

October 22, 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.” 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 “(Amendment) Notice Regarding Amendment to “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” 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)” Following Submission of Amendment Statement to the Tender Offer Registration Statement by FK Co., Ltd.” dated October 22, 2024

October 22, 2024

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.” 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.

On October 18, 2024, the Target Company announced its opinion regarding the Tender Offer. Accordingly, as certain matters described in the Tender Offer Registration Statement pertaining to the Tender Offer submitted on September 5, 2024 (including the matters amended in the amendment statement to the Tender Offer Registration Statement submitted on September 13, 2024, the amendment statement to the Tender Offer Registration Statement submitted on September 19, 2024, the amendment statement to the Tender Offer Registration Statement submitted on September 27, 2024, and the amendment statement to the Tender Offer Registration Statement submitted on October 1, 2024) require correction (including the extension of the purchase period for the Tender Offer pursuant to Article 27-8 paragraphs (2) and (8) of the Act, and Article 22, paragraph (2) of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended), from a total of 30 business days until October 21, 2024, the date of initial notification, to a total of 40 business days until November 5, 2024, which is 10 business days after October 21, 2024, the submission date of the Amendment Statement to the Tender Offer Registration Statement pertaining to such correction), an Amendment Statement to the Tender Offer Registration Statement was submitted pursuant to Article 27-8 paragraph (2) of the Act for the purpose of such revisions on October 21, 2024.

Accordingly, the Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) dated September 4, 2024 (including the matters amended and changed by the “(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.” announced on September 13, 2024, the “(Amendment) Notice Regarding Amendment to “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code 9749)” Following Submission of Amendment Statement to the Tender Offer Registration Statement by FK Co., Ltd.” announced on September 19, 2024; the “(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.” announced on September 27, 2024; and the “(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.” announced on October 1, 2024) is hereby amended as follows.

Revisions are underlined.

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

(Prior to revision)

(omitted)

As the First Tender Offer is being conducted as part of the Transaction which aims to take the Target Company private through acquisition all of the Target Company Shares (which includes Restricted Shares and Target Company Shares delivered upon exercise of the Share Options but excludes treasury shares owned by the Target Company) and all of the Share Options, the Tender Offeror has not set a maximum number of shares to be purchased in the First Tender Offer. In addition, in the First Tender Offer, the Tender Offeror has not set a minimum number of shares to be purchased after the Removal of the Minimum Tender Condition, as the Tender Offeror aims to allow for all of the Target Company Shares and the Share Options that Prospective Selling Shareholders, including each Tendering Shareholder, and Prospective Selling Share Option Holders wish to sell can be acquired by the Tender Offeror on the commencement date of settlement of the Tender Offer (October 28, 2024). In this regard, the Tender Offeror had set the minimum number of shares to be purchased at 33,658,500 (Ownership Ratio: 53.22%) in the Tender Offer Registration Statement for the First Tender Offer, however, as stated above, the Tender Offeror has decided to conduct the Second Tender Offer after the First Tender Offer is completed and settlement is completed, with the aim of acquiring all of the Target Company Shares and Share Options other than those acquired through the First Tender Offer (which includes Restricted Shares and Target Company Shares delivered upon exercise of the Share Options but excludes treasury shares owned by the Target Company), and to remove the minimum number of shares to be purchased in the First Tender Offer. If the Tender Offeror acquires 33,658,500 or more of the Target Company Shares (Ownership Ratio: 53.22%) in the First Tender Offer, the Second Tender Offer will not be conducted.

(omitted)

For details of the resolutions of the meetings of the board of directors of the Target Company held on August 8, 2024 and September 4, 2024 mentioned above, please refer to the Target Company Press Release and “(VII) Approval of All Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(5) 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” below.

(omitted)

The above-mentioned resolution dated September 26, 2024 pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors) was made in the manner described in “(VII) Approval of All

Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(5) 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” below.

(After revision)

(omitted)

As the First Tender Offer is being conducted as part of the Transaction which aims to take the Target Company private through acquisition all of the Target Company Shares (which includes Restricted Shares and Target Company Shares delivered upon exercise of the Share Options but excludes treasury shares owned by the Target Company) and all of the Share Options, the Tender Offeror has not set a maximum number of shares to be purchased in the First Tender Offer. In addition, in the First Tender Offer, the Tender Offeror has not set a minimum number of shares to be purchased after the Removal of the Minimum Tender Condition, as the Tender Offeror aims to allow for all of the Target Company Shares and the Share Options that Prospective Selling Shareholders, including each Tendering Shareholder, and Prospective Selling Share Option Holders wish to sell can be acquired by the Tender Offeror on the commencement date of settlement of the Tender Offer (October 28, 2024). In this regard, the Tender Offeror had set the minimum number of shares to be purchased at 33,658,500 (Ownership Ratio: 53.22%) in the Tender Offer Registration Statement for the First Tender Offer, however, as stated above, the Tender Offeror has decided to conduct the Second Tender Offer after the First Tender Offer is completed and settlement is completed, with the aim of acquiring all of the Target Company Shares and Share Options other than those acquired through the First Tender Offer (which includes Restricted Shares and Target Company Shares delivered upon exercise of the Share Options but excludes treasury shares owned by the Target Company), and to remove the minimum number of shares to be purchased in the First Tender Offer. If the Tender Offeror acquires 33,658,500 or more of the Target Company Shares (Ownership Ratio: 53.22%) in the First Tender Offer, the Second Tender Offer will not be conducted.

Subsequently, following the publication by the Target Company of its opinion regarding the First Tender Offer on October 18, 2024, as the Tender Offeror was required to submit an amendment statement to the Tender Offer Registration Statement, the Tender Offer Period has been extended to November 5, 2024 in accordance with laws and regulations, which is 10 business days following October 21, 2024, the date of submission of the amendment statement to the Tender Offer Registration Statement concerning such amendment.

(omitted)

For details of the resolutions of the meetings of the board of directors of the Target Company held on August 8, 2024 and September 4, 2024 mentioned above, please refer to the Target Company Press Release and “(VII) Approval of A Majority of Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(5) 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” below.

(omitted)

The above-mentioned resolution dated September 26, 2024 pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors) was made in the manner described in “(VII) Approval of A Majority of Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company

Auditors With No Interest in the Target Company” in “(5) 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” below.

Subsequently, in light of the Notice Regarding the Planned Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) published by Bain Capital on October 11, 2024 (“Bain Capital Press Release Dated October 11, 2024”), at the board of directors meeting held on October 18, 2024, for the reasons described in “(iii) Content of Decision” in (III) Decision-making Process and Reasons Leading to the Target Company’s Support of the Tender Offer” in “(2) Background, Purpose, and Decision-making Process Leading to the Determination to Conduct the Tender Offers, and the Management Policy After the Tender Offers”, the Target Company resolved, by a majority of directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer, and while the Target Company continued to recommend tendering into the First Tender Offer (the Tender Offer), it added that taking into account the existence of Bain Capital’s proposal, it would be reasonable for its shareholders and Share Option Holders to not tender in the First Tender Offer by the Tender Offeror, but to choose to tender in the Second Tender Offer by the Tender Offeror taking into account the outcome of Bain Capital’s proposal. Regarding the continued expression of support for the Tender Offer, all 11 directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, were in favor.

The Target Company considers Bain Capital’s proposal to be a sincere proposal and will continue to consider it.

In addition, the board of directors of the Target Company has not yet decided on its opinion regarding the Second Tender Offer by the Tender Offeror or the tender offer by Bain Capital, and it intends on determining its opinion at the time of commencement of each tender offer.

The above resolution of the board of directors meeting held on October 18, 2024 was made in the manner described in “(VII) Approval of A Majority of Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(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” below.

(2) Background, Purpose, and Decision-making Process Leading to the Determination to Conduct the Tender Offers, and the Management Policy After the Tender Offers

(III) Decision-making Process and Reasons Leading to the Target Company’s Support of the Tender Offer

(ii) Background of Examinations and Negotiations

(Prior to revision)

(omitted)

Furthermore, on September 3, 2024, Bain Capital announced the Bain Capital Press Release. The Target Company considered the proposal from Bain Capital to be a sincere proposal, and is conducting an appropriate and fair process for candidates including Bain Capital and KKR, but as of today, Bain Capital has not submitted a legally binding proposal to the Target Company. The Target Company and the Special Committee plan to carefully and sincerely consider if a legally binding proposal is made by Bain Capital.

(omitted)

(After revision)

(omitted)

Furthermore, on September 3, 2024, Bain Capital announced the Bain Capital Press Release. The Target Company considered the proposal from Bain Capital to be a sincere proposal, and is conducting an appropriate and fair process for candidates including Bain Capital and KKR. The Target Company received a legally binding proposal from Bain Capital dated October 11, 2024 (“October 11, 2024 Bain Capital Proposal”) and the Bain Capital Press Release Dated October 11, 2024 was published on the same day. As of October 18, 2024, the Target Company and the Special Committee are continuing to consider the October 11, 2024 Bain Capital Proposal. However, after receiving an explanation from the Target Company regarding the meeting between the management of the Target Company and KKR concerning KKR’s policy in response to the proposal by Bain Capital, and as a result of carefully considering the matter while receiving advice from each of the Special Committee’s advisors, the Special Committee submitted a written opinion to the board of directors of the Target Company (“October 15, 2024 Opinion”) on October 15, 2024. In the opinion it is stated that, (1) considering the capabilities and track record of KKR and Bain Capital, there is no basis for determining that the Transaction is inferior to Bain Capital’s proposal in terms of the general merits of a take-private transaction; (2) there are no changes to the terms of the First Tender Offer by KKR, the First Tender Offer is expected to be successful with 3DIP and Farallon’s tenders, and KKR has already announced that it will commence the Second Tender Offer; and (3) there are no circumstances that would overturn the assumptions and assessments made by the Special Committee in relation to appropriateness of the terms of the Transaction and the fairness of the procedures, and the opinions on these matters remain unchanged. On the other hand, the opinion also stated that (4) even if the minority shareholders of the Target Company are carefully considering the possibility of tendering their shares in the Bain Capital tender offer for the Target Company Shares as described in the Bain Capital Press Release Dated October 11, 2024, the minority shareholders of the Target Company will still have the option to tender their shares in the Second Tender Offer at the same price as that of the First Tender Offer, which is 8,800 yen. While the opinion maintains its support and recommendation to tender for the First Tender Offer, in light of the fact that it also stated that taking into account the existence of Bain Capital’s proposal, it would be reasonable for the minority shareholders of the Target Company to not tender in the First Tender Offer by the Tender Offeror, but to choose to tender in the Second Tender Offer by the Tender Offeror taking into account the outcome of Bain Capital’s proposal, and that there is no intention for the decisions of minority shareholders to be actively excluded, that there is no change to the fact that the Transaction will contribute to improving the Target Company’s corporate value, and while the details of the October 11, 2024 Bain Capital Proposal will continue to be examined, as of October 18, 2024 no circumstances have arisen that would overturn the opinion regarding the Tender Offer, the Target Company, therefore resolved, by a majority of directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer, and while the Target Company continued to recommend tendering into the First Tender Offer (the Tender Offer), it added that taking into account the existence of Bain Capital’s proposal, it would be reasonable for its shareholders and Share Option Holders to not tender in the First Tender Offer by the Tender Offeror, but to choose to tender in the Second Tender Offer by the Tender Offeror taking into account the outcome of Bain Capital’s proposal. Regarding the continued expression of support for the Tender Offer, all 11 directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, were in favor.

(omitted)

(iii) Content of Decision

(Prior to revision)

(omitted)

Furthermore, the Target Company board of directors has not yet decided on its opinion regarding the Second Tender Offer, and plans to determine such opinion at the time of commencement of the Second Tender Offer.

For details of the resolutions of the meetings of the board of directors of the Target Company held on August 8, 2024 and today mentioned above, please refer to the Target Company Press Release and “(VII) Approval of All Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(5) 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” below.

(After revision)

(omitted)

Subsequently, in light of the fact that the Target Company received the October 11, 2024 Bain Capital Proposal on October 11, 2024, and that the Bain Capital Press Release Dated October 11, 2024 was published by Bain Capital on the same day, the Target Company and the Special Committee again carefully considered whether it was necessary to change the opinion of the Target Company board of directors regarding the Tender Offer from the perspective of improving the corporate value of the Target Company and protecting the interests of its shareholders. As a result, at the board of directors meeting held on October 18, 2024, after receiving an explanation from the Target Company regarding the meeting between the management of the Target Company and KKR concerning KKR’s policy in response to the proposal by Bain Capital, and as a result of carefully considering the matter while receiving advice from each of the Special Committee’s advisors, the Special Committee submitted the October 15, 2024 Opinion to the board of directors of the Target Company. In the opinion it is stated that, (1) considering the capabilities and track record of KKR and Bain Capital, there is no basis for determining that the Transaction is inferior to Bain Capital’s proposal in terms of the general merits of a take-private transaction; (2) there are no changes to the terms of the First Tender Offer by KKR, the First Tender Offer is expected to be successful with 3DIP and Farallon’s tenders, and KKR has already announced that it will commence the Second Tender Offer; and (3) there are no circumstances that would overturn the assumptions and assessments made by the Special Committee in relation to appropriateness of the terms of the Transaction and the fairness of the procedures, and the opinions on these matters remain unchanged. On the other hand, the opinion also stated that (4) even if the minority shareholders of the Target Company are carefully considering the possibility of tendering their shares in the Bain Capital tender offer for the Target Company Shares as described in the Bain Capital Press Release Dated October 11, 2024, the minority shareholders of the Target Company will still have the option to tender their shares in the Second Tender Offer at the same price as that of the First Tender Offer, which is 8,800 yen. While the opinion maintains its support and recommendation to tender for the First Tender Offer, in light of the fact that it also stated that taking into account the existence of Bain Capital’s proposal, it would be reasonable for the minority shareholders of the Target Company to not tender in the First Tender Offer by the Tender Offeror, but to choose to tender in the Second Tender Offer by the Tender Offeror taking into account the outcome of Bain Capital’s proposal, and that there is no intention for the decisions of minority shareholders to be actively excluded, that there is no change to the fact that the Transaction will contribute to improving the Target Company’s corporate value, and while the details of the October 11, 2024 Bain Capital Proposal will continue to be examined, as of October 18, 2024 no circumstances have arisen that would overturn the opinion regarding the Tender Offer, the Target Company,

therefore resolved, by a majority of directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer, and while the Target Company continued to recommend tendering into the First Tender Offer (the Tender Offer), it added that taking into account the existence of Bain Capital's proposal, it would be reasonable for its shareholders and Share Option Holders to not tender in the First Tender Offer by the Tender Offeror, but to choose to tender in the Second Tender Offer by the Tender Offeror taking into account the outcome of Bain Capital's proposal. Regarding the continued expression of support for the Tender Offer, all 11 directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, were in favor.

The Target Company considers Bain Capital's proposal to be a sincere proposal and will continue to consider it.

In addition, the board of directors of the Target Company has not yet decided on its opinion regarding the Second Tender Offer by the Tender Offeror or the tender offer by Bain Capital, and it intends on determining its opinion at the time of commencement of each tender offer.

For details of the resolutions of the meetings of the board of directors of the Target Company held on August 8, 2024 and September 4, 2024 mentioned above, please refer to the Target Company Press Release and “(VII) Approval of A Majority of Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(5) 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” below.

- (5) 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
- (IV) Establishment of an Independent Special Committee by the Target Company and Obtaining a Report from the Special Committee

(Prior to revision)

(omitted)

However, for the avoidance of doubt, the opinion of the Special Committee expressed in the Report dated September 4, 2024 was with respect to the First Tender Offer, which refers to the tender offer formerly called the Tender Offer. Therefore, in neither the Report dated September 4, 2024, nor the September 24, 2024 Opinion has the Special Committee expressed any opinion regarding the Second Tender Offer.

(After revision)

(omitted)

However, for the avoidance of doubt, the opinion of the Special Committee expressed in the Report dated September 4, 2024 was with respect to the First Tender Offer, which refers to the tender offer formerly called the Tender Offer. Therefore, in neither the Report dated September 4, 2024, nor the September 24, 2024 Opinion has the Special Committee expressed any opinion regarding the Second Tender Offer.

In addition, the Special Committee submitted the October 15, 2024 Opinion as follows to the board of directors of the Target Company on October 15, 2024 (“October 15, 2024 Opinion Preparation Date”).

(x) Background to October 15, 2024 Opinion

(a) Material Changes in Circumstances Since the Submission of the Report dated September 24, 2024 that Could Affect the Transaction

The following circumstances have been recognized since the submission of the additional opinion dated September 24, 2024.

① On October 11, 2024, Bain Capital submitted a legally binding proposal to the Target Company regarding Bain Capital taking the Target Company private (“October 11, 2024 Bain Capital Proposal”). The October 11, 2024 Bain Capital Proposal, and the Bain Capital Press Release Dated October 11, 2024 published by Bain Capital regarding the October 11, 2024 Bain Capital Proposal has, when compared to the time of submission of the additional opinion dated September 24, 2024, amended or clarified the following points regarding Bain Capital’s tender offer for the Target Company Shares (“Bain Capital Tender Offer”. There is no change to the aim of taking the Target Company private by acquiring all of the Target Company Shares.)

- The tender offer price has been increased from 9,250 to 9,450 yen.
- It was decided that there would be no minimum number of shares to be purchased.
- The commencement of the Bain Capital Tender Offer is subject to the board of directors of the Target Company resolving to express its opinion in favor of the Bain Capital Tender Offer, and it is not necessary, as a condition precedent, for the board of directors of the Target Company to have passed a resolution recommending its shareholders tender their shares in the Bain Capital Tender Offer.

② There are no changes to the terms of KKR’s First Tender Offer and the First Tender Offer is expected to be successful with 3DIP and Farallon’s tenders.

③ In addition, KKR has already announced that it will commence the Second Tender Offer promptly after the completion of the First Tender Offer, with the minimum number of shares to be purchased set at the number obtained by deducting the number of shares tendered in the First Tender Offer from the minimum number of shares to purchased prior to the Structure Change, 33,658,500 shares (53.22% (ownership ratio. The same applies below), and the tender offer price set at 8,800 yen, the same as that of the First Tender Offer.

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

There are no changes to the members comprising the Special Committee.

① The Special Committee received an explanation from the management of the Target Company on the details of the meeting between the management of the Target Company and KKR concerning KKR’s policy in response to the October 11, 2024 Bain Capital Proposal.

② The Special Committee received expert advice from its appointed advisors, and taking into account the information it had obtained through its activities described above, held careful discussions at timely meetings of the Special Committee.

(xi) Details of the Opinion

The Special Committee makes the following recommendations to the board of directors of the Target Company.

- To maintain its support and recommendation to tender for the First Tender Offer.
- However, to also add that taking into account the existence of Bain Capital's proposal, it would be reasonable for the minority shareholders of the Target Company to not tender their shares in the First Tender Offer, but to choose to tender in the Second Tender Offer taking into account the outcome of the October 11, 2024 Bain Capital Proposal, and therefore there is no intention for the decisions of minority shareholders to be actively excluded.

(xii) Reasons for the Opinion

(a) Whether or Not the Opinion Regarding the First Tender Offer Should be Changed

① Regarding the Improvement of Corporate Value through the Transaction

As repeatedly stated in the reports and opinions submitted by the Special Committee to date, in light of the above material changes in circumstances, there are no circumstances that would overturn the assumptions and assessments below and there is no change to the Special Committee's previous opinions on the consultation matters.

- Considering the capabilities and track record of KKR and Bain Capital as PE funds, there is no basis for determining that the Transaction is inferior to the October 11, 2024 Bain Capital Proposal in terms of the general merits of a take-private transaction.
- From the perspective that the realization of the Transaction will ensure a stable shareholder structure, and, by proceeding with the realization of new mid-term management plan, will enhance the feasibility of the new mid-term management plan and increase the likelihood of achieving its goals, there is no change in the assessment that the Transaction, which will ensure that 32.68% of the Target Company shares will be acquired through the First Tender Offer, is comparatively superior.
- On the other hand, as the feasibility of the October 11, 2024 Bain Capital Proposal depends on the number of shares acquired by KKR in the First Tender Offer, there is insufficient evidence as of the October 15, 2024 Opinion Preparation Date to support the assessment that the October 11, 2024 Bain Capital Proposal is superior to the Transaction.

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

There are no circumstances that would overturn the assumptions and assessments made by the Special Committee in relation to the appropriateness of the terms of the Transaction and the fairness of the procedures, and their opinions on these matters remain unchanged.

③ Short Summary

In light of the above, the Special Committee believes that the opinion of the Target Company's board of directors supporting the First Tender Offer and recommending that its shareholders tender should be maintained.

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

The Special Committee has considered the status of the minority shareholders of the Target Company in light of the October 11, 2024 Bain Capital Proposal, as follows.

Firstly, on the assumption that the First Tender Offer is successful as a result of 3DIPs and Farallon's tenders, an objective evaluation of the October 11, 2024 Bain Capital Proposal shows that as of the October 15, 2024 Opinion Preparation Date, the October 11, 2024 Bain Capital Proposal has the following aspects.

- The October 11, 2024 Bain Capital Proposal aims to take the Target Company private by acquiring all of the Target Company Shares, but unless the shares held by 3DIP and Farallon are acquired, it will be extremely difficult to carry out the squeeze-out procedure, which requires a special resolution of the general shareholders meeting (according to the analysis of the Special Committee, Bain Capital would need to obtain approximately 98.4% of the shares held by minority shareholders through the Bain Tender Offer, excluding the so-called passive index management funds.).
- For the reason that the Bain Capital Tender Offer announced by Bain Capital does not set a minimum number of shares to be purchased, depending on the number of shares tendered in the Bain Capital Tender Offer, (i) there are concerns that, as a result of KKR and Bain Capital both becoming major shareholders of the Target Company, it will be difficult for the major shareholders to reach a consensus on certain matters, which may impede flexible management and the corporate value of the Target Company, and (ii) there are concerns that a decline in the liquidity ratio of the Target Company Shares may lead to a violation of delisting criteria.
- In light of the current situation as described above, it is possible that the Bain Capital Tender Offer may amount to a tender offer equivalent to a "partial purchase" (in the sense that it may not be possible to acquire all of the shares of the Target Company).

However, as (i) Bain Capital has itself stated in the Bain Capital Press Release Dated October 11, 2024, Bain Capital may acquire the shares held by 3DIP etc. as a result of negotiations with 3DIP and Farallon or KKR, and (ii) in theory, the possibility of an alternative solution, such as joint investment by KKR and Bain Capital to take the Target Company Shares private, has not been completely ruled out.

Even if the minority shareholders of the Target Company are considering the possibility of tendering their shares in the Bain Capital Tender Offer, the minority shareholders of the Target Company will still have the option to tender their shares in the Second Tender Offer at the same price as that of the First Tender Offer, which is 8,800 yen.

Given the possibilities and options described above, it would be reasonable for the minority shareholders of the Target Company to consider the possibility of tendering their shares in the Bain Capital Tender Offer, taking into account the outcome of Bain Capital's proposal dated October 11, 2024.

(c) Conclusion

In light of the above, the Special Committee makes the following recommendations to the board of directors of the Target Company.

- To maintain its support and recommendation to tender for the First Tender Offer.
- However, to also add that taking into account the existence of Bain Capital's proposal, it would be reasonable for the minority shareholders of the Target Company to not tender their shares in the First Tender Offer, but to choose to tender in the Second Tender Offer taking into account the outcome of the October 11, 2024 Bain Capital Proposal, and therefore there is no intention for the decisions of minority shareholders to be actively excluded.

As with the additional opinion dated September 24, 2024, the October 15, 2024 Opinion is only with respect to the First Tender Offer, and the Special Committee has not expressed any opinion herein regarding the Second Tender Offer or the Bain Capital Tender Offer.

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

(Prior to revision)

(omitted)

Subsequently, as a result of the Tender Offeror's decision on September 19, 2024 to remove the minimum number of shares to be purchased, and to commence the Second Tender Offer as soon as practically possible after the First Tender Offer is completed and settlement is completed, the Target Company again carefully discussed and reviewed the terms and conditions of the Tender Offer while respecting the contents of the September 24, 2024 Opinion received from the Special Committee to the fullest extent (for specific details of such opinion, please refer to "(IV) Establishment of an Independent Special Committee by the Target Company and Obtaining a Report from the Special Committee" above). As a result, as there were no circumstances that would lead to a conclusion that the above changes to the purchase conditions would impair the fairness of the procedures, by a resolution dated September 26, 2024, pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors), the board of directors of the Target Company decided to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer. Furthermore, the Target Company board of directors has not yet decided on its opinion regarding the Second Tender Offer, and plans to determine such opinion at the time of commencement of the Second Tender Offer.

In addition, the three company auditors of the Target Company stated their opinion that they have no objection with respect to the resolution dated September 26, 2024, pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors).

(After revision)

- (VII) Approval of A Majority of Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company

(omitted)

Subsequently, as a result of the Tender Offeror's decision on September 19, 2024 to remove the minimum number of shares to be purchased, and to commence the Second Tender Offer as soon as practically possible after the First Tender Offer is completed and settlement is completed, the Target Company again carefully discussed and reviewed the terms and conditions of the Tender Offer while respecting the contents of the September 24, 2024 Opinion received from the Special Committee to the fullest extent (for specific details of such opinion, please refer to "(IV) Establishment of an Independent Special Committee by the Target Company and Obtaining a Report from the Special Committee" above). As a result, as there were no circumstances that would lead to a conclusion that the above changes to the purchase conditions would impair the fairness of the procedures, by a resolution dated September 26, 2024, pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors), the board of directors of the Target Company decided to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer. Subsequently, in light of the fact that the Target Company received the October 11, 2024 Bain Capital Proposal on October 11, 2024, and the Bain Capital Press Release Dated October 11, 2024 being published on the same day, at the board of directors meeting held on October 18, 2024, for the reasons described in "(iii) Content of Decision" in (III) Decision-making Process and Reasons Leading to the Target Company's Support of the Tender Offer" in "(2) Background, Purpose, and Decision-making Process Leading to the Determination to Conduct the Tender Offers, and the Management Policy After the Tender Offers" above, the Target Company resolved, by a majority of directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, to continue to express its support for the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer, and while the Target Company continued to recommend tendering into the First Tender Offer (the Tender Offer), it added that taking into account the existence of Bain Capital's proposal, it would be reasonable for its shareholders and Share Option Holders to not tender in the First Tender Offer by the Tender Offeror, but to choose to tender in the Second Tender Offer by the Tender Offeror taking into account the outcome of Bain Capital's proposal. Regarding the continued expression of support for the Tender Offer, all 11 directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, were in favor.

The opinion of the four directors who were not in favor of the resolution to recommend tendering are as follows.

- Although we continue to support the Tender Offer, the October 11, 2024 Bain Capital Proposal with a tender offer purchase price of 9,450 yen per common share, 1,197,000 yen per Fifth Series Share Option, 1,059,600 yen per Sixth Series Share Option, and 293,100 yen per Seventh Series Share Option has been made in response to the Tender Offer, with a tender offer purchase price of 8,800 yen per share, 1,067,000 yen per Fifth Series Share Option, 929,600 yen per Sixth Series Share Option, and 228,100 yen per Seventh Series Share Option. Taking into consideration that although the Target Company and Special Committee confirmed with the Tender Offeror whether it had any plans to change the terms of the Tender Offer, as of October 18, 2024, the Tender Offeror has

not indicated any plans to make such changes, and with respect to whether or not to recommend that the Target Company shareholders and Share Option Holders tender in the Tender Offer, from the perspective of increasing clarity for the Target Company shareholders and Share Option Holders, it would be preferable to withdraw the recommendation to tender in the Tender Offer, and to express a more neutral position, by stating that the decision as to whether to tender in the Tender Offer is left to the discretion of the Target Company shareholders and Share Option Holders. As such, because there are differences of opinion as to how to express an opinion about whether or not to recommend tendering in the Tender Offer, we cannot support the resolution.

The Target Company considers Bain Capital's proposal to be a sincere proposal and will continue to consider it. In addition, the board of directors of the Target Company has not yet decided on its opinion regarding the Second Tender Offer by the Tender Offeror or the tender offer by Bain Capital, and it intends on determining its opinion at the time of commencement of each tender offer.

In addition, the three company auditors of the Target Company stated their opinion that they have no objection with respect to the resolution dated September 26, 2024, pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors). In addition, the three company auditors of the Target Company attended the board of directors meeting held on October 18, 2024, and all of the attending company auditors stated their opinion that they have no objection with respect to the above resolution.

(VIII) Measures to Ensure that Other Purchasers have an Opportunity to Purchase

(Prior to revision)

The Tender Offeror has set the Tender Offer Period at 30 business days (if the period from the announcement of the Tender Offer to the commencement date of the Tender Offer is included, 48 business days), whereas the minimum period stipulated by law is 20 business days. By setting the Tender Offer Period to a longer period than the minimum required by law, the Tender Offeror believes there will be adequate opportunities for shareholders of the Target Company and the Share Option Holders to make appropriate judgments as to whether to tender in the Tender Offer, and opportunities for Proposers of Competing Acquisitions to engage in competing purchases and the like.

(omitted)

(After revision)

The Tender Offeror has set the Tender Offer Period at 40 business days (if the period from the announcement of the Tender Offer to the commencement date of the Tender Offer is included, 58 business days), whereas the minimum period stipulated by law is 20 business days. By setting the Tender Offer Period to a longer period than the minimum required by law, the Tender Offeror believes there will be adequate opportunities for shareholders of the Target Company and the Share Option Holders to make appropriate judgments as to whether to tender in the Tender Offer, and opportunities for Proposers of Competing Acquisitions to engage in competing purchases and the like.

(omitted)

2. Outline of Purchase
- (2) Schedule
 - (II) Initial Tender Offer Period at time of Notification

(Prior to revision)

From Thursday, September 5, 2024 to Monday, October 21, 2024 (30 business days)

(After revision)

From Thursday, September 5, 2024 to Tuesday, November 5, 2024 (40 business days)

- (8) Settlement Method
 - (II) Settlement Commencement Date

(Prior to revision)

October 28, 2024 (Monday)

(After revision)

November 12, 2024 (Tuesday)

4. Other Matters
 - (1) Existence and Contents of Agreements between the Tender Offeror and the Target Company or its Officers
 - (I) Declaration of Support for the Tender Offer

(Prior to revision)

(omitted)

Subsequently, as a result of the Tender Offeror's decision on September 19, 2024 to remove the minimum number of shares to be purchased, and to commence the Second Tender Offer as soon as practically possible after the First Tender Offer is completed and settlement is completed, the Target Company again carefully discussed and reviewed the terms and conditions of the Tender Offer while respecting the contents of the September 24, 2024 Opinion received from the Special Committee to the fullest extent (for specific details of such opinion, please refer to "(IV) Establishment of an Independent Special Committee by the Target Company and Obtaining a Report from the Special Committee" above). As a result, as there were no circumstances that would lead to a conclusion that the above changes to the purchase conditions would impair the fairness of the procedures, by a resolution dated September 26, 2024, pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors), the board of directors of the Target Company decided to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer. Furthermore, the Target Company board of directors has not yet decided on its opinion regarding the Second Tender Offer, and plans to determine such opinion at the time of commencement of the Second Tender Offer.

For details of the above resolutions of the board of directors meetings of the Target Company held on August 8, 2024 and September 4, 2024, and the resolution dated September 26, 2024 above pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors), please refer to Target Company Press Release and “(VII) Approval of All Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(5) 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” in “1 Purpose of the Purchase” above.

(After revision)

(omitted)

Subsequently, as a result of the Tender Offeror’s decision on September 19, 2024 to remove the minimum number of shares to be purchased, and to commence the Second Tender Offer as soon as practically possible after the First Tender Offer is completed and settlement is completed, the Target Company again carefully discussed and reviewed the terms and conditions of the Tender Offer while respecting the contents of the September 24, 2024 Opinion received from the Special Committee to the fullest extent (for specific details of such opinion, please refer to “(IV) Establishment of an Independent Special Committee by the Target Company and Obtaining a Report from the Special Committee” above). As a result, as there were no circumstances that would lead to a conclusion that the above changes to the purchase conditions would impair the fairness of the procedures, by a resolution dated September 26, 2024, pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors), the board of directors of the Target Company decided to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer.

Subsequently, in light of the Bain Capital Press Release Dated October 11, 2024 being published by Bain Capital on October 11, 2024, at the board of directors meeting held on October 18, 2024, for the reasons described in “(iii) Content of Decision” in (III) Decision-making Process and Reasons Leading to the Target Company’s Support of the Tender Offer” in “(2) Background, Purpose, and Decision-making Process Leading to the Determination to Conduct the Tender Offers, and the Management Policy After the Tender Offers” in “1. Purpose of the Purchase”, the Target Company resolved, by a majority of directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, to continue to express its opinion in support of the Tender Offer, and to continue to recommend that its shareholders and Share Options Holders tender in the Tender Offer, and while the Target Company continued to recommend tendering into the First Tender Offer (the Tender Offer), it added that taking into account the existence of Bain Capital’s proposal, it would be reasonable for its shareholders and Share Option Holders to not tender in the First Tender Offer by the Tender Offeror, but to choose to tender in the Second Tender Offer by the Tender Offeror taking into account the outcome of Bain Capital’s proposal. Regarding the continued expression of support for the Tender Offer, all 11 directors, excluding Mr. Sakashita, who did not participate in the deliberations and resolutions, were in favor.

The Target Company considers Bain Capital’s proposal to be a sincere proposal and will continue to consider it.

In addition, the board of directors of the Target Company has not yet decided on its opinion regarding the Second Tender Offer by the Tender Offeror or the tender offer by Bain Capital, and it intends on determining its opinion at the time of commencement of each tender offer.

For details of the above resolutions of the board of directors meetings of the Target Company held on August 8, 2024 and September 4, 2024, and the resolution dated September 26, 2024 above pursuant to Article 370 of the Companies Act (a written resolution in lieu of a resolution of the board of directors), please refer to Target Company Press Release and “(VII) Approval of A Majority of Directors With No Interest in the Target Company and Opinion of No Objection of All Target Company Auditors With No Interest in the Target Company” in “(5) 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” in “1 Purpose of the Purchase” above.