



March 4, 2024

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 045-650-88111)

**Notice regarding our opinion on the presentation released by  
3D OPPORTUNITY MASTER FUND**

We have received a letter from our shareholder, 3D OPPORTUNITY MASTER FUND (hereinafter collectively with 3D Investment Partners, “3D”), stating that they will submit a shareholder proposal as one of the items at the annual general meeting of shareholders scheduled in March 15, 2024. In response, our Board of Directors unanimously agreed to vote against this shareholder proposal at the meeting on February 14, 2024. For more details, please refer to the “Notice of the Board of Directors’ Opinion on the Shareholder Proposal” released on the same date:

[https://www.fsi.co.jp/company/news/20240214\\_1.html](https://www.fsi.co.jp/company/news/20240214_1.html)

Meanwhile, in February 2024, 3D published a presentation titled “Shareholder Proposals to Maximize Fuji Soft’s Corporate Value” (hereinafter referred to as “3D Presentation”) on the Internet in February 2024. We believe that the 3D Presentation included statements that are solely based on speculation and imagination, and contain clearly untrue facts, which may give a false perception to shareholders. Therefore, in order to allow our shareholders to make a fair evaluation of our efforts to enhance our corporate value and, in turn, the common interests of our shareholders, we would like to inform our views on each of the allegations in the 3D Presentation, as follows.

1. Our views on the promotion of corporate value enhancement and consideration of proposals from PE funds

From the viewpoint of improving the corporate value of the Company and, in turn, the common interests of its shareholders, with the involvement of independent outside directors, we have been promoting the consideration of measures to improve the corporate value as a listed company, and has been promoting the sincere consideration of measures to improve the corporate value of proposed by private equity funds (hereinafter simply referred to as “PE funds”). The following is an explanation of the background to this process, followed by our opinion on the specific content of the claims made in the 3D Presentation.

- (1) Our baseline activities to enhance our corporate value and the reasons for the establishment of the Special Committee

In the “Notice on the Progress of Enhancing Corporate Value” released on January 12, 2024, <https://www.fsi.co.jp/company/news/20240112.html>, in order to consider all business options in order to enhance the corporate value, we established the Corporate Value Committee in June 2022, which with the majority is consisted of external members. Moreover, in July 2023, we established the Independent Directors Working Group, consisting solely of independent outside directors, as a working group (“WG”) of the Corporate Value Committee.

As part of our efforts to enhance corporate value, we have so far solemnly implemented measures such as formulating a policy on liquidation of real estate and making four listed subsidiaries wholly owned subsidiaries. In addition, on February 14, 2024, we have announced a new midterm business plan (hereinafter “New Midterm Business Plan”) for the period from fiscal year ending December 31, 2024 to fiscal year ending December 31, 2028.

Furthermore, in August 2023, in order to consider more multifaceted measures to enhance our corporate value, we requested multiple PE funds with extensive experience in Japan and overseas to provide information on measures to enhance the corporate value, and they proposed their opinions respectively.

Meanwhile, in September 2023, we received a proposal of going private from a number of PE funds at the request of 3D. Although these proposals were not requested by us, we have determined that they should also be considered in accordance with the “Guidelines for Corporate Takeovers” published by the Ministry of Economy, Trade and Industry on August 31, 2023 (the “Guidelines for Corporate Takeovers”) to ensure fairness and transparency in the review process. Thus, at the Board of Directors meeting held on September 12 of the same year, we have resolved to establish a special committee consisting solely of six independent outside directors (hereinafter “Special Committee”) as a committee with expanded authority over the above-mentioned Independent Directors Working Group (Chairman of the Committee: Hikari Imai. Members: Tomoko Aramaki, Takao Tsuji, Hidetaka Nishina, Yuya Shimizu, Shintaro Ishimaru).

The matters entrusted to the Special Committee are as follows.

- (1) To compare and consider the measures to enhance corporate value developed by the Company and the measures to enhance corporate value in the Privatization Proposals submitted by the acquiring parties, from the perspective of ensuring or enhancing corporate value and, in turn, the common interests of shareholders, and to make suggestions or recommendations to the Board of Directors as to which of the two would be more desirable.

- (2) If it is determined in (1) above that the measures to enhance corporate value in the Privatization Proposal submitted by the acquiring party are more desirable than the

measures to enhance corporate value developed by the Company, to examine the Privatization Proposal from the perspective of whether it will ensure or enhance the corporate value of the Company and, in turn, the common interests of shareholders, and to make suggestions or recommendations to the Board of Directors as to whether the Board of Directors of the Company should approve the Privatization Proposal.

(2) Status of sincere consideration

We are under sincere consideration to the going-private proposals submitted by the respective PE funds as described below.

First, the Special Committee has retained financials advisor, legal advisor and business consultants and is proceeding with fair and appropriate evaluation and examination of the above-mentioned consultation items completely independently from the executives, and in the process, the Special Committee itself met with each PE fund and held Q&A sessions and other discussion opportunities.

Based on this, we have conducted a close examination of business options to maximize our corporate value by, among other things, comparing the corporate value enhancement measures received from each PE fund to the ones we, as a listed company, have presented in the New Midterm Business Plan, while taking into account the views of the Special Committee, advice from the advisors, and other relevant factors.

We believe that such review process is fair and appropriate and in line with the “Guidelines for Corporate Takeovers”.

(3) Our views on the claims made in the 3D Presentation

In the 3D Presentation, four points were cited as the basis for their doubts about our review process: (1) No solicitation of additional acquisition proposals, (2) Failure to help materialize an increase offer value, (3) Material changes in circumstances not reflected in the take-private proposal, and (4) “Intrinsic Value” may be excessively overestimated and not a good benchmark for comparison. However, our views differ on each of these points.

a) Our consideration is fair and appropriate in accordance with the “Guidelines for Corporate Takeovers”

The 3D Presentation accuses us of not making solicitation of additional acquisition proposals. In their shareholder proposal, 3D cites the “Guidelines for Corporate Takeovers” and states that it cannot be considered a sound consideration process without providing comprehensive due diligence materials to potential acquirers and soliciting legally binding proposals.

However, the “Guidelines for Corporate Takeovers” assumes that the board of directors have broad discretion regarding the scope of information to be provided during due diligence and whether or not to seek other takeover bids, especially if the

company's board of directors has not decided on a takeover bid of any kind. And as mentioned above, since we are still in the stage of comparing and considering measures to enhance corporate value and have not yet decided on a policy to accept any kind of acquisition, it must be said that the above argument is based on the willing misuse of the guideline by 3D.

In the 3D presentation, there is an assertion that the proposed acquisition price should be compared with the price at which an appropriate premium is added to the share price after the announcement of the New Midterm Business Plan, which we believe to be another deviation from the "Guidelines for Corporate Takeovers".

In the "Guidelines for Corporate Takeovers", the principle is stated that "whether or not an acquisition is desirable should be determined on the basis of whether it will secure or enhance corporate value and the shareholders' common interests". And the corporate value is described as "a company's assets, profitability, stability, efficiency, growth potential, and other company attributes that contribute to the interests of shareholders, or the extent to which they do so. Conceptually, corporate value is the sum of the present values of discounted future cash flows generated by a company".

In accordance with the above principles, we are conducting a close examination of business options to maximize the corporate value by, for example, comparing the corporate value enhancement measures received from each PE fund to the ones we, as a listed company, presented the New Midterm Business Plan and we believe that these actions are in line with the "Guidelines for Corporate Takeovers"

- b) Appropriate information has been provided to each PE fund and discussions are ongoing

The 3D Presentation assumes that we have not provided sufficient information to the PE fund but, this is not the case. We have been continuously providing information and communication to the PE funds to date and will continue to engage in appropriate discussions with them.

As mentioned above, we have given serious consideration of going private, while providing certain due diligence opportunities to the proposers. In addition, the Special Committee is receiving advice from its own advisors and consultants and is proceeding with fair and appropriate evaluation and consideration of the above-mentioned consultation items completely independently from the company's executives. In the process, the Special Committee itself has met with each PE fund and held Q&A sessions with each PE fund.

In the meantime, we have completed the conversion of four listed subsidiaries into wholly owned subsidiaries and formulated the New Midterm Business Plan. We are

also in discussions with the PE funds regarding to the updated information, and we will continue to do so. If PE funds then makes an additional proposal as a sincere proposal, we will give sincere consideration to it as well.

- c) The New Midterm Business Plan has been carefully formulated under a system that can guarantee fairness and objectivity on the premise that it will serve as a basis for making decisions in a serious examination.

The 3D presentation claims that our New Plan was developed with an awareness of the proposed acquisition price by PE funds and therefore overly ambitious.

At the time we received the takeover proposal and established the Special Committee, we were already aware that the New Midterm Business Plan would be the basis for sincere consideration, and we proceeded carefully with its formulation to be even more fair and objective than before.

First, the New Midterm Business Plan reflects the results of evaluation by the Corporate Value Committee, which a majority is formulated by outside members, and was formulated after detailed estimates of the impact of individual measures.

In addition, during the formulation process, the plan was subject to critical review by the Special Committee, based on a review by a consulting firm that was independently retained by the Special Committee. The actual disclosed plan reflects the feedback from the consulting firm and the Special Committee and appropriately incorporates business risks.

Also, the basic premise behind the formulation of the New Midterm Business Plan is that our goal is not to maximize profits during the period of the plan, but to achieve the long-term vision. Therefore, the plan is based on the premise that even upfront investments that would have a negative impact on profits during its period will be implemented if they are judged to contribute to maximizing corporate value over the medium to long term and achieving the long-term vision.

The calculation of our corporate value has also been subject to critical review by the Special Committee, taking into account the results of calculations by financial advisors independently appointed by the Special Committee, and eliminating the risk of “overestimate the probability that the Company will achieve the new MTP targets and underestimate its cost of capital”, as claimed by 3D.

As described above, the 3D Presentation contains content that may give the impression that we essentially terminated negotiations regarding going private without providing PE funds with the necessary information, and that the consideration was based on a comparison of the proposed acquisition price, which did not reflect material changes in circumstances, and the “intrinsic value”, which we calculated as excessively high, but this is not the case.

In order to maximize our corporate value as a listed company, we are proceeding with the formulation

of a New Midterm Business Plan that incorporates various measures that have been discussed by the Corporate Value Committee, and at the same time, we are considering the issues based on the discussions at the Special Committee and advice from advisors. At the same time, we are identifying management options to maximize the corporate value by comparing and contrasting the measures to enhance the corporate value, etc. to be realized through the proposal from PE funds to go private with the measures to enhance the corporate value that the Company is expected to realize as a listed company through the New Midterm Business Plan.

We have been in appropriate communication with each PE fund on an ongoing basis, and have gone through an appropriate review process with respect to proposals from each PE fund, while providing information to each PE fund and that claims made by 3D do not exist.

## 2. Our views on the Shareholder's Proposal

As announced in the "Notice of the Board of Directors' Opinion on the Shareholder Proposal" ([https://www.fsi.co.jp/company/news/20240214\\_1.html](https://www.fsi.co.jp/company/news/20240214_1.html)) dated February 14, the Board of Directors is opposed to all shareholder proposals. The Board's opinion was unanimously resolved by the Board of Directors.

Our views on the 3D Presentation are basically the same as those announced in the "Notice of the Board of Directors' Opinion on the Shareholder Proposal" so please refer to that for more details.

However, we would like to address our views on the specific allegation made in the 3D Presentation, where they claim that the current auditors, Hiroshi Hirano, Hiroyuki Kimura, and Yukako Oshimi, do not possess the necessary expertise and independence based on the three criteria of "Independence", "M&A expertise" and "Corporate governance expertise":

We do not believe that the suitability of auditors should be judged solely on the basis of such criteria, but even if such criteria were used to evaluate the suitability of auditors, majority of the auditors have "Independence" and we believe that it would be possible to cover "M&A expertise" and "Corporate governance expertise" with the current auditors.

First, Yukako Oshimi is described in the 3D Presentation as specializing in real estate securitization and real estate transactions and not having "M&A expertise" or "Corporate governance expertise" which is an arbitrary interpretation of her areas of expertise. Yukako Oshimi's areas of practice as an attorney include "Real estate, banking & finance, corporate/M&A, antitrust law, corporate governance, corporate risk management/compliance", and she has both "M&A expertise" and "Corporate governance expertise". In addition, Hiroshi Hirano has "M&A expertise" with his background in financial due diligence and valuation services related to M&A.

As such, we believe that 3D's above claims regarding the current auditors is incorrect.

## 3. Our views on other individual issues in the 3D Presentation

Our views on individual issues other than those pointed out above and dialogue with 3D, are

listed in Appendix 1. Please refer to that for more details. Please note that this is only a description of key issues and does not imply that we hold the same views on the 3D Presentation that are not mentioned here.

We respectfully request that shareholders continue to pay close attention to our planned statements and information to be disclosed, and exercise caution in making your decisions.

\*This press release is not intended to solicit or mediate investments or other transactions with the Company or other companies, or to discourage any such activities. Forward-looking statements such as strategies, plans, policies, and forecasts contained in this disclosure are based on the Company's judgments and beliefs in light of certain assumptions and future projections based on information available to the Company as of the date hereof. Please be aware that there are various risks and uncertainties inherent in these statements.

Appendix 1

Page #	Topic	3D's Argument (Summary)	Our View
Pg. 17	Providing information to takeover Proposers	According to M&A specialized media, FUJI SOFT prematurely suspended the negotiations only weeks after the proposal was submitted and did not provide necessary and sufficient information to the Proposers	There is no such fact. 3D's claims are speculation based solely on a media article. In fact, we are still in communication with the PE funds and have provided them sufficient information.
Pg. 43	The Board of Directors' consideration attitudes	FUJI SOFT indicated that review process was initiated to avoid a breach of the duty of care obligation instead of to maximize corporate value.	There is no such fact. Our interpretation of the guidelines and the code of conduct of the board of directors is different from that of 3D. And we only stated our interpretation based on the advice of our advisors who are familiar with the guidelines, and it goes without saying that our consideration of going private is conducted from the perspective of improving and maximizing our corporate value. 3D has arbitrarily excerpted a part of the exchange on this page, and we feel that this may give a false impression to our shareholders, which we cannot comply with.
Pg. 46	Questions from 3D to the Proposers	No response has been received, indicating that the Proposers have been barred by FUJI SOFT from responding.	We have no knowledge of whether or not a response has been made, nor have we forbidden any response.