



October 22, 2024

To all parties concerned,

Company FUJI SOFT INCORPORATED
Representative Satoyasu Sakashita, President &
Representative Director
(Ticker code: 9749 TSE Prime Market)
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(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”

With respect to 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 amendments and corrections 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, and 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 October 18, 2024, the “September 4, 2024 Company Press Release”), FK Co., Ltd. (the “Offeror”) has been conducting the Tender Offer for the Company Share Certificates (the “Tender Offer”) since September 5, 2024. However, due to the Company’s opinion on the Tender Offer announced on October 18, 2024, the Offeror has decided to extend the tender offer period from the initial total of 30 business days, ending on October 21, 2024, to a total of 40 business days, ending on November 5, 2024, which is 10 business days after October 21, 2024. As a result, there are certain matters in the September 4, 2024 Company Press Release that require amendment, and we hereby announce those amendments as follows.

The parts that are to be amended are underlined.

Details

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

(2) Grounds and Reasons for Opinion

(a) Overview of the Tender Offer

(Before revisions)

<Omitted>

As the First Tender Offer is being conducted as part of the Transaction which aims to take the Company private through acquisition all of the Company Shares (which includes Restricted Shares and Company Shares delivered upon exercise of the Stock Acquisition Rights but excludes treasury shares owned by the Company) and all of the Stock Acquisition Rights, the 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 Offeror has not set a minimum number of shares to be purchased after the Removal of the Minimum Tender Condition, as the Offeror aims to allow for all of the Company Shares and the Stock Acquisition Rights that Prospective Selling Shareholders, including each Tendering Shareholder, and Prospective Selling Stock Acquisition Rights Holders wish to sell can be acquired by the Offeror on the commencement date of settlement of the Tender Offer (October

28, 2024). In this regard, the 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 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 Company Shares and Stock Acquisition Rights other than those acquired through the First Tender Offer (which includes Restricted Shares and Company Shares delivered upon exercise of the Stock Acquisition Rights but excludes treasury shares owned by the Company), and to remove the minimum number of shares to be purchased in the First Tender Offer. If the Offeror acquires 33,658,500 or more of the Company Shares (Ownership Ratio: 53.22%) in the First Tender Offer, the Second Tender Offer will not be conducted.

<Omitted>

(After revisions)

<Omitted>

As the First Tender Offer is being conducted as part of the Transaction which aims to take the Company private through acquisition all of the Company Shares (which includes Restricted Shares and Company Shares delivered upon exercise of the Stock Acquisition Rights but excludes treasury shares owned by the Company) and all of the Stock Acquisition Rights, the 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 Offeror has not set a minimum number of shares to be purchased after the Removal of the Minimum Tender Condition, as the Offeror aims to allow for all of the Company Shares and the Stock Acquisition Rights that Prospective Selling Shareholders, including each Tendering Shareholder, and Prospective Selling Stock Acquisition Rights Holders wish to sell can be acquired by the Offeror on the commencement date of settlement of the Tender Offer (October 28, 2024). In this regard, the 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 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 Company Shares and Stock Acquisition Rights other than those acquired through the First Tender Offer (which includes Restricted Shares and Company Shares delivered upon exercise of the Stock Acquisition Rights but excludes treasury shares owned by the Company), and to remove the minimum number of shares to be purchased in the First Tender Offer. If the Offeror acquires 33,658,500 or more of the 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 Company of its opinion regarding the First Tender Offer on October 18, 2024, as the 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>

(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

(h) Measures to Ensure Other Offerors Have an Opportunity to Purchase the Company Shares

(Before revisions)

The 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 Offeror believes there will be adequate opportunities for shareholders of the Company and the Stock Acquisition Right 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 revisions)

The 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 Offeror believes there will be adequate opportunities for shareholders of the Company and the Stock Acquisition Right 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>

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