



October 15, 2024

To all parties concerned,

Company	FUJI SOFT INCORPORATED
Representative	Satoyasu Sakashita, President & Representative Director (Ticker code: 9749 TSE Prime Market)
Contact	General Manager of Corporate Finance Department Shinsuke Konishi (TEL. 045-650-8811)

Notice Regarding the Planned Commencement of the Tender Offer for the Company Share Certificates by Bain Capital

On October 11, 2024, "Notice Regarding the Planned Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)" (the "Planned Commencement Press Release") was issued by an investment fund that receives investment advice from Bain Capital Private Equity, LP and its corporate group (individually or collectively, "Bain Capital"). According to the Planned Commencement Press Release, if certain conditions precedent are satisfied, Bain Capital plans to promptly conduct a tender offer for the Company Share Certificates (the "Tender Offer") through K.K. BCJ-88, which is a special purpose company, (the "Offeror").

According to the Planned Commencement Press Release, the tender offer price for the Company Share Certificates is expected to be 9,450 yen, but no discussions regarding the terms of the Tender Offer announced in the Planned Commencement Press Release were held between the Company and Bain Capital prior to the announcement of the Planned Commencement Press Release.

Additionally, the Planned Commencement Press Release states that the Offeror has executed non-tender agreements related to the Tender Offer with NFC Corporation, Hiroshi Nozawa, and Chieko Nozawa and has executed tender agreements related to the Tender Offer with Noriko Nozawa, Yoshiko Nozawa, and Kana Takeuchi, but as of the time of this Press Release, the Company is not aware of the existence or the details of those agreements.

Upon receiving that proposal, the Board of Directors of the Company and the Special Committee will sincerely review that from the perspective of the feasibility of taking the Company private based on that proposal and whether that proposal will secure or enhance the Company's corporate value and the common interests of its shareholders. Any decisions made will be promptly announced to the Company's shareholders. In connection with that, the Company might also change its opinion regarding the tender offer for the Company Share Certificates by FK Co., Ltd., as described in the "(Amendment) Partial Amendment to 'Notice regarding Expression of Opinion in Support of the Tender Offer for the Company Share Certificates by FK Co., Ltd. and Recommendation to Tender Shares'" announced on September 26, 2024, so we kindly ask our shareholders to continue paying close attention to the information disclosed by the Company.

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