



February 13, 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 Shinsuke Konishi
Finance Department
(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 (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”).

Further, on February 4, 2025, KKR decided to increase the tender offer price per share of the Company Shares in the Second KKR Tender Offer at JPY 9,850 and to extend the final day of the Tender Offer Period for the Second KKR Tender Offer until February 19, 2025, making the Tender Offer Period 59 business days.

Regarding the Bain Capital Tender Offer, Bain Capital announced in its press release dated February 10, 2025, titled “Notice of the Progress Toward the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” (the “February 10, 2025 Bain Capital Press Release”) that it is “carefully considering its future policy, including the option of withdrawing the notice regarding the Tender Offer.” However, the Company has not received any notification from Bain Capital regarding the contents of the February 10, 2025 Bain Capital Press Release or the possibility of the withdrawal of the Bain Capital Tender Offer. Therefore, the Company sent a letter to Bain Capital dated February 13, 2025, requesting that, with respect to the statement in the February 10, 2025 Bain Capital Press Release that it is “carefully considering its future policy, including the option of withdrawing the notice regarding the Tender Offer,” Bain Capital promptly clarify by when its policy will be decided, provide a response to the Company, and make a public announcement.

Furthermore, the February 10, 2025 Bain Capital Press Release contains a statement that “on February 4, 2025, the Tender Offeror made a decision not to commence the Tender Offer (Note: the Bain Capital Tender Offer) on February 5, 2025.” The Company has also inquired with Bain Capital regarding why the announcement of that decision was made on February 10, 2025, rather than on February 4, 2025.

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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