

November 6, 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

Notice Regarding the Results of Tender Offer for the Shares of FUJI SOFT INCORPORATED
(Securities Code: 9749) by FK Co., Ltd.

FK Co., Ltd. announces that, as of today, it has published the attached “Notice Regarding the Results of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) 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)

“Notice Regarding the Results of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749 by FK Co., Ltd.” dated November 6, 2024

November 6, 2024

To whom it may concern:

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

**Notice Regarding the Results of Tender Offer for the Shares of FUJI SOFT INCORPORATED
(Securities Code: 9749) by FK Co., Ltd.**

FK Co., Ltd. (“Tender Offeror”) has conducted a tender offer (“Tender Offer” or “First Tender Offer”) from 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. (“TSE”), “Target Company”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; “Act”). The Tender Offeror hereby announces that the Tender Offer was completed on November 5, 2024, and 22,131,902 Target Company Shares and share options (for share options, the number converted into shares) were acquired (Ownership Ratio (*): 35.00%) as described below.

*Refers to the percentage of the Total Number of Target Company Shares Taking into Account Potential Shares (as defined in “(3) Number of Shares Purchased” in “2. Results of the Tender Offer” below; (rounded off to two decimal places); the same shall apply hereinafter)

As described below, the First Tender Offer was completed, and as the number of Target Company Shares acquired by the Tender Offeror through the First Tender Offer was less than 33,658,500 shares (Ownership Ratio: 53.22%), the Tender Offeror plans to commence a second tender offer in mid-November 2024 with the aim of acquiring all of the Target Company Shares and Share Options other than those acquired by the Tender Offeror through the First Tender Offer (including the restricted shares of the Target Company granted to the directors and executive officers of the Target Company as restricted stock compensation and the Target Company Shares to be delivered upon exercise of the Share Options (as defined below; the same shall apply hereinafter) and excluding the treasury shares held by the Target Company).

In addition, the purchase price in such second tender offer is expected to be the same as that of the First Tender Offer.

1. Outline of Purchase

(1) Name and Location of the Tender Offeror

Name: FK Co., Ltd.
Location: 11F, Meiji Yasuda Seimei Building, 2-1-1 Marunouchi, Chiyoda-ku, Tokyo

(2) Name of the Target Company

FUJI SOFT INCORPORATED

(3) Class of Shares Subject to Purchase

(1) Common shares

(2) Share options

- (A) The fifth series of share options, issued based on a resolution by the Target Company's board of directors at a meeting held on March 29, 2022 ("Fifth Series Share Options") (the exercise period for which is from April 1, 2024 to March 29, 2027).
- (B) The sixth series of share options, issued based on a resolution by the Target Company's board of directors at a meeting held on March 28, 2023 ("Sixth Series Share Options") (the exercise period for which is from April 1, 2025 to March 28, 2028).
- (C) The seventh series of share options, issued based on a resolution by the Target Company's board of directors at a meeting held on March 26, 2024 ("Seventh Series Share Options," and, together with the Fifth Series Share Options and the Sixth Series Share Options, collectively, "Share Options") (the exercise period for which is from March 27, 2026 to March 24, 2034).

(4) Number of Shares to be Purchased

Type of Shares	Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
Common Shares	63,790,275 (shares)	- (shares)	- (shares)
Total	63,790,275 (shares)	- (shares)	- (shares)

(Note 1) As a minimum and maximum number of shares to be purchased has not been set in the Tender Offer, the Tender Offeror will purchase all of the Tendered Shares.

(Note 2) Shares of less than one unit and cross-held shares (meaning the Target Company Shares held by Nihon Business Soft Incorporation; the same shall apply hereinafter) are also subject to the Tender Offer. If a shareholder exercises its right to demand the purchase of shares of less than one unit in accordance with the Companies Act, the Target Company may buy back its own shares during the purchase period for the Tender Offer in accordance with the procedures required by laws and regulations.

(Note 3) There are no plans for the treasury shares owned by the Target Company to be acquired through the Tender Offer.

(Note 4) Share Options may be exercised until the last day of the purchase period for the Tender Offer, and shares of the Target Company to be issued or transferred upon such exercise are also subject to the Tender Offer.

(Note 5) As the maximum number of shares to be purchased in the Tender Offer has not been set, the maximum number of Target Company Shares to be purchased by the Tender Offeror in the Tender Offer (63,790,275 shares) is indicated as the number of shares to be purchased. This maximum number is calculated from (i) the total number of shares issued by the Target Company as of June 30, 2024 as stated in the Consolidated Financial Results (Interim Period) for the Second Quarter of the Fiscal Year Ended December 31, 2024 (Under Japanese GAAP) ("Consolidated Financial Results (Interim Period) for the Second Quarter of the Target Company"), submitted by the Target Company on August 8, 2024 (67,400,00 shares), (ii) adding the number of shares subject to the Share Options (819,200 shares) remaining as of June 30, 2024 as reported by the Target Company (68,219,200 shares), and subtracting (iii) the number of treasury shares held by the Target Company as of June 30, 2024 (4,428,925 shares) (equal to 63,790,275 shares).

(5) Purchase Period

(1) Purchase Period

From Thursday, September 5, 2024 to Tuesday, November 5, 2024 (40 Business Days)

(2) Possibility of Extension Based on Request from Target Company

Not applicable.

(6) Purchase Price

(1) 8,800 yen per common share

(2) Share Options

(A) 1,067,000 yen per Fifth Series Share Option

(B) 929,600 yen per Sixth Series Share Option

(C) 228,100 yen per Seventh Series Share Option

2. Results of the Tender Offer

(1) Whether the Tender Offer has been Successful Completed

No minimum or maximum number of shares to be purchased was set in the Tender Offer, and thus as described in the Public Notice for Commencement of Tender Offer (including the matters amended in the Public Notice of Changes in the Terms of Purchase and the amendment statements to the Tender Offer Registration Statement; the same shall apply hereinafter) and the Tender Offer Registration Statement (including the matters amended in the amendment statements to the Tender Offer Registration Statement that were subsequently submitted; the same shall apply hereinafter), all shares tendered in the Tender Offer will be purchased.

(2) Date of Public Notice of Tender Offer Results and Name of Newspaper in which Public Notice Thereof is Given

Pursuant to Article 27-13, Paragraph 1 of the Act, the results of the Tender Offer were announced to the news media at the TSE on November 6, 2024, in the manner stipulated in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 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).

(3) Number of Shares Purchased

Type of Shares	Number of Tenders Converted Into Shares	Number of Purchases Converted Into Shares
Shares	21,413,302 (shares)	21,413,302 (shares)
Share Option Certificates	718,600	718,600
Corporate Bonds with Share Options	—	—
Beneficiary Securities of Share Certificates in Trust ()	—	—
Depository Receipts for Securities ()	—	—
Total	22,131,902	22,131,902
Total Number of Potential Shares	718,600	(718,600)

(Note 1) The percentage of the number of Shares purchased against (i) the total number of shares issued by the Target Company as of June 30, 2024 as stated in the Consolidated Financial Results (Interim Period) for the Second Quarter of the Target Company (67,400,000 shares), adding (ii) the number of shares subject to the Fifth Series Share Options remaining as of June 30, 2024 that were due to expire as of September 4, 2024, as reported by the Target Company (1,336 options, 267,200 shares) (equal to 67,667,200 shares), and subtracting (iii) the number of treasury shares held by the Target Company as of June 30, 2024 (4,428,925 shares) (Note 2) (equal to 63,238,275 shares) (“Total Number of Target Company Shares Taking into Account Potential Shares”) is 35.00% (rounded off to two decimal places).

(Note 2) According to the Target Company, the 4,430,524 shares of treasury shares as of June 30, 2024 stated in the Consolidated Financial Results (Interim Period) for the Second Quarter of the Target Company include 1,599 shares, which is equivalent to 40% (the Target Company’s voting rights in Nihon Business Soft Incorporation) of the 3,998 shares of the Target Company Shares (Ownership Ratio: 0.01%) held by Nihon Business Soft Incorporation, an equity-method affiliate of the Target Company, and the number of treasury shares held by the Target Company as of June 30, 2024 is 4,428,925 shares (4,430,524 shares less 1,599 shares).

(4) Change in Ownership Ratio of Shares through the Purchase

Number of voting rights represented by Shares owned by the Tender Offeror before the purchase	-	(Ownership Ratio of the Shares before the purchase -%)
Number of voting rights represented by Shares owned by specially related persons of the Tender Offeror before the purchase	-	(Ownership Ratio of the Shares before the purchase -%)
Number of voting rights represented by Shares owned by the Tender Offeror after the purchase	214,133	(Ownership Ratio of the Shares after the purchase 33.86%)
Number of voting rights represented by Shares owned by specially related persons of the Tender Offeror after the purchase	-	(Ownership Ratio of the Shares after the purchase -%)
Number of voting rights of all shareholders of the Target Company	629,211	

(Note 1) “Number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders as of June 30, 2024, as stated in the 55th Semiannual Report submitted by the Target Company on August 9, 2024. However, since shares of less than one unit, cross-held shares, and the Target Company Shares to be issued or transferred upon the exercise of the Share Options are also subject to the

Tender Offer, in the calculation of “Ownership Ratio of the Shares before the purchase” and “Ownership Ratio of the Shares after the purchase”, the denominator is the number of voting rights (632,382) represented by the Total Number of Target Company Shares Taking into Account Potential Shares (equal to 63,238,275 shares).

(Note 2) “Ownership Ratio of the Shares before the purchase” and “Ownership Ratio of the Shares after the purchase” has been rounded off to two decimal places.

(5) Calculation in Cases of Conducting the Purchase by Pro-Rata Method

Not applicable.

(6) Settlement Method

(1) Name and Location of Head Office of the Financial Instruments Business Operator or Bank etc. Responsible for Settlement

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.
1-9-2, Otemachi, Chiyoda-ku, Tokyo

au Kabucom Securities Co., Ltd. (sub-agent)
3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo

(2) Settlement Commencement Date

November 12, 2024 (Tuesday)

(3) Settlement Method

Promptly following the expiration of the Tender Offer Period, notifications of the purchases in the Tender Offer will be mailed to the addresses or locations of the those applying to sell in response to the offer to purchase the Shares in the Tender Offer (“Tendering Shareholders”) (or their standing proxies, for shareholders of foreign countries (including corporate shareholders; “Foreign Shareholders”). Issuance of notifications by the sub-agent will be delivered by electromagnetic means through the screen after login.

Purchases will be made in cash. At the instruction of the Tendering Shareholders (or their standing proxies for Foreign Shareholders) and promptly after the date of commencement of settlement, the proceeds of sales of Shares that were purchased in the Tender Offer will be remitted by the tender offer agent or sub-agent to the place designated by the Tendering Shareholders (or their standing proxies, for Foreign Shareholders), or paid into the accounts of the Tendering Shareholders whose applications for tender were accepted by the tender offer agent or sub-agent.

3. Policies after the Tender Offer and Future Prospects

There will be no changes to the policies after the Tender Offer from those stated in the Public Notice for Commencement of Tender Offer and the Tender Offer Registration Statement regarding the Tender Offer.

4. Place where a Copy of the Tender Offer Report is to be Made Available for Public Inspection

FK Co., Ltd.

11F, Meiji Yasuda Seimei Building, 2-1-1 Marunouchi, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo