



December 13, 2024

To all parties concerned,

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

**Notice Regarding Changes to the Conditions of the Planned Commencement of the Tender Offer for the Company Share  
Certificates by K.K. BCJ-88**

On December 11, 2024, the Notice Regarding Changes to the Terms and Conditions of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) (the “Change Press Release”) was issued by K.K. BCJ-88, which is a wholly-owned subsidiary of K.K. BCJ-87, whose voting rights are indirectly owned by investment funds and their corporate group (individually or collectively, “Bain Capital”) that are advised by Bain Capital Private Equity, LP.

According to the Change Press Release, K.K. BCJ-88 aims to commence the tender offer for the Company Share Certificates by K.K. BCJ-88 (the “Bain Capital Tender Offer”), in which the tender offer price for the Company Shares is set at JPY 9,600 per share, around late January or early February 2025, provided that certain conditions precedent are met. These conditions precedent include the Company’s support for the Bain Capital Tender Offer and the withdrawal or failure of completion of the second tender offer for the Company Share Certificates by FK Co., Ltd.

In addition, on December 11, 2024, the Company received a proposal from Bain Capital Private Equity, LP regarding the Bain Capital Tender Offer (the “Proposal”). The Proposal includes a statement that reads, “This document continues to constitute a legally binding proposal from us regarding the Transaction, but its content may be subject to withdrawal regardless of your intentions.” However, since the Change Press Release does not include that statement, the Company will appropriately review the Proposal, including confirming the intent of this statement with Bain Capital.

The Company’s Board of Directors and the Special Committee will appropriately review the Change Press Release and the Proposal, and the Company will promptly notify its shareholders if any decision is made.

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