

January 7, 2025

To whom it may concern:

Company Name: K.K. BCJ-88
Representative: Yuji Sugimoto, Representative
Director

Notice regarding commencement of the destruction of information in response to the information destruction request from FUJI SOFT INCORPORATED (Securities Code: 9749) and timing of commencement of the Tender Offer

K.K. BCJ-88 (the “**Tender Offeror**”), indirectly owned by funds advised by Bain Capital Private Equity, LP and its affiliates (individually or collectively, “**Bain Capital**”), announced the commencement of a tender offer (the “**Tender Offer**”) for the common shares and the stock acquisition rights of FUJI SOFT INCORPORATED (the “**Target Company**”) on October 11, 2024. On November 15, 2024, the Target Company’s Board of Directors and the Special Committee requested Bain Capital to destroy the confidential information of the Target Company that it had received to date in accordance with the confidentiality letter dated August 10, 2023 submitted by Bain Capital to the Target Company (the “**Confidentiality Letter**”). Bain Capital has destroyed, and has sent destruction notices to the advisors, lenders and other parties to whom such confidential information was disclosed by Bain Capital to destroy, the confidential information received from the Target Company as required by the Confidentiality Letter.

Regardless of the destruction of such confidential information, the Tender Offeror plans to continue the Tender Offer based on publicly available information and other information that does not constitute confidential information, as well as such confidential information that is permitted to be retained based on the Confidentiality Letter with the Target Company, and the Tender Offeror believes that the destruction of the confidential information will not affect the commencement of the Tender Offer.

The press release announced by Kohlberg Kravis Roberts & Co. L.P. (“**KKR**”) dated January 6, 2025, titled “KKR Urges the Board of FUJI SOFT to File an Injunction against Bain Capital’s Unauthorized Use of Confidential Information and Breach of NDA, and Requests the Board Take Action for Various Other Misconduct by Bain Capital”, states that the possibility of Bain Capital launching a tender offer is extremely low. However, as the tender offer agent for the Tender Offer has already been appointed, and commitments have been obtained for the funds necessary to implement the series of transactions including the Tender Offer, as separately announced in the “Notice Regarding Changes to the Terms and Conditions of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) (Waiver of Conditions Precedent Regarding the Affirmative Opinion, Etc.)” dated December 18, 2024, the Tender Offeror intends to commence the Tender Offer in late January or early February 2025 following discussions and negotiations with the Target Company’s shareholders, including FK Co., Ltd. and preparation of disclosure documents.

End

Restrictions on Solicitation

This press release is to announce the progress of the planned commencement of the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares or stock acquisition rights. If shareholders wish to make an offer to sell their shares or stock acquisition rights, they should first be sure to carefully read the Tender Offer Explanatory Statement for the Tender Offer and make their own independent decision. This press release does not constitute, nor form part of, any offer to sell, any solicitation of a sale of, or any solicitation of any offer to buy, any securities. In addition, neither this press release (or any part of it) nor the fact of its distribution shall form the basis of any agreement pertaining to the Tender Offer or be relied upon in the event of the execution of any such agreement.

U.S. Regulations

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards provided under the Financial Instruments and Exchange Act of Japan, and those procedures and standards are not always the same as those applicable in the United States. In particular, neither Section 13(e) nor Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended, the "U.S. Securities Exchange Act of 1934") or the rules under these sections apply to the Tender Offer; therefore, the Tender Offer will not be conducted in accordance with those procedures or standards. None of the financial information included or referred to in this press release or the reference materials of this press release conform to U.S. accounting standards and such financial information may not be equivalent or comparable to the financial statements prepared pursuant to U.S. accounting standards. In addition, because the Tender Offeror is a corporation incorporated outside the United States and some or all of its officers are non-U.S. residents, it may be difficult to exercise rights or demands against them which arise pursuant to U.S. securities laws. It also may be impossible to bring an action against a corporation that is based outside of the United States or its officers in a court outside of the United States on the grounds of a violation of U.S. securities laws. Furthermore, there is no guarantee that a corporation that is based outside of the United States or its subsidiaries or affiliates may be compelled to submit themselves to the jurisdiction of a U.S. court.

All procedures regarding the Tender Offer will be conducted in Japanese. All or part of the documents regarding the Tender Offer will be prepared in English; however, if there is any discrepancy between the documents in English and those in Japanese, the documents in Japanese shall prevail.

Before the commencement of the Tender Offer or during the purchase period of the Tender Offer, the Tender Offeror and the Target Company (including its affiliates), and the affiliates of the financial advisors and tender offer agents of each of the foregoing might purchase or conduct an act aimed at such a purchase by means other than the Tender Offer of the common shares of the Target Company on their own account or the account of their clients in the scope of their ordinary business to the extent permitted by Japanese legislation related to financial instruments transactions and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934. If information regarding such a purchase is disclosed in Japan, the person that conducted that purchase will disclose such information in English on the website of such person.

Forward-looking Statements

This press release includes forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may be significantly different from the predictions expressly or implicitly indicated in the forward-looking statements, due to known or unknown risks, uncertainties, or other factors. The Tender Offeror and its affiliates cannot promise that the predictions expressly or implicitly indicated as the forward-looking statements will turn out to be correct. The forward-looking statements included in this press release were prepared based on the information held by the Tender Offeror as of the date of this press release, and unless obligated by laws or regulations or the rules of a financial instruments exchange, the Tender Offeror and the Target Company (including its affiliates) shall not be obligated to update or revise the statements to reflect future incidents or situations.

Other Countries

Some countries or regions may impose legal restrictions on the announcement, issue, or distribution of this press release. In such cases, please take note of such restrictions and comply therewith. The announcement, issue, or distribution of this press release shall not constitute a solicitation of an offer to sell or an offer to buy share or stock acquisition rights relating to the Tender Offer and shall be deemed a distribution of materials for informative purposes only.