



August 8, 2024

To all parties concerned,

Company FUJI SOFT INCORPORATED  
Representative Director Satoyasu Sakashita, President &  
Representative Director  
(Ticker code: 9749 TSE Prime Market)  
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**Notice on Revision of Dividend Forecast for the Fiscal Year Ending December 31, 2024 (No Dividend) and Abolition of the Shareholder Benefit Program**

At the meeting of the Board of Directors held today, the Company passed a resolution to revise the dividend forecast for the fiscal year ending December 31, 2024, which was announced on February 14, 2024, and decided not to distribute year-end dividends for the fiscal year ending December 31, 2024. The Company also resolved to abolish the shareholder benefits program starting from the fiscal year ending December 31, 2024. Those resolutions are conditional upon the successful completion of the tender offer by FK Co., Ltd. (the “Offeror”) for the common shares of the Company (the “Company Shares”) and the stock acquisition rights of the Company (that tender offer, the “Tender Offer”), as stated in the Company’s press release separately announced today titled “Notice regarding Expression of Opinion in Support of the Planned Commencement of the Tender Offer for the Company Share Certificates by FK Co., Ltd. and Recommendation to Tender Shares” (the “Press Release Stating the Company’s Opinion”).

1. Revision of the Dividend Forecast

(1) Reasons for the Revision of the Dividend Forecast

The Company passed a resolution at the meeting of its Board of Directors held today, with respect to the Tender Offer, to express its support for the Tender Offer as its current opinion and to recommend that the Company’s shareholders and stock acquisition rights holders tender the Company Shares and stock acquisition rights of the Company they hold in the Tender Offer, if the Tender Offer has commenced. The above resolution of the Board of Directors was passed on the assumption that the Offeror intends to take the Company Shares private through the Tender Offer and a series of subsequent procedures and that the Company Shares will be delisted (for details, see the Press Release Stating the Company’s Opinion separately announced today).

The Company fundamentally aims to ensure stable returns to its shareholders while striving for long-term enhancement of its corporate value. However, given that the purchase price in the Tender Offer has been comprehensively determined based on an assumption that no year-end dividends will be paid for the fiscal year ending December 31, 2024 and in order to avoid economic disparities between shareholders that tender their shares in the Tender Offer and those that do not in case year-end dividends for the fiscal year ending December 31, 2024 are distributed after the settlement of the Tender Offer, the Board of Directors has resolved today, from the perspective of ensuring fairness among its shareholders, to revise the dividend forecast announced on February 14, 2024 and to not pay year-end dividends for the fiscal year ending December 31, 2024, subject to the successful completion of the Tender Offer.

(2) Details of the Revision

	Dividend per share		
	Interim dividends	Year-end dividends	Annual dividends
Previously announced forecast (Announced on February 14, 2024)	JPY 42.00	JPY 42.00	JPY 84.00
Revised forecast		JPY 0.00	JPY 42.00
Results for the current fiscal year	JPY 42.00		

Results for the previous fiscal year (fiscal year ended December 31, 2023)	JPY 68.00	JPY 34.50	JPY 102.50
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2. Abolition of the Shareholder Benefit Program

As stated in 1 above, from the perspective of ensuring fairness among the shareholders that tender their shares in the Tender Offer and those that do not, the Company has resolved at the meeting of its Board of Directors held today to abolish the shareholder benefit program starting from the fiscal year ending December 31, 2024 on the condition that the Tender Offer is successfully completed. As a result, if the Tender Offer is successfully completed, the shareholder benefit program will be abolished after the shareholder benefits have been provided to shareholders that were eligible as of the end of December 2023.

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