



January 7, 2025

To all parties concerned,

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

Notice Regarding Press Release by KKR

As announced in the Notice Regarding the Status of the Tender Offer for the Company Share Certificates by K.K. BCJ-88 dated December 19, 2024, the Company resolved to express an opinion in support of the second tender offer by FK Co., Ltd., which was established by KKR, (the investment fund that receives investment advice from Kohlberg Kravis Roberts & Co. L.P. and its corporate group, individually or collectively, “KKR”) for the Company’s common shares (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 KKR Tender Offer”) and to recommend that the Company’s shareholders and the stock acquisition rights holder of the Stock Acquisition Rights tender their Company Share Certificates in the Second KKR Tender Offer. At the same time, the Company resolved to express an opinion opposing the tender offer by K.K. BCJ-88, which was established by Bain Capital, (the investment fund that receives investment advice from Bain Capital Private Equity, LP and its corporate group, individually or collectively, “Bain Capital”) for the Company Share Certificates. For the Company’s opinion regarding the tender offer by Bain Capital, see “(Supplementary) Notice Regarding the Status of the Tender Offer for the Company Share Certificates by K.K. BCJ-88” announced by the Company on December 27, 2024.

KKR published a press release dated January 6, 2025 titled “KKR Urges the Board of FUJI SOFT to File an Injunction against Bain Capital’s Unauthorized Use of Confidential Information and Breach of NDA, and Requests the Board Take Action for Various Other Misconduct by Bain Capital” (the “KKR Press Release”). As stated in the KKR Press Release, the Company’s Board of Directors and the Special Committee received a letter from KKR dated January 5, 2025 titled “Request for Legal Action Seeking Specific Performance of Bain Capital’s Obligation to Destroy Confidential Information, etc.” requesting, among other actions, that the Company file a lawsuit against Bain Capital to seek an injunction against the unauthorized use of confidential information and to enforce the obligation to destroy confidential information.

The Company’s Board of Directors and the Special Committee will appropriately consider the future response to the situation, taking into account the KKR Press Release and the aforementioned letter received from KKR.

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

(Note) “Stock Acquisition Rights” collectively means the stock acquisition rights in (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)

-End-