to the Tender Offer Registration Statement by FK Co., Ltd.

FK Co., Ltd. announces that, as of today, it has published the attached Notice Regarding Amendment to “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” and “Public Notice for Commencement of Tender Offer” Following Submission of Amendment Statement to the Tender Offer Registration Statement by FK Co., Ltd.

End

This press release is published by FK Co., Ltd. (Tender Offeror) in accordance with Article 30, paragraph (1), item (iv) of the Order for Enforcement of the Financial Instruments and Exchange Act based on a request made by FUJI SOFT INCORPORATED (the Target Company in the Tender Offer).

(Attachment)

“(Amendment) Notice Regarding Amendment to “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” and “Public Notice for Commencement of Tender Offer” Following Submission of Amendment Statement to the Tender Offer Registration Statement by FK Co., Ltd.” dated September 13, 2024

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To whom it may concern:

Company FK Co., Ltd.
Name:
Representative: Michael Longo, Representative Director

(Amendment) Notice Regarding Amendment to “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) by FK Co., Ltd.” and “Public Notice for Commencement of Tender Offer” Following Submission of Amendment Statement to the Tender Offer Registration Statement by FK Co., Ltd.

FK Co., Ltd. (“Tender Offeror”) commenced a tender offer (“Tender Offer”) on September 5, 2024 for the common shares (“Target Company Shares”) and share options of FUJI SOFT INCORPORATED (Securities Code: 9749; Prime Market of the Tokyo Stock Exchange, Inc. “Target Company”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; “Act”) and relevant laws and regulations.

As the Tender Offeror submitted a notification to the Minister of Finance and the Minister having jurisdiction over the business through the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended) on September 12, 2024, because some matters have arisen that require revision to that stated in the Tender Offer Registration Statement pertaining to the Tender Offer (“Tender Offer Registration Statement”) submitted on September 5, 2024 and the Public Notice for Commencement of Tender Offer (“Public Notice for Commencement of Tender Offer”) attached thereto, an Amendment Statement to the Tender Offer Registration Statement was submitted on September 13, 2024 pursuant to Article 27-8, paragraph (2) of the Act for the purpose of such revisions.

Accordingly, the Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) (“Tender Offeror Press Release Dated September 4, 2024”) and the Public Notice for Commencement of Tender Offer are hereby amended as follows.

This Amendment is not a change to the purchase conditions, etc. as defined in Article 27-3, paragraph (2), item 1 of the Act.

I. Amendments to Tender Offeror Press Release Dated September 4, 2024

The Tender Offeror Press Release Dated September 4, 2024 is amended as follows.

Revisions are underlined.

1. Purpose of the Purchase
- (1) Outline of the Tender Offer

(Prior to revision)

(omitted)

Furthermore, with respect to the Foreign Exchange Act Procedures, the Tender Offeror submitted a notification to the Minister of Finance and the Minister having jurisdiction over the business through the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act on August 2, 2024, and this notification was accepted on August 2, 2024. After acceptance of the notification, the Tender Offeror was contacted by the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, on August 20, 2024, to withdraw the notification once in order to continue the review due to the difficulty in completing the review within the statutory waiting period; as such, the Tender Offeror withdrew the notification above on August 21, 2024. As of today, the Tender Offeror has not made another notification, but plans to make another notification after today as soon as preparations are complete, and after the acceptance of this notification, approval for the Share Acquisition is expected to be obtained during the statutory waiting period, and such statutory waiting period may be shortened. Accordingly, as of today, among the Conditions Precedent, although the condition of the completion of acquisition of Clearance related to the Foreign Exchange Act Procedures (condition 11) has not been satisfied, the Tender Offeror determined that it is likely to complete the Foreign Exchange Act Procedures.

In addition, with respect to the Procedures in Response to Vietnamese Authorities, the Tender Offeror submitted a prior notification of the Share Acquisition to the Vietnam National Competition Commission on August 13, 2024 (local time), and it is expected to be accepted by September 12, 2024 (local time). Therefore, approval for the Share Acquisition is expected to be obtained by October 12, 2024, on which the 30-day period required for the initial review by the Vietnam National Competition Commission (which may be extended up to 180 days if an official review begins; the same shall apply hereinafter) will have elapsed. However, the period until the expected acceptance above and the period for the initial review may be shortened. Accordingly, as of today, among the Conditions Precedent, although the condition of the completion of acquisition of Clearance related to the Procedures in Response to Vietnamese Authorities (condition 11) has not been satisfied, the Tender Offeror determined that it is likely to complete the Procedures in Response to Vietnamese Authorities.

(omitted)

(After revision)

(omitted)

Furthermore, with respect to the Foreign Exchange Act Procedures, the Tender Offeror submitted a notification to the Minister of Finance and the Minister having jurisdiction over the business through the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act on August 2, 2024, and this notification was accepted on August 2, 2024. After acceptance of the notification, the Tender Offeror was contacted by the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, on August 20, 2024, to withdraw the notification once in order to continue the review due to the difficulty in completing the review within

the statutory waiting period; as such, the Tender Offeror withdrew the notification above on August 21, 2024. As of today, the Tender Offeror has not made another notification, but plans to make another notification after today as soon as preparations are complete (subsequently, in response to instructions from the Ministry of Economy, Trade and Industry, the Tender Offeror submitted another notification to the Minister of Finance and the Minister having jurisdiction over the business through the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act on September 12, 2024, and this notification was accepted as of the same date) and after the acceptance of this notification, approval for the Share Acquisition is expected to be obtained during the statutory waiting period, and such statutory waiting period may be shortened. Accordingly, as of today, among the Conditions Precedent, although the condition of the completion of acquisition of Clearance related to the Foreign Exchange Act Procedures (condition 11) has not been satisfied, the Tender Offeror determined that it is likely to complete the Foreign Exchange Act Procedures.

In addition, with respect to the Procedures in Response to Vietnamese Authorities, the Tender Offeror submitted a prior notification of the Share Acquisition to the Vietnam National Competition Commission on August 13, 2024 (local time), and it is expected to be accepted by September 12, 2024 (local time). Therefore, approval for the Share Acquisition is expected to be obtained by October 12, 2024, on which the 30-day period required for the initial review by the Vietnam National Competition Commission (which may be extended up to 180 days if an official review begins; the same shall apply hereinafter) will have elapsed. However, the period until the expected acceptance above and the period for the initial review may be shortened (subsequently, on September 5, 2024 (local time), the Vietnam National Competition Commission issued a letter confirming that such prior notification had been accepted, and the Tender Offeror received notification of such confirmation on the same day. Therefore, approval for the Share Acquisition is expected to be obtained by October 5, 2024, on which the 30-day period required for the initial review will have elapsed. However, the period for the initial review may be shortened). Accordingly, as of today, among the Conditions Precedent, although the condition of the completion of acquisition of Clearance related to the Procedures in Response to Vietnamese Authorities (condition 11) has not been satisfied, the Tender Offeror determined that it is likely to complete the Procedures in Response to Vietnamese Authorities.

(omitted)

II. Amendments to Public Notice for Commencement of Tender Offer

The Public Notice for Commencement of Tender Offer is amended as follows.

Revisions are underlined.

1. Purpose of the Purchase

(Prior to revision)

(omitted)

Furthermore, with respect to procedures and measures under the Foreign Exchange and Foreign Trade Act (“Foreign Exchange Act Procedures”), the Tender Offeror submitted a notification to the Minister of Finance and the Minister having jurisdiction over the business through the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act on August 2, 2024, and this notification was accepted on August 2, 2024. After acceptance of the notification, the Tender Offeror was contacted by the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, on August 20, 2024, to withdraw the notification once in order to continue the review due to the difficulty in completing the review within the statutory waiting period; as such, the Tender Offeror withdrew the notification above on August 21, 2024. As of the submission date of this Notice, the Tender Offeror has not made another notification, but plans to make another notification after the submission date

of this Notice as soon as preparations are complete, and after the acceptance of this notification, approval for acquisition of the Shares through the Tender Offer (“Share Acquisition”) is expected to be obtained during the statutory waiting period, and such statutory waiting period may be shortened. Accordingly, as of the submission date of this Notice, among the Conditions Precedent, although the condition of the completion of acquisition of Clearance related to the Foreign Exchange Act Procedures has not been satisfied, the Tender Offeror determined that it is likely to complete the Foreign Exchange Act Procedures.

In addition, with respect to the necessary procedures and measures pursuant to the competition law in Vietnam (the “Procedures in Response to Vietnamese Authorities”), the Tender Offeror submitted a prior notification of the Share Acquisition to the Vietnam National Competition Commission on August 13, 2024 (local time), and it is expected to be accepted by September 12, 2024 (local time). Therefore, approval for the Share Acquisition is expected to be obtained by October 12, 2024, on which the 30-day period required for the initial review by the Vietnam National Competition Commission (which may be extended up to 180 days if an official review begins; the same shall apply hereinafter) will have elapsed. However, the period until the expected acceptance above and the period for the initial review may be shortened. Accordingly, as of the submission date of this Notice, among the Conditions Precedent, although the condition of the completion of acquisition of Clearance related to the Procedures in Response to Vietnamese Authorities has not been satisfied, the Tender Offeror determined that it is likely to complete the Procedures in Response to Vietnamese Authorities.

(omitted)

(After revision)

(omitted)

Furthermore, with respect to procedures and measures under the Foreign Exchange and Foreign Trade Act (“Foreign Exchange Act Procedures”), the Tender Offeror submitted a notification to the Minister of Finance and the Minister having jurisdiction over the business through the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act on August 2, 2024, and this notification was accepted on August 2, 2024. After acceptance of the notification, the Tender Offeror was contacted by the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, on August 20, 2024, to withdraw the notification once in order to continue the review due to the difficulty in completing the review within the statutory waiting period; as such, the Tender Offeror withdrew the notification above on August 21, 2024. As of the submission date of this Notice, the Tender Offeror has not made another notification, but plans to make another notification after the submission date of this Notice as soon as preparations are complete (subsequently, in response to instructions from the Ministry of Economy, Trade and Industry, the Tender Offeror submitted another notification to the Minister of Finance and the Minister having jurisdiction over the business through the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act on September 12, 2024, and this notification was accepted as of the same date), and after the acceptance of this notification, approval for acquisition of the Shares through the Tender Offer (“Share Acquisition”) is expected to be obtained during the statutory waiting period, and such statutory waiting period may be shortened. Accordingly, as of the submission date of this Notice, among the Conditions Precedent, although

the condition of the completion of acquisition of Clearance related to the Foreign Exchange Act Procedures has not been satisfied, the Tender Offeror determined that it is likely to complete the Foreign Exchange Act Procedures.

In addition, with respect to the necessary procedures and measures pursuant to the competition law in Vietnam (the “Procedures in Response to Vietnamese Authorities”), the Tender Offeror submitted a prior notification of the Share Acquisition to the Vietnam National Competition Commission on August 13, 2024 (local time), and it is expected to be accepted by September 12, 2024 (local time). Therefore, approval for the Share Acquisition is expected to be obtained by October 12, 2024, on which the 30-day period required for the initial review by the Vietnam National Competition Commission (which may be extended up to 180 days if an official review begins; the same shall apply hereinafter) will have elapsed. However, the period until the expected acceptance above and the period for the initial review may be shortened (subsequently, on September 5, 2024 (local time), the Vietnam National Competition Commission issued a letter confirming that such prior notification had been accepted, and the Tender Offeror received notification of such confirmation on the same day. Therefore, approval for the Share Acquisition is expected to be obtained by October 5, 2024, on which the 30-day period required for the initial review will have elapsed. However, the period for the initial review may be shortened). Accordingly, as of the submission date of this Notice, among the Conditions Precedent, although the condition of the completion of acquisition of Clearance related to the Procedures in Response to Vietnamese Authorities has not been satisfied, the Tender Offeror determined that it is likely to complete the Procedures in Response to Vietnamese Authorities.

(omitted)

End