



KKR Commences Second Tender Offer for FUJI SOFT

November 20, 2024

TOKYO--(BUSINESS WIRE)-- KKR, a leading global investment firm, today announced that in connection with its two-stage tender offer scheme (the “Tender Offer”) for the common shares and share options of FUJI SOFT INCORPORATED (“FUJI SOFT” or the “Company”; TSE stock code 9749) through FK Co., Ltd. (the “Offeror”), an entity owned by investment funds managed by KKR, it has commenced its second tender offer (“Second Tender Offer”) on November 20, 2024, which will run until December 19, 2024.

The tender offer price per common share is 9,451 yen, and 1,197,200 yen per 5th Series Share Option, 1,059,800 yen per 6th Series Share Option, and 293,200 yen per 7th Series Share Option.

This follows two unanimous resolutions by the Board of Directors of FUJI SOFT on November 15, 2024 and November 19, 2024 to express its opinion in support of the Second Tender Offer and to recommend the shareholders and share option holders of the Company tender their shares and options.

This press release should be read in conjunction with the release issued by the Offeror titled “Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749).”

The purpose of this press release is to publicly announce the commencement of the Second Tender Offer and it has not been prepared for the purpose of soliciting an offer to sell or purchase in the Tender Offer. When making an application to tender, please be sure to read the relevant Tender Offer Explanatory Statement for the Tender Offer and make your own decision as a shareholder or share option holder. This press release does not constitute, either in whole or in part, a solicitation of an offer to sell or purchase any securities, and the existence of this press release (or any part thereof) or its distribution shall not be construed as a basis for any agreement regarding the Tender Offer, nor shall it be relied upon in concluding an agreement regarding the Tender Offer.

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards set forth in Japanese law, and those procedures and standards are not always the same as the procedures and information disclosure standards in the U.S. In particular, neither sections 13(e) or 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; the same shall apply hereinafter) or the rules under these sections apply to the Tender Offer; and therefore the Tender Offer will not be conducted in accordance with those procedures and standards.

Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. All or a part of the documentation relating to the Tender Offer will be prepared in English; however, if there is any discrepancy between the English-language documents and the Japanese-language documents, the Japanese-language documents shall prevail.

This press release includes statements that fall under “forward-looking statements” as defined in section 27A of the U.S. Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934. Due to known or unknown risks, uncertainties or other factors, actual results may differ materially from the predictions indicated by the statements that are implicitly or explicitly forward-looking statements. Neither the Offeror nor any of its affiliates guarantee that the predictions indicated by the statements that are implicitly or expressly forward-looking statements will materialize. The forward-looking statements in this press release were prepared based on information held by the Offeror as of today, and the Offeror and its affiliates shall not be obliged to amend or revise such statements to reflect future events or circumstances, except as required by laws and regulations.

The Offeror, its financial advisors and the Tender Offer agent (and their respective affiliates) may purchase the common shares and share options of FUJI SOFT, by means other than the Tender Offer, or conduct an act aimed at such purchases, for their own account or for their client’s accounts, in the scope of their ordinary business and to the extent permitted under financial instrument exchange-related laws and regulations, and any other applicable laws and regulations in Japan, in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934. Such purchases may be conducted at the market price through market transactions or at a price determined by negotiations off-market. In the event that information regarding such purchases is disclosed in Japan, such information will also be disclosed on the English website of the person conducting such purchases (or by any other method of public disclosure).

About KKR

KKR is a leading global investment firm that offers alternative asset management as well as capital markets and insurance solutions. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world-class people, and supporting growth in its portfolio companies and communities. KKR sponsors investment funds that invest in private equity, credit and real assets and has strategic partners that manage hedge funds. KKR’s insurance subsidiaries offer retirement, life and reinsurance products under the management of Global Atlantic Financial Group. References to KKR’s investments may include the activities of its sponsored funds and insurance subsidiaries. For additional information about KKR &

Co. Inc. (NYSE: KKR), please visit KKR's website at www.kkr.com. For additional information about Global Atlantic Financial Group, please visit Global Atlantic Financial Group's website at www.globalatlantic.com.

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