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

November 1, 2024

This material has been prepared for the purpose of providing supplementary explanations regarding the “Notice of Progress Towards commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)” submitted by K.K. BCJ-88 on November 1, 2024 (as the “Notice”). In the event of any discrepancy between this material and the Notice, the Notice shall prevail. Terms used but not defined in this material shall have the same meaning as in the Notice, unless the context otherwise requires.

Bain Capital's Timing for Commencing the Tender Offer

Other than the affirmative opinion of the board of directors of FUJI SOFT in support of the tender offer, all of the conditions to commence the tender offer have been satisfied. We are prepared to promptly commence the tender offer as soon as we obtain the affirmative opinion, targeting early November 2024.

Conditions to Commence Bain Capital Tender Offer	Current Status
1. Obtaining the affirmative opinion of the board of directors of FUJI SOFT in support of Bain Capital's tender offer	1. After submitting a legally-binding proposal on October 11, 2024, we held explanation/Q&A sessions on October 24 and October 29, where we communicated Bain Capital's perspective to FUJI SOFT, and received responses indicating that they understood Bain Capital's position
2. No event corresponding to certain grounds for withdrawal of tender offer has occurred at FUJI SOFT or its subsidiaries	2. We are not aware of any such event at this time
3. No event has occurred that could have a material adverse effect on the business, financial condition, management situation, assets, liabilities, cash flow or future prospects of FUJI SOFT Group, or on the relevant economic or market conditions.	3. We are not aware of any such event at this time
4. Clearances necessary for the transaction have been obtained or are reasonably expected to be obtained	4. We have already obtained some of the necessary clearances and have visibility that obtaining the remaining clearances are reasonably likely
5. Bain Capital is not aware of any material facts that concern the business or other particulars related to FUJI SOFT	5. We are not aware of any such facts at this time

Bain Capital intends to continue discussions in order to obtain the Affirmative Opinion promptly from FUJI SOFT, aiming to realize a more attractive sale opportunity for shareholders. It has already been three weeks since we submitted the legally-binding proposal, and the originally planned commencement date for the tender offer (late October 2024) has passed. However, FUJI SOFT has provided opportunities for explanation/Q&A sessions, and we have received responses indicating that they understood our position. To avoid unreasonably influencing the shareholders' decisions, we expect FUJI SOFT to express their opinion promptly.

Disclaimer

The purpose of this material is to supplement the Notice 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 Notice, and the Tender Offer Registration Statement and Tender Offer Explanatory Statement for the Tender Offer to be subsequently issued and make your own decision as a shareholder or share option holder. This material 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 material (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 "Securities Exchange Act of 1934") 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 material 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 Tender 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 material were prepared based on information held by the Tender Offeror as of the date of this material, and the Tender 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 Tender Offeror, its financial advisors and the tender offer agent (and their respective affiliates) may purchase the common shares and share options of the Target Company, 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 during the Tender Offer Period. 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).

November 1, 2024

To whom it may concern:

Company Name: K.K. BCJ-88

Representative: Yuji Sugimoto, Representative Director

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

As stated in the press release titled "Notice Regarding the Planned Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)" dated October 11, 2024 (as amended by the press release titled "(Amendment) Partial Amendment to 'Notice Regarding the Planned Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749)'" dated October 29, 2024, the "**October 11, 2024 Press Release**"), K.K. BCJ-88 (the "**Tender Offeror**") announced that (i) the Tender Offeror planned to promptly implement 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 (Securities Code: 9749; Prime Market of the Tokyo Stock Exchange, Inc.; the "**Target Company**") under the Financial Instruments and Exchange Act when the Tender Offer Conditions Precedent (as defined in the October 11, 2024 Press Release; the same shall apply hereinafter) are satisfied (or waived by the Tender Offeror), including the expression of an opinion in favor of the Tender Offer by the Target Company's Board of Directors (the "**Affirmative Opinion**") and that the completion of necessary procedures and responses under the competition law of Vietnam is reasonably expected, and that, (ii) taking into account the time required for consultations and negotiations with the Target Company's Board of Directors, as well as the discussion with the local counsel in Vietnam regarding the time required for the procedures, etc. with the authorities that have jurisdiction over the procedures under the competition law of Vietnam, the Tender Offeror aimed to commence the Tender Offer around late October 2024.

Among the Tender Offer Conditions Precedent, the necessary procedures and responses under the competition law of Vietnam are not expected to affect the timing of the commencement of the Tender Offer, and it is expected that all of the Tender Offer Conditions Precedent will be satisfied if the Affirmative Opinion is expressed at a meeting of the Target Company's Board of Directors. Towards the commencement of the Tender Offer, the Tender Offeror has been proactively engaged in discussions and negotiations with the Target Company's Board of Directors and Special Committee in order to obtain the Affirmative Opinion from the Target Company's Board of Directors, and such discussions and negotiations are continuing as of today. At present, in light of the progress of such discussions and negotiations, the Tender Offeror aims to commence the Tender Offer around early November 2024, if all of the Tender Offer Conditions Precedent are satisfied (or waived by the Tender Offeror). The Tender Offeror believes that, through discussions and negotiations with the Target Company's Board of Directors and Special Committee, the Target Company will appreciate that the Tender Offeror's proposal will contribute to the enhancement of the corporate value of the Target Company and the securing of the common interests of shareholders, and that if the Target Company's Board of Directors expresses the Affirmative Opinion, the Tender Offeror intends to commence the Tender Offer promptly, assuming that all of the Tender Offer Conditions Precedent have been satisfied.

According to the press release titled "(Amendment) Notice Regarding Amendment to "Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) by FK Co., Ltd." and "Public Notice for Commencement of Tender Offer" Following Submission of Amendment Statement to the Tender Offer Registration Statement by FK Co., Ltd." announced by FK Co., Ltd. ("**FK**") on September 19, 2024 (the "**September 19, 2024 FK Press Release**"), the tender offer period for the tender offer for the Target Company Shares and the Stock Acquisition Rights announced by FK in the press release titled "Notice Regarding the Commencement of Tender Offer for the Shares of FUJI SOFT INCORPORATED (Securities Code: 9749) by FK Co., Ltd." dated September 4, 2024 (the "**First FK Tender Offer**") is set to end on November 5, 2024. However, as announced by FK in the September 19, 2024 FK Press Release, FK will commence a second tender offer (the "**Second FK Tender Offer**") as

soon as practicably possible after the First FK Tender Offer is completed and settlement is completed for the benefit of the shareholders and stock acquisition rights holders of the Target Company who wish to assess the details of the Tender Offer by the Tender Offeror. The Tender Offeror believes that the shareholders and stock acquisition rights holders of the Target Company will not suffer any particular disadvantage even if they refrain from tendering in the First FK Tender Offer, as the opportunity to sell the Target Company Shares and the Stock Acquisition Rights held by them in the Tender Offer or the Second FK Tender Offer is secured.

An announcement will be made promptly if the conditions for the commencement of the Tender Offer are satisfied and the Tender Offer is commenced, or if there is any change in the expected timing of the commencement of the Tender Offer mentioned above.

End

Restrictions on Solicitation

This press release is to announce the progress toward 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.