

February 10, 2025

To whom it may concern:

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

**Notice of the Progress Toward the Commencement of Tender Offer for the Shares of FUJI SOFT
INCORPORATED (Securities Code: 9749)**

As mentioned 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 and subsequent press releases, K.K. BCJ-88 (the “**Tender Offeror**”), all of whose voting rights are indirectly owned by an investment fund that receives investment advice from Bain Capital Private Equity, LP and its corporate group, had announced that the Tender Offeror would hold discussions and negotiations with the Target Company’s shareholders, including FK Co., Ltd. (“**FK**”), and once the disclosure documents, etc. were ready, the Tender Offeror would commence a tender offer (the “**Tender Offer**”) for the common shares (the “**Target Company Shares**”) and the stock acquisition rights (the “**Stock Acquisition Rights**”) of FUJI SOFT INCORPORATED (the “**Target Company**”) around late January or early February 2025.

Since the Second FK Tender Offer (Note) and the Tender Offer are mutually exclusive, the Tender Offeror included ‘the Second FK Tender Offer having been withdrawn or having failed’ as a condition precedent for the commencement of the Tender Offer. The Tender Offeror set this condition precedent because it planned to commence the Tender Offer after confirming the intentions of the Target Company’s shareholders and holders of the Stock Acquisition Rights by observing the outcome of the Second FK Tender Offer. However, in light of the fact that the period for the tender offer in the Second FK Tender Offer was repeatedly extended, the Tender Offeror made the decision to waive the above condition precedent in early February 2025, and, having completed the determination of the tender offer agent for the Tender Offer and the securing of funds for the Tender Offer, the Tender Offeror had been preparing disclosure documents, etc. in order to commence the Tender Offer on February 5, 2025.

In such circumstances, on February 4, 2025, the scheduled date for the announcement of commencement of the Tender Offer, the Tender Offeror became aware, through the Amendment Statement to the Tender Offer Registration Statement for the Second FK Tender Offer submitted by FK on the same date, that the price of purchase, etc. of the Target Company Shares in the Second FK Tender Offer had been raised to 9,850 yen. In response to this, on February 4, 2025, the Tender Offeror made a decision not to commence the Tender Offer on February 5, 2025, because the Tender Offer was not expected to be completed successfully if the Tender Offeror were to commence the Tender Offer without raising the price of the purchase, etc. of the Target Company Shares in the Tender Offer (9,600 yen). While the Tender Offeror is currently in the process of considering the best proposal for the Target Company, its shareholders

and the holders of the Stock Acquisition Rights, as the Tender Offeror is carefully considering its future policy, including the option of withdrawing the notice regarding the Tender Offer, the Tender Offeror shall make an announcement promptly, should it come to a conclusion on whether or not to commence the Tender Offer.

(Note) The “Second FK Tender Offer” refers to the Tender Offer announced by FK in the “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” dated November 15, 2024 and the “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” dated November 19, 2024.

End

Restrictions on Solicitation

This press release is to announce the progress towards 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 period of purchase, etc. in 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 conduct purchase, etc. or an act aimed at such purchase, etc. 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 purchase, etc. 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.