



February 20, 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)

Notice on Results of the Second Tender Offer for the Company Share Certificates by FK Co., Ltd. and Change to the Parent Company and Other Related Company

FK Co., Ltd. (the “Offeror”) conducted a tender offer (the “Second Tender Offer”) for the Company’s common shares (the “Company Common Shares”) and the Stock Acquisition Rights (Note) (collectively, the “Company Share Certificates”) from November 20, 2024 and the Second Tender Offer concluded on February 19, 2025. We have received a report from the Offeror regarding the results of the Second Tender Offer, so we hereby give notice as follows.

We also give notice that as a result of the Second Tender Offer, it is expected there will be a change to the Company’s parent company and other related company on February 27, 2025 (the commencement date of settlement for the Second Tender Offer).

(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, the “Fifth Series Stock Acquisition Rights”)
- (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, the “Sixth Series Stock Acquisition Rights”)
- (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, the “Seventh Series Stock Acquisition Rights”)

I. Results of the Second Tender Offer

Today, the Company received a report from the Offeror regarding the results of the Second Tender Offer, as set forth in the attached “Notice Regarding the Results of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) by FK Co., Ltd.”

Furthermore, since the total number of Company Share Certificates tendered in the Second Tender Offer exceeded the minimum number of shares to be purchased (12,133,398 shares), the Second Tender Offer has been successfully completed.

II. Regarding the Change to the Parent Company and Other Related Company

1. Scheduled Date of Change

February 27, 2025 (the commencement date of settlement for the Second Tender Offer)

2. Background of the Change

Today, the Company received a report from the Offeror stating that 14,379,779 shares of the Company Common Shares (Ownership Ratio (Note): 22.82%) and 299 options of the Stock Acquisition Rights (the number of shares corresponding to the Stock Acquisition Rights: 39,800 shares) were tendered in the Second Tender Offer, and that, since the total number of Company Share Certificates tendered in the

Second Tender Offer exceeded the minimum number of shares to be purchased (12,133,398 shares), the Second Tender Offer has been successfully completed and all of the Company Share Certificates tendered in the Second Tender Offer will be acquired.

As a result, if the settlement of the Second Tender Offer were completed, the ratio of voting rights held by the Offeror in the Company to the total voting rights of the Company's shareholders would exceed 50% as of February 27, 2025 (the settlement commencement date for the Second Tender Offer). Accordingly, the Offeror will become the Company's parent company.

(Note 1) "Voting Rights Ownership Ratio" means the percentage (figures are rounded to the nearest two decimal places) of the number of voting rights (630,223 voting rights) corresponding to the number of shares (63,022,370 shares), obtained by subtracting (i) the number of treasury shares owned by the Company as of December 31, 2024 (4,377,630 shares) (Note 2), from the total number of outstanding shares of the Company as of December 31, 2024 (67,400,000 shares), as stated in the "Financial Summary for the Fiscal Year Ending December 2024 Japanese Standard (Consolidated)" (the "Company's Financial Summary") released on February 13, 2025.

(Note 2) The number of treasury shares as of December 31, 2024 stated in the Company's Financial Summary (4,379,229 shares) includes 1,599 shares, equivalent to 40% (voting rights ratio of the Company toward Nihon Business Soft Incorporation) of the 3,998 shares of the Company Common Shares owned by the Company's equity method affiliate Nihon Business Soft Incorporation, and as of December 31, 2024, the number of treasury shares owned by the Company is 4,377,630 shares (4,379,229 shares less 1,599 shares).

3. Overview of the Shareholder That Will Become the Parent Company from Other Related Company

(1)	Name	FK Co., Ltd.
(2)	Location	11 F Meiji Yasuda Life Insurance Bldg, 1-1 Marunouchi 2-chome, Chiyoda-ku, Tokyo
(3)	Name and Title of Representative	Michael Longo, Representative Director
(4)	Businesses	Commercial business and all businesses related to commercial business
(5)	Capital	JPY 300,005,000
(6)	Date of Incorporation	July 26, 2024
(7)	Major Shareholders and Shareholding Ratio	FK Holdings Co., Ltd. 100.00%
(8)	Relationship between the Company and the Tender Offeror	
	Capital Relationships	As of today, the Offeror owns 21,413,302 shares of the Company Shares (Ownership Ratio (Note 3): 33.97%) and 4,943 Stock Acquisition Rights (which, when converted to shares, amount to a total of 22,131,902 shares (Ownership Ratio: 35.11%)).
	Personnel Relationships	Not applicable
	Business Relationships	Not applicable
	Applicability to the Related Parties	The Offeror is the Company's largest shareholder as a major shareholder, as well as the Company's other related company, and therefore qualifies as a related party of the Company.

(Note 3) "Ownership Ratio" means the percentage (figures are rounded to the nearest two decimal places) of the number of shares (63,029,570 shares) (the "Total Number of Shares after Taking into Account the Potential Shares of the Company") obtained by adding (i) the total number of issued shares of the Company as of December 31, 2024 (67,400,000 shares), as stated in the Company's Financial Summary and (ii) the difference between the number of shares underlying the Fifth Series Stock Acquisition Rights (1,049 options) remaining as of February 19, 2025 and for which the exercise period has commenced as of February 19, 2025 (209,800 shares) and the number of shares underlying the Fifth Series Stock Acquisition Rights (1,013 options) held by the Offeror as of February 19, 2025 (202,600 shares) (that difference is 7,200 shares), and then subtracting from that amount (iii) the number of treasury shares owned by the Company as of December 31, 2024 (4,377,630 shares)

(Note 2). Further, among the Stock Acquisition Rights, the first days of the exercise periods for the Sixth and Seventh Series Stock Acquisition Rights are April 1, 2025 and March 27, 2026, respectively. As the exercise of the Sixth and Seventh Series Stock Acquisition Rights and the issuance of or transfer of the Company Common Shares to the holders of those Stock Acquisition Rights was not expected to occur during the purchase period for the Second Tender Offer; the number of shares subject to the Sixth Series Stock Acquisition Rights (1,310 options) and the Seventh Series Stock Acquisition Rights (2,900 options) (Sixth Series Stock Acquisition Rights: 262,000 shares, Seventh Series Stock Acquisition Rights: 290,000 shares) have not been added to the Total Number of Shares after Taking into Account the Potential Shares of the Company.

4. Number of Voting Rights, Voting Rights Ownership Ratio, and Number of Shares Owned by the Shareholder Before and After the Change

	Attribute	Number of voting rights (voting rights ownership ratio (Note 1), number of shares held)			Ranking among major shareholders
		Directly held voting rights	Total held voting rights	Total	
Before the change	Other related company and the largest shareholder as a major shareholder	214,133 voting rights (33.98%) (21,413,302 shares)	-	214,133 voting rights (33.98%) (21,413,302 shares)	First
After the change	Parent company and the largest shareholder as a major shareholder	357,930 voting rights (56.79%) (35,793,081 shares)	-	357,930 voting rights (56.79%) (35,793,081 shares)	First

5. Whether There Are Changes in the Non-Listed Parent Company, etc. Subject to Disclosure

As a result of the Second Tender Offer, the Offeror will be subject to disclosure as the Company's non-listed parent company, etc.

6. Future Outlook

Given that the Offeror was unable to acquire all of the Company Share Certificates (excluding the Company Share Certificates held by the Offeror and the treasury shares held by the Company) through the Second Tender Offer, the Offeror intends to become the sole shareholder of the Company under the series of procedures set forth in "(5) Policy on Organizational Restructuring After the Tender Offers (Matters Relating to the So-Called Two-Step Acquisition)" in "3. Details, Grounds and Reasons for the Opinion on the Second Tender Offer" of the (Supplement) 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 announced by the Company on November 19, 2024 (including matters that have been corrected or amended by the (Amendment) Partial Amendment to the "(Supplement) 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 December 19, 2024, the (Amendment) Partial Amendment to the "(Supplement) 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" announced on January 10, 2025, the (Amendment) Partial Amendment to the "(Supplement) 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" announced on January 24, 2025, the (Amendment) Partial Amendment to the "(Supplement) 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" announced on February 4, 2025, and the (Amendment) Partial Amendment to the "(Supplement) 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" announced on February 7, 2025). It is expected that based on those procedures, the Company Common Shares will be delisted through prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange, Inc. (the "TSE"). After the delisting, it will no longer be possible to trade the Company Common Shares on the Prime Market of the TSE.

We will consult with the Offeror about the specific procedures and their timing and promptly announce those as soon as they are determined.

-End-

(Reference)

“Notice Regarding the Results of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) by FK Co., Ltd.”
dated February 20, 2025 (Attachment)

February 20, 2025

To whom it may concern:

Company FK Co., Ltd.
Name:
Representative: Michael Longo, Representative Director

**Notice Regarding the Results of Tender Offer for the Shares of FUJI SOFT INCORPORATED
(Securities Code: 9749) by FK Co., Ltd.**

FK Co., Ltd. (“Tender Offeror”) has conducted a tender offer (“Tender Offer”) from November 20, 2024 for the common shares (“Target Company Shares”) and share options of FUJI SOFT INCORPORATED (Securities Code: 9749; Prime Market of the Tokyo Stock Exchange, Inc. (“TSE”), “Target Company”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; “Act”). The Tender Offeror hereby announces that the Tender Offer was completed on February 19, 2025, and combined with the Target Company Shares and share options acquired through the tender offer for the Target Company Shares and share options conducted by the Tender Offeror, with a tender offer period from September 6, 2024 until November 5, 2024, 36,511,681 Target Company Shares and share options (for share options, the number converted into shares) will be acquired (Ownership Ratio (*): 57.92%) as described below.

- (*1) The percentage (figures are rounded to the nearest two decimal places) of the number of shares (63,057,570 shares) (“Total Number of Shares after Taking into Account the Potential Shares of the Target Company”) obtained by adding (i) the total number of outstanding shares of the Target Company as of December 31, 2024 (67,400,000 shares), as stated in the Consolidated Financial Results of the Target Company for the Fiscal Year Ending December 31, 2024 (Under Japanese GAAP) submitted by the Target Company on February 13, 2025 (“Target Company Financial Results”), to (ii) the number of shares (217,800 shares) subject to the Fifth Series Share Options (1,089 options) remaining as of October 15, 2024 reported by the Target Company, and whose exercise period expired as of November 20, 2024, less the number of shares (202,600 shares) subject to the Fifth Series Share Options (1,013 options) owned by the Tender Offeror as November 20, 2024 (equal to 15,200 shares), such sum of item (i) and (ii) being 67,415,200 shares, and subtracting (iii) the number of treasury shares owned by the Target Company as of December 31, 2024 (4,377,630 shares) (Note 2).
- (*2) According to the Target Company, the 4,379,229 treasury shares as of December 31, 2024 stated in the Target Company Financial Results include 1,599 shares, which is equivalent to 40% (the Target Company’s voting rights in Nihon Business Soft Incorporation) of the 3,998 Target Company Shares (Ownership Ratio: 0.01%) held by Nihon Business Soft Incorporation, an equity-method affiliate of the Target Company, and the number of treasury shares held by the Target Company as of December 31, 2024 is 4,377,630 shares (4,379,229 shares less 1,599 shares).

1. Outline of Purchase

(1) Name and Location of the Tender Offeror

Name: FK Co., Ltd.

Location: 11F, Meiji Yasuda Seimei Building, 2-1-1 Marunouchi, Chiyoda-ku, Tokyo

(2) Name of the Target Company

FUJI SOFT INCORPORATED

(3) Type of Shares Subject to Purchase

(1) Common shares

(2) Share options

(A) The fifth series of share options, issued based on a resolution by the Target Company's board of directors at a meeting held on March 29, 2022 ("Fifth Series Share Options") (the exercise period for which is from April 1, 2024 to March 29, 2027).

(B) The sixth series of share options, issued based on a resolution by the Target Company's board of directors at a meeting held on March 28, 2023 ("Sixth Series Share Options") (the exercise period for which is from April 1, 2025 to March 28, 2028).

(C) The seventh series of share options, issued based on a resolution by the Target Company's board of directors at a meeting held on March 26, 2024 ("Seventh Series Share Options," and, together with the Fifth Series Share Options and the Sixth Series Share Options, collectively, "Share Options") (the exercise period for which is from March 27, 2026 to March 24, 2034).

(4) Number of Shares to be Purchased

Type of Shares	Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
Common Shares	41,650,969 (shares)	12,133,398 (shares)	- (shares)
Total	41,650,969 (shares)	12,133,398 (shares)	- (shares)

(Note 1) If the total number of Shares tendered in the Tender Offer ("Tendered Shares") (including the number of shares subject to the Share Options tendered in the Tender Offer; the same shall apply hereinafter) is less than the minimum number of shares to be purchased (12,133,398 shares), the Tender Offeror will not purchase any of the Tendered Shares. If the total number of Tendered Shares is equal to or exceeds the minimum number of shares to be purchased (12,133,398 shares), the Tender Offeror will purchase all of the Tendered Shares.

(Note 2) Shares of less than one unit and cross-held shares (meaning the Target Company Shares held by Nihon Business Soft Incorporation; the same shall apply hereinafter) are also subject to the Tender Offer. If a shareholder exercises its right to demand the purchase of shares of less than one unit in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target Company may buy back its own shares during the purchase period for the Tender Offer ("Tender Offer Period") in accordance with the procedures required by laws and regulations.

- (Note 3) There are no plans for the treasury shares owned by the Target Company to be acquired through the Tender Offer.
- (Note 4) Share Options may be exercised until the last day of the Tender Offer Period, and shares of the Target Company to be issued or transferred upon such exercise are also subject to the Tender Offer.
- (Note 5) As the maximum number of shares to be purchased in the Tender Offer has not been set, the maximum number of Target Company Shares to be purchased by the Tender Offeror in the Tender Offer (41,650,969 shares) is indicated as the number of shares to be purchased. This maximum number is calculated from (i) the total number of shares issued by the Target Company as of September 30, 2024 as stated in the Consolidated Financial Results for the Third Quarter of the Fiscal Year Ended December 31, 2024 (Under Japanese GAAP) (“Consolidated Financial Results for the Third Quarter of the Target Company”) submitted by the Target Company on November 7, 2024 (67,400,000 shares), (ii) adding the number of Target Company Shares subject to the Share Options (769,800 shares) remaining as of October 15, 2024 as reported by the Target Company (such sum of item (i) and (ii) being 68,169,800 shares), and subtracting (iii) the number of treasury shares held by the Target Company as of September 30, 2024 (4,386,929 shares) (Note 6) and the number of Target Company Securities held by the Tender Offeror as of November 20, 2024 (22,131,902 shares) (equal to 41,650,969 shares).
- (Note 6) According to the Target Company, the 4,388,528 treasury shares as of September 30, 2024 stated in the Consolidated Financial Results for the Third Quarter of the Target Company include 1,599 shares, which is equivalent to 40% (the Target Company’s voting rights in Nihon Business Soft Incorporation) of the 3,998 Target Company Shares (Ownership Ratio: 0.01%) held by Nihon Business Soft Incorporation, an equity-method affiliate of the Target Company, and the number of treasury shares held by the Target Company as of September 30, 2024 is 4,386,929 shares (4,388,528 shares less 1,599 shares).

(5) Purchase Period

(1) Purchase Period

From Wednesday, November 20, 2024 to Wednesday, February 19, 2025 (59 Business Days)

(2) Possibility of Extension Based on Request from Target Company

Not applicable.

(6) Purchase Price

(1) 9,850 yen per common share

(2) Share Options

(A) 1,277,000 yen per Fifth Series Share Option

(B) 1,139,600 yen per Sixth Series Share Option

(C) 333,100 yen per Seventh Series Share Option

2. Results of the Tender Offer

(1) Whether the Tender Offer has been Successfully Completed

The Tender Offer included the condition that if the total number of Tendered Shares did not reach the minimum number of shares to be purchased (12,133,398 shares), none of the Tendered Shares would be purchased. However, as the total number of Tendered Shares (14,379,779 shares) exceeds the minimum number of shares to be purchased (12,133,398 shares), as described in the Public Notice for Commencement of Tender Offer (including the subsequent

Public Notice of Changes to Terms of Purchase; the same shall apply hereinafter) and the Tender Offer Registration Statement (including the matters amended in the amendment statements to the Tender Offer Registration Statement that were subsequently submitted; the same shall apply hereinafter), all of the Tendered Shares will be purchased.

(2) Date of Public Notice of Tender Offer Results and Name of Newspaper in which Public Notice Thereof is Given

Pursuant to Article 27-13, Paragraph 1 of the Act, the results of the Tender Offer were announced to the news media at the TSE on February 20, 2025, in the manner stipulated in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended).

(3) Number of Shares Purchased

Type of Shares	Number of Tenders Converted Into Shares	Number of Purchases Converted Into Shares
Shares	14,339,979 (shares)	14,339,979 (shares)
Share Option Certificates	39,800	39,800
Corporate Bonds with Share Options	—	—
Beneficiary Securities of Share Certificates in Trust ()	—	—
Depository Receipts for Securities ()	—	—
Total	14,379,779	14,379,779
Total Number of Potential Shares	39,800	(39,800)

(4) Change in Ownership Ratio of Shares through the Purchase

Number of voting rights represented by Shares owned by the Tender Offeror before the purchase	214,133	(Ownership Ratio of the Shares before the purchase 33.57%)
Number of voting rights represented by Shares owned by specially related persons of the Tender Offeror before the purchase	-	(Ownership Ratio of the Shares before the purchase -%)
Number of voting rights represented by Shares owned by the Tender Offeror after the purchase	337,532	(Ownership Ratio of the Shares after the purchase 56.05%)
Number of voting rights represented by Shares owned by specially related persons of the Tender Offeror after the purchase	-	(Ownership Ratio of the Shares after the purchase -%)
Number of voting rights of all shareholders of the Target Company	629,211	

(Note 1) “Number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders as of June 30, 2024, as stated in the 55th Semiannual Report submitted by the Target Company on August 9, 2024. However, since shares of less than one unit, cross-held shares, and the Target Company Shares to be issued or transferred upon the exercise of the Share Options are also subject to the

Tender Offer, in the calculation of “Ownership Ratio of the Shares before the purchase” and “Ownership Ratio of the Shares after the purchase”, the denominator is the number of voting rights (637,921) represented by the number of shares which is calculated from (i) the total number of shares issued by the Target Company as of December 31, 2024 as stated in the Target Company Financial Results (67,400,000 shares), adding (ii) the number of Target Company Shares subject to the Share Options remaining as of October 15, 2024 as reported by the Target Company (769,800 shares) (such sum of item (i) and (ii) being 68,169,800 shares), and subtracting (iii) the number of treasury shares held by the Target Company as of December 31, 2024 (4,377,630 shares) (equal to 63,792,170 shares).

(Note 2) “Ownership Ratio of the Shares before the purchase” and “Ownership Ratio of the Shares after the purchase” has been rounded off to two decimal places.

(5) Calculation in Cases of Conducting the Purchase by Pro-Rata Method

Not applicable.

(6) Settlement Method

(1) Name and Location of Head Office of the Financial Instruments Business Operator or Bank etc. Responsible for Settlement

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.
1-9-2, Otemachi, Chiyoda-ku, Tokyo

Mitsubishi UFJ eSmart Securities Co., Ltd. (sub-agent)
3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo

(2) Settlement Commencement Date

February 27, 2025 (Thursday)

(3) Settlement Method

Promptly following the expiration of the Tender Offer Period, notifications of the purchases in the Tender Offer will be mailed to the addresses or locations of the those applying to sell in response to the offer to purchase the Shares in the Tender Offer (“Tendering Shareholders”) (or their standing proxies, for shareholders of foreign countries (including corporate shareholders; “Foreign Shareholders”). Issuance of notifications by the sub-agent will be delivered by electromagnetic means through the screen after login.

Purchases will be made in cash. At the instruction of the Tendering Shareholders (or their standing proxies for Foreign Shareholders) and promptly after the date of commencement of settlement, the proceeds of sales of Shares that were purchased in the Tender Offer will be remitted by the tender offer agent or sub-agent to the place designated by the Tendering Shareholders (or their standing proxies, for Foreign Shareholders), or paid into the accounts of the Tendering Shareholders whose applications for tender were accepted by the tender offer agent or sub-agent.

3. Policies after the Tender Offer and Future Prospects

There will be no changes to the policies after the Tender Offer from those stated in the Public Notice for Commencement of Tender Offer and the Tender Offer Registration Statement regarding the Tender Offer.

4. Place where a Copy of the Tender Offer Report is to be Made Available for Public Inspection

FK Co., Ltd.

11F, Meiji Yasuda Seimei Building, 2-1-1 Marunouchi, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1 Nihombashi Kabutuocho, Chuo-ku, Tokyo