



December 19, 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 the Status of the Tender Offer for the Company Share Certificates by K.K. BCJ-88**

As announced in the Notice of Resolution on the Statement of Opinion on the Second Tender Offer for the Company Share Certificates by FK Co., Ltd. and the Tender Offer for the Company Share Certificates by K.K. BCJ-88 dated November 15, 2024 (the “November 15 Press Release”), the Company resolved to express an opinion in support of the second tender offer by FK Co., Ltd. for the Company Share Certificates (the “Company Shares”) and the Stock Acquisition Rights (Note) (the Company Shares and the Stock Acquisition Rights, collectively, the “Company Share Certificates,” and that tender offer, the “Second FK Tender Offer”) and to recommend that the Company’s shareholders and the Stock Acquisition Rights Holders tender their Company Share Certificates in the Second FK Tender Offer. At the same time, the Company resolved to express an opinion opposing the tender offer by K.K. BCJ-88 for the Company Share Certificates (the “Bain Capital Tender Offer”).

Following that, on December 11, 2024, in connection with the implementation of the Bain Capital Tender Offer, the Company received a proposal from Bain Capital Private Equity, LP (“Bain Capital”) to increase the tender offer price per share of the Company Shares from JPY 9,450 to JPY 9,600 (the “December 11, 2024 Bain Capital Proposal”). After receiving the December 11, 2024 Bain Capital Proposal, the Board of Directors and the Special Committee deliberated carefully on the Second FK Tender Offer and the planned commencement of the Bain Capital Tender Offer. As a result, at the Board of Directors meeting held on December 17, 2024, the Company resolved, as its opinion as of that date, to continue expressing an opinion in support of the Second FK Tender Offer and to recommend that the Company’s shareholders and the Stock Acquisition Rights Holders tender their Company Share Certificates in the Second FK Tender Offer, as well as to continue expressing an opinion opposing the Bain Capital Tender Offer. For details of the resolutions adopted by the Board of Directors and the Special Committee and the reasons for those resolutions, please refer to the Notice Regarding (Opposing) Opinion of the Board of Directors of the Company on the Tender Offer for the Company Share Certificates by K.K. BCJ-88 dated December 17, 2024.

Further, following that, K.K. BCJ-88 published the Notice Regarding Changes to the Terms and Conditions of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) (Waiver of Conditions Precedent Regarding the Affirmative Opinion, Etc.) on December 18, 2024 (the “December 18 Bain Capital Press Release”). According to the December 18 Bain Capital Press Release, K.K. BCJ-88 decided to waive Condition (i) of the preconditions to the Bain Capital Tender Offer (The Company’s Board of Directors has adopted the expression of an opinion in favor of the Tender Offer (the ‘Affirmative Opinion’) and that fact has been published in accordance with applicable laws and regulations, and such Affirmative Opinion has not been changed or withdrawn) and set the maximum number of shares to be purchased in the Bain Capital Tender Offer at 31,444,443 shares (ownership ratio: 49.89%).

The Company will promptly announce any matters that arise in the future that require disclosure by the Company.

(Note) “Stock Acquisition Rights” collectively refers to the stock acquisition rights in items (i) through (iii) below.

- (i) The Fifth Series Stock Acquisition Rights issued based on a resolution of the meeting of the Board of Directors held on March 29, 2022 (exercise period from April 1, 2024 to March 29, 2027)
- (ii) The Sixth Series Stock Acquisition Rights issued based on a resolution of the meeting of the Board of Directors held on March 28, 2023 (exercise period from April 1, 2025 to March 28, 2028)
- (iii) The Seventh Series Stock Acquisition Rights issued based on a resolution of the meeting of the Board of Directors held on March 26, 2024 (exercise period from March 27, 2026 to March 24, 2034)

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