



October 18, 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)

(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”

The “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 by the Company on September 4, 2024 (which includes corrections and amendments made 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, the “September 4, 2024, Company Press Release”) has been partially amended, so we hereby give notice as follows.

As stated in the September 4, 2024 Company Press Release, it has been announced that the Company has decided to express an opinion in support of the tender offer (the “Tender Offer” or the “First Tender Offer”) by FK Co., Ltd. (the “Offeror”) and to recommend that the Company’s shareholders and Stock Acquisition Rights Holders tender their Company Share Certificates in the Tender Offer (First Tender Offer).

As announced in the “Notice Regarding the Planned Commencement of the Tender Offer for the Company Share Certificates by Bain Capital” dated October 15, 2024, in light of the announcement by Bain Capital Private Equity, LP (individually or collectively, “Bain Capital”) of the “Notice Regarding the Planned Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” on October 11, 2024 (the “October 11, 2024 Bain Capital Press Release”), after careful consideration, the Company resolved at a meeting of the Board of Directors held on October 18, 2024, based on the opinion of the Special Committee, to continue to express its opinion in support of the Tender Offer and maintain its recommendation for the Company’s shareholders and Stock Acquisition Rights Holders to tender their Company Share Certificates in the Tender Offer. Additionally, while the Company continues to recommend tendering in the First Tender Offer by the Offeror (the Tender Offer), it also resolved to state that it would be reasonable for the Company’s shareholders and Stock Acquisition Rights Holders, in consideration of Bain Capital’s proposal, to choose not to tender in the First Tender Offer by the Offeror and instead, based on the outcome of Bain Capital’s proposal, to tender in the Second Tender Offer by the Offeror. This resolution was approved by a majority of the directors who participated in the vote.

Further, the Company believes that Bain Capital’s proposal is a bona fide offer and will continue to review that proposal.

The Board of Directors has not yet made a decision on its opinion regarding the Second Tender Offer by the Offeror and the tender offer by Bain Capital and it plans to determine its opinion upon the commencement of each tender offer.

The parts that are to be amended are underlined.

Details

3. Details, Grounds and Reasons for the Opinion on the Tender Offer

(1) Details of the Opinion

(Before revisions)

<Omitted>

Please note that the resolutions of the Board of Directors made on August 8, 2024, and on September 4, 2024 were made in the manner set out in “(g) Approval of All Directors With No Interest in the Company and Opinion of No Objection of All Company Auditors With No Interest in the Company” in “(6) Measures to Ensure Fairness in the Tender Offer such as Measures to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest” below.

<Omitted>

The above resolution of the Board of Directors passed on September 26, 2024 under Article 370 of the Companies Act (written resolution in lieu of a resolution of a board of directors meeting) was made in the manner set out in “(g) Approval of All Directors With No Interest in the Company and Opinion of No Objection of All Company Auditors With No Interest in the Company” in “(6) Measures to Ensure Fairness in the Tender Offer such as Measures to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest” below.

(After revisions)

<Omitted>

Please note that the resolutions of the Board of Directors made on August 8, 2024, and on September 4, 2024 were made in the manner set out in “(g) Approval of a Majority of Directors With No Interest in the Company and Opinion of No Objection of All Company Auditors With No Interest in the Company” in “(6) Measures to Ensure Fairness in the Tender Offer such as Measures to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest” below.

<Omitted>

The above resolution of the Board of Directors passed on September 26, 2024 under Article 370 of the Companies Act (written resolution in lieu of a resolution of a board of directors meeting) was made in the manner set out in “(g) Approval of a Majority of Directors With No Interest in the Company and Opinion of No Objection of All Company Auditors With No Interest in the Company” in “(6) Measures to Ensure Fairness in the Tender Offer such as Measures to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest” below.

Following that, in light of the announcement of the October 11, 2024 Bain Capital Press Release by Bain Capital on October 11, 2024, the Company resolved at a meeting of the Board of Directors held on October 18, 2024, for the reasons described in “(iii) Content of Decision” in “(c) Process and Reasons for the Decision-Making of the Company” in “(2) Grounds and Reasons for Opinion” to continue to express its opinion in support of the Tender Offer and maintain its recommendation for the Company’s shareholders and Stock Acquisition Rights Holders to tender their Company Share Certificates in the Tender Offer. Furthermore, while the Company continues to recommend that its shareholders and the Stock Acquisition Rights Holders tender their Company Share Certificates in the First Tender Offer by the Offeror (the Tender Offer), the Company also resolved to state that it would be reasonable for the Company’s shareholders and Stock Acquisition Rights Holders, in consideration of Bain Capital’s proposal, to choose not to tender their Company Share Certificates in the First Tender Offer by the Offeror and instead, based on the outcome of Bain Capital’s proposal, to tender in the Second Tender Offer by the Offeror. This resolution was approved by a majority of the directors who participated in the vote, except Mr. Sakashita, who did not participate in the discussions or the resolution.

Further, the Company believes that Bain Capital’s proposal is a bona fide offer and will continue to review that proposal.

The Board of Directors has not yet made a decision on its opinion regarding the Second Tender Offer by the Offeror and the tender offer by Bain Capital and it plans to determine its opinion upon the commencement of each tender offer.

Please note that the resolutions of the Board of Directors made on October 18, 2024, were made in the manner set out in “(g) Approval of a Majority of Directors With No Interest in the Company and Opinion of No Objection of All Company Auditors With No Interest in the Company” in “(6) Measures to Ensure Fairness in the Tender Offer such as Measures to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest” below.

(2) Grounds and Reasons for Opinion

(a) Overview of the Tender Offer

(Before revisions)

<Omitted>

Furthermore, with respect to the Foreign Exchange Act Procedures, the 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 Offeror was contacted by the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the 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 Offeror withdrew the notification above on August 21, 2024. As of today, the 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 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 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 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 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 Offeror determined that it is likely to complete the Procedures in Response to Vietnamese Authorities.

(After revisions)

<Omitted>

Furthermore, with respect to the Foreign Exchange Act Procedures, the 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 Offeror was contacted by the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the 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 Offeror withdrew the notification above on August 21, 2024. As of September 4, 2024, the Offeror has not made another notification, but plans to make another notification after September 4, 2024 as soon as preparations are complete (following that, under the direction of the Ministry of Economy, Trade and Industry, the Offeror gave an additional notification on September 12, 2024 to the Minister of Finance and the competent minister for the business via the Bank of Japan in accordance with Article 27, paragraph (1) of the Foreign Exchange and Foreign Trade Act, and that was accepted on the same day), 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 September 4, 2024, 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 Offeror determined that it is likely to complete the Foreign Exchange Act Procedures.

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time), after the 30-day period required for the initial review has passed. However, the duration of the initial review might be shortened.) Accordingly, as of September 4, 2024, 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 Offeror determined that it is likely to complete the Procedures in Response to Vietnamese Authorities.

(c) Process and Reasons for the Decision-Making of the Company

(ii) Background of Examinations and Negotiations

(Before revisions)

<Omitted>

Further, on July 26, 2024, the Company received a non-binding proposal related to a Privatization Proposal from Bain Capital Private Equity, LP (“Bain Capital”) that offered a tender offer price that exceeded the Tender Offer Price (the “July 26, 2024 Bain Capital Written Proposal,” and the proposal in the July 26, 2024 Bain Capital Written Proposal, the “July 26, 2024 Bain Capital Proposal”). In response, the Company received an explanation from Bain Capital regarding the July 26, 2024 Bain Capital Proposal, and at the same time, it confirmed KKR’s stance in light of the July 26, 2024 Bain Capital Proposal and it checked with 3DIP to ascertain 3DIP’s intention regarding the July 26, 2024 Bain Capital Proposal. The Special Committee conducted a thorough examination of the July 26, 2024 Bain Capital Written Proposal. That examination involved receiving an explanation of the contents of the July 26, 2024 Bain Capital Written Proposal from the Company, discussing the response policy while receiving professional advice from the advisors it has engaged, holding meetings with both KKR and Bain Capital, communicating through the Company to confirm 3DIP’s stance on the July 26, 2024 Bain Capital Written Proposal, and carefully deliberating on the policy on how to respond to the July 26, 2024 Bain Capital Written Proposal based on those meetings and confirmations. As a result, considering that the July 26, 2024 Bain Capital Proposal was a non-binding proposal, the likelihood of Bain Capital obtaining 3DIP’s consent to participate in the Tender Offer was unclear, and that 3DIP judged the proposal pertaining to the Final Company Process Proposal by KKR to be superior to the July 26, 2024 Bain Capital Proposal, the Special Committee concluded that the feasibility of the July 26, 2024 Bain Capital Proposal was questionable. On August 4, 2024, the Special Committee submitted a written opinion to the Board of Directors of the Company (the “August 4 Opinion”) stating that there were no circumstances sufficient to alter the opinion it submitted on June 28, 2024. Taking into consideration the contents of the August 4 Opinion submitted by the Special Committee, the Company carefully examined the July 26, 2024 Bain Capital Proposal from the perspective of the feasibility of the acquisition and other factors. The examination revealed that the July 26, 2024 Bain Capital Proposal is not legally binding, requires a certain period and negotiations with financial institutions for the submission of a legally binding proposal, and raises doubts about the certainty of financing. Additionally, the Offeror is already expected to enter into the Tender Agreement with 3DIP and Farallon, which are major shareholders, and 3DIP has no intention of changing this policy. Taking these factors into account, from the perspective of enhancing the corporate value of the Company and securing the interests of the shareholders, the Company concluded on August 5, 2024, that the Final Company Process Proposal made by KKR remains the best proposal.

<Omitted>

On September 3, 2024, Bain Capital released the Bain Capital Press Release. The Company has determined that the proposal from Bain Capital is a bona fide offer and the Company has been conducting an appropriate and fair process with the potential investors, including Bain Capital and KKR. However, as of today, no legally binding proposal has been submitted by Bain Capital. If Bain Capital submits a legally binding proposal, the Company and the Special Committee plan to carefully and sincerely review it.

<Omitted>

(After revisions)

<Omitted>

Further, on July 26, 2024, the Company received a non-binding proposal related to a Privatization Proposal from Bain Capital that offered a tender offer price that exceeded the Tender Offer Price (the “July 26, 2024 Bain Capital Written Proposal,” and the proposal in the July 26, 2024 Bain Capital Written Proposal, the “July 26, 2024 Bain Capital Proposal”). In response, the Company received an explanation from Bain Capital regarding the July 26, 2024 Bain Capital Proposal, and at the same time, it confirmed KKR’s stance in light of the July 26, 2024 Bain Capital Proposal and it checked with 3DIP to ascertain 3DIP’s intention regarding the July 26, 2024 Bain Capital Proposal. The Special

Committee conducted a thorough examination of the July 26, 2024 Bain Capital Written Proposal. That examination involved receiving an explanation of the contents of the July 26, 2024 Bain Capital Written Proposal from the Company, discussing the response policy while receiving professional advice from the advisors it has engaged, holding meetings with both KKR and Bain Capital, communicating through the Company to confirm 3DIP's stance on the July 26, 2024 Bain Capital Written Proposal, and carefully deliberating on the policy on how to respond to the July 26, 2024 Bain Capital Written Proposal based on those meetings and confirmations. As a result, considering that the July 26, 2024 Bain Capital Proposal was a non-binding proposal, the likelihood of Bain Capital obtaining 3DIP's consent to participate in the Tender Offer was unclear, and that 3DIP judged the proposal pertaining to the Final Company Process Proposal by KKR to be superior to the July 26, 2024 Bain Capital Proposal, the Special Committee concluded that the feasibility of the July 26, 2024 Bain Capital Proposal was questionable. On August 4, 2024, the Special Committee submitted a written opinion to the Board of Directors of the Company (the "August 4 Opinion") stating that there were no circumstances sufficient to alter the opinion it submitted on June 28, 2024. Taking into consideration the contents of the August 4 Opinion submitted by the Special Committee, the Company carefully examined the July 26, 2024 Bain Capital Proposal from the perspective of the feasibility of the acquisition and other factors. The examination revealed that the July 26, 2024 Bain Capital Proposal is not legally binding, requires a certain period and negotiations with financial institutions for the submission of a legally binding proposal, and raises doubts about the certainty of financing. Additionally, the Offeror is already expected to enter into the Tender Agreement with 3DIP and Farallon, which are major shareholders, and 3DIP has no intention of changing this policy. Taking these factors into account, from the perspective of enhancing the corporate value of the Company and securing the interests of the shareholders, the Company concluded on August 5, 2024, that the Final Company Process Proposal made by KKR remains the best proposal.

<Omitted>

On September 3, 2024, Bain Capital released the Bain Capital Press Release. The Company has determined that the proposal from Bain Capital is a bona fide offer and the Company has been conducting an appropriate and fair process with the potential investors, including Bain Capital and KKR. However, on October 11, 2024, a legally binding proposal was submitted by Bain Capital (the "October 11, 2024 Bain Capital Proposal") and the October 11, 2024 Bain Capital Press Release was announced on the same date. As of October 18, 2024, the Company and the Special Committee are continuing to review the October 11, 2024 Bain Capital Proposal. The Special Committee received an explanation from the Company regarding a meeting between the Company's executives and KKR concerning KKR's response to Bain Capital's proposal, and after carefully considering the advice of the Special Committee's advisors, the Special Committee submitted a written opinion to the Company's Board of Directors on October 15, 2024 (the "October 15 Opinion"). In that opinion, it is stated that (i) when comparing the abilities and track record of KKR and Bain Capital thus far, there is no indication that the Transactions offer fewer general benefits of a privatization transaction than Bain Capital's proposal, (ii) there have been no changes to the conditions of KKR's First Tender Offer, and it is expected that will be successfully completed by 3DIP and Farallon tendering their Company Shares, and KKR has already announced its intention to commence the Second Tender Offer, and (iii) there are no factors that overturn the assumptions and assessments made by the Special Committee regarding the reasonableness of the terms and the fairness of the procedures of the Transactions, and there are no changes to those opinions. On the other hand, that opinion also stated that (iv) even if the Company's minority shareholders carefully consider tendering their shares in the tender offer for the Company Share Certificates by Bain Capital, as described in the October 11, 2024 Bain Capital Press Release, those minority shareholders of the Company still have the option to tender their shares in the Second Tender Offer at the same price of 8,800 yen as the First Tender Offer, so while the Company maintains its opinion in support of and recommendation to tender in the First Tender Offer, it is also reasonable for minority shareholders to choose not to tender their shares in the First Tender Offer and instead, based on the progress of Bain Capital's proposal, to tender their shares in the Second Tender Offer, and therefore it is not intended to actively exclude such decision of those minority shareholders. Considering this, there has been no change in the view that conducting the Transactions would contribute to enhancing the Company's corporate value, and although the Company is continuing to carefully examine the October 11, 2024 Bain Capital Proposal, as of October 18, 2024, there have been no circumstances that would warrant changing the Company's opinion regarding the Tender Offer. Accordingly, the Company continues to express its opinion in support of the Tender Offer and maintains its recommendation for the Company's shareholders and the Stock Acquisition Rights Holders to tender their Company Share Certificates in the Tender Offer. Additionally, while the Company continues to recommend that the Company's shareholders and the Stock Acquisition Rights Holders tender their Company Share Certificates in the First Tender Offer by the Offeror (the Tender Offer), it should also state that it would be reasonable for the Company's shareholders and the Stock Acquisition Rights Holders, in consideration of Bain Capital's proposal, to choose not to tender their Company Share Certificates in the First Tender Offer and instead, based on the outcome of Bain Capital's proposal, to tender their Company Share Certificates in the Second Tender Offer by the Offeror. This resolution was approved by a majority of the directors who participated in the vote, except Mr. Sakashita, who did not participate in the discussions or the resolution.

<Omitted>

(iii) Content of Decision

(Before revisions)

<Omitted>

In addition, as a result of the above amendments to the tender offer terms, it is theoretically possible to envision a new scenario where both the First Tender Offer and the Second Tender Offer are conducted, and Bain Capital also conducts its tender offer, leading to a final shareholder composition of the Company where the Offeror holds the Tendered Share Certificates (a total of 20,667,670 shares, representing an ownership ratio of 32.68%) and Bain Capital holds a certain number of shares as well. This could result in the general shareholders that did not tender their shares in the First Tender Offer remaining as minority shareholders of the Company. However, the “risk of general shareholders remaining after the tender offer” has already existed. Additionally, since the Company has not yet received a legally binding proposal from Bain Capital regarding a transaction to take the Company private and it is unclear whether Bain Capital will conduct a tender offer or what the terms would be if it does, the likelihood of the aforementioned scenario materializing remains uncertain. Therefore, the Company believes that there is no basis to conclude that the above amendments to the tender offer terms have definitively increased the coerciveness of the First Tender Offer, nor does it believe that the fairness of the process is affected by that.

The Board of Directors has not yet made a decision on its opinion regarding the Second Tender Offer and it plans to determine its opinion upon the commencement of the Second Tender Offer.

(After revisions)

<Omitted>

In addition, as a result of the above amendments to the tender offer terms, it is theoretically possible to envision a new scenario where both the First Tender Offer and the Second Tender Offer are conducted, and Bain Capital also conducts its tender offer, leading to a final shareholder composition of the Company where the Offeror holds the Tendered Share Certificates (a total of 20,667,670 shares, representing an ownership ratio of 32.68%) and Bain Capital holds a certain number of shares as well. This could result in the general shareholders that did not tender their shares in the First Tender Offer remaining as minority shareholders of the Company. However, the “risk of general shareholders remaining after the tender offer” has already existed. Additionally, since the Company has not yet received a legally binding proposal from Bain Capital regarding a transaction to take the Company private and it is unclear whether Bain Capital will conduct a tender offer or what the terms would be if it does, the likelihood of the aforementioned scenario materializing remains uncertain. Therefore, the Company believes that there is no basis to conclude that the above amendments to the tender offer terms have definitively increased the coerciveness of the First Tender Offer, nor does it believe that the fairness of the process is affected by that.

Following that, in light of the receipt of the October 11, 2024 Bain Capital Proposal from Bain Capital on October 11, 2024, and the announcement of the October 11, 2024 Bain Capital Press Release by Bain Capital on the same day, the Company and the Special Committee carefully considered whether there was a need to change the opinion of the Board of Directors on the Tender Offer from the perspective of enhancing the Company’s corporate value and securing the interests of the shareholders. As a result, at the Board of Directors meeting held on October 18, 2024, after the Special Committee received an explanation regarding a meeting between the Company’s executives and KKR concerning KKR’s response to Bain Capital’s proposal, and carefully considered the advice of the Special Committee’s advisors, the Special Committee submitted the October 15 Opinion to the Company’s Board of Directors. In that opinion, it is stated that (i) when comparing the abilities and track record of KKR and Bain Capital thus far, there is no indication that the Transactions offer fewer general benefits of a privatization transaction than Bain Capital’s proposal, (ii) there have been no changes to the conditions of KKR’s First Tender Offer, and it is expected that will be successfully completed by 3DIP and Farallon tendering their Company Shares, and KKR has already announced its intention to commence the Second Tender Offer, and (iii) there are no factors that overturn the assumptions and assessments made by the Special Committee regarding the reasonableness of the terms and the fairness of the procedures of the Transactions, and there are no changes to those opinions. On the other hand, that opinion also stated that (iv) even if the Company’s minority shareholders carefully consider tendering their shares in the tender offer for the Company Share Certificates by Bain Capital, as described in the October 11, 2024 Bain Capital Press Release, those minority shareholders of the Company still have the option to tender their shares in the Second Tender Offer at the same price of 8,800 yen as the First Tender Offer, so while the Company maintains its opinion in support of and recommendation to tender in the First Tender Offer, it is also reasonable for minority shareholders to choose not to tender their shares in the First Tender Offer and instead, based on the progress of Bain Capital’s proposal, to tender their shares in the Second Tender Offer, and therefore it is not intended to actively exclude such decision of those minority shareholders. Considering this, there has been no change in the view that conducting the Transactions would contribute to enhancing the Company’s corporate value, and although the Company is continuing to carefully examine the October 11, 2024 Bain Capital Proposal, as of October 18, 2024, there

have been no circumstances that would warrant changing the Company's opinion regarding the Tender Offer. Accordingly, the Company continues to express its opinion in support of the Tender Offer and maintains its recommendation for the Company's shareholders and the Stock Acquisition Rights Holders to tender their Company Share Certificates in the Tender Offer. Additionally, while the Company continues to recommend that the Company's shareholders and the Stock Acquisition Rights Holders tender their Company Share Certificates in the First Tender Offer by the Offeror (the Tender Offer), it should also state that it would be reasonable for the Company's shareholders and the Stock Acquisition Rights Holders, in consideration of Bain Capital's proposal, to choose not to tender their Company Share Certificates in the First Tender Offer and instead, based on the outcome of Bain Capital's proposal, to tender their Company Share Certificates in the Second Tender Offer by the Offeror. This resolution was approved by a majority of the directors who participated in the vote, except Mr. Sakashita, who did not participate in the discussions or the resolution.

Further, the Company believes that Bain Capital's proposal is a bona fide offer and will continue to review that proposal.

The Board of Directors has not yet made a decision on its opinion regarding the Second Tender Offer by the Offeror and the tender offer by Bain Capital and it plans to determine its opinion upon the commencement of each tender offer.

(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest

(d) Establishment of an Independent Special Committee by the Company and Obtaining a Report from the Special Committee

(Before revisions)

<Omitted>

For the avoidance of doubt, however, in the September 4 Opinion, the Committee expressed its opinion on the First Tender Offer, i.e. the tender offer previously referred to as the Tender Offer. Therefore, in the September 24 Opinion, as in the September 4 Opinion, the Committee does not express any opinion on the Second Tender Offer.

(After revisions)

<Omitted>

For the avoidance of doubt, however, in the September 4 Opinion, the Committee expressed its opinion on the First Tender Offer, i.e. the tender offer previously referred to as the Tender Offer. Therefore, in the September 24 Opinion, as in the September 4 Opinion, the Committee does not express any opinion on the Second Tender Offer.

In addition, on October 15, 2024 (the "Date of October 15 Opinion"), the Special Committee submitted its additional opinion (the "October 15 Opinion") to the Board of Directors of the Company, the details of which are discussed as follow:

(x) Background Leading to the October 15 Opinion and Other Details

(a) Material Changes in Circumstances That Can Affect the Transaction on and after the Submission of the September 24 Opinion

Following the submission of the September 24 Opinion, the Committee is aware of the following circumstances.

① On October 11, 2024, Bain Capital submitted to the Company a written legally binding proposal that it take the Company private (the "October 11, 2024 Bain Capital Written Proposal"). In the October 11, 2024 Bain Capital Press Release, which was made about the October 11, 2024 Bain Capital Written Proposal and the October 11, 2024 Bain Capital Proposal, the following amendments or clarifications are made with respect to Bain Capital's tender offer for the Company's shares (the "Bain Capital Tender Offer"), as compared to Bain Capital's proposal that was known at the time that the Committee submitted the September 24 Opinion (There is no change in the fact that Bain Capital aims to take the Company private by acquiring all of the Company's shares.).

- Bain Capital raised its tender offer price from 9,250 yen to 9,450 yen.

- Bain Capital has determined not to set a minimum number of shares to be purchased.
 - Bain Capital has determined that the conditions precedent to the commencement of the Bain Capital Tender Offer should include the approval of a resolution by the Company's Board of Directors that the Company will express its opinion in support of the Bain Capital Tender Offer, while Bain Capital has determined that the approval of a resolution by the Board of Directors that the Company will recommend its shareholders to tender their shares in the Bain Capital Tender Offer is not required as a condition precedent to the commencement of the Bain Capital Tender Offer.
- ② There are no changes to the terms and conditions of KKR's First Tender Offer, and as 3DIP and Farallon tender their shares in the First Tender Offer, the First Tender Offer is expected to be consummated.
- ③ In addition, KKR has previously announced that it will commence the Second Tender Offer promptly after the consummation of the First Tender Offer, with the the minimum number of shares to be purchased being 33,658,500 shares (Ownership Ratio of 53.22%; the same shall apply hereinafter) less the number of shares tendered in the First Tender Offer, and with the tender offer price set at 8,800 yen, the same price as in the First Tender Offer.

(b) Activities of the Committee in Relation to the Material Changes in Circumstances

There are no changes to the members who constitute the Committee.

- ① The Committee was briefed by the Company's executives on the meeting between the Company's executives and KKR regarding KKR's response to the October 11, 2024 Bain Capital Proposal.
- ② The Committee carefully discussed the related issues at its meetings held in a timely manner, taking into account the information obtained through the above-mentioned activities, while receiving expert advice from the advisers engaged by the Committee.

(xi) Content of the Opinion

The Committee makes the following recommendations to the Company's Board of Directors:

- The Board of Directors should maintain its opinion that it supports the First Tender Offer and shareholders should be encouraged to tender their shares in the First Tender Offer.
- However, because it is also reasonable for minority shareholders of the Company to choose not to tender their shares in the First Tender Offer and instead to wait and see the progress of the October 11, 2024 Bain Capital Proposal and to tender their shares in the Second Tender Offer, the Board of Directors should add that it is not intended that the Board of Directors would actively exclude such minority shareholders from making such a decision.

(xii) Reasons of the Opinion

(a) Whether or Not to Change the Committee's Opinion on the First Tender Offer

① Regarding the Enhancement of Corporate Value through the Transaction

As the Committee has repeatedly stated in its previous Reports and Opinions, even taking into account the material changes in the relevant circumstances referred to above, there are no circumstances that would overturn the assumed facts and assessments set out below and the Committee will not make any changes to its opinions on this Consultation Matters.

- Having compared the capabilities and performance of KKR and Bain Capital as PE funds, the Committee sees no reason to believe that the Transaction is inferior to the October 11, 2024 Bain Capital Proposal in terms of the general benefits of conducting a transaction to take the Company private.
- From the perspective of securing a stable shareholder composition and pushing forward with the

realization of the medium-term management plan, thereby enhancing the viability of the new medium-term management plan and increasing the certainty of achieving the goals of the plan, there are no changes in the Committee's assessment that the Transaction, which ensures that the Offeror will acquire 32.68% of the Company's shares through the First Tender Offer, is relatively superior.

- On the other hand, as of the Date of October 15 Opinion, there are few factors that would allow the Committee to assess the October 11, 2024 Bain Capital Proposal as superior to the Transaction, as the feasibility of the October 11, 2024 Bain Capital Proposal depends on the number of shares that KKR will acquire in the First Tender Offer.

② Regarding the Reasonableness of the Terms of the Transaction and the Fairness of the Procedures

There are no circumstances that would overturn the assumptions and assessments made by the Committee with respect to the reasonableness of the terms of the Transaction and the fairness of the procedures, and the Committee will not make any changes to its opinion with respect to these matters.

③ Short Summary

Accordingly, the Committee believes that the Company's Board of Directors should maintain its opinion that it supports the First Tender Offer and shareholders should be encouraged to tender their shares in the First Tender Offer.

(b) Regarding the October 11, 2024 Bain Capital Proposal

The Committee considered the circumstances of the Company's minority shareholders in light of the October 11, 2024 Bain Capital Proposal as follows.

First, as of the Date of October 15 Opinion, the October 11, 2024 Bain Capital Proposal, when objectively assessed on the assumption that 3DIP and Farallon tender their shares in the First Tender Offer and the the First Tender Offer is consummated, has the following aspects:

- The October 11, 2024 Bain Capital Proposal aims to take the Company private by acquiring all of the Company's shares. However, unless Bain Capital acquires the shares held by 3DIP and Farallon, it is extremely difficult for Bain Capital to conduct the squeeze-out procedure, which requires the approval of a special resolution at the general shareholders meeting (According the the Committee's analysis, Bain Capital has to acquire approximately 98.4% of the shares held by minority shareholders, excluding so-called passive index management funds, through the Bain Capital Tender Offer.).
- As announced by Bain Capital, the minimum number of shares to be purchased is not set for the Bain Capital Tender Offer. This may give rise to the following concerns, depending on the number of shares tendered in the Bain Capital Tender Offer: (i) the concern that both KKR and Bain Capital will become major shareholders of the Company and that this may make it difficult to reach a consensus between the major shareholders on certain matters, thereby impeding flexible management and deteriorating the Company's corporate value; and (ii) the concern that a decrease in the percentage of liquid shares may cause the Company's stock to violate the stock exchange's delisting criteria.
- In light of the circumstances discussed above, the Bain Capital Tender Offer may result in a tender offer equivalent to a "partial tender offer" (in the sense that Bain Capital may not be able to acquire all of the Company's shares).

However, (i) as Bain Capital itself stated in the October 11, 2024 Bain Capital Press Release, there is a possibility that Bain Capital will negotiate with 3DIP and Farallon, or with KKR, and acquire the shares held by 3DIP and other shareholders, and (ii) in theory, the possibility of alternative measures, such as taking the Company private through a joint investment by KKR and Bain Capital, has not been completely ruled out.

Even if the Company's minority shareholders deliberate to consider the possibility of tendering their shares in the Bain Capital Tender Offer, they will still have the option to tender their shares in the Second Tender Offer at 8,800 yen, the same price as in the First Tender Offer.

Given the possibilities and options discussed above, it is also reasonable for the Company's minority shareholders to wait and see the progress of the October 11, 2024 Bain Capital Proposal and to consider the possibility of tendering their shares in the Bain Capital Tender Offer.

(c) Conclusion

Consequently, the Committee makes the following recommendations to the Company's Board of Directors:

- The Board of Directors should maintain its opinion that it supports the First Tender Offer and shareholders should be encouraged to tender their shares in the First Tender Offer.
- However, because it is also reasonable for minority shareholders of the Company to choose not to tender their shares in the First Tender Offer and instead to wait and see the progress of the October 11, 2024 Bain Capital Proposal and to tender their shares in the Second Tender Offer, the Board of Directors should add that it is not intended that the Board of Directors would actively exclude such minority shareholders from making such a decision.

As in the September 24 Opinion, in this October 15 Opinion the Committee expressed its opinion solely on the First Tender Offer and does not express any opinion on the Second Tender Offer or on the Bain Capital Tender Offer.

(Before revisions)

(g) Approval of All Directors With No Interest in the Company and Opinion of No Objection of All Company Auditors With No Interest in the Company

<Omitted>

Following that, in connection with the decision by the Offeror on September 19, 2024 to remove the minimum number of shares to be purchased and to commence the Second Tender Offer as soon as practicably possible after the First Tender Offer is completed and settlement is completed, the Company carefully reexamined and discussed the terms of the Tender Offer while respecting to the utmost the contents of the opinion dated September 24, 2024 received from the Special Committee (for the specific contents of that opinion, see "(d) Establishment of an Independent Special Committee by the Company and Obtaining a Report from the Special Committee" above). As a result, given that there are no circumstances where it would be judged that the above amendments to the tender offer terms would impair the fairness of the procedures, the Board of Directors passed a resolution on September 26, 2024 under Article 370 of the Companies Act (written resolution in lieu of a resolution of a board of directors meeting) to continue to express an opinion in support of the Tender Offer and to continue to recommend that the Company's shareholders and Stock Acquisition Rights Holders tender their Company Share Certificates in the Tender Offer. The Board of Directors has not yet made a decision on its opinion regarding the Second Tender Offer and it plans to determine its opinion upon the commencement of the Second Tender Offer.

Additionally, three company auditors of the Company stated their opinion that they have no objection to the above resolution passed on September 26, 2024 under Article 370 of the Companies Act (written resolution in lieu of a resolution of a board of directors meeting).

<Omitted>

(After revisions)

(g) Approval of a Majority of the Directors With No Interest in the Company and Opinion of No Objection of All Company Auditors With No Interest in the Company

<Omitted>

Following that, in connection with the decision by the Offeror on September 19, 2024 to remove the minimum number of shares to be purchased and to commence the Second Tender Offer as soon as practicably possible after the First Tender Offer is completed and settlement is completed, the Company carefully reexamined and discussed the terms of the Tender Offer while respecting to the utmost the contents of the opinion dated September 24, 2024 received from the

Special Committee (for the specific contents of that opinion, see “(d) Establishment of an Independent Special Committee by the Company and Obtaining a Report from the Special Committee” above). As a result, given that there are no circumstances where it would be judged that the above amendments to the tender offer terms would impair the fairness of the procedures, the Board of Directors passed a resolution on September 26, 2024 under Article 370 of the Companies Act (written resolution in lieu of a resolution of a board of directors meeting) to continue to express an opinion in support of the Tender Offer and to continue to recommend that the Company’s shareholders and Stock Acquisition Rights Holders tender their Company Share Certificates in the Tender Offer. Following that, in light of the receipt of the October 11, 2024 Bain Capital Proposal from Bain Capital on October 11, 2024, and the announcement of the October 11, 2024 Bain Capital Press Release by Bain Capital on the same day, the Company resolved at a meeting of the Board of Directors held on October 18, 2024, for the reasons described in “(iii) Content of Decision” in “(c) Process and Reasons for the Decision-Making of the Company” in “(2) Grounds and Reasons for Opinion” above to continue to express its opinion in support of the Tender Offer and maintain its recommendation for the Company’s shareholders and Stock Acquisition Rights Holders to tender their Company Share Certificates in the Tender Offer. Furthermore, while the Company continues to recommend that its shareholders and the Stock Acquisition Rights Holders tender their Company Share Certificates in the First Tender Offer by the Offeror (the Tender Offer), the Company also resolved to state that it would be reasonable for the Company’s shareholders and Stock Acquisition Rights Holders, in consideration of Bain Capital’s proposal, to choose not to tender their Company Share Certificates in the First Tender Offer by the Offeror and instead, based on the outcome of Bain Capital’s proposal, to tender in the Second Tender Offer by the Offeror. This resolution was approved by 7 of the 11 directors who participated in the vote, except Mr. Sakashita, who did not participate in the discussions or the resolution. Note that all the 11 directors, excluding Mr. Sakashita, who did not participate in the discussions or the resolution, were in favor of continuing to express support for the Tender Offer.

The opinions of the four directors who did not agree with the resolution regarding recommendation on tender are as follows.

- Although the Company continues to maintain its opinion in support of the Tender Offer, the Tender Offer price is 8,800 yen per common share, 1,067,000 yen per Fifth Series Stock Acquisition Rights, 929,600 yen per Sixth Series Stock Acquisition Rights, and 228,100 yen per Seventh Series Stock Acquisition Rights. In contrast, the October 11, 2024 Bain Capital Proposal offers a price of 9,450 yen per common share, 1,197,000 yen per Fifth Series Stock Acquisition Rights, 1,059,600 yen per Sixth Series Stock Acquisition Rights, and 293,100 yen per Seventh Series Stock Acquisition Rights. The Company and the Special Committee confirmed with the Offeror whether there were any plans to amend the terms of the Tender Offer, but as of October 18, 2024, the Offeror has not indicated any such plans. In light of these, and from the perspective of enhancing clarity for the Company’s shareholders and Stock Acquisition Rights Holders, the Company should withdraw its recommendation to tender in the Tender Offer and use a more neutral expression, and should express its stance by leaving the decision of whether to tender in the Tender Offer to the discretion of the Company’s shareholders and Stock Acquisition Rights Holders. Given that difference in opinion regarding how to express the stance on whether to recommend tendering the Company Share Certificates in the Tender Offer, we are unable to agree with the resolution.

Further, the Company believes that Bain Capital’s proposal is a bona fide offer and will continue to review that proposal.

The Board of Directors has not yet made a decision on its opinion regarding the Second Tender Offer by the Offeror and the tender offer by Bain Capital and it plans to determine its opinion upon the commencement of each tender offer.

Additionally, three company auditors of the Company stated their opinion that they have no objection to the above resolution passed on September 26, 2024 under Article 370 of the Companies Act (written resolution in lieu of a resolution of a board of directors meeting). Further, the meeting of the Board of Directors held on October 18, 2024 were attended by three company auditors of the Company, and all company auditors who attended stated their opinion that they have no objection to passing the above resolution.

<Omitted>

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