

July 2, 2025

To whom it may concern:

Company SHIBAURA ELECTRONICS CO.,
Name: LTD.
Representative: Akira Kasai, President & Chief
Executive Officer
(Code Number: 6957; TSE Standard Market)
Contact: Yukihide Hoshinoya, Executive
Officer & General Manager of
Administrative Department
(TEL: 048-614-4000)

Company YAGEO Corporation
Name:
Representative: Pierre T.M. Chen, Founder and
Chairman

**(Amendment) Notice Regarding Amendments to the “Notice Regarding
Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD.
(Securities Code: 6957)” and the Public Notice of Commencement of Tender Offer
due to Submission of the Amendment to Tender Offer Registration Statement, and
Changes to the Terms and Conditions of Tender Offer**

YAGEO Corporation (“YAGEO”) announces that, July 1, 2025, it published the attached “(Amendment) Notice Regarding Amendments to the “Notice Regarding Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” and the Public Notice of Commencement of Tender Offer due to Submission of the Amendment to Tender Offer Registration Statement, and Changes to the Terms and Conditions of Tender Offer”.

End

This press release is published by YAGEO Corporation. (the wholly owning parent company of the Tender Offeror) in accordance with Article 30, paragraph (1), item (iv) of the Order for Enforcement of the Financial Instruments and Exchange Act based on a request made by SHIBAURA ELECTRONICS CO., LTD. (the Target Company in the Tender Offer).

(Attachment)

“(Amendment) Notice Regarding Amendments to the “Notice Regarding Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” and the Public Notice of Commencement of Tender Offer due to Submission of the Amendment to Tender Offer Registration Statement, and Changes to the Terms and Conditions of Tender Offer” dated July 1, 2025

To whom it may concern:

YAGEO Corporation
Representative: Pierre T.M. Chen, Founder and Chairman

**(Amendment) Notice Regarding Amendments to the “Notice Regarding
Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD.
(Securities Code: 6957)” and the Public Notice of Commencement of Tender Offer
due to Submission of the Amendment to Tender Offer Registration Statement, and
Changes to the Terms and Conditions of Tender Offer**

YAGEO Corporation (“YAGEO”), through YAGEO Electronics Japan LLC, an intermediate holding company established by YAGEO on February 6 (the “Tender Offeror”), has commenced the tender offer (the “Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) for the common shares (the “Target Company’s Stock”) of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957, listed on the Standard Market of Tokyo Stock Exchange, Inc.; the “Target Company”) from May 9, 2025.

Pursuant to Article 27, Paragraph 3 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended), the Tender Offeror received a notification, via the Bank of Japan, from the Minister of Finance and the competent minister for the business on July 1, 2025 regarding the extension of the waiting period. In accordance with applicable laws and regulations, the Tender Offeror submits the Amendment Statement for the Tender Offer Registration Statement to the Director-General of the Kanto Local Finance Bureau. As a result, the Tender Offer Period will be extended to July 15, 2025, which is the date falling 10 Business Days from the submission date of this Statement (July 1, 2025), thereby extending the overall Tender Offer Period to 48 Business Days, and there have been updates that require amendments to certain portions of items stated in the Tender Offer Registration Statement filed on May 9, 2025 (including amendments by the Amendment Statement for the Tender Offer Registration Statement filed on June 2, 2025, June 17 and June 25 of the same year) and public notice of the commencement of the Tender Offer dated May 9, 2025 attached thereto (including amendments by the Amendment Statement for the Tender Offer Registration Statement filed on June 2, 2025, June 17 and June 25 of the same year). In order to make amendments, pursuant to Article 27, 27-8, Paragraphs 2 of the same Act, an Amendment Statement for the Tender Offer Registration Statement has been filed.

As a result of the above, the Tender Offeror hereby announces that the “Notice Regarding Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” dated May 8, 2025 (including matters amended and revised by the “(Amendment) Notice Regarding Amendments to the “Notice Regarding Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)”, the Public Notice of Commencement of Tender Offer due to Submission of the Amendment to Tender Offer Registration Statement” disclosed on June 2, 2025; “(Amendment) Notice Regarding Amendments to the “Notice Regarding Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” and the Public Notice of Commencement of Tender Offer due to Submission of the Amendment to Tender Offer Registration Statement, and Changes to the Terms and Conditions of Tender Offer” disclosed on June 17, 2025 and “(Amendment) Notice Regarding Amendments to the “Notice Regarding Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” and the Public Notice of Commencement of Tender Offer due to Submission of the Amendment to Tender Offer Registration Statement, and Changes to the Terms and Conditions of Tender Offer” disclosed on June 25, 2025, hereinafter referred to as the “Tender Offeror Press Release Dated May 8, 2025”) and the Public Notice of Commencement of Tender Offer are amended as below.

I. Amendment to the Tender Offeror Press Release Dated May 8, 2025

The Tender Offeror Press Release Dated May 8, 2025 is amended as below. Amended portions are underlined.

1. Purpose, etc. of the Tender Offer

(1) Outline of the Tender Offer

(Before Amendment)

(Omitted)

- (i) As stated in “(2) Legal Basis” in “6. Permits, etc. for Acquisition of Shares” in the Tender Offer Registration Statement for the Tender offer, the Tender Offeror has determined that procedures under foreign investment regulations in Japan and outward investment regulations in Taiwan, as well as procedures under competition acts in Germany and Austria, will be required to execute the Transaction.

As stated in “(2) Legal Basis” in “6. Permits, etc. for Acquisition of Shares” in the Tender Offer Registration Statement for the Tender offer, with respect to the procedures and measures under the Foreign Exchange and Foreign Trade Act of Japan, the Tender Offeror has filed a notification to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on February 6, 2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act of Japan, and receipt thereof was acknowledged for the same day. However, following the acknowledgement of the notification, on February 28, 2025, the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, contacted the Tender Offeror to withdraw the notification once in order to continue the review due to the difficulty in completing the review within the statutory waiting period. As such, the Tender Offeror withdrew the notification on March 4, 2025. As of the submission date of this Statement, the notification had not been refiled. However, as the consultation with the Ministry of Economy, Trade and Industry has been progressing steadily, the Tender Offeror filed a notification again to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on June 2, 2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, and receipt thereof was acknowledged for the same day. Based on advice from Japanese legal counsel, the Tender Offeror expects that it will be able to obtain the necessary approval for the acquisition of the Target Company’s Stock through the Tender Offer by the Tender Offeror (the “Share Acquisition”) by the last day of the Tender Offer Period (including where it has been extended).

(Omitted)

Furthermore, on June 25, 2025 (local time), the fact that the notice that the approval for the Share Acquisition had been resolved was publicized by Taiwan Investment Commission, the Tender Offeror filed an Amendment Statement to this Statement, and upon such filing, the Tender Offer Period was extended to July 9, 2025, which is the date on which 10 Business Days have passed starting the submission date of this Amendment Statement to this Statement, June 25, 2025 (the “Change in the Tender Offer Conditions (4)”).

(After Amendment)

(Omitted)

- (i) As stated in “(2) Legal Basis” in “6. Permits, etc. for Acquisition of Shares” in the Tender Offer Registration Statement for the Tender offer, the Tender Offeror has determined that procedures under foreign investment regulations in Japan and outward investment regulations in Taiwan, as well as procedures under competition acts in Germany and Austria, will be required to execute the Transaction.

As stated in “(2) Legal Basis” in “6. Permits, etc. for Acquisition of Shares” in the Tender Offer Registration Statement for the Tender offer, with respect to the procedures and measures under the Foreign Exchange and Foreign Trade Act of Japan, the Tender Offeror has filed a notification to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on February 6, 2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act of Japan, and receipt thereof was acknowledged for the same day. However, following the acknowledgement of the notification, on February 28, 2025, the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, contacted the Tender Offeror to withdraw the notification once in order to continue the review due to the difficulty in completing the review within the statutory waiting period. As such, the Tender Offeror withdrew the notification on March 4, 2025. As of the submission date of this Statement, the notification had not been refiled. However, as the consultation with the Ministry of Economy, Trade and Industry has been progressing steadily, the Tender Offeror filed a notification again to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on June 2,

2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, and receipt thereof was acknowledged for the same day. Thereafter, on July 1, 2025, the Tender Offeror received a notice, via the Bank of Japan, from the Minister of Finance and the competent minister for the business pursuant to Article 27, Paragraph 3 of the Foreign Exchange and Foreign Trade Act, stating that, due to the need for additional time to conduct the review, the waiting period for the notification filed on June 2, 2025 under Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, is extended until August 1, 2025. Based on advice from Japanese legal counsel, the Tender Offeror expects that it will be able to obtain the necessary approval for the acquisition of the Target Company's Stock through the Tender Offer by the Tender Offeror (the "Share Acquisition") by the last day of the Tender Offer Period (including where it has been extended).

(Omitted)

Furthermore, on June 25, 2025 (local time), the fact that the notice that the approval for the Share Acquisition had been resolved was publicized by Taiwan Investment Commission, the Tender Offeror filed an Amendment Statement to this Statement, and upon such filing, the Tender Offer Period was extended to July 9, 2025, which is the date on which 10 Business Days have passed starting the submission date of this Amendment Statement to this Statement, June 25, 2025 (the "Change in the Tender Offer Conditions (4)").

Furthermore, on July 1, 2025, the Tender Offeror received a notice, via the Bank of Japan, from the Minister of Finance and the competent minister for the business pursuant to Article 27, Paragraph 3 of the Foreign Exchange and Foreign Trade Act, stating that, due to the need for additional time to conduct the review, the waiting period for the notification filed on June 2, 2025 under Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, is extended until August 1, 2025. As a result, the Tender Offeror filed an Amendment Statement to this Statement, and upon such filing, the Tender Offer Period was extended to July 15, 2025, which is the date on which 10 Business Days have passed starting the submission date of this Amendment Statement to this Statement, July 1, 2025 (the "Change in the Tender Offer Conditions (5)").

(3) Measures to Ensure the Fairness of the Tender Offer Including Measures to Ensure the Fairness of the Tender Offer Price and to Avoid Conflicts of Interest

(i) Securing Objectivity to Ensure the Fairness of the Tender Offer

(Before Amendment)

As the Tender Offeror has announced the scheduled commencement of the Tender Offer on February 5, 2025, and 61 Business Days have elapsed following such announcement before commencement of the Tender Offer, the Tender Offeror believes that an opportunity is secured for persons other than the Tender Offeror to purchase the Target Company's Stock. Moreover, the Tender Offeror has set the Tender Offer Period as 30 Business Days (the Tender Offer Period had been extended to 38 Business Days as a result of the Change in the Tender Offer Conditions (3), and the Tender Offer Period has been extended to 44 Business Days as a result of the Change in the Tender Offer Conditions (4)), despite the shortest period prescribed by laws and regulations being 20 Business Days. As such, by securing 91 Business Days (such period had been extended to 99 Business Days as a result of the Change in the Tender Offer Conditions (3), and such period has been extended to 105 Business Days as a result of the Change in the Tender Offer Conditions (4)), which exceeds the longest period of a tender offer prescribed by law of 60 Business Days, following the announcement of the Tender Offer to the end of the Tender Offer Period, the Tender Offeror believes that an opportunity is secured for the Target Company's shareholders to make an informed decision on whether to tender their shares in the Tender Offer. Furthermore, the Tender Offeror has concluded with the Target Company no agreements containing provisions regarding the protection of transactions that prohibits the Target Company from contacting persons proposing a competing purchase or any other agreements that limit the persons proposing the competing purchase from contacting the Target Company. As such, together with the setting of the Tender Offer Period above, by securing an opportunity for the competing purchase, the Tender Offeror has given consideration to ensuring the fairness of the Tender Offer.

(After Amendment)

As the Tender Offeror has announced the scheduled commencement of the Tender Offer on February 5, 2025, and 61 Business Days have elapsed following such announcement before

commencement of the Tender Offer, the Tender Offeror believes that an opportunity is secured for persons other than the Tender Offeror to purchase the Target Company's Stock. Moreover, the Tender Offeror has set the Tender Offer Period as 30 Business Days (the Tender Offer Period had been extended to 38 Business Days as a result of the Change in the Tender Offer Conditions (3), and the Tender Offer Period has been extended to 44 Business Days as a result of the Change in the Tender Offer Conditions (4), and the Tender Offer Period has been extended to 48 Business Days as a result of the Change in the Tender Offer Conditions (5)), despite the shortest period prescribed by laws and regulations being 20 Business Days. As such, by securing 91 Business Days (such period had been extended to 99 Business Days as a result of the Change in the Tender Offer Conditions (3), and such period has been extended to 105 Business Days as a result of the Change in the Tender Offer Conditions (4), and such period has been extended to 109 Business Days as a result of the Change in the Tender Offer Conditions (5)), which exceeds the longest period of a tender offer prescribed by law of 60 Business Days, following the announcement of the Tender Offer to the end of the Tender Offer Period, the Tender Offeror believes that an opportunity is secured for the Target Company's shareholders to make an informed decision on whether to tender their shares in the Tender Offer. Furthermore, the Tender Offeror has concluded with the Target Company no agreements containing provisions regarding the protection of transactions that prohibits the Target Company from contacting persons proposing a competing purchase or any other agreements that limit the persons proposing the competing purchase from contacting the Target Company. As such, together with the setting of the Tender Offer Period above, by securing an opportunity for the competing purchase, the Tender Offeror has given consideration to ensuring the fairness of the Tender Offer.

(7) Fairness of the Transaction Procedures in Consideration of the Guidelines for Corporate Takeovers

(i) Ensuring Opportunities for Informed Judgment

(Before Amendment)

(Omitted)

In addition, as the Tender Offeror has announced the scheduled commencement of the Tender Offer on February 5, 2025, and 61 Business Days have elapsed following such announcement before commencement of the Tender Offer, the Tender Offeror believes that an opportunity is secured for persons other than the Tender Offeror to purchase the Target Company's Stock. Moreover, the Tender Offeror has set the Tender Offer Period as 30 Business Days (the Tender Offer Period had been extended to 38 Business Days as a result of the Change in the Tender Offer Conditions (3), and the Tender Offer Period has been extended to 44 Business Days as a result of the Change in the Tender Offer Conditions (4)), despite the shortest period prescribed by laws and regulations being 20 Business Days. As such, by securing 91 Business Days (such period had been extended to 99 Business Days as a result of the Change in the Tender Offer Conditions (3), and such period has been extended to 105 Business Days as a result of the Change in the Tender Offer Conditions (4)), which exceeds the longest period of a tender offer prescribed by law of 60 Business Days, following the announcement of the Tender Offer to the end of the Tender Offer Period, the Tender Offeror believes that an opportunity is secured for the Target Company's shareholders to make an informed decision on whether to tender their shares in the Tender Offer.

(Omitted)

(After Amendment)

(Omitted)

In addition, as the Tender Offeror has announced the scheduled commencement of the Tender Offer on February 5, 2025, and 61 Business Days have elapsed following such announcement before commencement of the Tender Offer, the Tender Offeror believes that an opportunity is secured for persons other than the Tender Offeror to purchase the Target Company's Stock. Moreover, the Tender Offeror has set the Tender Offer Period as 30 Business Days (the Tender Offer Period had been extended to 38 Business Days as a result of the Change in the Tender Offer Conditions (3), and the Tender Offer Period has been extended to 44 Business Days as a result of the Change in the Tender Offer Conditions (4), and the Tender Offer Period has been extended to 48 Business Days as a result of the Change in the Tender Offer Conditions (5)), despite the shortest period prescribed by laws and regulations being 20 Business Days. As such, by securing 91 Business Days (such period had been extended to 99 Business Days as a result of the Change in the Tender Offer Conditions (3),

and such period has been extended to 105 Business Days as a result of the Change in the Tender Offer Conditions (4), and such period has been extended to 109 Business Days as a result of the Change in the Tender Offer Conditions (5)), which exceeds the longest period of a tender offer prescribed by law of 60 Business Days, following the announcement of the Tender Offer to the end of the Tender Offer Period, the Tender Offeror believes that an opportunity is secured for the Target Company's shareholders to make an informed decision on whether to tender their shares in the Tender Offer.

(Omitted)

2. Overview of the Tender Offer

(2) Schedule, etc.

(i) Schedule

(Before Amendment)

Purchase period	From Friday, May 9, 2025 to <u>Tuesday, July 1, 2025</u> (38 Business Days)
Date of public notice of Commencement of the Tender Offer	Friday, May 9, 2025 Electronic public notice will be issued and the notice to that effect will be posted in the <i>Nihon Keizai Shimbun</i> . (URL of electronic public notice: https://disclosure.edinet-fsa.go.jp/)
Date of Submission of the Tender Offer Registration Statement	Friday, May 9, 2025

(After Amendment)

Purchase period	From Friday, May 9, 2025 to <u>Tuesday, July 15, 2025</u> (48 Business Days)
Date of public notice of Commencement of the Tender Offer	Friday, May 9, 2025 Electronic public notice will be issued and the notice to that effect will be posted in the <i>Nihon Keizai Shimbun</i> . (URL of electronic public notice: https://disclosure.edinet-fsa.go.jp/)
Date of Submission of the Tender Offer Registration Statement	Friday, May 9, 2025

(8) Method of Settlement

(ii) Commencement Date of Settlement

(Before Amendment)

Wednesday, July 16, 2025

(After Amendment)

Wednesday, July 23, 2025

II. Amendment to the Public Notice of Commencement of Tender Offer

The Public Notice of Commencement of Tender Offer is amended as below.

Amended portions are underlined.

(1) Notice Regarding Commencement of Tender Offer Dated May 9, 2025

1. Purpose of the Tender Offer

(Before Amendment)

(Omitted)

① The Tender Offeror has determined that procedures under foreign investment regulations in Japan and outward investment regulations in Taiwan, as well as procedures under competition acts in Germany and Austria, will be required to execute the Transaction. With respect to the procedures and measures under the

Foreign Exchange and Foreign Trade Act of Japan (Act No. 228 of 1949, as amended) (the “Foreign Exchange and Foreign Trade Act”), the Tender Offeror has filed a notification to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on February 6, 2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, and receipt thereof was acknowledged for the same day. However, following the acknowledgement of the notification, on February 28, 2025, the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, contacted the Tender Offeror to withdraw the notification once in order to continue the review due to the difficulty in completing the review within the statutory waiting period. As such, the Tender Offeror withdrew the notification on March 4, 2025. As of the submission date of this Statement, the notification has not been refiled. However, as the Tender Offeror determined that the consultation with the Ministry of Economy, Trade and Industry has been progressing steadily, the Tender Offeror voluntarily filed a notification again to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on June 2, 2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, and receipt thereof was acknowledged for the same day. Based on advice from Japanese legal counsel, the Tender Offeror expects that it will be able to obtain the necessary approval for the acquisition of the Target Company’s Stock through the Tender Offer by the Tender Offeror (the “Share Acquisition”) by the last day of the Tender Offer Period (including where it has been extended). As the review by the competent governmental authority has not yet been completed, the Tender Offeror is continuing its consultations with the Ministry of Economy, Trade and Industry. However, as it is the Tender Offeror’s understanding that, as a practical matter, the current status of such consultations may not be disclosed to third parties other than the parties involved, it must refrain from disclosing such information.

(Omitted)

(After Amendment)

(Omitted)

① The Tender Offeror has determined that procedures under foreign investment regulations in Japan and outward investment regulations in Taiwan, as well as procedures under competition acts in Germany and Austria, will be required to execute the Transaction. With respect to the procedures and measures under the Foreign Exchange and Foreign Trade Act of Japan (Act No. 228 of 1949, as amended) (the “Foreign Exchange and Foreign Trade Act”), the Tender Offeror has filed a notification to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on February 6, 2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, and receipt thereof was acknowledged for the same day. However, following the acknowledgement of the notification, on February 28, 2025, the Ministry of Economy, Trade and Industry, which has jurisdiction over the business of the Target Company, contacted the Tender Offeror to withdraw the notification once in order to continue the review due to the difficulty in completing the review within the statutory waiting period. As such, the Tender Offeror withdrew the notification on March 4, 2025. As of the submission date of this Statement, the notification has not been refiled. However, as the Tender Offeror determined that the consultation with the Ministry of Economy, Trade and Industry has been progressing steadily, the Tender Offeror voluntarily filed a notification again to the Minister of Finance and the competent minister for the business of the Target Company through the Bank of Japan on June 2, 2025, pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, and receipt thereof was acknowledged for the same day. Thereafter, on July 1, 2025, the Tender Offeror received a notice, via the Bank of Japan, from the Minister of Finance and the competent minister for the business pursuant to Article 27, Paragraph 3 of the Foreign Exchange and Foreign Trade Act, stating that, due to the need for additional time to conduct the review, the waiting period for the notification filed on June 2, 2025 under Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, is extended until August 1, 2025. Based on advice from Japanese legal counsel, the Tender Offeror expects that it will be able to obtain the necessary approval for the acquisition of the Target Company’s Stock through the Tender Offer by the Tender Offeror (the “Share Acquisition”) by the last day of the Tender Offer Period (including where it has been extended). As the review by the competent governmental authority has not yet been completed, the Tender Offeror is continuing its consultations with the Ministry of Economy, Trade and Industry. However, as it is the Tender Offeror’s understanding that, as a practical matter, the

current status of such consultations may not be disclosed to third parties other than the parties involved, it must refrain from disclosing such information.

(Omitted)

End.

Regulations on Solicitation

This press release has been prepared for the purpose of providing information of the Tender Offer and has not been prepared for the purpose of soliciting an offer to sell, or making an offer to purchase, any securities. If shareholders wish to make an offer to sell their shares in the Tender Offer, they should first read the Tender Offer Explanation Statement for the Tender Offer and offer their shares or stock options for sale at their own discretion. This press release shall neither be, nor constitute a part of, an offer to sell or purchase, or a solicitation of an offer to sell or purchase, any securities, and neither this press release (or a part thereof) nor its distribution shall be interpreted to be the basis of any agreement in relation to the Tender Offer, and this press release may not be relied on at the time of entering into any such agreement.

Future Prospects

This press release, including the descriptions regarding the future business of the Offeror and other companies, may contain expressions for the future prospects such as “anticipate,” “expect,” “intend,” “plan,” “believe” and “assume,” and other similar expressions. These expressions are based on the Offeror’s current expectations as to the businesses, and may change depending on the future circumstances. Regarding the information herein, the Offeror undertakes no obligation to change the expressions for the future prospects into those for the actual events by reflecting the actual business performance, various circumstances and changes in conditions, etc. These expressions refer to, and this press release includes, statements that fall under “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the “*U.S. Exchange Act*”). Due to the known and unknown risks and uncertainties, the actual results might differ significantly from the statements that are implicitly or explicitly forward-looking. The Offeror and its affiliates do not guarantee for such implicit and explicit forward-looking statements to materialize. The “forward-looking statements” in this press release were prepared based on the information obtained by the Offeror as of the date hereof, unless required by law, the Offeror and its affiliates are not obligated to amend or revise such forward-looking statements to reflect future matters and situation.

US Regulations

Although the Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed under Japanese law, those procedures and standards may differ from the procedures and information disclosure standards in the United States. In particular, Sections 13(e) and 14(d) of the U.S. Exchange Act, and the rules prescribed thereunder, do not apply to the Tender Offer, and therefore the Tender Offer does not conform to those procedures and standards. In addition, the financial information contained in this press release was prepared based on Japanese accounting standards and not based on U.S. accounting standards, and thus may not necessarily be comparable to the content of any financial information prepared based on U.S. accounting standards. It may be difficult to enforce any right or claim arising under U.S. federal securities laws because, among other reasons, the Offeror and the Target Company are incorporated outside the United States and some or all of their directors are non-U.S. residents. Shareholders may not be able to sue a company outside the United States and its directors in a non-U.S. court for violations of U.S. securities laws. Furthermore, there is no guarantee that shareholders will be able to compel a company outside the United States or its subsidiaries and affiliates to subject themselves to the jurisdiction of a U.S. court.

Unless otherwise specified, all procedures relating to the Tender Offer shall be conducted entirely in Japanese. While some or all of the documentation relating to the Tender Offer will be prepared in English, if there is any inconsistency between the English documentation and the Japanese documentation, the Japanese documentation will prevail.

The Offeror, the financial advisors to the Offeror, and the Tender Offer Agent (including their respective affiliates) may purchase the Target Shares by means other than the Tender Offer to the extent permitted by Rule 14e-5(b) of the U.S. Exchange Act, applicable laws and regulations in Japan, and other applicable laws and regulations. Such purchases may be made at the market price through market transactions, or at a price determined by negotiation outside of the market. In the event that information regarding such purchases is disclosed in Japan, such information will also be disclosed in a similar manner in the United States, including on the English website of the person conducting such purchases.

Other Countries

In certain countries or regions, the announcement, issue or distribution of this press release may be restricted by laws or regulations. In such cases, you are required to be aware of such restrictions and comply with them. This press release does not constitute any solicitation of an offer to sell or offer to purchase shares in relation to the Tender Offer, and shall be considered as a mere distribution of informative materials.

This press release is not for announcement, issue or distribution, in whole or in part in, into or from any jurisdiction where doing so would constitute a violation of the relevant laws or regulations of that jurisdiction.