



January 8, 2025

To all parties concerned,

Company	FUJI SOFT INCORPORATED
Representative	Satoyasu Sakashita, President & Representative Director (Ticker code: 9749 TSE Prime Market)
Contact	Shinsuke Konishi, General Manager of Corporate Finance Department (TEL. 045-650-8811)

Notice on Communication from Bain Capital on the Destruction of the Company's Confidential Information

As announced in the Notice Regarding the Status of the Tender Offer for the Company Share Certificates by K.K. BCJ-88 dated December 19, 2024, the Company resolved to express an opinion in support of the second tender offer by FK Co., Ltd., which was established by KKR, (the investment fund that receives investment advice from Kohlberg Kravis Roberts & Co. L.P. and its corporate group, individually or collectively, "KKR") for the Company's common shares (the "Company Shares") and the Stock Acquisition Rights (Note) (the Company Shares and the Stock Acquisition Rights, collectively, the "Company Share Certificates," and that tender offer, the "Second KKR Tender Offer") and to recommend that the Company's shareholders and the stock acquisition rights holders of the Stock Acquisition Rights tender their Company Share Certificates in the Second KKR Tender Offer. At the same time, the Company resolved to express an opinion opposing the tender offer by K.K. BCJ-88, which was established by Bain Capital, (the investment fund that receives investment advice from Bain Capital Private Equity, LP and its corporate group, individually or collectively, "Bain Capital") for the Company Share Certificates. For the Company's opinion regarding the tender offer by Bain Capital, see "(Supplementary) Notice Regarding the Status of the Tender Offer for the Company Share Certificates by K.K. BCJ-88" announced by the Company on December 27, 2024.

As announced in the "Notice of Resolution on the Statement of Opinion on the Second Tender Offer for the Company Share Certificates by FK Co., Ltd. and the Tender Offer for the Company Share Certificates by K.K. BCJ-88" dated November 15, 2024 (the "November 15 Press Release"), based on the Supplementary Opinion submitted by the Special Committee on November 15, 2024, which stated that "the Committee also states an opinion the Board of Directors to demand that Bain Capital destroy all of the confidential information that the Company has disclosed to Bain Capital in accordance with the non-disclosure agreement between Bain Capital and the Company," the Company made a request on November 15, 2024, for the destruction of the confidential information disclosed by the Company under the provisions of the Written Pledge Concerning Confidentiality (the "Written Pledge Concerning Confidentiality") submitted by Bain Capital on August 10, 2023. Following that, as no response was received from Bain Capital regarding the request for the destruction of information, the Company made multiple additional requests to Bain Capital for the destruction of the information since November 15, 2024. Furthermore, in conjunction with the publication of the Notice Regarding (Opposing) Opinion of the Board of Directors of the Company on the Tender Offer for the Company Share Certificates by K.K. BCJ-88 dated December 17, 2024, the Company once again requested Bain Capital to destroy the information.

We hereby announce that on January 7, 2025, the Company received a document from Bain Capital titled "Notification on the Destruction of Information," stating that Bain Capital has destroyed the confidential information received from the Company in accordance with the Written Pledge Concerning Confidentiality and has requested the same destruction of confidential information by the advisors, lenders, and other recipients to whom Bain Capital had disclosed that information.

The Company is not aware of specifically when or how the confidential information was or will be destroyed by Bain Capital and the others. Additionally, after the Company made the request to Bain Capital for the destruction of information on November 15, 2024, Bain Capital proposed on December 11, 2024 to increase the tender offer price per share of the Company Shares in the Bain Capital Tender Offer from JPY 9,450 to JPY 9,600 (the “December 11, 2024 Proposal”). Following that, on December 18, 2024, as 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 Affirmative Opinion by FUJI SOFT, etc.), Bain Capital decided to waive Condition Precedent (i) (the Company’s Board of Directors has adopted the expression of an opinion in favor of the Bain Capital Tender Offer and that fact has been published in accordance with applicable laws and regulations, and such opinion has not been changed or withdrawn) and set the maximum number of shares to be purchased in the Bain Capital Tender Offer at 31,444,443 shares (ownership ratio: 49.89%). The Company has not been able to confirm how the confidential information was used in connection with the December 11, 2024 Proposal or the changes to the conditions of the Bain Capital Tender Offer on December 18, 2024.

The Company will promptly announce any matters that arise in the future that require disclosure by the Company.

(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)
- (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)
- (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)

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