

## Cover sheet

Document for filing	Amendment to the Tender Offer Registration Statement (the "Amendment Statement")
Addressee	Director General of the Kanto Local Finance Bureau
Date of filing	March 30, 2021
Name of the filing party (offeror)	K.K. i3
Address of the filing party (offeror)	1-1-1 Marunouchi, Chiyoda-ku, Tokyo Palace Building 5F
Closest contact place	1-1-1 Marunouchi, Chiyoda-ku, Tokyo Palace Building 5F
Telephone number	03-6212-7070
Name of contact person	Qian Kun, Representative Director
Name of attorney-in-fact	N/A
Address of attorney-in-fact	N/A
Closest contact place	N/A
Telephone number	N/A
Name of contact person	N/A
Place where a copy of this statement is kept for public inspection	K.K. i3 (1-1-1 Marunouchi, Chiyoda-ku, Tokyo, Palace Building 5F) Tokyo Stock Exchange, Inc. (2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo, Japan)
(Note 1)	In this Statement, "Offeror" means K.K. i3.
(Note 2)	In this Statement, "Target" means IGNIS LTD.
(Note 3)	Where the figures in this Statement have been rounded or truncated, the amount recorded in the relevant "total" column may not always be equal to the sum of the relevant figures.
(Note 4)	In this Statement, "Act" means the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).
(Note 5)	In this Statement, "Enforcement Order" means the Enforcement Order of the Financial Instruments and Exchange Act (Government Ordinance No. 321 of 1965, as amended).
(Note 6)	In this Statement, "Shares, Etc." means rights pertaining to shares, etc.
(Note 7)	Unless otherwise described in this Statement, any reference to the number of days or the date and time shall mean the number of days or the date and time in Japan.
(Note 8)	The tender offer in connection with the filing of this Statement ("Tender Offer") will be conducted in compliance with the procedures and related disclosure standards set forth under the Act, which are not necessarily the same as the procedures and standards in the U.S. In particular, the provisions of Article 13 (e) or Article 14 (d) of the U.S. Securities Exchange Act of 1934 (as amended; the same shall apply hereinafter) and the related rules stipulated thereunder do not apply to the Tender Offer, and the Tender Offer is not carried out in compliance with these procedures and standards. All

financial information contained in this Statement is based on the Japanese GAAP and is not based on U.S. GAAP; therefore, such information may not be comparable in content to financial information in the U.S. Moreover, as the Offeror and the Target are corporations incorporated outside of the U.S. and their officers are not residents of the U.S., it may become difficult for the Offeror and the Target to exercise any rights or demands that may be asserted based on the securities laws of the U.S. In addition, it may not be possible to commence legal proceedings against non-U.S. corporations and their officers in courts outside of the U.S. on the grounds of violation of U.S. securities laws, and a non-U.S. corporation and its subsidiaries and affiliates may not be subject to the jurisdiction of the courts of the U.S.

- (Note 9) Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. All or any part of the document related to the Tender Offer is prepared in the English language and if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation shall prevail.
- (Note 10) The statements in this Statement include "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933 (Securities Act of 1933) (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934 (Securities Exchange Act of 1934). The results may significantly differ from the predictions explicitly or implicitly indicated as "forward-looking statements" due to known or unknown risks, or uncertainties, or other causes. Neither the Offeror nor any of its affiliates can provide assurance that such explicit or implicit forecasts given as "forward-looking statements" will be realized. The "forward-looking statements" in this Statement were prepared based on the information held by the Offeror as of the date of this Statement, and unless required by laws and regulations, the Offeror or its affiliates are not obliged to update and/or modify such statements in order to reflect any event or condition in the future.
- (Note 11) The Offeror and the Offeror and Target's respective financial advisors and tender offer agents (including their affiliates) may, to the extent permitted by the Japanese laws and regulations pertaining to financial instruments and exchange and other applicable laws and regulations, and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act 1934 (Securities Exchange Act of 1934), purchase the Target's shares for their own account or for the account of customers before the commencement of, or during, the period of the Tender Offer ("Tender Offer Period"), make purchases by means other than the Tender Offer or take other actions toward such purchases. If information pertaining to such purchase is disclosed in Japan, said information will also be disclosed in English on the website of the purchaser (or otherwise disclosed by other means of disclosure).

## **1. Reason of Filing**

An Amendment to the Tender Offer Registration Statement is hereby filed in accordance with Article 27-8 (2) of the Act in order to amend certain matters in the Tender Offer Registration Statement filed on March 8, 2021 (including the matters amended by the Amendment to the Tender Offer Registration Statement filed on March 22, 2021) and the attachment thereto, which is the Public Notice of Commencement of Tender Offer dated March 8, 2021 as a result of the facts that there was a change in the number of shares owned by Mr. Qian Kun, who is a special relationship with the Offeror, due to an amendment made in March 22, 2021 in respect of the name of the ownership for a portion of shares owned by Mr. Qian, which had been recorded as being held by other party under the shareholders' registry due to an error in the application and recording procedure, and on March 23, 2021, a third party executed the pledge and sold a portion of shares owned by Mr. Qian, and that on March 30, 2021, the Offeror newly entered into a contract with Mr. Takuya Tanabe, a shareholder of the Target, who agreed not to accept the Tender Offer.

## **2. Amended Items**

### **I. Tender Offer Registration Statement**

#### **PART I. Terms and Conditions of Tender Offer**

#### **3. Purposes of Tender Offer**

- (1) Overview of the Tender Offer
- (2) Background to, and objectives and decision-making process of implementation of the Tender Offer and management policy after the Tender Offer
  - (i) Background to the Tender Offer
  - (ii) Process of decision-making behind the Target's decision to support the Tender Offer and its reasons
- (3) Material agreements regarding the Tender Offer
  - (i) Basic Agreement
  - (v) Non-tender Agreement (Mr. Tanabe)
- (5) Policy regarding reorganization, etc., following completion of the Tender Offer (so-called "two-step acquisition")
- (6) Prospects for delisting and its reasons

#### **4. Tender Offer Period, Price and Number of Shares to be Purchased**

- (2) Price of tender offer, etc.
- (3) Number of shares to be purchased

#### **5. Percentage of Ownership of Share Certificates after Tender Offer**

#### **8. Funds Required for Tender Offer**

- (1) Funds, etc. required for tender offer

#### **PART III. Shares Held and Traded by the Offeror and Special Related Parties**

#### **1. Breakdown of Ownership of Shares**

- (1) Total number of shares held by the Offeror and special related parties
- (3) Shares held by special related parties (total number of shares held by special related parties)
- (4) Shares held by special related parties (breakdown by each special related party)
  - (i) Special related parties
  - (ii) Number of shares held

#### **3. Material contracts concerning the shares shown above**

#### **PART IV. Transactions between the Offeror and the Target**

- 2. Agreements between the Offeror and the Target or its Officers, and the Terms thereof (if any)
  - (ii) Agreements between the Offeror and the Target's officers and the terms thereof (if any)

#### **II. Attachment to the Tender Offer Registration Statement**

## **3. Amendments**

Where amended are shown with underlines.

# **I. Tender Offer Registration Statement**

## **PART I. Terms and Conditions of Tender Offer**

### **3. Purposes of Tender Offer**

#### **(1) Overview of the Tender Offer**

**(Before Amendment)**

**(Omitted)**

The Offeror will carry out the Tender Offer by acquiring all of the Target's Shares listed on the Mothers Market, a market opened by the Tokyo Stock Exchange, Inc. ("TSE") ("TSE Mothers Market") (including the Target's Shares to be delivered upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Target, all of the Target's Shares held by Mr. Qian, all of the Target's Shares held by Mr. Suzuki, all of the Target's Shares held by K.K. QK, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the fourth largest shareholder ("QK"), all of the Target's Shares held by K.K. SY, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the eighth largest shareholder ("SY"), all of the Target's Shares held by Ms. Rie Yamada, the spouse of Mr. Qian ("Ms. Yamada"), and all of the Target's Shares held respectively by Mr. Yasuyuki Kashiwaya (the ninth largest shareholder; "Mr. Kashiwaya"), Mr. Katsuya Uenoyama ("Mr. Uenoyama"), Mr. Yusuke Sato ("Mr. Sato") and Mr. Nobusuke Akimoto ("Mr. Akimoto") who are friends of Mr. Qian (collectively, Mr. Kashiwaya, Mr. Uenoyama, Mr. Sato and Mr. Akimoto shall be referred to hereafter as the "Non-accepting Friend Shareholders"; collectively, Mr. Qian, Mr. Suzuki, QK, SY, Ms. Yamada and the Non- accepting Friend Shareholders shall be referred to hereafter as the "Non-accepting Shareholders")) and all of the Stock Acquisition Shares (excluding the Stock Acquisition Rights held by the Non-accepting Shareholders), as part of a series of transactions (the "Transaction") for the purpose of taking the Target's Shares private.

**(Omitted)**

Upon carrying out the Tender Offer, as of March 5, 2021, the Offeror entered into a basic agreement (the "Basic Agreement") with each of Mr. Qian (Number of shares held: 2,616,600 shares, Shareholding Ratio (Note 2): 15.94%) and Mr. Suzuki (Number of shares held: 3,966,600 shares, Number of Stock Acquisition Rights held: 100 rights (Number of shares subject to the stock acquisition rights: 20,000 shares), Shareholding Ratio: 24.28%), and agreed that Mr. Qian will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Qian (2,616,600 shares and Shareholding Ratio: 15.94%) and Mr. Suzuki will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Suzuki (3,966,600 shares and Shareholding Ratio: 24.16%) and the Stock Acquisition Rights (100 rights (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%), respectively. Further in addition, upon carrying out the Tender Offer, as of March 5, 2021, the Offeror entered into a non-tender agreement (the "Non-tender Agreement") with each of QK (Number of shares held: 354,300 shares, Shareholding Ratio: 2.16%), SY (Number of shares held: 212,600 shares, Shareholding Ratio: 1.29%), Mr. Kashiwaya (Number of shares held: 204,800 shares, Shareholding Ratio: 1.25%), Ms. Yamada (Number of shares held: 192,200 shares, Shareholding Ratio: 1.17%), Mr. Uenoyama (Number of shares held: 36,000 shares, Shareholding Ratio: 0.22%), Mr. Sato (Number of shares held: 34,000 shares, Shareholding Ratio: 0.21%) and Mr. Akimoto (Number of shares held: 14,400 shares, Stock Acquisition Rights: 30 rights (Number of shares subject to the stock acquisition rights: 6,000 shares), Shareholding Ratio: 0.12%), and agreed that QK will not accept the Tender Offer with respect to all of the Target's Shares owned by QK (354,300 shares and Shareholding Ratio: 2.16%), SY will not accept the Tender Offer with respect to all of the Target's Shares owned by SY (212,600 shares and Shareholding Ratio: 1.29%), Mr. Kashiwaya will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Kashiwaya (204,800 shares and Shareholding Ratio: 1.25%), Ms. Yamada will not accept the Tender Offer with respect to all of the Target's Shares owned by Ms. Yamada (192,200 shares and Shareholding Ratio: 1.17%), Mr. Uenoyama will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Uenoyama (36,000 shares and Shareholding Ratio: 0.22%), Mr. Sato will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Sato (34,000 shares and Shareholding Ratio: 0.21%), and Mr. Akimoto will not accept the Tender Offer

with respect to all of the Target's Shares (14,400 shares and Shareholding Ratio: 0.09%) and all of the Stock Acquisition Rights owned by Mr. Akimoto (30 rights (Number of shares subject to the stock acquisition rights: 6,000 shares, Shareholding Ratio: 0.04%), respectively. The above Target's Shares not tendered to the Tender Offer by the Non-accepting Shareholders (totaling 7,631,500 shares, Shareholding Ratio: 46.48%) shall be referred to hereafter as the "Non-accepted Shares for Tendering."

(Omitted)

With respect to the Basic Agreement, the Non-tender Agreement and the Shareholders Agreement, see "(3) Material agreements regarding the Tender Offer" under "3. Purposes of Tender Offer" under "Part I. Terms and Conditions of Tender Offer" below for details.

(Note 2) "Shareholding Ratio" refers to the ratio (rounded to the second decimal place) against 16,418,649 shares (the "Total Number of Target's Shares Based on Dilutive Share Considerations"). The 16,418,649 shares stands for (i) the total number of issued shares of the Target as of December 31, 2020 (15,676,400 shares), as stated in the "First Quarterly Securities Report for the 12th Term" submitted by the Target on February 12, 2021 (the "Target's Quarterly Securities Report"), plus (ii) the shares subject to the stock acquisition rights as of March 4, 2021 (10,200 rights (according to the Target, 2,800 rights of the Fourth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 5,600 shares), 250 rights of the Twelfth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 50,000 shares), 150 rights of the Thirteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 30,000 shares), 3,500 rights of the Fifteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 350,000 shares) and 3,500 rights of the Sixteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 350,000 shares)) (785,600 shares) (i.e., all Stock Acquisition Rights as of November 30, 2020 (18,021 rights (Number of shares subject to the stock acquisition rights: 1,598,700 shares)) as stated in the Annual Securities Report for the 11th Term submitted by the Target on December 21, 2020, less the Shares Acquisition Rights exercised or extinguished from December 1, 2020 to March 4, 2021 (7,821 rights (Number of shares subject to the stock acquisition rights: 813,100 shares) (according to the Target, 189 rights of the Sixth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 37,800 shares), 121 rights of the Seventh Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 24,200 shares) and 7,511 rights of the Seventeenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 751,100 shares)) (16,462,000 shares), less (iii) the number of treasury shares held by the Target as of December 31, 2020 (43,351 shares), as stated in the "First Quarter Earnings Briefing for the fiscal year ending September 30, 2021 Japanese GAAP (consolidated)" published by the Target on February 12, 2021. The same shall apply hereinafter.

(Omitted)

As described in "(6) Prospects for delisting and its reasons" below, even if the total number of voting rights of the Target held by the Offeror and the Non-accepting Shareholders may fall below two-thirds of the voting rights of all shareholders of the Target after the completion of the Tender Offer, if the proposal for the Share Consolidation (as defined below) is approved at the Extraordinary Shareholders' Meeting (as defined below), the Target's Shares may be delisted through prescribed procedures in accordance with the delisting criteria of the TSE.

As described in "(2) Deposits or borrowings, etc. that may be appropriated to obtain the funds required for the Tender Offer" under "8. Funds Required for Tender Offer" below, if the Tender Offer is successfully completed, the Offeror will receive an investment of not more than 30 billion yen from BCPE Wish Cayman, by BCPE Wish Cayman subscribing for the class shares issued by the Offeror (the "Class Shares (i)"), and intends to allocate such funds for settlement funds of the Tender Offer. The Class Shares (i) are scheduled to be issued after the successful completion of the Tender Offer and before the commencement date of the settlement. Although the Class Shares (i) have not been issued as of the date of filing of this Statement, such Shares will have no voting rights and will be subject to the put option the consideration for which is the common shares (Note 3), and all of such shares will be subscribed for by BCPE Wish Cayman. According to BCPE Wish Cayman, the put option is not planned to be exercised before the completion of the Transaction.

(Omitted)

Furthermore, in connection with the Tender Offer, each of Mr. Qian and Mr. Suzuki entered into the Basic Agreement with the Offeror as of March 5, 2021, and Mr. Qian and the Offeror agreed in the Basic Agreement that Mr. Qian will, promptly after the commencement date of the settlement of the Tender Offer, repay the secured obligations under the pledge held by Mr. Qian against Elements Capital Research Godo Kaisha, the third largest shareholder ("Elements Capital"), with respect to the Target's Shares (630,000 shares, Shareholding Ratio: 3.84%) for which Elements Capital is the pledgee and consult and negotiate with Elements Capital regarding the accelerated payment of the secured obligations to extinguish such pledge (Note 4). In addition, in the Basic Agreement, subject to the completion of the Tender Offer and the Squeeze-out Process, Mr. Qian, Mr. Suzuki and the Offeror have agreed to cause BCPE Wish Cayman to exercise the put option the consideration for which is the common shares of the Offeror with respect to all of the Class Shares held as of the date immediately preceding the effective date of the Absorption-type Merger (as defined below) (the "Conversion of Class Shares"), and that subject to the completion of the Tender Offer and the Squeeze-out Process, an absorption-type merger (the "Absorption-type Merger") will be implemented in which the Offeror will become the surviving company and the Target will become the disappearing company. As a result of the Absorption-type Merger, the common shares of the Offeror will be delivered to Mr. Qian and Mr. Suzuki who are the Shareholders of the Target at that time excluding the Offeror and the Target, and therefore, even after the Absorption-type Merger, Mr. Qian, Mr. Suzuki and BCPE Wish Cayman will be the shareholders of the Offeror. Since the Absorption-type Merger will be implemented subject to the completion of the Tender Offer and the Squeeze-out Process, if the proposal for the Share Consolidation (as defined below) fails to be approved at the Extraordinary Shareholders' Meeting (as defined below) and the Squeeze-out Procedure is not completed, the Absorption-type Merger will not be implemented.

(Omitted)

Moreover, it is agreed in the Basic Agreement that, subject to the completion of the Absorption-type Merger, dividends in kind will be paid to the shareholders of the Offeror (Note 5) with respect to the shares in with Inc., which will become a wholly-owned subsidiary of the Offeror (Note 6), in accordance with the shareholding ratio of the common shares of the Offeror held by each shareholder (the "Dividends In Kind"). The main businesses of the Target Group are the matching business and enter-tech business, and while the Target operates other businesses, given the different business environments, the Offeror believes that it is more desirable to pursue the optimization of management resources for each business from the perspective of improving the overall corporate value of each business, rather than to manage these businesses as a whole. Specifically, while the matching business operated by with Inc. has already established a revenue base, the enter-tech business and other businesses have not achieved profitability at the present time, and there is a continuous demand for funds for upfront investments in business expansion. The Offeror believes that the value of each business may be underestimated if there are businesses with different business stages in the Target Group (profitability will be underestimated in the matching business and growth potential will be underestimated in the enter-tech business). Therefore, the matching business and other business of the Target Group, including the enter-tech business, will be managed separately and independently by separating with Inc., which operates the matching business, from the Target Group through the Dividends In Kind, and the Offeror believes that the matching business, enter-tech business and other businesses are expected to grow in line with their respective business stages. After the Dividends In Kind, although the remaining businesses will only be the other businesses of the Target Group, including the enter-tech business, it can be anticipated that the business of the Target Group will grow by implementing upfront investments such as updating "INSPIX WORLD" with the funds obtained by the Additional Investment by the Offeror, and it is expected that it will also become more possible to consider fund procurement from outside investors. Mr. Qian and Mr. Suzuki are expected to continue to manage the Target Group and with Inc. even after the Dividends In Kind. However, the specific timing of the Dividends In Kind has not been determined at this time, and Mr. Qian, Mr. Suzuki and Bain Capital (the "Offeror Group") are scheduled to continue discussions. For an overview of the Basic Agreement, see "(i) Basic Agreement" under "(3) Material agreements regarding the Tender Offer" below.

(Note 3) If, prior to the Absorption-type Merger becoming effective, the put option the consideration for which is the common shares with respect to either or both of Class Shares (i) and/or Class Shares

(ii) is exercised in respect of the common shares, unless the number of shares to be tendered in the Tender Offer is extremely small, BCPE Wish Cayman will hold 99% or more of the voting rights in the Offeror.

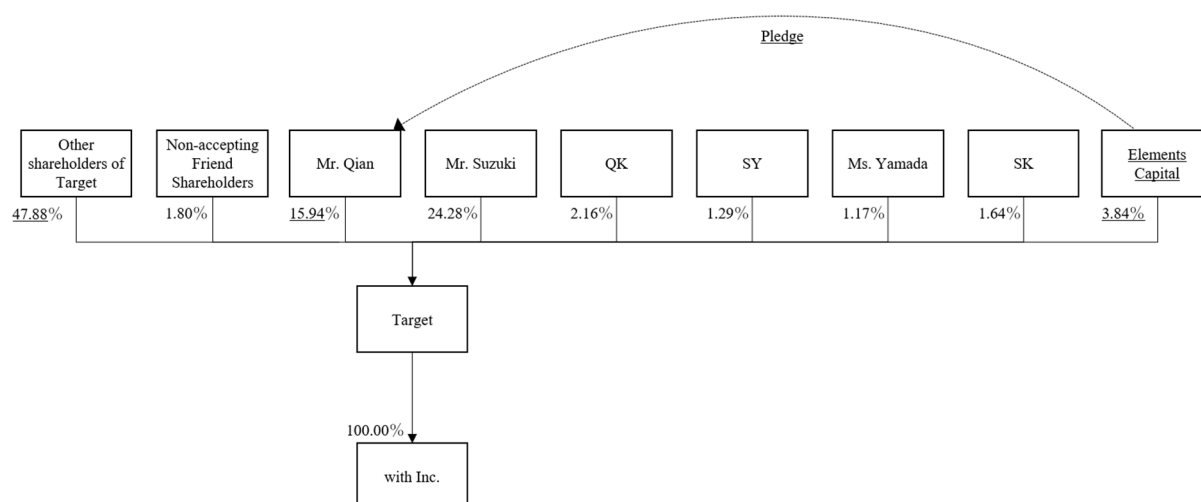
(Note 4) The funds necessary for the accelerated payment of the secured obligations of such pledge will be paid from the proceeds of the sale of the Target's Shares expected to be obtained by causing SK, an asset management company of which 87.10% of its issued shares is owned by Mr. Qian, to tender in the Tender Offer. In the event of such accelerated payment of secured obligations and release of the pledge, Mr. Qian will be able to exercise the voting rights with respect to the Target's Shares for which Elements Capital is the pledgee (630,000 shares, Shareholding Ratio: 3.84%).

(Note 5) With respect to both the Offeror and with Inc. after the Dividends In Kind, it is expected that Mr. Qian will hold approximately 19% of the common shares, Mr. Suzuki will hold approximately 24% of the common shares, and BCPE Wish Cayman will hold approximately 57% of the common shares. However, the above ratio is subject to change depending on the consolidation ratio in the Share Consolidation.

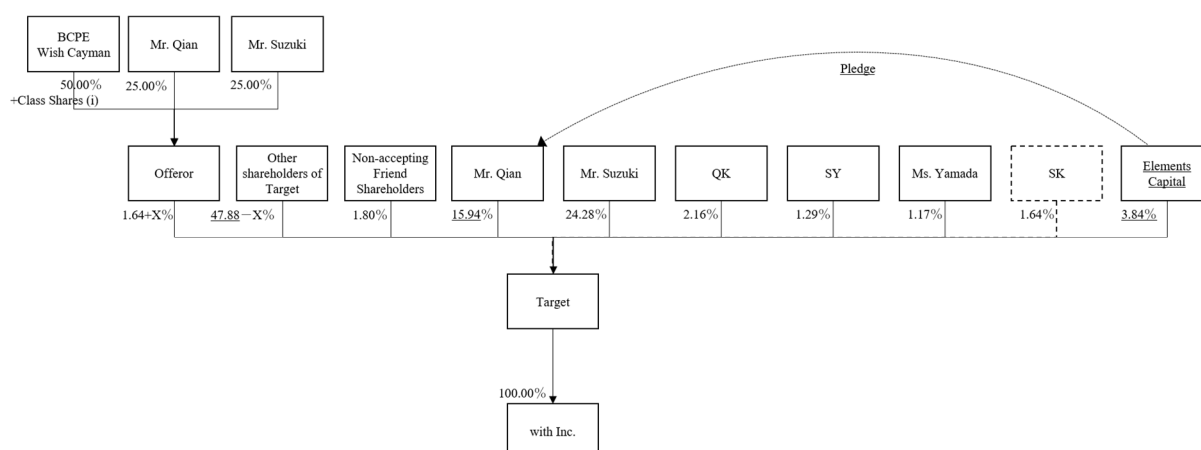
(Note 6) The company profile of with Inc. is as described in the Target's Press Release.

The following diagrams illustrate the currently expected series of transactions. The procedures after the Squeeze-out Process, after "(v) After the Additional Capital Increase", illustrate the current expectations.

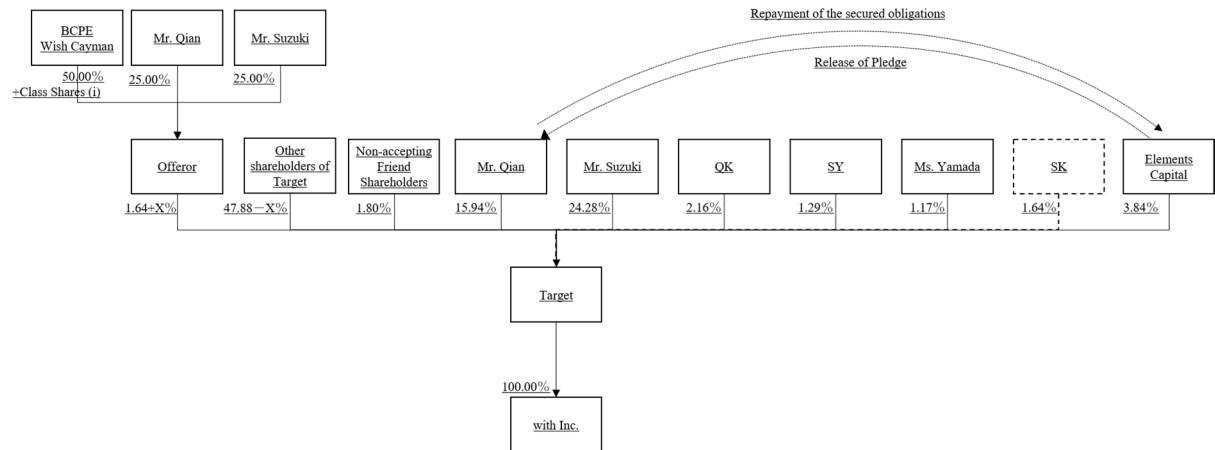
#### (i) Current state



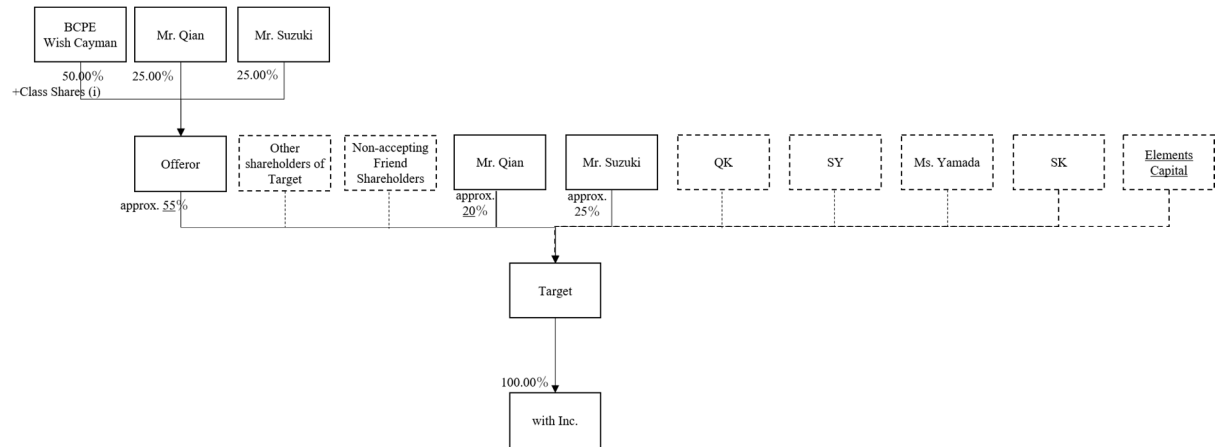
#### (ii) After the successful completion of the Tender Offer



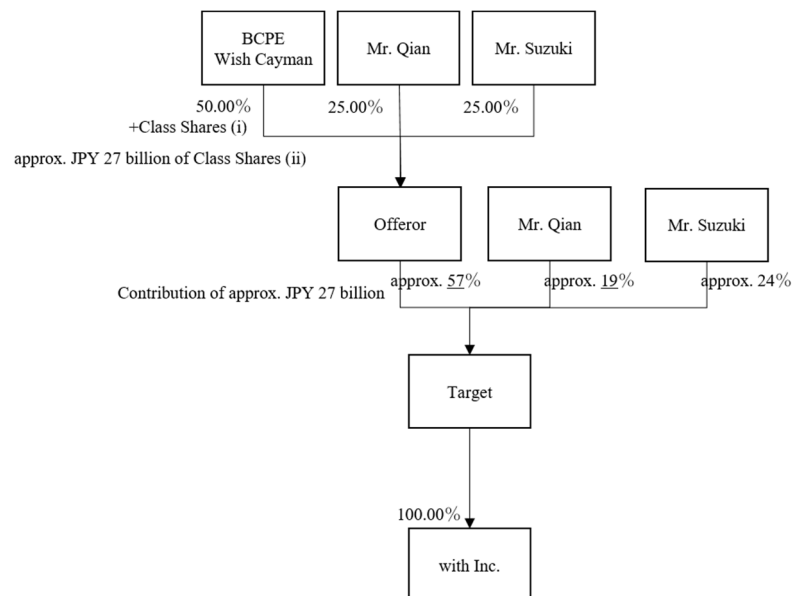
### (iii) Release of pledge by Elements Capital



### (iv) After the Squeeze-out Process

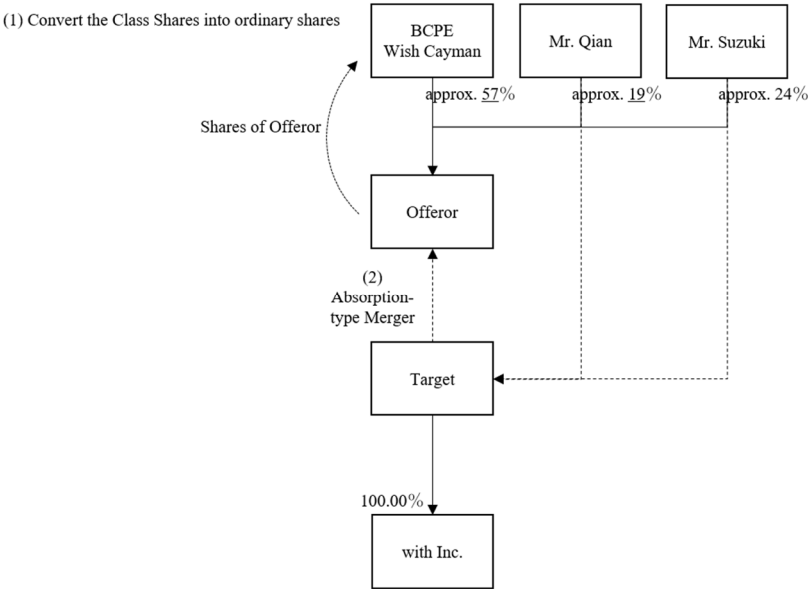


### (v) After the Additional Capital Increase

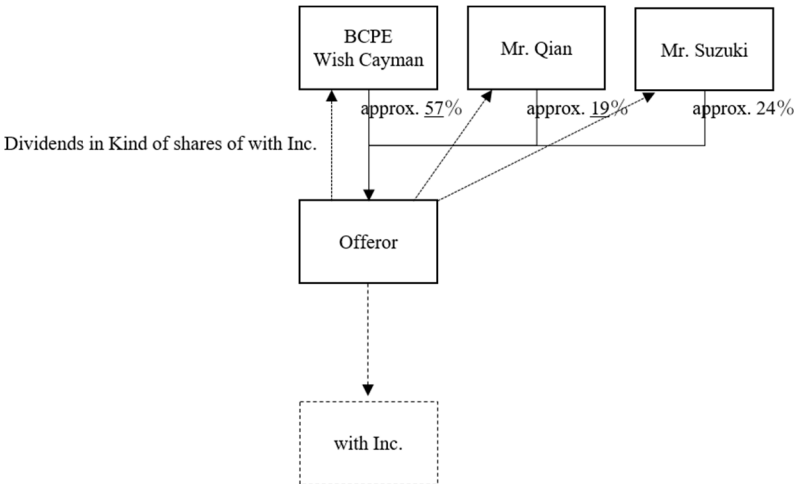




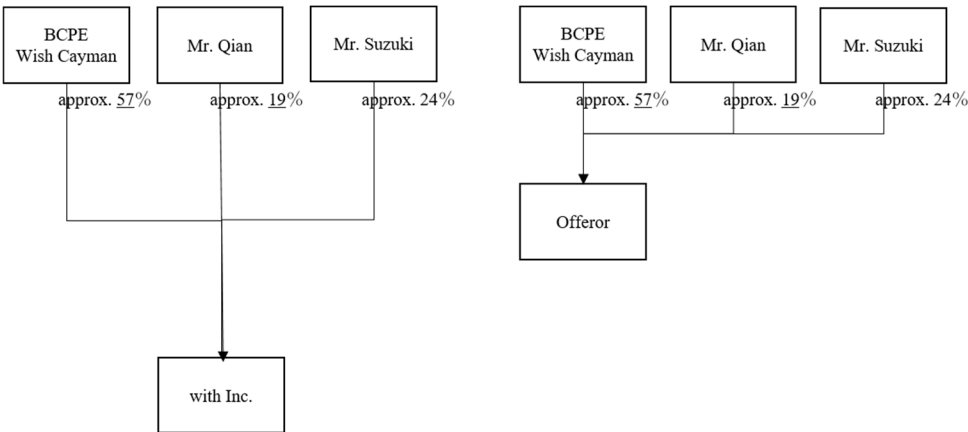
(vi) After the Conversion of Class Shares and the Absorption-type Merger



(vii) Dividends In Kind



(viii) After the Dividends In Kind



(After Amendment)

The Offeror will carry out the Tender Offer by acquiring all of the Target's Shares listed on the Mothers Market, a market opened by the Tokyo Stock Exchange, Inc. ("TSE") ("TSE Mothers Market") (including the Target's Shares to be delivered upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Target, all of the Target's Shares held by Mr. Qian, all of the Target's Shares held by Mr. Suzuki, all of the Target's Shares held by K.K. QK, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the fourth largest shareholder ("QK"), all of the Target's Shares held by K.K. SY, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the eighth largest shareholder ("SY"), all of the Target's Shares held by Ms. Rie Yamada, the spouse of Mr. Qian ("Ms. Yamada"), and all of the Target's Shares held respectively by Mr. Yasuyuki Kashiwaya (the ninth largest shareholder; "Mr. Kashiwaya"), Mr. Katsuya Uenoyama ("Mr. Uenoyama"), Mr. Yusuke Sato ("Mr. Sato") and Mr. Nobusuke Akimoto ("Mr. Akimoto") who are friends of Mr. Qian (collectively, Mr. Kashiwaya, Mr. Uenoyama, Mr. Sato and Mr. Akimoto shall be referred to hereafter as the "Non-accepting Friend Shareholders"; collectively, Mr. Qian, Mr. Suzuki, QK, SY, Ms. Yamada and the Non- accepting Friend Shareholders shall be referred to hereafter as the "Non-accepting Shareholders")) and Mr. Takuya Tanabe ("Mr. Tanabe") who is a friend of Mr. Qian and all of the Stock Acquisition Shares (excluding the Stock Acquisition Rights held by the Non-accepting Shareholders), as part of a series of transactions (the "Transaction") for the purpose of taking the Target's Shares private.

(Omitted)

Upon carrying out the Tender Offer, as of March 5, 2021, the Offeror entered into a basic agreement (the "Basic Agreement") with each of Mr. Qian (Number of shares held: 2,865,900 shares (Note 2), Shareholding Ratio (Note 3): 17.46%) and Mr. Suzuki (Number of shares held: 3,966,600 shares, Number of Stock Acquisition Rights held: 100 rights (Number of shares subject to the stock acquisition rights: 20,000 shares), Shareholding Ratio: 24.28%), and agreed that Mr. Qian will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Qian (2,865,900 shares and Shareholding Ratio: 17.46%) and Mr. Suzuki will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Suzuki (3,966,600 shares and Shareholding Ratio: 24.16%) and the Stock Acquisition Rights (100 rights (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%), respectively. Further in addition, upon carrying out the Tender Offer, as of March 5, 2021, the Offeror entered into a non-tender agreement (the "Non-tender Agreement") with each of QK (Number of shares held: 354,300 shares, Shareholding Ratio: 2.16%), SY (Number of shares held: 212,600 shares, Shareholding Ratio: 1.29%), Mr. Kashiwaya (Number of shares held: 204,800 shares, Shareholding Ratio: 1.25%), Ms. Yamada (Number of shares held: 192,200 shares, Shareholding Ratio: 1.17%), Mr. Uenoyama (Number of shares held: 36,000 shares, Shareholding Ratio: 0.22%), Mr. Sato (Number of shares held: 34,000 shares, Shareholding Ratio: 0.21%) and Mr. Akimoto (Number of shares held: 14,400 shares, Stock Acquisition Rights: 30 rights (Number of shares subject to the stock acquisition rights: 6,000 shares), Shareholding Ratio: 0.12%), and agreed that QK will not accept the Tender Offer with respect to all of the Target's Shares owned by QK (354,300 shares and Shareholding Ratio: 2.16%), SY will not accept the Tender Offer with respect to all of the Target's Shares owned by SY (212,600 shares and Shareholding Ratio: 1.29%), Mr. Kashiwaya will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Kashiwaya (204,800 shares and Shareholding Ratio: 1.25%), Ms. Yamada will not accept the Tender Offer with respect to all of the Target's Shares owned by Ms. Yamada (192,200 shares and Shareholding Ratio: 1.17%), Mr. Uenoyama will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Uenoyama (36,000 shares and Shareholding Ratio: 0.22%), Mr. Sato will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Sato (34,000 shares and Shareholding Ratio: 0.21%), and Mr. Akimoto will not accept the Tender Offer with respect to all of the Target's Shares (14,400 shares and Shareholding Ratio: 0.09%) and all of the Stock Acquisition Rights owned by Mr. Akimoto (30 rights (Number of shares subject to the stock acquisition rights: 6,000 shares, Shareholding Ratio: 0.04%), respectively. Furthermore, as of March 30, 2021, the Offeror entered into a Non-tender Agreement with Mr. Tanabe (Number of shares held: 14,000 shares, Shareholding Ratio: 0.09%) (the "Non-tender Agreement (Mr. Tanabe)") and agreed that Mr. Tanabe will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Tanabe (Number of shares held: 14,000 shares, Shareholding Ratio: 0.09%). The above Target's Shares not tendered to the Tender

Offer by the Non-accepting Shareholders and Mr. Tanabe (totaling 7,894,800 shares, Shareholding Ratio: 48.08%) shall be referred to hereafter as the "Non-accepted Shares for Tendering."

(Omitted)

With respect to the Basic Agreement, the Non-tender Agreement, the Non-tender Agreement (Mr. Tanabe) and the Shareholders Agreement, see "(3) Material agreements regarding the Tender Offer" under "3. Purposes of Tender Offer" under "Part I. Terms and Conditions of Tender Offer" below for details.

(Note 2) The number calculated by adding the number of the Target's Shares (630,000 shares, Shareholding Ratio: 3.84%) whose name changed from Elements Capital Research Godo Kaisha ("Elements Capital"), the third largest shareholder as of March 8, 2021 and was recorded as the owner of the shares in the shareholders' register of the Target, to Mr. Qian as of March 22, 2021, and the number of the Target's Shares (2,616,600 shares, Shareholding Ratio: 15.94%), which Mr. Qian held as the owner in the shareholder register of the Target as of March 8, 2021, when the Offeror commenced the Tender Offer, less the number of the Target's Shares (380,700 shares, Shareholding Ratio: 2.32%), which Mr. Qian no longer holds as a result of execution of the pledge and sales of the shares by the pledgee Daiwa Securities Co., Ltd. ("Daiwa Securities") on March 23, 2021. The same shall apply hereinafter.

(Note 3) "Shareholding Ratio" refers to the ratio (rounded to the second decimal place) against 16,418,649 shares (the "Total Number of Target's Shares Based on Dilutive Share Considerations"). The 16,418,649 shares stands for (i) the total number of issued shares of the Target as of December 31, 2020 (15,676,400 shares), as stated in the "First Quarterly Securities Report for the 12th Term" submitted by the Target on February 12, 2021 (the "Target's Quarterly Securities Report"), plus (ii) the shares subject to the stock acquisition rights as of March 4, 2021 (10,200 rights (according to the Target, 2,800 rights of the Fourth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 5,600 shares), 250 rights of the Twelfth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 50,000 shares), 150 rights of the Thirteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 30,000 shares), 3,500 rights of the Fifteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 350,000 shares) and 3,500 rights of the Sixteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 350,000 shares)) (785,600 shares) (i.e., all Stock Acquisition Rights as of November 30, 2020 (18,021 rights (Number of shares subject to the stock acquisition rights: 1,598,700 shares)) as stated in the Annual Securities Report for the 11th Term submitted by the Target on December 21, 2020, less the Shares Acquisition Rights exercised or extinguished from December 1, 2020 to March 4, 2021 (7,821 rights (Number of shares subject to the stock acquisition rights: 813,100 shares) (according to the Target, 189 rights of the Sixth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 37,800 shares), 121 rights of the Seventh Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 24,200 shares) and 7,511 rights of the Seventeenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 751,100 shares)) (16,462,000 shares), less (iii) the number of treasury shares held by the Target as of December 31, 2020 (43,351 shares), as stated in the "First Quarter Earnings Briefing for the fiscal year ending September 30, 2021 Japanese GAAP (consolidated)" published by the Target on February 12, 2021. The same shall apply hereinafter.

(Omitted)

As described in "(6) Prospects for delisting and its reasons" below, even if the total number of voting rights of the Target held by the Offeror, and the Non-accepting Shareholders and Mr. Tanabe may fall below two-thirds of the voting rights of all shareholders of the Target after the completion of the Tender Offer, if the proposal for the Share Consolidation (as defined below) is approved at the Extraordinary Shareholders' Meeting (as defined below), the Target's Shares may be delisted through prescribed procedures in accordance with the delisting criteria of the TSE.

As described in "(2) Deposits or borrowings, etc. that may be appropriated to obtain the funds required for the Tender Offer" under "8. Funds Required for Tender Offer" below, if the Tender Offer is successfully completed, the Offeror will receive an investment of not more than 30 billion yen from BCPE Wish Cayman,

by BCPE Wish Cayman subscribing for the class shares issued by the Offeror (the "Class Shares (i)"), and intends to allocate such funds for settlement funds of the Tender Offer. The Class Shares (i) are scheduled to be issued after the successful completion of the Tender Offer and before the commencement date of the settlement. Although the Class Shares (i) have not been issued as of the date of filing of this Statement, such Shares will have no voting rights and will be subject to the put option the consideration for which is the common shares (Note 4), and all of such shares will be subscribed for by BCPE Wish Cayman. According to BCPE Wish Cayman, the put option is not planned to be exercised before the completion of the Transaction.

(Omitted)

Furthermore, in connection with the Tender Offer, each of Mr. Qian and Mr. Suzuki entered into the Basic Agreement with the Offeror as of March 5, 2021, and Mr. Qian and the Offeror had agreed in the Basic Agreement that Mr. Qian will, promptly after the commencement date of the settlement of the Tender Offer, repay the secured obligations under the pledge held by Mr. Qian against Elements Capital, the third largest shareholder, with respect to the Target's Shares (630,000 shares, Shareholding Ratio: 3.84%) for which Elements Capital is the pledgee and consult and negotiate with Elements Capital regarding the accelerated payment of the secured obligations to extinguish such pledge. However, when Mr. Qian started the discussions and negotiations with Elements Capital after the commencement of the Tender Offer, it was found that the ownership of the such shares had been transferred to Elements Capital due to an error in the application and recording procedure, although the parties assumed that only a pledge would be established, and furthermore, although the parties established the secured obligations subject to the pledge assuming that such obligations would arise in the future, it was found that no such secured obligation has arisen yet, and Elements Capital agreed on March 9, 2021 to change the name in shareholders' register from Elements Capital to Mr. Qian for all of the Target's Shares for which Elements Capital is the registered holder on the shareholders' register, and completed the change of name of the ownership as of 22 of the same month. In addition, in the Basic Agreement, subject to the completion of the Tender Offer and the Squeeze-out Process, Mr. Qian, Mr. Suzuki and the Offeror have agreed to cause BCPE Wish Cayman to exercise the put option the consideration for which is the common shares of the Offeror with respect to all of the Class Shares held as of the date immediately preceding the effective date of the Absorption-type Merger (as defined below) (the "Conversion of Class Shares"), and that subject to the completion of the Tender Offer and the Squeeze-out Process, an absorption-type merger (the "Absorption-type Merger") will be implemented in which the Offeror will become the surviving company and the Target will become the disappearing company. As a result of the Absorption-type Merger, the common shares of the Offeror will be delivered to Mr. Qian and Mr. Suzuki who are the Shareholders of the Target at that time excluding the Offeror and the Target, and therefore, even after the Absorption-type Merger, Mr. Qian, Mr. Suzuki and BCPE Wish Cayman will be the shareholders of the Offeror. Since the Absorption-type Merger will be implemented subject to the completion of the Tender Offer and the Squeeze-out Process, if the proposal for the Share Consolidation (as defined below) fails to be approved at the Extraordinary Shareholders' Meeting (as defined below) and the Squeeze-out Procedure is not completed, the Absorption-type Merger will not be implemented.

(Omitted)

Moreover, it is agreed in the Basic Agreement that, subject to the completion of the Absorption-type Merger, dividends in kind will be paid to the shareholders of the Offeror (Note 5) with respect to the shares in with Inc., which will become a wholly-owned subsidiary of the Offeror (Note 6), in accordance with the shareholding ratio of the common shares of the Offeror held by each shareholder (the "Dividends In Kind"). The main businesses of the Target Group are the matching business and enter-tech business, and while the Target operates other businesses, given the different business environments, the Offeror believes that it is more desirable to pursue the optimization of management resources for each business from the perspective of improving the overall corporate value of each business, rather than to manage these businesses as a whole. Specifically, while the matching business operated by with Inc. has already established a revenue base, the enter-tech business and other businesses have not achieved profitability at the present time, and there is a continuous demand for funds for upfront investments in business expansion. The Offeror believes that the value of each business may be underestimated if there are businesses with different business stages in the Target Group (profitability will be underestimated in the matching business and growth potential will be underestimated in the enter-tech business). Therefore, the matching business and other business of the Target

Group, including the enter-tech business, will be managed separately and independently by separating with Inc., which operates the matching business, from the Target Group through the Dividends In Kind, and the Offeror believes that the matching business, enter-tech business and other businesses are expected to grow in line with their respective business stages. After the Dividends In Kind, although the remaining businesses will only be the other businesses of the Target Group, including the enter-tech business, it can be anticipated that the business of the Target Group will grow by implementing upfront investments such as updating "INSPIX WORLD" with the funds obtained by the Additional Investment by the Offeror, and it is expected that it will also become more possible to consider fund procurement from outside investors. Mr. Qian and Mr. Suzuki are expected to continue to manage the Target Group and with Inc. even after the Dividends In Kind. However, the specific timing of the Dividends In Kind has not been determined at this time, and Mr. Qian, Mr. Suzuki and Bain Capital (the "Offeror Group") are scheduled to continue discussions. For an overview of the Basic Agreement, see "(i) Basic Agreement" under "(3) Material agreements regarding the Tender Offer" below.

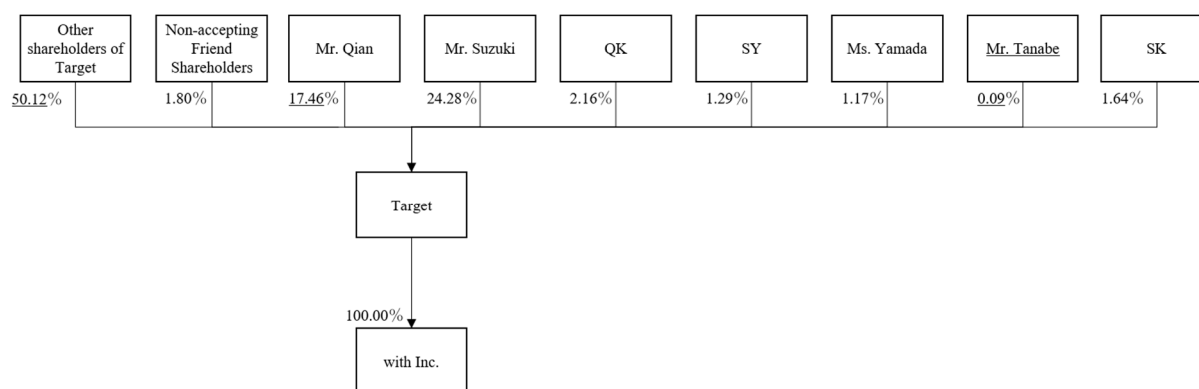
(Note 4) If, prior to the Absorption-type Merger becoming effective, the put option the consideration for which is the common shares with respect to either or both of Class Shares (i) and/or Class Shares (ii) is exercised in respect of the common shares, unless the number of shares to be tendered in the Tender Offer is extremely small, BCPE Wish Cayman will hold 99% or more of the voting rights in the Offeror.

(Note 5) With respect to both the Offeror and with Inc. after the Dividends In Kind, it is expected that Mr. Qian will hold approximately 17% of the common shares, Mr. Suzuki will hold approximately 24% of the common shares, and BCPE Wish Cayman will hold approximately 59% of the common shares. However, the above ratio is subject to change depending on the consolidation ratio in the Share Consolidation.

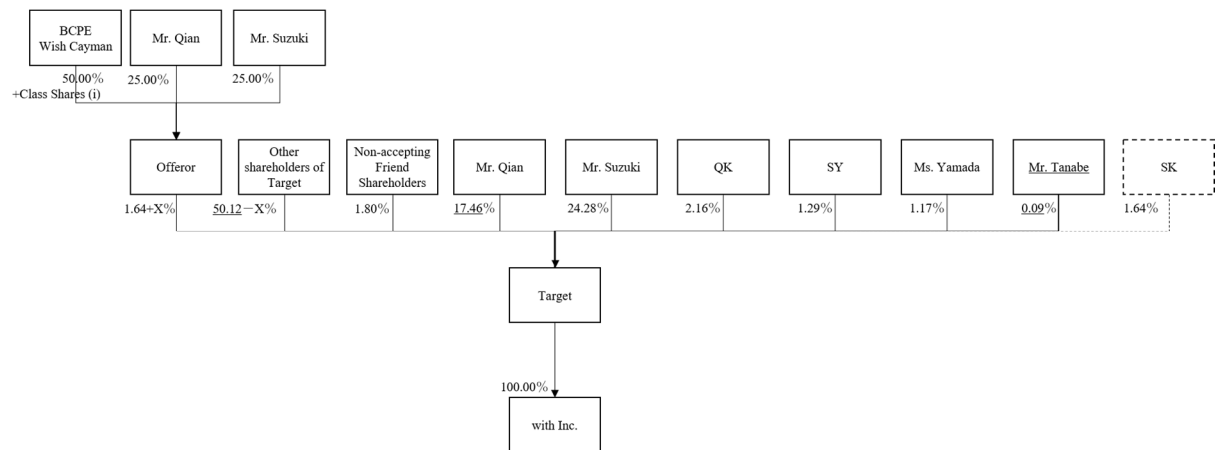
(Note 6) The company profile of with Inc. is as described in the Target's Press Release.

The following diagrams illustrate the currently expected series of transactions. The procedures after the Squeeze-out Process, after "(iv) After the Additional Capital Increase", illustrate the current expectations.

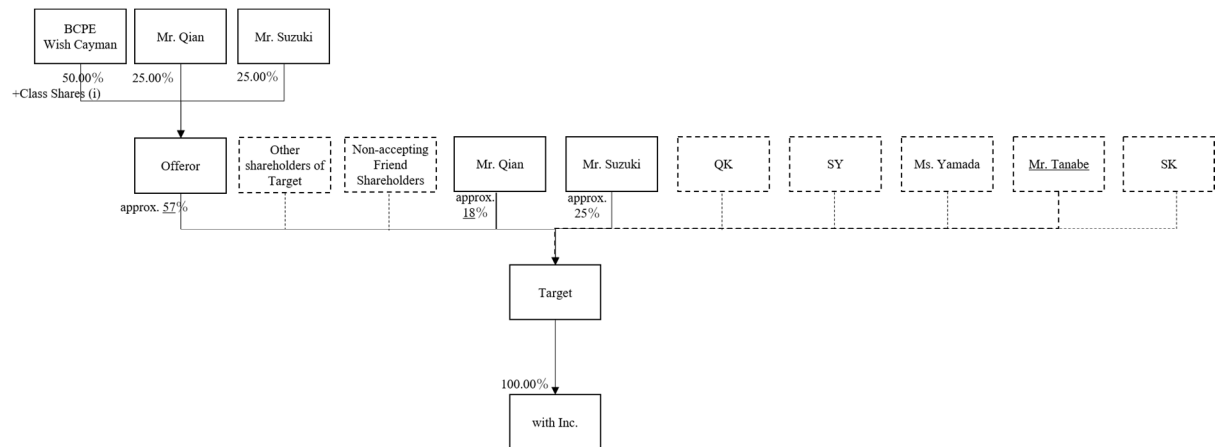
(i) Current state



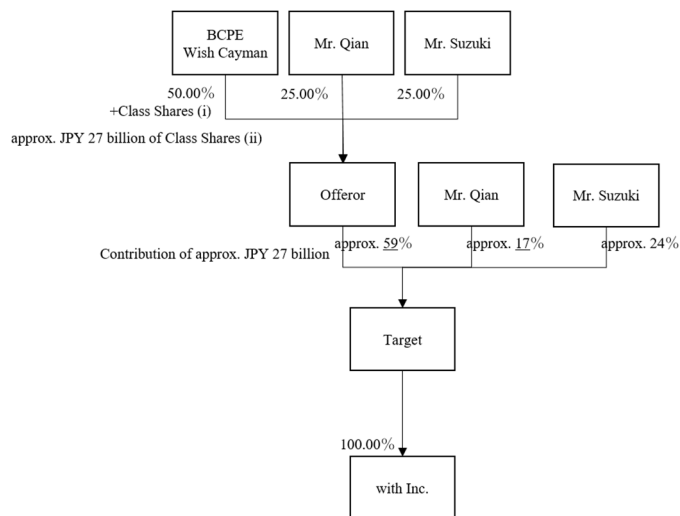
(ii) After the successful completion of the Tender Offer



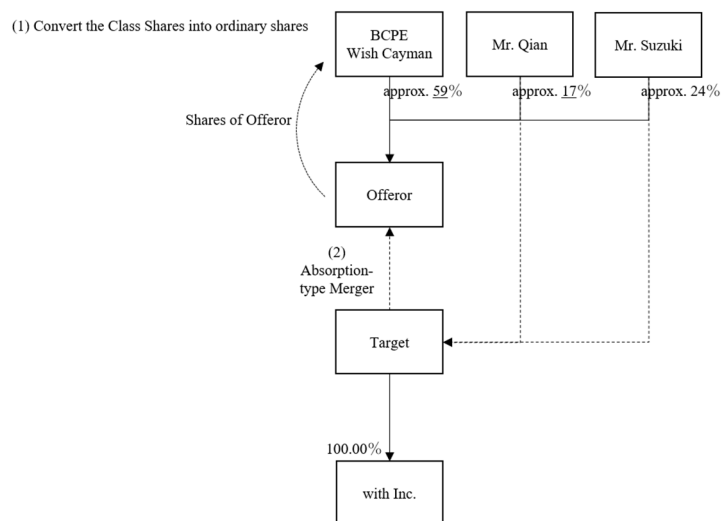
(iii) After the Squeeze-out Process



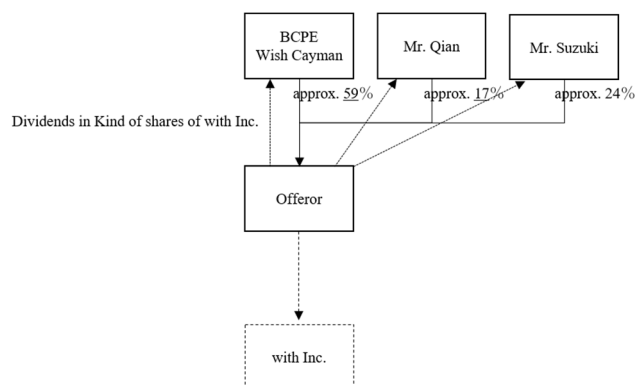
(iv) After the Additional Capital Increase



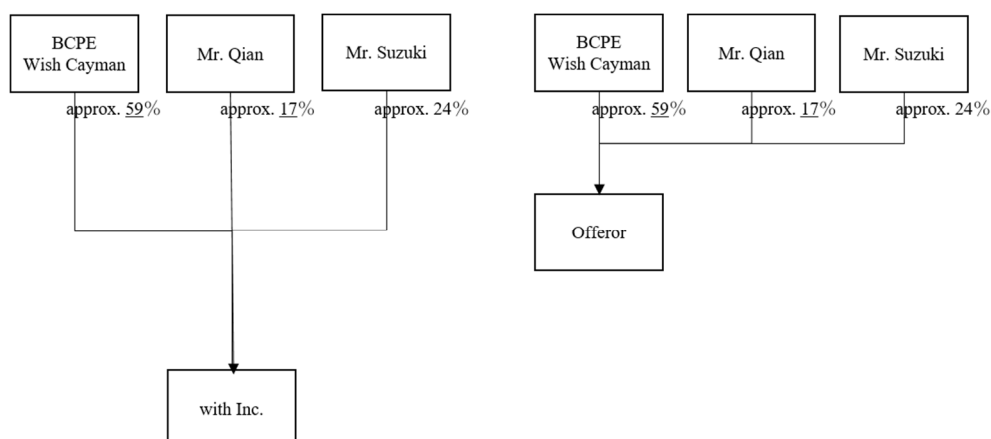
(v) After the Conversion of Class Shares and the Absorption-type Merger



(vi) Dividends In Kind



(vii) After the Dividends In Kind



(2) Background to, and objectives and decision-making process of implementation of the Tender Offer and management policy after the Tender Offer

(i) Background to the Tender Offer

(Before Amendment)

(Omitted)

In addition, in parallel with discussions with the Target, in mid-January 2021, the Offeror Group began

discussions with the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders. The Offeror Group asked the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders to tender their shares in the Tender Offer or not to tender their shares in the Tender Offer and to cooperate in the Squeeze-out Process on the assumption that, since the Offeror Group had an intention not to set a minimum number of shares to be purchased, after the completion of the Tender Offer, the total number of voting rights of the Target held by the Offeror and the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders may fall below two-thirds of the voting rights of all shareholders of the Target and, as a result, the approval of the proposal relating to the Share Consolidation cannot be obtained at the Extraordinary Shareholders' Meeting and the Target's Shares may remain listed. In mid-January, 2021, given the fact that the Squeeze-out Process may not be completed and the Target's Shares may remain listed, although the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders do not tender their Target's Shares in the Tender Offer, they wished to cooperate with the Squeeze-out Process, and the Offeror and the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders entered into the Non-tender Agreement dated March 5, 2021. In addition, in early March 2021, the Offeror Group began discussions with the Non-accepting Friend Shareholders, and also asked the Non-accepting Friend Shareholders, as in the same way as the case with the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders, to tender their shares in the Tender Offer or not to tender their shares in the Tender Offer and to cooperate in the Squeeze-out Process. Given the fact that the Squeeze-out Process may not be completed and the Target's Shares may remain listed, although the Non-accepting Friend Shareholders do not tender their Target's Shares in the Tender Offer, they wished to cooperate with the Squeeze-out Process, and the Offeror and the Non-accepting Friend Shareholders entered into the Non-tender Agreement dated March 5, 2021. For the outline of the Non-tender Agreement, see "(ii) Non-tender Agreement" under "(3) Material agreements regarding the Tender Offer" below.

(After Amendment)

(Omitted)

In addition, in parallel with discussions with the Target, in mid-January 2021, the Offeror Group began discussions with the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders. The Offeror Group asked the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders to tender their shares in the Tender Offer or not to tender their shares in the Tender Offer and to cooperate in the Squeeze-out Process on the assumption that, since the Offeror Group had an intention not to set a minimum number of shares to be purchased, after the completion of the Tender Offer, the total number of voting rights of the Target held by the Offeror and the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders may fall below two-thirds of the voting rights of all shareholders of the Target and, as a result, the approval of the proposal relating to the Share Consolidation cannot be obtained at the Extraordinary Shareholders' Meeting and the Target's Shares may remain listed. In mid-January, 2021, given the fact that the Squeeze-out Process may not be completed and the Target's Shares may remain listed, although the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders do not tender their Target's Shares in the Tender Offer, they wished to cooperate with the Squeeze-out Process, and the Offeror and the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders entered into the Non-tender Agreement dated March 5, 2021. In addition, in early March 2021, the Offeror Group began discussions with the Non-accepting Friend Shareholders, and also asked the Non-accepting Friend Shareholders, as in the same way as the case with the Non-accepting Shareholders excluding the Non-accepting Friend Shareholders, to tender their shares in the Tender Offer or not to tender their shares in the Tender Offer and to cooperate in the Squeeze-out Process. Given the fact that the Squeeze-out Process may not be completed and the Target's Shares may remain listed, although the Non-accepting Friend Shareholders do not tender their Target's Shares in the Tender Offer, they wished to cooperate with the Squeeze-out Process, and the Offeror and the Non-accepting Friend Shareholders entered into the Non-tender Agreement dated March 5, 2021. Furthermore, in March 5, 2021, the Offeror Group began discussions with Mr. Tanabe, and also asked Mr. Tanabe, as in the same way as the case with the Non-accepting Shareholders, to tender their shares in the Tender Offer or not to tender their shares in the Tender Offer and to cooperate in the Squeeze-out Process. Given the fact that the Squeeze-out Process may not be completed and the Target's



Shares may remain listed, although Mr. Tanabe does not tender his Target's Shares in the Tender Offer, he also wished to cooperate with the Squeeze-out Process, and the Offeror and Mr. Tanabe entered into the Non-tender Agreement (Mr. Tanabe) dated March 30, 2021. For the outline of the Non-tender Agreement and the Non-tender Agreement (Mr. Tanabe), see "(ii) Non-tender Agreement" and "(v) Non-tender Agreement (Mr. Tanabe)" under "(3) Material agreements regarding the Tender Offer" below.

(ii) Process of decision-making behind the Target's decision to support the Tender Offer and its reasons  
(Before Amendment)  
(Omitted)

Because the Non-accepting Shareholders are expected to approve the proposals relating to the Share Consolidation, etc. at the Extraordinary Shareholders' Meeting, in addition to the Non-accepted Shares for Tendering (total number of shares held: 7,631,500 shares; shareholding ratio: 46.48%), if the Offeror acquires 3,314,266 shares (shareholding ratio: 20.19%) through the Tender Offer, then combining the shares held by the Offeror and the Non-accepting Shareholders, the Offeror will have acquired shares representing the two-thirds of voting rights necessary for the approval of the Share Consolidation, and it will become certain that the Share Consolidation will be conducted. However, if the number of the shares acquired is less than that number of shares, there is a possibility that the listing of the Target will be maintained. If the listing of the Target's Shares is maintained, the ownership ratio of the Target's Shares held by the Offeror is expected to be approximately 20% at the maximum as stated above, and even at that maximum ownership ratio, the Offeror will only be the second largest shareholder of the Target. In reality, because the ownership ratio of the Offeror in the case of the listing being maintained is expected to be considerably lower than the above, Bain Capital will not gain control of the Target through the Tender Offer, and even in that situation, the Offeror intends to utilize the management resources and networks of Bain Capital to the extent possible in order for the Target to execute management measures. It is believed that such support will contribute to increasing the Target's corporate value. Therefore, the Target believes it overall advantageous for the Target to conduct the series of transactions in the Transaction, including the Tender Offer. As such, although a minimum number of shares to be purchased has not been set in the Tender Offer, the Target believes that it is a transaction that is advantageous for the Target.

(Omitted)

With respect to the Stock Acquisition Rights, the Target also passed a resolution to recommend that because the Stock Acquisition Rights Purchase Prices of the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights were set at the amounts obtained by multiplying the difference between Tender Offer Price of JPY 3,000 and the exercise price per Target's Share that is the object of the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights by the number of common shares subject to the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights and were calculated on the basis of the Tender Offer Price, the Stock Acquisition Right Holders who hold the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights tender their Stock Acquisition Rights in the Tender Offer, but because the Stock Acquisition Rights Purchase Prices of the Fifteenth Stock Acquisition Rights and the Sixteenth Stock Acquisition Rights were set to be JPY 1 on the ground that the exercise price per Target's Share exceeds JPY 3,000, which is the Tender Offer Price, to leave the decision on whether the Stock Acquisition Right Holders who hold the Fifteenth Stock Acquisition Rights and the Sixteenth Stock Acquisition Rights tender their Stock Acquisition Rights in the Tender Offer to the judgment of those Stock Acquisition Right Holders.

(Omitted)

(After Amendment)

(Omitted)

Because the Non-accepting Shareholders and Mr. Tanabe are expected to approve the proposals relating to the Share Consolidation, etc. at the Extraordinary Shareholders' Meeting, in addition to the Non-accepted Shares for Tendering (total number of shares held: 7,894,800 shares; shareholding ratio: 48.08%), if the

Offeror acquires 3,050,966 shares (shareholding ratio: 18.58%) through the Tender Offer, then combining the shares held by the Offeror, and the Non-accepting Shareholders and Mr. Tanabe, the Offeror will have acquired shares representing the two-thirds of voting rights necessary for the approval of the Share Consolidation, and it will become certain that the Share Consolidation will be conducted. However, if the number of the shares acquired is less than that number of shares, there is a possibility that the listing of the Target will be maintained. If the listing of the Target's Shares is maintained, the ownership ratio of the Target's Shares held by the Offeror is expected to be approximately 19% at the maximum as stated above, and even at that maximum ownership ratio, the Offeror will only be the second largest shareholder of the Target. In reality, because the ownership ratio of the Offeror in the case of the listing being maintained is expected to be considerably lower than the above, Bain Capital will not gain control of the Target through the Tender Offer, and even in that situation, the Offeror intends to utilize the management resources and networks of Bain Capital to the extent possible in order for the Target to execute management measures. It is believed that such support will contribute to increasing the Target's corporate value. Therefore, the Target believes it overall advantageous for the Target to conduct the series of transactions in the Transaction, including the Tender Offer. As such, although a minimum number of shares to be purchased has not been set in the Tender Offer, the Target believes that it is a transaction that is advantageous for the Target.

(Omitted)

With respect to the Stock Acquisition Rights, the Target also passed a resolution to recommend that because the Stock Acquisition Rights Purchase Prices of the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights were set at the amounts obtained by multiplying the difference between Tender Offer Price of JPY 3,000 and the exercise price per Target's Share that is the object of the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights by the number of common shares subject to the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights and were calculated on the basis of the Tender Offer Price, the Stock Acquisition Right Holders who hold the Fourth Stock Acquisition Rights, the Twelfth Stock Acquisition Rights, the Thirteenth Stock Acquisition Rights tender their Stock Acquisition Rights in the Tender Offer, but because the Stock Acquisition Rights Purchase Prices of the Fifteenth Stock Acquisition Rights and the Sixteenth Stock Acquisition Rights were set to be JPY 1 on the ground that the exercise price per Target's Share exceeds JPY 3,000, which is the Tender Offer Price, to leave the decision on whether the Stock Acquisition Right Holders who hold the Fifteenth Stock Acquisition Rights and the Sixteenth Stock Acquisition Rights tender their Stock Acquisition Rights in the Tender Offer to the judgment of those Stock Acquisition Right Holders.

Later on March 19, 2021, the Offeror notified that the shareholding ratio of Mr. Qian will be changed due to a change in the name of ownership of the Target's Shares for which Elements Capital was the pledgee, and that Mr. Tanabe will enter into the Non-tender Agreement (Mr. Tanabe), and on March 24, 2021, the Offeror informed that the shareholding ratio of Mr. Qian will be changed due to the execution of pledge established on the Target's Shares by Daiwa Securities. At the Target's Board of Directors meeting held on March 30, 2021, the Target's directors (four directors (Mr. Kenji Kotake, Mr. Eiji Watanabe and Ms. Ayumi Nakazawa, who are Audit & Supervisory Committee members, and Mr. Koichiro Natsume) out of six directors in total, excluding Mr. Qian and Mr. Suzuki) who participated in deliberation and voting unanimously passed a resolution to maintain an opinion on the Tender Offer and tendering of the Target's Shares in the Tender Offer described above even after the change in the scheme of the relevant Transaction.

(Omitted)

- (3) Material agreements regarding the Tender Offer
  - (i) Basic Agreement

(Before Amendment)

The Offeror has entered into the Basic Agreement with Mr. Qian and Mr. Suzuki as of March 5, 2021 respectively, and agreed on the following:

- (i) If the Offeror commences the Tender Offer as part of Target's management buyout (MBO) by Mr. Qian and Mr. Suzuki, (a) Mr. Qian will not tender all of his Target's Shares (2,616,600 shares,

- Shareholding Ratio: 15.94%) into the Tender Offer and will not newly transfer, establish any security or otherwise dispose thereof in whole or in part (including, but not limited to, any tendering for tender offer other than the Tender Offer), (b) Mr. Suzuki will not tender all of his Target's Shares (3,966,600 shares, Shareholding Ratio: 24.16%) and all of his Stock Acquisition Rights (100 rights (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%)) into the Tender Offer and will not newly transfer, establish any security or otherwise dispose thereof in whole or in part (including, but not limited to, any tendering for tender offer other than the Tender Offer);
- (ii) Mr. Qian will consult and negotiate with Elements Capital promptly after the commencement date of the settlement of the Tender Offer to repay the secured obligations under the pledge held by Mr. Qian against Elements Capital with respect to the Target's Shares (630,000 shares, Shareholding Ratio 3.84%) for which Elements Capital is the pledgee and to immediately extinguish such pledge and to have the name of the shares for which Elements Capital is listed or recorded as the owner in the shareholder register of the Target changed to Mr. Qian;
  - (iii) If the Offeror fails to acquire all of the Target's Shares (including the Target's Shares to be delivered upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Target and the Non-accepted Shares for Tendering) in the Tender Offer, the Offeror will, subject to the completion of the Tender Offer, cooperate in good faith with respect to matters necessary for the smooth implementation of the Squeeze-out Process (including (i) presenting agenda on the Share Consolidation to the Extraordinary Shareholders' Meeting and (ii) voting as a shareholder of the Target in favor of all proposals including those related to the Share Consolidation at the Extraordinary Shareholders' Meeting as an exercise of voting rights in respect of all Target's Shares owned at such time);
  - (iv) The Offeror will implement the Conversion of Class Shares and the Absorption-type Merger subject to the completion of the Tender Offer and the Squeeze-out Process; and
  - (v) The Offeror will exercise the Dividends In Kind subject to the completion of the Absorption-type Merger.

(After Amendment)

The Offeror has entered into the Basic Agreement with Mr. Qian and Mr. Suzuki as of March 5, 2021 respectively, and agreed on the following:

- (i) If the Offeror commences the Tender Offer as part of Target's management buyout (MBO) by Mr. Qian and Mr. Suzuki, (a) Mr. Qian will not tender all of his Target's Shares (2,865,900 shares, Shareholding Ratio: 17.46%) into the Tender Offer and will not newly transfer, establish any security or otherwise dispose thereof in whole or in part (including, but not limited to, any tendering for tender offer other than the Tender Offer), (b) Mr. Suzuki will not tender all of his Target's Shares (3,966,600 shares, Shareholding Ratio: 24.16%) and all of his Stock Acquisition Rights (100 rights (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%)) into the Tender Offer and will not newly transfer, establish any security or otherwise dispose thereof in whole or in part (including, but not limited to, any tendering for tender offer other than the Tender Offer);
- (ii) Mr. Qian will consult and negotiate with Elements Capital promptly after the commencement date of the settlement of the Tender Offer to repay the secured obligations under the pledge held by Mr. Qian against Elements Capital with respect to the Target's Shares (630,000 shares, Shareholding Ratio 3.84%) for which Elements Capital is the pledgee and to immediately extinguish such pledge and to have the name of the shares for which Elements Capital is listed or recorded as the owner in the shareholder register of the Target changed to Mr. Qian (Note 9);
- (iii) If the Offeror fails to acquire all of the Target's Shares (including the Target's Shares to be delivered upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Target and the Non-accepted Shares for Tendering) in the Tender Offer, the Offeror will, subject to the completion of the Tender Offer, cooperate in good faith with respect to matters necessary for the smooth implementation of the Squeeze-out Process (including (i) presenting agenda on the Share Consolidation to the Extraordinary Shareholders' Meeting and (ii) voting as a shareholder of the Target in favor of all proposals including those related to the Share Consolidation at the Extraordinary

Shareholders' Meeting as an exercise of voting rights in respect of all Target's Shares owned at such time);

- (iv) The Offeror will implement the Conversion of Class Shares and the Absorption-type Merger subject to the completion of the Tender Offer and the Squeeze-out Process; and
- (v) The Offeror will exercise the Dividends In Kind subject to the completion of the Absorption-type Merger.

(Note 9) When Mr. Qian started the discussions and negotiations with Elements Capital after the commencement of the Tender Offer, it was found that the ownership of the such shares had been transferred to Elements Capital due to an error in the application and recording procedure, although the parties assumed that only a pledge would be established, and furthermore, although the parties established the secured obligations subject to the pledge assuming that such obligations would arise in the future, it was found that no such secured obligation has arisen yet, and Elements Capital agreed on March 9, 2021 to change the name in shareholders' register from Elements Capital to Mr. Qian for all of the Target's Shares for which Elements Capital is the registered holder on the shareholders' register, and completed the change of name as of 22 of the same month.

(Before Amendment)

- (iv) Shareholders Agreement

Mr. Qian, Mr. Suzuki, BCPE Wish Cayman and the Offeror entered into the Shareholders Agreement as of March 5, 2021 to agree on the operation of the Target Group after the completion of the Transaction. Specifically, it has been agreed that (i) Mr. Qian and the Mr. Suzuki, and BCPE Fund will appoint the same number of directors of the Target and with Inc. after the completion of the Transaction (Mr. Qian and Mr. Suzuki will jointly appoint the same number of directors as BCPE Wish Cayman by mutual agreement), (ii) subject to completion of the Tender Offer and the Squeeze-out Process, the Offeror will purchase the ordinary share issued by the Target, and (iii) Mr. Qian, Mr. Suzuki and the BCPE Wish Cayman may not, except in certain exceptional cases, transfer their Offeror's shares to any third party.

(After Amendment)

- (iv) Shareholders Agreement

Mr. Qian, Mr. Suzuki, BCPE Wish Cayman and the Offeror entered into the Shareholders Agreement as of March 5, 2021 to agree on the operation of the Target Group after the completion of the Transaction. Specifically, it has been agreed that (i) Mr. Qian and the Mr. Suzuki, and BCPE Fund will appoint the same number of directors of the Target and with Inc. after the completion of the Transaction (Mr. Qian and Mr. Suzuki will jointly appoint the same number of directors as BCPE Wish Cayman by mutual agreement), (ii) subject to completion of the Tender Offer and the Squeeze-out Process, the Offeror will purchase the ordinary share issued by the Target, and (iii) Mr. Qian, Mr. Suzuki and the BCPE Wish Cayman may not, except in certain exceptional cases, transfer their Offeror's shares to any third party.

- (v) Non-tender Agreement (Mr. Tanabe)

The Offeror has entered into the Non-tender Agreement (Mr. Tanabe) with Mr. Tanabe as of March 30, 2021, and agreed on the following:

- (i) Mr. Tanabe will not tender all of his Target's Shares (14,000 shares, Shareholding Ratio: 0.09%) into the Tender Offer and will not newly transfer, establish any security or otherwise dispose thereof in whole or in part (including, but not limited to, any tendering for tender offer other than the Tender Offer); and

(ii) If the Offeror fails to acquire all of the Target's Shares (including the Target's Shares to be delivered upon the exercise of the Stock Acquisition Rights, but excluding the treasury shares held by the Target and the Non-accepted Shares for Tendering) in the Tender Offer, the Offeror will, subject to the completion of the Tender Offer, cooperate in good faith with respect to matters necessary for the smooth implementation of the Squeeze-out Process (including voting as a shareholder of the Target in favor of all proposals including those related to the Share Consolidation at the Extraordinary Shareholders' Meeting as an exercise of voting rights in respect of all Target's Shares owned at such time).

(5) Policy regarding reorganization, etc., following completion of the Tender Offer (so-called "two-step acquisition")

(Before Amendment)

(Omitted)

Specifically, the Offeror intends to request the Target to hold the Extraordinary Shareholders' Meeting to approve the Share Consolidation and to amend its Articles of Incorporation to abolish the provision concerning less than one unit shares subject to the consolidation of Target's Shares (the "Share Consolidation") becoming effective, pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same) promptly after the settlement of the Tender Offer. The Offeror considers it desirable to hold the Extraordinary Shareholders' Meeting as early as possible from the viewpoint of improving the corporate value of the Target, and intends to request the Target to give a public notice of the record date so that the record date for the extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") will fall on the commencement date of the settlement of the Tender Offer (scheduled for April 27, 2021) or the date close thereto. The Offeror will make such request even if the voting rights of the Target held by the Offeror and Non-accepting Shareholders after the Tender Offer fall below two-thirds of the total voting rights of the Target. According to the press release of the Target, if the Target receives such request from the Offeror, the Target intends to comply therewith. The Offeror and the Non-accepting Shareholders intend to approve the above proposals at the Extraordinary Shareholders' Meeting.

(Omitted)

Regarding the provisions under the Companies Act aimed at protecting general shareholders' interests in relation to the Share Consolidation, if there are any fractional shares when the Share Consolidation is conducted, the Target's shareholders (excluding the Offeror, the Non-accepting Shareholders and the Target) may, in accordance with the provisions of Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations, demand the Target to purchase all fractional shares of the Target's Shares that the relevant shareholders hold at a fair price, and may file a petition to determine the price under appraisal rights of such Target's Shares. As mentioned above, in the Share Consolidation, the number of the Target's Shares held by the Target's shareholders (excluding Mr. Qian, Mr. Suzuki and the Target) who did not tender their shares to the Tender Offer will be a fractional number of less than one share. The Target's shareholders who disapprove of the Share Consolidation will be able to file the above petition. The purchasing price under appraisal rights if these petitions are filed will be ultimately determined by the court.

(Omitted)

(After Amendment)

(Omitted)

Specifically, the Offeror intends to request the Target to hold the Extraordinary Shareholders' Meeting to approve the Share Consolidation and to amend its Articles of Incorporation to abolish the provision concerning less than one unit shares subject to the consolidation of Target's Shares (the "Share Consolidation") becoming effective, pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as

amended; hereinafter the same) promptly after the settlement of the Tender Offer. The Offeror considers it desirable to hold the Extraordinary Shareholders' Meeting as early as possible from the viewpoint of improving the corporate value of the Target, and intends to request the Target to give a public notice of the record date so that the record date for the extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") will fall on the commencement date of the settlement of the Tender Offer (scheduled for April 27, 2021) or the date close thereto. The Offeror will make such request even if the voting rights of the Target held by the Offeror, and Non-accepting Shareholders and Mr. Tanabe after the Tender Offer fall below two-thirds of the total voting rights of the Target. According to the press release of the Target, if the Target receives such request from the Offeror, the Target intends to comply therewith. The Offeror, and the Non-accepting Shareholders and Mr. Tanabe intend to approve the above proposals at the Extraordinary Shareholders' Meeting.

(Omitted)

Regarding the provisions under the Companies Act aimed at protecting general shareholders' interests in relation to the Share Consolidation, if there are any fractional shares when the Share Consolidation is conducted, the Target's shareholders (excluding the Offeror, the Non-accepting Shareholders, the Target and Mr. Tanabe) may, in accordance with the provisions of Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations, demand the Target to purchase all fractional shares of the Target's Shares that the relevant shareholders hold at a fair price, and may file a petition to determine the price under appraisal rights of such Target's Shares. As mentioned above, in the Share Consolidation, the number of the Target's Shares held by the Target's shareholders (excluding Mr. Qian, Mr. Suzuki and the Target) who did not tender their shares to the Tender Offer will be a fractional number of less than one share. The Target's shareholders who disapprove of the Share Consolidation will be able to file the above petition. The purchasing price under appraisal rights if these petitions are filed will be ultimately determined by the court.

(Omitted)

(6) Prospects for delisting and its reasons

(Before Amendment)

(Omitted)

The Offeror does not set any minimum number of tendered shares to be purchased in the Tender Offer. For this reason, the total number of voting rights of the Target held by the Offeror and the Non-accepting Shareholders may fall below two-thirds of the voting rights of all shareholders of the Target after the completion of the Tender Offer. As a result, if the proposal regarding the Share Consolidation described in "(5) Policy regarding reorganization, etc., following completion of the Tender Offer (so-called "two-step acquisition")" above fails to obtain an approval at the Extraordinary Shareholders' Meeting and the Share Consolidation is not implemented, the listing of the Target's Shares will be maintained for the time being. The Offeror currently intends to make the Target's Shares go private, and even if the proposal for the Share Consolidation is rejected at the Extraordinary Shareholders' Meeting, the Offeror may consider making the Target's Shares go private in some way, including any acquisition of additional Target's Shares; however, whether or not the Offeror proceed with the additional acquisition of the Target's Shares will be considered after taking into consideration the status of the tender in the Tender Offer and the subsequent trend of the market share price, the degree of pros and cons of the proposal for the Share Consolidation at the Extraordinary Shareholders' Meeting, and whether or not the Target will be able to obtain the approval of the Offeror once again; therefore, nothing is determined at this point. On the other hand, the ratio of voting rights exercised by the Target at the annual shareholders' meeting was 68.08% for the 10th Annual Shareholders' Meeting for fiscal year ended in September, 2019 and 54.39% for the 11th Annual Shareholders' Meeting for for fiscal year ended in September, 2020. Even if the total number of voting rights of the Target held by the Offeror and the Non-accepting Shareholders may fall below two-thirds of the voting rights of all shareholders of the Target after the completion of the Tender Offer, there is a

possibility that the proposal for the Share Consolidation will be approved at the Extraordinary Shareholders' Meeting, and in such a case, the Target's Shares will be delisted through prescribed procedures in accordance with the delisting criteria of the TSE.

(After Amendment)

(Omitted)

The Offeror does not set any minimum number of tendered shares to be purchased in the Tender Offer. For this reason, the total number of voting rights of the Target held by the Offeror, and the Non-accepting Shareholders and Mr. Tanabe may fall below two-thirds of the voting rights of all shareholders of the Target after the completion of the Tender Offer. As a result, if the proposal regarding the Share Consolidation described in "(5) Policy regarding reorganization, etc., following completion of the Tender Offer (so-called "two-step acquisition"))" above fails to obtain an approval at the Extraordinary Shareholders' Meeting and the Share Consolidation is not implemented, the listing of the Target's Shares will be maintained for the time being. The Offeror currently intends to make the Target's Shares go private, and even if the proposal for the Share Consolidation is rejected at the Extraordinary Shareholders' Meeting, the Offeror may consider making the Target's Shares go private in some way, including any acquisition of additional Target's Shares; however, whether or not the Offeror proceed with the additional acquisition of the Target's Shares will be considered after taking into consideration the status of the tender in the Tender Offer and the subsequent trend of the market share price, the degree of pros and cons of the proposal for the Share Consolidation at the Extraordinary Shareholders' Meeting, and whether or not the Target will be able to obtain the approval of the Offeror once again; therefore, nothing is determined at this point. On the other hand, the ratio of voting rights exercised by the Target at the annual shareholders' meeting was 68.08% for the 10th Annual Shareholders' Meeting for fiscal year ended in September, 2019 and 54.39% for the 11th Annual Shareholders' Meeting for for fiscal year ended in September, 2020. Even if the total number of voting rights of the Target held by the Offeror, and the Non-accepting Shareholders and Mr. Tanabe may fall below two-thirds of the voting rights of all shareholders of the Target after the completion of the Tender Offer, there is a possibility that the proposal for the Share Consolidation will be approved at the Extraordinary Shareholders' Meeting, and in such a case, the Target's Shares will be delisted through prescribed procedures in accordance with the delisting criteria of the TSE.

#### 4. Tender Offer Period, Price and Number of Shares to be Purchased

(2) Price of tender offer, etc.

(Before Amendment)

(Omitted)

Process of calculation	<p>(Omitted)</p> <p>(i) Establishment of the Special Committee in the Target and procuring of a report</p> <p>In light of factors such as the Transaction being carried out as part of a so called management buyout (MBO) where there may be an inherent conflict of interest in the consideration of the Transaction by the Target, for the purposes of ensuring that the Target is careful in its decision-making regarding the Transaction, eliminating arbitrariness and the possibility of any conflict of interest in the Target's Board of Directors' decision-making process, and ensuring fairness of the same, at the Target's Board of Directors meeting held on December 30, 2020, a resolution was passed to establish the Special Committee composed of three persons who do not have any interests in the Target, the Offeror, the Non-accepting Shareholders, or the Accepting Shareholder (collectively, the "Offeror-Related Persons"), namely Mr. Koichiro Natsume, who is an outside director of the Target, and Mr. Eiji Watanabe (tax attorney; representative of Watanabe Accounting Office) and Ms. Ayumi Nakazawa (attorney and partner of Nakazawa</p>
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	<p>Law Office), who are independent outside directors (Audit &amp; Supervisory Committee members) of the Target, and to carry out decision-making that gives the highest degree of respect to reports by the Special Committee. The members of the Special Committee have not changed since the committee was first established. Further, Mr. Eiji Watanabe was elected by the members as the chairperson of the Special Committee. Although remuneration is separately paid to some of the members of the Special Committee in relation to their assumption of office as members, only a monthly fixed amount of remuneration, which is payable regardless of whether the Transaction succeeds, is paid, and no contingency remuneration subject to public announcement or completion of the Transaction is included in the remuneration of any member.</p> <p>(Omitted)</p> <p>In the course of the foregoing, as a result of continued careful discussions and examinations regarding the Consultation Matters, on March 5, 2021, the Special Committee submitted to the Target's Board of Directors the Report regarding the Consultation Matters with the following content.</p> <p>(Omitted)</p> <p>(b) Reasons for giving the above opinions in the Report (i) Whether the Transaction should be implemented</p> <p>(Omitted)</p> <p>Because the Non-accepting Shareholders are expected to approve the proposals relating to the Share Consolidation, etc. at the Extraordinary Shareholders' Meeting, in addition to the Non-accepted Shares for Tendering (total number of shares held: 7,631,500 shares; shareholding ratio: 46.48%), if the Offeror acquires 3,314,266 shares (shareholding ratio: 20.19%) through the Tender Offer, then combining the shares held by the Offeror and the Non-accepting Shareholders, the Offeror will have acquired shares representing the two-thirds of voting rights necessary for the approval of the Share Consolidation, and it will become certain that the Share Consolidation will be conducted. However, if the number of the shares acquired is less than that number of shares, there is a possibility that the listing of the Target's Shares will be maintained. However, even if the listing of the Target's Shares is maintained, the ownership ratio of the Target's Shares held by the Offeror is expected to be approximately 20% at the maximum, and even at that maximum ownership ratio, the Offeror will only be the second largest shareholder of the Target. In reality, the ownership ratio of the Offeror in the case of the listing being maintained is expected to be considerably lower than the above, and therefore, it is thought that Bain Capital will not gain control of the Target through the Tender Offer. Additionally, the Special Committee received a response from Bain Capital, Mr. Qian, and Mr. Suzuki that even without gaining control of the Target, Bain Capital intends, as requested by the Target, to provide a certain degree of support as a shareholder for the execution of management measures by the Target, and that there are no agreements that would be disadvantageous to the general shareholders of the Target in the case of the listing of the Target's Shares being maintained.</p> <p>(Omitted)</p>
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(After Amendment)

(Omitted)

Process of calculation	<p>(Omitted)</p> <p>(i) Establishment of the Special Committee in the Target and procuring of a report</p> <p>In light of factors such as the Transaction being carried out as part of a so called management buyout (MBO) where there may be an</p>
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	<p>inherent conflict of interest in the consideration of the Transaction by the Target, for the purposes of ensuring that the Target is careful in its decision-making regarding the Transaction, eliminating arbitrariness and the possibility of any conflict of interest in the Target's Board of Directors' decision-making process, and ensuring fairness of the same, at the Target's Board of Directors meeting held on December 30, 2020, a resolution was passed to establish the Special Committee composed of three persons who do not have any interests in the Target, the Offeror, the Non-accepting Shareholders, <u>Mr. Tanabe</u> or the Accepting Shareholder (collectively, the "Offeror-Related Persons"), namely Mr. Koichiro Natsume, who is an outside director of the Target, and Mr. Eiji Watanabe (tax attorney; representative of Watanabe Accounting Office) and Ms. Ayumi Nakazawa (attorney and partner of Nakazawa Law Office), who are independent outside directors (Audit &amp; Supervisory Committee members) of the Target, and to carry out decision-making that gives the highest degree of respect to reports by the Special Committee. The members of the Special Committee have not changed since the committee was first established. Further, Mr. Eiji Watanabe was elected by the members as the chairperson of the Special Committee. Although remuneration is separately paid to some of the members of the Special Committee in relation to their assumption of office as members, only a monthly fixed amount of remuneration, which is payable regardless of whether the Transaction succeeds, is paid, and no contingency remuneration subject to public announcement or completion of the Transaction is included in the remuneration of any member.</p> <p>(Omitted)</p> <p>In the course of the foregoing, as a result of continued careful discussions and examinations regarding the Consultation Matters, on March 5, 2021, the Special Committee submitted to the Target's Board of Directors the Report regarding the Consultation Matters with the following content. <u>On March 19, 2021, the Special Committee confirmed that there will be no change in the content of the Report, even after the Offeror notified the Special Committee that Mr. Qian's shareholding ratio will be changed due to a change in the name of ownership of the Target's Shares for which Elements Capital was the pledgee and that Mr. Tanabe will enter into the Non-tender Agreement (Mr. Tanabe), and on March 24, 2021, the Offeror informed that the shareholding ratio of Mr. Qian will be changed due to the execution of pledge established on the Target's Shares by Daiwa Securities. The "Target's Shares not tendered to the Tender Offer by the Non-accepting Shareholders" and the "shares held by the Non-accepting Shareholders" described in the Reasons for giving the above opinions in the Report shall mean the Target's Shares held by the Non-accepting Shareholders as of March 5, 2021 (total number of shares held: 7,631,500 shares; shareholding ratio: 46.48%).</u></p> <p>(Omitted)</p> <p>(b) Reasons for giving the above opinions in the Report</p> <p>(i) Whether the Transaction should be implemented</p> <p>(Omitted)</p> <p>Because the Non-accepting Shareholders are expected to approve the proposals relating to the Share Consolidation, etc. at the Extraordinary Shareholders' Meeting, in addition to the Non-accepted Shares for Tendering <u>owned by the Non-accepting Shareholders</u> (total number of shares held: 7,631,500 shares; shareholding ratio: 46.48%), if the Offeror acquires 3,314,266 shares (shareholding ratio: 20.19%) through the Tender Offer, the Offeror will have acquired, together with the shares held by the Offeror and the Non-accepting Shareholders, shares representing the two-thirds of voting rights necessary for the approval of the Share Consolidation, and it will become certain that the Share</p>
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	<p>Consolidation will be conducted. However, if the number of the shares acquired is less than that number of shares, there is a possibility that the listing of the Target's Shares will be maintained. However, even if the listing of the Target's Shares is maintained, the ownership ratio of the Target's Shares held by the Offeror is expected to be approximately 20% at the maximum, and even at that maximum ownership ratio, the Offeror will only be the second largest shareholder of the Target. In reality, the ownership ratio of the Offeror in the case of the listing being maintained is expected to be considerably lower than the above, and therefore, it is thought that Bain Capital will not gain control of the Target through the Tender Offer. Additionally, the Special Committee received a response from Bain Capital, Mr. Qian, and Mr. Suzuki that even without gaining control of the Target, Bain Capital intends, as requested by the Target, to provide a certain degree of support as a shareholder for the execution of management measures by the Target, and that there are no agreements that would be disadvantageous to the general shareholders of the Target in the case of the listing of the Target's Shares being maintained.</p> <p>(Omitted)</p>
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(3) Number of shares to be purchased  
(Before Amendment)

Types of shares	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Ordinary shares	<u>8,761,149</u> (shares)	-	-
Total	<u>8,761,149</u> (shares)	-	-

- (Note 1) Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer. Accordingly, the Offeror will purchase all of the Tendered Shares.
- (Note 2) Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer, the stated number to be purchased is the maximum number of shares, etc. of the Target that may be purchased by the Offeror upon the Tender Offer (8,761,149 shares). Such maximum number (8,761,149 shares) is calculated by deducting the number of shares that is subject to the Non-accepted Shares for Tendering (7,631,500 shares) and 130 of the Stock Acquisition Rights owned by Non-accepting Shareholders (26,000 shares) from the Total Number of Target's Shares Based on Dilutive Share Considerations (16,418,649 shares).
- (Note 3) The ordinary shares to be purchased comprise 8,001,549 shares of ordinary shares, 2,800 of the Fourth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 5,600 shares), 150 of the Twelfth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 30,000 shares), 120 of the Thirteenth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 24,000 shares), 3,500 of the Fifteenth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 350,000 rights), and 3,500 of the Sixteenth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 350,000 shares).
- (Note 4) Shares of less than one unit are also subject to the Tender Offer. If a shareholder exercises the statutory put option for shares less than one unit pursuant to the Companies Act, the Target may, in accordance with statutory procedures, purchase its own shares during the Tender Offer Period.
- (Note 5) The Offeror has no plan to acquire the treasury shares held by the Target through the Tender Offer.
- (Note 6) Although it is possible that the Stock Acquisition Rights may be exercised by the last day of the Tender Offer Period, the Target's Shares that may be issued or transferred by such exercise are also deemed as the subject of the Tender Offer.

(After Amendment)

Types of shares	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Ordinary shares	<u>8,497,849</u> (shares)	-	-
Total	<u>8,497,849</u> (shares)	-	-

- (Note 1) Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer. Accordingly, the Offeror will purchase all of the Tendered Shares.
- (Note 2) Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer, the stated number to be purchased is the maximum number of shares, etc. of the Target that may be purchased by the Offeror upon the Tender Offer (8,497,849 shares). Such maximum number (8,497,849 shares) is calculated by deducting the number of shares that is subject to the Non-accepted Shares for Tendering (7,894,800 shares) and 130 of the Stock Acquisition Rights owned by Non-accepting Shareholders (26,000 shares) from the Total Number of Target's Shares Based on Dilutive Share Considerations (16,418,649 shares).
- (Note 3) The ordinary shares to be purchased comprise 7,738,249 shares of ordinary shares, 2,800 of the Fourth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 5,600 shares), 150 of the Twelfth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 30,000 shares), 120 of the Thirteenth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 24,000 shares), 3,500 of the Fifteenth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 350,000 rights), and 3,500 of the Sixteenth Stock Acquisition Rights (the number of ordinary shares subject to such rights: 350,000 shares).
- (Note 4) Shares of less than one unit are also subject to the Tender Offer. If a shareholder exercises the statutory put option for shares less than one unit pursuant to the Companies Act, the Target may, in accordance with statutory procedures, purchase its own shares during the Tender Offer Period.
- (Note 5) The Offeror has no plan to acquire the treasury shares held by the Target through the Tender Offer.
- (Note 6) Although it is possible that the Stock Acquisition Rights may be exercised by the last day of the Tender Offer Period, the Target's Shares that may be issued or transferred by such exercise are also deemed as the subject of the Tender Offer.

## 5. Percentage of Ownership of Share Certificates after Tender Offer

(Before Amendment)

Details	Number of voting rights
Number of voting rights represented by the shares to be purchased: (a)	<u>87,611</u>
Number of voting rights represented by potential shares included in (a): (b)	7,596
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares included in (b): (c)	-
Number of voting rights represented by shares held by the Offeror (as of March 8, 2021) : (d)	-
Number of voting rights represented by potential shares included in (d) : (e)	-
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares, etc. included in (e): (f)	-
Number of voting rights represented by shares held by special related parties (as of March 8, 2021) : (g)	<u>76,575</u>
Number of voting rights represented by potential shares included in (g): (h)	260
Number of voting rights represented by depository receipts for shares and beneficiary	-

certificates of trust for shares included in (h): (i)	
Number of voting rights of all shareholders, etc. of the Target (as of September 30, 2020) : (j)	155,954
Percentage of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target: (a) / (j) (%)	<u>53.36</u>
Percentage of ownership of share certificates after tender offer: (a+d+g) / (j+(b-c)+(e-f)+(h-i))×100 (%)	100.00

- (Note 1) "Number of voting rights represented by the shares to be purchased: (a)" is the number of voting rights relating to the number of shares scheduled to be purchased in the Tender Offer.
- (Note 2) "Number of voting rights represented by potential shares included in (a): (b)" is the number of voting rights of shares, etc. to be purchased when the stock acquisition rights are converted into the number of shares pursuant to each of the Terms and Conditions of the Stock Acquisition Rights (759,600 shares).
- (Note 3) "Number of voting rights represented by shares held by special related parties (as of March 8, 2021): (g)" is the total number of voting rights relating to the number of shares owned by special related parties.
- (Note 4) "Percentage of voting rights of all shareholders, etc. of the Target (as of September 30, 2020): (j)" is the number of voting rights of all shareholders as of September 30, 2020, as stated in the Target's Quarterly Securities Report (the number of shares per unit is indicated as 100 shares). Provided, however, that, since the Target's Shares that may be issued or transferred by the exercise of shares less than one unit or the Stock Acquisition Rights are also subject to the Tender Offer, the calculation of "Percentage of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target" and "Percentage of ownership of share certificates after tender offer" is conducted by the number of voting rights relating to the Total Number of Target's Shares Based on Dilutive Share Considerations (16,418,649 shares) (164,186 voting rights) as the denominator.
- (Note 5) With respect to "Percentage of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target" and "Percentage of ownership of share certificates after tender offer", figures are rounded to the second decimal place.

(After Amendment)

Details	Number of voting rights
Number of voting rights represented by the shares to be purchased: (a)	<u>84,978</u>
Number of voting rights represented by potential shares included in (a): (b)	7,596
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares included in (b): (c)	-
Number of voting rights represented by shares held by the Offeror (as of March 30, 2021) : (d)	-
Number of voting rights represented by potential shares included in (d) : (e)	-
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares, etc. included in (e): (f)	-
Number of voting rights represented by shares held by special related parties (as of March 30, 2021) : (g)	<u>79,208</u>
Number of voting rights represented by potential shares included in (g): (h)	260
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares included in (h): (i)	-

Number of voting rights of all shareholders, etc. of the Target (as of September 30, 2020) : (j)	155,954
Percentage of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target: (a) / (j) (%)	<u>51.76</u>
Percentage of ownership of share certificates after tender offer: (a+d+g) / (j+(b-c)+(e-f)+(h-i))×100 (%)	100.00

- (Note 1) "Number of voting rights represented by the shares to be purchased: (a)" is the number of voting rights relating to the number of shares scheduled to be purchased in the Tender Offer.
- (Note 2) "Number of voting rights represented by potential shares included in (a): (b)" is the number of voting rights of shares, etc. to be purchased when the stock acquisition rights are converted into the number of shares pursuant to each of the Terms and Conditions of the Stock Acquisition Rights (759,600 shares).
- (Note 3) "Number of voting rights represented by shares held by special related parties (as of March 30, 2021): (g)" is the total number of voting rights relating to the number of shares owned by special related parties.
- (Note 4) "Percentage of voting rights of all shareholders, etc. of the Target (as of September 30, 2020): (j)" is the number of voting rights of all shareholders as of September 30, 2020, as stated in the Target's Quarterly Securities Report (the number of shares per unit is indicated as 100 shares). Provided, however, that, since the Target's Shares that may be issued or transferred by the exercise of shares less than one unit or the Stock Acquisition Rights are also subject to the Tender Offer, the calculation of "Percentage of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target" and "Percentage of ownership of share certificates after tender offer" is conducted by the number of voting rights relating to the Total Number of Target's Shares Based on Dilutive Share Considerations (16,418,649 shares) (164,186 voting rights) as the denominator.
- (Note 5) With respect to "Percentage of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target" and "Percentage of ownership of share certificates after tender offer", figures are rounded to the second decimal place.

## 8. Funds Required for Tender Offer

### (1) Funds, etc. required for tender offer

#### (Before Amendment)

Purchase price (JPY): (a)	<u>26,283,447,000</u>
Types of consideration other than cash:	-
Sum of consideration other than cash:	-
Purchase commission: (b)	140,000,000
Others: (c)	12,000,000
Total (a)+(b)+(c):	<u>26,435,447,000</u>

- (Note 1) "Purchase price (JPY): (a)" is the amount calculated by multiplying the tendered shares to be purchased (8,761,149 shares) by the Tender Offer Price (JPY 3,000).
- (Note 2) "Purchase commission: (b)" is the estimated amount of commission to be paid to the Tender Offer Agent.
- (Note 3) "Others: (c)" is comprised of estimated fees and expenses for the publication fee of Tender Offer and the printing of the Tender Offer explanatory statement and other necessary documents .
- (Note 4) There are other expenses to be paid to the Tender Offer Agent and legal fees, and such amounts are not determined yet.
- (Note 5) The above amount does not include consumption tax, etc.

(After Amendment)

Purchase price (JPY): (a)	<u>25,493,547,000</u>
Types of consideration other than cash:	-
Sum of consideration other than cash:	-
Purchase commission: (b)	140,000,000
Others: (c)	12,000,000
Total (a)+(b)+(c):	<u>25,645,547,000</u>

(Note 1) "Purchase price (JPY): (a)" is the amount calculated by multiplying the tendered shares to be purchased (8,497,849 shares) by the Tender Offer Price (JPY 3,000).

(Note 2) "Purchase commission: (b)" is the estimated amount of commission to be paid to the Tender Offer Agent.

(Note 3) "Others: (c)" is comprised of estimated fees and expenses for the publication fee of Tender Offer and the printing of the Tender Offer explanatory statement and other necessary documents.

(Note 4) There are other expenses to be paid to the Tender Offer Agent and legal fees, and such amounts are not determined yet.

(Note 5) The above amount does not include consumption tax, etc.

### **PART III. Shares Held and Traded by the Offeror and Special Related Parties**

#### **1. Breakdown of Ownership of Shares**

(1) Total number of shares held by the Offeror and special related parties

(Before Amendment)

(As of March 8, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	<u>76,315</u> (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	260	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	<u>76,575</u>	-	-
Total shares held	<u>76,575</u>	-	-
(Total shares including potential shares)	(260)	(-)	(-)

(After Amendment)

(As of March 30, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	<u>78,948</u> (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	260	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	<u>79,208</u>	-	-
Total shares held	<u>79,208</u>	-	-
(Total shares including potential shares)	(260)	(-)	(-)

(3) Shares held by special related parties (total number of shares held by special related parties)  
(Before Amendment)

(As of March 8, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	<u>76,315</u> (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	260	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	<u>76,575</u>	-	-
Total shares held	<u>76,575</u>	-	-
(Total shares including potential shares)	(260)	(-)	(-)

(After Amendment)

(As of March 30, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	<u>78,948</u> (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	260	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	<u>79,208</u>	-	-
Total shares held	<u>79,208</u>	-	-
(Total shares including potential shares)	(260)	(-)	(-)

(4) Shares held by special related parties (breakdown by each special related party)

(i) Special related parties

(Before Amendment)

(Omitted)

(As of March 8, 2021)

Name	Shinsuke Akimoto
Address	Palace Building 5F, 1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo (Offeror's address)
Description of business	Company officer
Contact information	Contact personnel: Qian Kun Contact address: 1-19-19 Ebisu, Shibuya-ku, Tokyo Telephone: 03-6408-6820
Relationship with the Offeror	Person who agreed with the Offeror to jointly exercise voting rights and other rights as the Target's shareholder

(After Amendment)

(Omitted)

(As of March 8, 2021)

Name	Shinsuke Akimoto
Address	Palace Building 5F, 1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo (Offeror's address)
Description of business	Company officer
Contact information	Contact personnel: Qian Kun Contact address: 1-19-19 Ebisu, Shibuya-ku, Tokyo



	Telephone: 03-6408-6820
Relationship with the Offeror	Person who agreed with the Offeror to jointly exercise voting rights and other rights as the Target's shareholder

(Omitted)

(As of March 30, 2021)

<u>Name</u>	<u>Takuya Tanabe</u>
<u>Address</u>	<u>Palace Building 5F, 1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo</u> <u>(Offeror's address)</u>
<u>Description of business</u>	<u>Company officer</u>
<u>Contact information</u>	<u>Contact personnel: Qian Kun</u> <u>Contact address: 1-19-19 Ebisu, Shibuya-ku, Tokyo</u> <u>Telephone: 03-6408-6820</u>
<u>Relationship with the Offeror</u>	<u>Person who agreed with the Offeror to jointly exercise voting rights and other rights as the Target's shareholder</u>

(ii) Number of shares held

(Before Amendment)

Qian Kun

(As of March 8, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	<u>26,166</u> (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	-	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	<u>26,166</u>	-	-
Total shares held	<u>26,166</u>	-	-
(Total shares including potential shares)	(-)	(-)	(-)

(Omitted)

Shinsuke Akimoto

(As of March 8, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the
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		Enforcement Order	Enforcement Order
Share certificates	144 (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	60	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	204	-	-
Total shares held	204	-	-
(Total shares including potential shares)	(60)	(-)	(-)

(After Amendment)

Qian Kun

(As of March 30, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	<u>28,659</u> (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	-	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	<u>28,659</u>	-	-
Total shares held	<u>28,659</u>	-	-
(Total shares including potential shares)	(-)	(-)	(-)

(Omitted)

Shinsuke Akimoto

(As of March 8, 2021)

	Number of Shares held	Number of Shares falling under Article 7, Paragraph 1, Item 2 of the	Number of Shares falling under Article 7, Paragraph 1, Item 3 of the
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		Enforcement Order	Enforcement Order
Share certificates	144 (shares)	- (shares)	- (shares)
Certificate of stock acquisition rights	60	-	-
Certificate of corporate bonds with stock acquisition rights	-	-	-
Beneficiary certificate of trust of shares( )	-	-	-
Depository receipt for shares( )	-	-	-
Total	204	-	-
Total shares held	204	-	-
(Total shares including potential shares)	(60)	(-)	(-)

Takuya Tanabe

(As of March 30, 2021)

	<u>Number of Shares held</u>	<u>Number of Shares falling under Article 7, Paragraph 1, Item 2 of the Enforcement Order</u>	<u>Number of Shares falling under Article 7, Paragraph 1, Item 3 of the Enforcement Order</u>
<u>Share certificates</u>	<u>140</u> (shares)	= (shares)	= (shares)
<u>Certificate of stock acquisition rights</u>	=	=	=
<u>Certificate of corporate bonds with stock acquisition rights</u>	=	=	=
<u>Beneficiary certificate of trust of shares( )</u>	=	=	=
<u>Depository receipt for shares( )</u>	=	=	=
<u>Total</u>	<u>140</u>	=	=
<u>Total shares held</u>	<u>140</u>	=	=
<u>(Total shares including potential shares)</u>	<u>(-)</u>	=	=

### 3. Material contracts concerning the shares shown above

(Before Amendment)

As of March 5, 2021, the Offeror entered into the Basic Agreement with Mr. Qian who is the President of the Target and the second largest major shareholder and Mr. Suzuki who is the CTO and Representative Director of the Target and the largest major shareholder and agreed that Mr. Qian will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Qian (2,616,600 shares and Shareholding

Ratio: 15.94%) and Mr. Suzuki will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Suzuki (3,966,600 shares and Shareholding Ratio: 24.16%) and all of the Stock Acquisition Rights owned by Mr. Suzuki (100 (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%), respectively.

As of March 5, 2021, the Offeror entered into the Non-tender Agreement with QK that is the asset manager of Mr. Qian and the fourth largest major shareholder, SY that is the asset manager of Mr. Qian and the eighth largest major shareholder, Mr. Kashiwaya, the ninth largest shareholder, Ms. Yamada, Mr. Uenoyama, Mr. Sato and Mr. Akimoto, and agreed that QK will not accept the Tender Offer with respect to all of the Target's Shares owned by QK (354,300 shares and Shareholding Ratio: 2.16%), SY will not accept the Tender Offer with respect to all of the Target's Shares owned by SY (212,600 shares and Shareholding Ratio: 1.29%), Mr. Kashiwaya will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Kashiwaya (204,800 shares and Shareholding Ratio: 1.25%), Ms. Yamada will not accept the Tender Offer with respect to all of the Target's Shares owned by Ms. Yamada (192,200 shares and Shareholding Ratio: 1.17%), Mr. Uenoyama will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Uenoyama (36,000 shares and Shareholding Ratio: 0.22%), Mr. Sato will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Sato (34,000 shares and Shareholding Ratio: 0.21%), and Mr. Akimoto will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Akimoto (14,400 shares and Shareholding Ratio: 0.09%) and all of the Stock Acquisition Rights owned by Mr. Akimoto (30 (Number of shares subject to the stock acquisition rights: 6,000 shares, Shareholding Ratio: 0.04%), respectively.

(Omitted)

With respect to the Basic Agreement, the Non-tender Agreement, the Tender Offer Agreement and the Shareholders Agreement, see "(3) Material agreements regarding the Tender Offer" under "3. Purposes of Tender Offer" under "Part I. Terms and Conditions of Tender Offer" above for details.

(After Amendment)

As of March 5, 2021, the Offeror entered into the Basic Agreement with Mr. Qian who is the President of the Target and the second largest major shareholder and Mr. Suzuki who is the CTO and Representative Director of the Target and the largest major shareholder and agreed that Mr. Qian will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Qian (2,865,900 shares and Shareholding Ratio: 17.46%) and Mr. Suzuki will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Suzuki (3,966,600 shares and Shareholding Ratio: 24.16%) and all of the Stock Acquisition Rights owned by Mr. Suzuki (100 (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%), respectively.

As of March 5, 2021, the Offeror entered into the Non-tender Agreement with QK that is the asset manager of Mr. Qian and the fourth largest major shareholder, SY that is the asset manager of Mr. Qian and the eighth largest major shareholder, Mr. Kashiwaya, the ninth largest shareholder, Ms. Yamada, Mr. Uenoyama, Mr. Sato and Mr. Akimoto, and agreed that QK will not accept the Tender Offer with respect to all of the Target's Shares owned by QK (354,300 shares and Shareholding Ratio: 2.16%), SY will not accept the Tender Offer with respect to all of the Target's Shares owned by SY (212,600 shares and Shareholding Ratio: 1.29%), Mr. Kashiwaya will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Kashiwaya (204,800 shares and Shareholding Ratio: 1.25%), Ms. Yamada will not accept the Tender Offer with respect to all of the Target's Shares owned by Ms. Yamada (192,200 shares and Shareholding Ratio: 1.17%), Mr. Uenoyama will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Uenoyama (36,000 shares and Shareholding Ratio: 0.22%), Mr. Sato will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Sato (34,000 shares and Shareholding Ratio: 0.21%), and Mr. Akimoto will not accept the Tender Offer with respect to all of

the Target's Shares owned by Mr. Akimoto (14,400 shares and Shareholding Ratio: 0.09%) and all of the Stock Acquisition Rights owned by Mr. Akimoto (30 (Number of shares subject to the stock acquisition rights: 6,000 shares, Shareholding Ratio: 0.04%), respectively. Furthermore, as of March 30, 2021, the Offeror has concluded a Non-tender Agreement (Mr. Tanabe) with Mr. Tanabe and Mr. Tanabe agreed that he will not accept the Tender Offer with respect to all of the Target's Shares owned by Mr. Tanabe (Number of shares held: 14,000 shares, Shareholding Ratio: 0.09%).

(Omitted)

With respect to the Basic Agreement, the Non-tender Agreement, the Non-tender Agreement (Mr. Tanabe), the Tender Offer Agreement and the Shareholders Agreement, see "(3) Material agreements regarding the Tender Offer" under "3. Purposes of Tender Offer" under "Part I. Terms and Conditions of Tender Offer" above for details.

## **PART IV. Transactions between the Offeror and the Target**

### **2. Agreements between the Offeror and the Target or its Officers, and the Terms thereof (if any)**

(ii) Agreements between the Offeror and the Target's officers and the terms thereof (if any)  
(Before Amendment)

The Offeror has entered into the Basic Agreement with each of Mr. Qian (the President and Founder and the second largest major shareholder of the Target) and Mr. Suzuki (CTO and Representative Director and the largest major shareholder of the Target), and Mr. Qian agreed not to tender any of the 2,616,600 Target's Shares owned by Mr. Qian (Shareholding Ratio: 15.94%) to the Tender Offer, and Mr. Suzuki agreed not to tender any of the 3,966,600 Target's Shares owned by Mr. Suzuki (Shareholding Ratio: 24.16%) and any of the 100 Stock Acquisition Rights owned by Mr. Suzuki (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%) to the Tender Offer.

(Omitted)

(After Amendment)

The Offeror has entered into the Basic Agreement with each of Mr. Qian (the President and Founder and the second largest major shareholder of the Target) and Mr. Suzuki (CTO and Representative Director and the largest major shareholder of the Target), and Mr. Qian agreed not to tender any of the 2,865,900 Target's Shares owned by Mr. Qian (Shareholding Ratio: 17.46%) to the Tender Offer, and Mr. Suzuki agreed not to tender any of the 3,966,600 Target's Shares owned by Mr. Suzuki (Shareholding Ratio: 24.16%) and any of the 100 Stock Acquisition Rights owned by Mr. Suzuki (Number of shares subject to the stock acquisition rights: 20,000 shares, Shareholding Ratio: 0.12%) to the Tender Offer.

(Omitted)

## **II. Attachment to Tender Offer Registration Statement**

### **Public Notice of Tender Offer dated March 8, 2021**

#### **1. Purposes of Tender Offer**

(Before Amendment)

(Omitted)

The Offeror will carry out the Tender Offer by acquiring all of the Target's Shares listed on the Mothers Market, a market opened by the Tokyo Stock Exchange, Inc. (including the Target's Shares to be delivered upon the exercise of the Stock Acquisition Rights (as defined below), but excluding the treasury shares held by the Target, all of the Target's Shares held by Mr. Qian, all of the Target's Shares held by Mr. Suzuki, all of the Target's Shares held by K.K. QK, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the fourth largest shareholder ("QK"), all of the Target's Shares held by K.K. SY, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the eighth largest shareholder ("SY"), all of the Target's Shares held by Ms. Rie Yamada, the spouse of Mr. Qian ("Ms. Yamada"), and all of the Target's Shares held respectively by Mr. Yasuyuki Kashiwaya (the ninth largest shareholder; "Mr. Kashiwaya"), Mr. Katsuya Uenoyama ("Mr. Uenoyama"), Mr. Yusuke Sato ("Mr. Sato") and Mr. Nobusuke Akimoto ("Mr. Akimoto") who

are friends of Mr. Qian (collectively, Mr. Kashiwaya, Mr. Uenoyama, Mr. Sato and Mr. Akimoto shall be referred to hereafter as the "Non-accepting Friend Shareholders"; collectively, Mr. Qian, Mr. Suzuki, QK, SY, Ms. Yamada and the Non- accepting Friend Shareholders shall be referred to hereafter as the "Non-accepting Shareholders")) and all of the Stock Acquisition Shares (excluding the Stock Acquisition Rights held by the Non-accepting Shareholders), as part of a series of transactions (the "Transaction") for the purpose of taking the Target's Shares private.

(Omitted)

(After Amendment)

(Omitted)

The Offeror will carry out the Tender Offer by acquiring all of the Target's Shares listed on the Mothers Market, a market opened by the Tokyo Stock Exchange, Inc. (including the Target's Shares to be delivered upon the exercise of the Stock Acquisition Rights (as defined below), but excluding the treasury shares held by the Target, all of the Target's Shares held by Mr. Qian, all of the Target's Shares held by Mr. Suzuki, all of the Target's Shares held by K.K. QK, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the fourth largest shareholder ("QK"), all of the Target's Shares held by K.K. SY, an asset management company of which 51.00% of its issued shares is held by Mr. Qian and the eighth largest shareholder ("SY"), all of the Target's Shares held by Ms. Rie Yamada, the spouse of Mr. Qian ("Ms. Yamada"), and all of the Target's Shares held respectively by Mr. Yasuyuki Kashiwaya (the ninth largest shareholder; "Mr. Kashiwaya"), Mr. Katsuya Uenoyama ("Mr. Uenoyama"), Mr. Yusuke Sato ("Mr. Sato") and Mr. Nobusuke Akimoto ("Mr. Akimoto") who are friends of Mr. Qian (collectively, Mr. Kashiwaya, Mr. Uenoyama, Mr. Sato and Mr. Akimoto shall be referred to hereafter as the "Non-accepting Friend Shareholders"; collectively, Mr. Qian, Mr. Suzuki, QK, SY, Ms. Yamada and the Non- accepting Friend Shareholders shall be referred to hereafter as the "Non-accepting Shareholders")) and all of the Stock Acquisition Shares (excluding the Stock Acquisition Rights held by the Non-accepting Shareholders and Mr. Takuya Tanabe ("Mr. Tanabe") who is a friend of Mr. Qian as part of a series of transactions (the "Transaction") for the purpose of taking the Target's Shares private.

(Omitted)

## 2. Details of Tender Offer

### (5) Number of shares to be purchased

(Before Amendment)

Number of shares to be purchased	<u>8,761,149</u> shares
Minimum number of shares to be purchased	- shares
Maximum number of shares to be purchased	- shares

(Note 1) Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer. Accordingly, the Offeror will purchase all of the shares, etc. tendered in the Tender Offer (the "Tendered Shares").

(Note 2) Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer, the stated number to be purchased is the maximum number of shares, etc. of the Target that may be purchased by the Offeror upon the Tender Offer (8,761,149 shares). Such maximum number (8,761,149 shares) is calculated by (iv) deducting the number of Target's shares owned by the Non-accepting Shareholders (7,631,500 shares) and 130 of the Stock Acquisition Rights owned by the Non-accepting Shareholders (26,000 shares) from 16,418,649 shares. The 16,418,649 shares stands for (i) the total number of issued shares of the Target as of December 31, 2020 (15,676,400 shares), as stated in the "First Quarterly Securities Report for the 12th Term" submitted by the Target on February 12, 2021 , *plus* (ii) the shares subject to the stock acquisition rights as of March 4, 2021 (10,200 rights (according to the Target, 2,800 rights of the Fourth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 5,600 shares), 250 rights of the Twelfth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 50,000 shares), 150 rights of the Thirteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 30,000 shares), 3,500 rights of the Fifteenth Stock Acquisition Rights (Number of shares subject to

the stock acquisition rights: 350,000 shares) and 3,500 rights of the Sixteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 350,000 shares)) (785,600 shares) (*i.e.*, all Stock Acquisition Rights as of November 30, 2020 (18,021 rights (Number of shares subject to the stock acquisition rights: 1,598,700 shares)) as stated in the Annual Securities Report for the 11th Term submitted by the Target on December 21, 2020, *less* the Shares Acquisition Rights exercised or extinguished from December 1, 2020 to March 4, 2021 (7,821 rights (Number of shares subject to the stock acquisition rights: 813,100 shares) (according to the Target, 189 rights of the Sixth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 37,800 shares), 121 rights of the Seventh Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 24,200 shares) and 7,511 rights of the Seventeenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 751,100 shares)) (16,462,000 shares), *less* (iii) the number of treasury shares held by the Target as of December 31, 2020 (43,351 shares), as stated in the "First Quarter Earnings Briefing for the fiscal year ending September 30, 2021 Japanese GAAP (consolidated)" published by the Target on February 12, 2021.

(Omitted)

(After Amendment)

Number of shares to be purchased	<u>8,497,849</u> shares
Minimum number of shares to be purchased	- shares
Maximum number of shares to be purchased	- shares

(Note 1) Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer. Accordingly, the Offeror will purchase all of the shares, etc. tendered in the Tender Offer (the "Tendered Shares").

Since the maximum and minimum numbers of the shares, etc. to be purchased have not been set for the Tender Offer, the stated number to be purchased is the maximum number of shares, etc. of the Target that may be purchased by the Offeror upon the Tender Offer (8,497,849 shares). Such maximum number (8,497,849 shares) is calculated by (iv) deducting the number of Target's shares owned by the Non-accepting Shareholders and Mr. Tanabe (7,894,800 shares) and 130 of the Stock Acquisition Rights owned by the Non-accepting Shareholders (26,000 shares) from 16,418,649 shares. The 16,418,649 shares stands for (i) the total number of issued shares of the Target as of December 31, 2020 (15,676,400 shares), as stated in the "First Quarterly Securities Report for the 12th Term" submitted by the Target on February 12, 2021, *plus* (ii) the shares subject to the stock acquisition rights as of March 4, 2021 (10,200 rights (according to the Target, 2,800 rights of the Fourth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 5,600 shares), 250 rights of the Twelfth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 50,000 shares), 150 rights of the Thirteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 30,000 shares), 3,500 rights of the Fifteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 350,000 shares) and 3,500 rights of the Sixteenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 350,000 shares)) (785,600 shares) (*i.e.*, all Stock Acquisition Rights as of November 30, 2020 (18,021 rights (Number of shares subject to the stock acquisition rights: 1,598,700 shares)) as stated in the Annual Securities Report for the 11th Term submitted by the Target on December 21, 2020, *less* the Shares Acquisition Rights exercised or extinguished from December 1, 2020 to March 4, 2021 (7,821 rights (Number of shares subject to the stock acquisition rights: 813,100 shares) (according to the Target, 189 rights of the Sixth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 37,800 shares), 121 rights of the Seventh Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 24,200 shares) and 7,511 rights of the Seventeenth Stock Acquisition Rights (Number of shares subject to the stock acquisition rights: 751,100 shares)) (16,462,000 shares), *less* (iii) the number of treasury shares held by the Target as of December 31, 2020 (43,351 shares), as stated in the "First Quarter Earnings Briefing for the fiscal year ending September 30, 2021 Japanese GAAP (consolidated)" published by the Target on February 12, 2021.

(Omitted)

END