



February 10, 2025

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)

(Supplementary) Notice Regarding the Status of the Tender Offer for the Company Share Certificates by K.K. BCJ-88

As announced in the “(Amendment) Partial Amendment to the (Supplementary) Notice regarding Expression of Opinion in Support of the Second Tender Offer for the Company Share Certificates by FK Co., Ltd. and Recommendation to Tender Shares” dated February 7, 2025, the Company resolved to continue expressing its 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 “Stock Acquisition Rights,” and collectively with the Shares, 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 holders of the Stock Acquisition Rights tender their Company Share Certificates in the Second KKR Tender Offer. At the same time, the Company resolved to continue expressing its 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 (the “Bain Capital Tender Offer”). The final day of the tender offer period for the Second KKR Tender Offer is February 19, 2025, and the tender offer period is 59 business days.

Regarding the Bain Capital Tender Offer, Bain Capital announced in 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.) dated December 18, 2024 (the “December 18, 2024 Bain Capital Press Release”) and the Notice regarding commencement of the destruction of information in response to the information destruction request from FUJI SOFT INCORPORATED (Securities Code: 9749) and timing of commencement of the Tender Offer dated January 7, 2025 that it intends to commence the Bain Capital Tender Offer in late January or early February 2025. Additionally, in the letter to the Company dated January 20, 2025, Bain Capital stated, “while we announced in 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.) dated December 18, 2024 that we are aiming to commence the tender offer for the common shares and the stock acquisition rights of your Company in late January or early February 2025, we would like to inform you that we intend to commence the tender offer in early February 2025 at this moment.” Furthermore, in the letter to the Company dated February 3, 2025, Bain Capital stated, “the commencement of the tender offer is scheduled for early February.” However, since then to the present, Bain Capital has not informed the Company of any specific date for the commencement of the Bain Capital Tender Offer. Further, the Company has not received any notice from Bain Capital regarding a change in the tender offer price of the Bain Capital Tender Offer from the amount announced in the December 18, 2024 Bain Capital Press Release (JPY 9,600 per Company Share).

The Company also received a letter from Bain Capital dated February 3, 2025, in which Bain Capital stated, with respect to the condition precedent of the Bain Capital Tender Offer announced in the December 18, 2024 Bain Capital Press Release, “as already stated in our

response, the commencement of the Tender Offer is scheduled for early February. Given that FK has repeatedly extended the tender offer, Bain Capital intends to waive the condition precedent that the Second Tender Offer by FK has been withdrawn or was unsuccessful, when commencing the Tender Offer.” (That condition precedent was announced as item (vi) of the Tender Offer Conditions Precedent for the Tender Offer in the December 18, 2024 Bain Capital Press Release. Considering the statement in the “Supplementary Material” of the December 18, 2024 Bain Capital Press Release, which states, “If the Second FK Tender Offer is withdrawn or unsuccessful, we will commence our Tender Offer promptly,” the Company understands that, with the waiver of the above condition precedent, there are no obstacles to the commencement of the Bain Capital Tender Offer.)

The Company believes that it is necessary to continue providing appropriate information to its shareholders and other stakeholders regarding the situation surrounding the Company, including Bain Capital’s proposal. Therefore, the Company will continue to conduct necessary fact-checking with Bain Capital going forward.

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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