



February 17, 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)

Notice Regarding Non-implementation 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.” As announced in the “(Supplementary) Notice Regarding the Status of the Tender Offer for the Company Share Certificates by K.K. BCJ-88” dated February 13, 2025, the Company requested that, with respect to the statement 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.

The Company hereby announces that, under these circumstances, Bain Capital announced “Bain Capital, after consulting with Mr. Hiroshi Nozawa, the founder of the Target Company, has deliberated their subsequent policy by carefully considering the interests of the Target Company and the Target Company’s shareholders, and has concluded that it will not increase the price of the purchase, etc. of the Target Company’s shares in the Tender Offer (9,600 yen) and will not implement the Tender Offer” in its press release dated February 17, 2025, titled “Notice Regarding Non-implementation of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749).”

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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